

BANAS FINANCE LIMITED

CIN: L65910MH1983PLC030142

E/109, Crystal Plaza, New Link Road, Andheri (W), Mumbai - 400 053
Tel No : +91 9152096140 • Email : banasfin@gmail.com • www.banasfinance.com

Date: 08/09/2023

To,
The Department of Corporate Services,
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai - 400 001

Ref.: Scrip Code- 509053

Sub: Submission of Annual Report of the Company for the Financial Year 2022-2023 pursuant to Regulation 34 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations).

Dear Sir(s),

In terms of Regulation 34(1) of the Listing Regulations, please find enclosed the Annual Report for the Financial Year 2022-2023 along with the Notice of the Annual General Meeting being dispatched to shareholders of the Company through electronic mode whose e-mail addresses are registered with the Company / Depository Participants / Registrar and Transfer Agent.

The 40th Annual General Meeting ('AGM') of the Company will be held on Saturday , 30th September, 2023 AT 04.00 P.M. through Video Conference / Other Audio Visual Means, in accordance with the General Circular No. 20/2020 dated May 5, 2020 read with General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 02/2021 dated January 13, 2021 , General Circular No. 02/2022 dated May 5, 2022 and General Circular No. 10/2022 dated December 28, 2022 issued by the Ministry of Corporate Affairs ('MCA'), and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, SEBI Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, SEBI Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 and further SEBI Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 05th January, 2023 issued by the Securities and Exchange Board of India ('SEBI').

The Annual Report of the Company is also available on the website of the Company at <https://banasfinance.wordpress.com>. Kindly take the aforesaid information on record in compliance of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015.

We request you to kindly take the above on your record.

Thanking You

**Yours Faithfully,
For Banas Finance Limited**

**PRAJNA
PRAKASH
NAIK**

Digitally signed by
PRAJNA PRAKASH NAIK
Date: 2023.09.08
13:19:22 +05'30'

**Prajna Naik
Company Secretary**

BANAS FINANCE LIMITED

(CIN: L65910MH1983PLC030142)

ANNUAL REPORT

2022-23

Regd. Office:

E-109, Crystal Plaza, New Link Road,
Andheri (W), Mumbai, MH- 400053
Tel: 022-61522222 / 9152096140 / 41;

Email: banasfin@gmail.com;

Website: www.banasfinance.wordpress.com

Corporate Information

“Non-banking financial company (NBFC) sector has vital role in the growth that India has experienced over the last couple of years. NBFCs have been instrumental in offering formal credit to the underserved retail and micro, small and medium enterprises (MSME) segment, thereby increasing the contribution of these segments to India’s overall GDP.

In the last couple of months, the sector has witnessed an acute liquidity situation which, to some extent, has been alleviated through measures taken by the RBI and the government to boost lending to NBFCs. While the larger NBFCs (AAA category) with strong parentage are in a better position to deal with the current problems, the smaller ones have been impacted the most in their ability to sustain their business because of the liquidity crunch. With the traditional sources of capital drying up, several NBFCs are raising capital through securitization of assets for lack of other quick and viable fund-raising options. NBFCs focused on infrastructure and real estate lending is experiencing stress in their loan books as evidenced by the growing level of non-performing assets (NPAs).

We strongly believe that a healthy NBFC sector is instrumental in maintaining India’s growth momentum and achieving the target of a USD 5 trillion Indian economy by 2024. NBFCs have shown resilience in the past in dealing with such downturns through business innovation. In light of new regulations, it would be interesting to see how the story unfolds for the NBFC sector in the next couple of months.

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Corporate Information

BOARD OF DIRECTORS:

Mr. Amit Gulecha	- Managing Director
Mr. Girraj Kishor Agrawal	- Director
Mrs. TanuAgrawal	- Director
Mr. Chirag Goyal	- Independent Director
Mr. Vikash Kulhriya	-Independent Director
Mr. Pratham Jethliya	- IndependentDirector
(Appointed w.e.f.28 th May, 2022 - Resigned w.e.f. 20 th August, 2022)	
Mr. Ashish Kachhara	- Independent Director
(Appointed w.e.f. 29 th August, 2022)	

KEY MANAGERIAL PERSONNEL:

Mr. Nemichand Saini - CFO(resigned w.e.f.09.08.2023)
Mrs. Babita Amit Mehta - CFO (appointed w.e.f. 10.08.2023)
Ms. PrajnaNaik-CompanySecretary

STATUTORY AUDITORS:

M/S DASSANI& ASSOCIATES
1-B, Sagar Matha Apartment
18/7, M G Road, Indore - 452001

INTERNAL AUDITORS:

Ravi Toshniwal (Resigned w.e.f. 10.11.2022)
Deepak Mehta (Appointed w.e.f. 10.11.2022)

SECRETARIAL AUDITORS:

M/S NITESH CHAUDHARY &ASSOCIATES
Practicing Company Secretaries

REGISTRAR & TRANSFER AGENT:

PURVA SHAREREGISTRY (INDIA) PVT LTD.
9, Shiv Shakti Industrial Estate,
J.R. Boricha Marg, Lower Parel (E),
Mumbai - 400011
Tel:022-23010771 / 49614132
Email Id: support@purvashare.com

LISTING OF EQUITY SHARES:

BSE LIMITED
Phiroze Jeejeebhoy Towers
DalalStreet,Mumbai-400001

SCRIP CODE:
509053

REGISTERED OFFICE:

E/109, Crystal Plaza,
New Link Road, Andheri (West),
Mumbai: 400053
CIN: L65910MH1983PLC030142
Tel: 9152096140 /022 66921199
Email Id: banasfin@gmail.com
Website: <https://banasfinance.wordpress.com>

PRINCIPLE BANKERS:

RBL Bank Ltd.
Au Small Finance Bank

Corporate Information

EXEMPTION FROM REQUIREMENT OF DISPATCHING THE PHYSICAL COPIES OF THE ANNUAL REPORT:

MCA has vide **General Circular no. 17/2020 dated 13th April, 2020** and further Vide General Circular No. 02/2021 dated 13th January, 2021 and has relaxed the requirements of sending notices required in terms of Section 101 read with Rule 19 of the Companies (Management and Administration) Rules, 2014. In similar lines, it is requested to exempt the companies from the requirements of the dispatch of the annual reports in physical form as envisaged under Sections 136 of the Companies Act, 2013 and rules framed thereunder.

According to the Circular of MCA the company will send Notice of AGM and Annual Report to all the members through email registered with the records of the company and company request to the members whose email id is not registered in the records of Company/RTA they should get register their email id with Company/RTA, the members whose Email Id is not registered with company/RTA can download the copy of AGM Notice and Annual Report from Website of the Company <https://banasfinance.wordpress.com> The company will also provide link of the same in the newspaper publication of the notice calling AGM.

HOLDING OF THE ANNUAL GENERAL MEETING ('AGM') THROUGH VC/OAVM FACILIT:

In view of the continuing COVID-19 pandemic, the Ministry of Corporate Affairs ('MCA') has vide its circular dated 5th May 2020 read with circulars dated 8th April 2020, 13th April 2020, 13th January, 2021, 5th May, 2022 and 28th December, 2022 (collectively referred to as 'MCA Circulars') and SEBI circular dated 12th May 2020 read with 15th January, 2021, 13th May, 2022 and 05th January, 2023 permitted holding of the annual general meeting ('AGM') through VC/OAVM facility, without the physical presence of the members at a common venue. In compliance with the provisions of the Companies Act, 2013 (the 'Act'), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'SEBI Listing Regulations') and MCA Circulars, the AGM of the Company is being conducted through VC/OAVM hereinafter called as 'e-AGM'.

The Company has already embarked on this initiative and proposes to send documents including Annual Reports in electronic form to the Members on the email address provided by them to the R&T Agent/the Depositories.

The Members whose email Id is not Registered with the Company are requested to intimate/update their email address to the Company/R&T Agent, those members whose email id is not registered with company can send a request to the Company/RTA to send copy of the annual report and notice of AGM through email as per the Circular of MCA for annual report and notice of AGM which is available on the Company's Website members can download the same from website.

NOTICE OF 40TH ANNUAL GENERAL MEETING

Chairman's Speech:

I am pleased to share with you the agenda to the Annual General Meeting of Shareholders (AGM) of Banas Finance Limited scheduled for 30th September, 2023.

It is always a pleasure to connect with you all, and – although virtual – it is a privilege to host you again. I thank you for your continued trust, encouragement and unequivocal support to the Company and its Management. It is really appreciable that your Company is emerging stronger and healthier and is scaling new heights. I do have full faith in our team work and dedication. We are bouncing back to the old glorious days moving towards a bright and prosperous future.

I would like to take this opportunity to share some of the key developments in 2022-2023, and a note on our focus for future. The receding pandemic brought an end to one set of challenges, but its aftermath has created new ones. The cocktail of inflation, interest rates, geopolitics, war, demand volatility, supply chain dislocations, the shift from efficiency to resilience and security, all morphing quickly and without warning is upon us. This means doing all we can to be more efficient in the present as well as nurturing a readiness for growth in the future. At Banas, we understand what it takes to navigate this era of optionality. Through times rough and smooth, we have brought great focus to becoming better, becoming more efficient and resilient in the present while also securing our relevance in a progressive future.

Despite the challenges of the previous year, we are pleased to confirm a positive financial result. In 2022-2023, Banas reported consolidated total revenue of Rs. 2088.09 Lakhs including other income. During the year under review Company has generated consolidated Profit before Tax of Rs. (9969.01) lakhs as compared to Previous year.

At the Company level, we continued to focus on further cost reduction, optimum utilization of existing capacity and enhancing operational efficiency.

As I close, I would like to take this opportunity to thank you all for your continuous support and faith in the Company and its management. We shall continue to work towards taking the Company to greater heights and achieve many more milestones and business goals.

Thank you for your attention!

**Yours Sincerely,
Girraj Kishor Agrawal
Chairman**

NOTICE OF 40TH ANNUAL GENERAL MEETING

Notice is hereby given that the 40TH ANNUAL GENERAL MEETING of the Members of BANAS FINANCE LIMITED (the 'Company') will be held on Saturday, September 30, 2023 at 04:00 P.M. IST through Video Conferencing ('VC')/Other Audio Visual Means ('OAVM') to transact the following businesses:-

ORDINARY BUSINESS:

1. ADOPTION OF FINANCIAL STATEMENT:

To consider and adopt (a) the standalone audited financial statement of the Company for the financial year ended March 31, 2023 and the reports of the Board of Directors and Auditors thereon; and

(b) the audited consolidated financial statement of the Company for the financial year ended March 31, 2023 and the report of Auditors thereon and, in this regard, to consider and if thought fit, to pass the following resolutions with or without modifications, if any as Ordinary Resolutions:

a) **"RESOLVED THAT** the Standalone audited financial statement of the Company for the financial year ended March 31, 2023 and the reports of the Board of Directors and Auditors thereon, as circulated to the Members, be and are hereby considered and adopted."

b) **"RESOLVED THAT** the Consolidated audited financial statement of the Company for the financial year ended March 31, 2023 and the report of Auditors thereon, as circulated to the Members, be and are hereby considered and adopted."

"RESOLVED FURTHER THAT Prajna Naik, Company Secretary or any of the Directors of the company be and are hereby authorized, as the case may be, and file necessary form(s) with concerned ROC, to take all such steps as may be necessary, proper and expedient to give complete effect to this resolution."

2. APPOINTMENT OF DIRECTOR:

To appoint a Director in place of Mrs. Tanu Girraj Agrawal (DIN-00290966), who is retiring by rotation in terms of Section 152(6) of the Companies Act, 2013 and, being eligible, offers herself for re-appointment in this regard, to consider and if thought fit, to pass the following resolutions with or without modifications, if any as Ordinary Resolutions:

"RESOLVED THAT Mrs. Tanu Girraj Agrawal (DIN-00290966) Director of the Company, who retires by rotation at this 40th Annual General Meeting and being eligible offered herself for re-appointment, be and is hereby re-appointed as a Director of the Company and that her period of office be liable to determination by retirement of Directors by rotation."

3. APPOINTMENT OF A K KOCCHAR & ASSOCIATES STATUTORY AUDITOR OF THE COMPANY IN PLACE OF M/S. DASSANI & ASSOCIATES STATUTORY AUDITOR OF THE COMPANY:

To consider and if thought fit to pass with our without modifications, if any, the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to Sections 139, 142 of the Companies Act, 2013 ("Act") and other applicable provisions, if any, of the said Act and Companies (Audit and Auditors) Rules, 2014 made thereunder and other applicable rules, if any, under the said Act (including any statutory modification(s) or re-enactment thereof for the time being in force) A K Kocchar & Associates Chartered Accountants (FRN No. 120410W), be and is hereby appointed as the Statutory Auditors of the Company in place of M/s. Dassani & Associates, Chartered Accountants (FRN No. 009096C), commencing the appointment of M/s. A K Kocchar & Associates, Chartered Accountants (FRN No. 120410W) from the conclusion of this 40th Annual General Meeting till the conclusion of 45th Annual General Meeting schedule to be held in the year 2028 at a remuneration to be fixed by the Audit Committee and/or Board of Directors of the Company, in addition to the reimbursement of applicable taxes and actual out of pocket and travelling expenses incurred in connection with the audit.

"RESOLVED FURTHER THAT Prajna Naik, Company Secretary or any of the Directors of the company be and are hereby authorized, as the case may be, and file necessary form(s) with concerned ROC, to take all such steps as may be necessary, proper and expedient to give complete effect to this resolution."

SPECIAL BUSINESS

4. INCREASE IN AUTHORISED SHARE CAPITAL OF THE COMPANY

To consider and if thought fit to pass with our without modifications, if any, the following resolution as an Ordinary Resolution:

NOTICE OF 40TH ANNUAL GENERAL MEETING

"RESOLVED THAT pursuant to the provisions of Section 13, 61(1)(a), 64 and all other applicable provisions of the as amended, (including any statutory modification(s) or re-enactment thereof for the time being in force) ('Companies Act') and the Articles of Association of the Company, approval of the Members be and is hereby accorded to increase , the Authorized Share Capital of the Company from Rs. 53,30,00,000 (Rupees Fifty Three Crores Thirty Lacs Only) divided into 5,33,00,000 (Five Crores Thirty Three Lacs) Equity Shares of Face Value of Re. 10/- (Rupee Ten Only) each to Rs. 63,30,00,000 (Rupees Sixty Three Crores Thirty Lacs Only) divided into 6,33,00,000 (Six Crores Thirty Three Lacs) Equity Shares of Face Value of Re 10/- (Rupee Ten Only) each."

"RESOLVED FURTHER THAT any of the director of the company be and is hereby authorized to all such deeds, acts, matters and things necessary to give effect to the above resolution including signing and filing the necessary forms with the registrar of companies in order to give effect to the above resolution."

5. ALTERATION OF CAPITAL CLAUSE OF MEMORANDUM OF ASSOCIATION OF THE COMPANY:

To consider and, if thought fit, to pass, the following resolution with or without modifications, if any, as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 13 and all other applicable provisions, if any, of the Companies Act, 2013 (including any Statutory modification or re-enactment thereof for the time being in force), approval of the Members be and is hereby accorded to substitute the existing Clause V of the Memorandum of Association of the Company by the following:

V. "The Authorized Share Capital of the Company is Rs 63,30,00,000 (Rupees Sixty Three Crores Thirty Lacs Only) divided into 6,33,00,000 (Six Crores Thirty Three Lacs) Equity Shares of Face Value of Re 10/- (Rupee Ten Only) each."

"RESOLVED FURTHER THAT any of the director of the company be and is hereby authorized to do all such deeds, acts, matters and things necessary to give effect to the above resolution including signing and filing the necessary forms with the registrar of companies in order to give effect to the above resolution."

6. APPROVAL FOR REVISION IN MATERIAL RELATED PARTY TRANSACTION AMOUNT UPTO RS. 200.00 CRORES

To consider and if thought fit, to pass with or without modification, if any, the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of the Regulations 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 188 of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014; and in accordance with the prevailing provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with rules made thereunder (including any statutory modification(s), amendments or re-enactment(s) thereof for the time being in force) and subject to such other approvals, consents, permissions and sanctions of any authorities as may be necessary, consent of the Members be and is hereby accorded to the Board of Directors/or the Audit Committee of the Company as the case may be to exercise the power conferred by this resolution and to enter into related party transaction(s) including material related party transactions by company with Related Parties namely M/s. Tilak Ventures Limited, M/s. Handful Investrade Pvt Ltd, M/s. Agrawal Bullion Limited, Mr. Girraj Kishor Agrawal, M/s. Girraj Kishor Agrawal HUF, Mrs. Tanu Agrawal, Mr. Kushagra Agrawal, Any other related party or entity who are not covered in above stated point no. 1-7 of this table . for (i) sale, purchase or supply of any goods, materials, assets (Movable/Immovable), Rights or Services; (ii) selling or otherwise disposing of, or buying, property of any kind; (iii) leasing of property of any kind; (iv) availing or rendering of any services; (v) appointment of any agent for purchase or sale of goods, materials, services or property; (vi) such related party's appointment to any office or place of profit in the company, its subsidiary company or associate company; (vii) Sub Contract Arrangement (viii) Borrowing from Related Party; (ix) Lending to Related Party the value of which either singly or all taken together in a financial year may exceed ten per cent of the annual consolidated turnover of the Company as per last audited financial statements or any amended prescribed limits as per the Companies Act, 2013 and its Rules, SEBI (LODR) Regulations, 2015 for an estimated amount of up to Rs. 200 crores (Rupees Two Hundred Crores) for single transaction or series of transactions for a period of 15 months from 1st April, 2023 to 30th September, 2024 on such terms and conditions as may be mutually agreed between the Company and the related parties."

NOTICE OF 40TH ANNUAL GENERAL MEETING

“RESOLVED FURTHER THAT the Board of Directors and/or Audit Committee thereof be and is hereby severally authorized to settle any question, difficulty or doubt that may arise with regard to giving effect to the above resolution and to do all such acts, deeds, matters and things as may be deemed necessary, proper or expedient to give effect to this resolution and for the matters connected herewith or incidental hereto including professional advice from external sources.”

REGISTERED OFFICE:

E-109 Crystal Plaza, New Link Road, Opp.
Infinity Mall, Andheri (West), Mumbai-
400053
CIN: L65910MH1983PLC030142

Date: 06/09/2023

Email: banasfin@gmail.com

By Order of the Board

Sd/-

Girraj Kishor Agrawal
Director

DIN: 00290959

Notes:

- 1) In view of the continuing COVID-19 pandemic, the Ministry of Corporate Affairs ('MCA') has vide its circular dated 5 May 2020 read with circulars dated 8 April 2020, 13 April 2020, 13 January, 2021, 05 May, 2022 and 28th December, 2022 (collectively referred to as 'MCA Circulars') and SEBI circular dated 12 May 2020 read with circular dated 15 January, 2021, 13 May, 2022 and 05th January, 2023 permitted holding of the annual general meeting ('AGM') through VC/OAVM facility, without the physical presence of the members at a common venue. In compliance with the provisions of the Companies Act, 2013 (the 'Act'), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'SEBI Listing Regulations') and MCA Circulars, the AGM of the Company is being conducted through VC/OAVM hereinafter called as 'e-AGM'.
- 2) For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by NSDL.
- 3) The deemed venue for Fortieth-AGM shall be the Registered Office of the Company at E-109 Crystal Plaza, New Link Road, Opp. Infinity Mall, Andheri (West), Mumbai - 400053.
- 4) Pursuant to the provisions of the Act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC/OAVM facility, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the e-AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
- 5) Institutional/Corporate shareholders (i.e. other than individuals/HUF, NRI, etc.) are required to send a scanned copy (pdf/jpg format) of its board or governing body's resolution/authorization, etc., authorizing their representative to attend the e-AGM on its behalf and to vote through remote e-voting. The said resolution/authorization shall be sent to the scrutinizer by email through its registered email address to csniteshchaudhary@gmail.com with a copy marked to evoting@nsdl.co.in.
- 6) Brief details of the directors, who are being re-appointed, are annexed hereto as per requirements of regulation 36(3) of the SEBI Listing Regulations and as per provisions of the Act.
- 7) The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM/AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM/AGM without restriction on account of first come first served basis.
- 8) Pursuant to section 91 of the Companies Act, 2013 The Register of Members and the Transfer Book of the Company will remain closed from 24/09/2023 to 30/09/2023(both days inclusive).
- 9) The Securities & Exchange Board of India (SEBI) has mandated submission of Permanent Account Number (PAN) by every participant in 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 Account. Members holding their shares in Physical Form can submit their PAN details to the share transfer agent (Purva Share registry(India) Pvt. Ltd.) of the Company.
- 10) Members are requested to notify immediately any change in their address details to the Company's Registrar and share transfer agents for shares held in demat/physical form at Purva Share registry(India) Pvt. Ltd., at 9, Shiv Shakti Industrial Estate, J.R. Boricha Marg, Lower Parel (E), Mumbai-400011.
- 11) Pursuant to the provisions of Sections 101 and 136 of the Act read with 'The Companies (Accounts) Rules, 2014 electronic copy of the Annual Report for financial year 2022-2023 along with Notice of 40th Annual General Meeting of the company is being sent to all the members whose email id is registered with the Registrar/Depository Participant(s). Members may note that the Notice and Annual Report for F. Y. 2022-2023 will also be available on the Company's website at <https://banasfinance.wordpress.com> website of the stock exchanges i.e., BSE Limited at www.bseindia.com, Notice and Annual Report is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
- 12) To receive communications through electronic means, including Annual Reports and Notices, members are requested to kindly register/update their email address with their respective depository participant, where shares are held in electronic form. In case of shares held in physical form, members are advised to register their e-mail address with RTA Purva Share registry(India) Pvt. Ltd. Members may also note that the Notice of the 40th Annual General Meeting and the Annual Report for 2022-2023 will also be available on the Company's website <https://banasfinance.wordpress.com>, website of the stock exchanges i.e., BSE

Limited at www.bseindia.com, Notice and Annual Report is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com which can be downloaded from the site.

- 13) SEBI vide its notification dated 8 June 2018 as amended on 30 November 2018, has stipulated that w.e.f. 1 April 2019, the transfer of securities (except transmission or transposition of shares) shall not be processed, unless the securities are held in the dematerialized form, Members who still hold share certificates in physical form are advised to dematerialize their shareholding to also avail of numerous benefits of dematerialization, which include easy liquidity, ease of trading and transfer, savings in stamp duty and elimination of any possibility of loss of documents and bad deliveries.
- 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 at the e-AGM.
- 15) All the work related to share registry in terms of both physical and electronic are being conducted by Company's Registrar & Transfer Agent, Purva Shareregistry (India) Pvt. Ltd. 9, Shiv Shakti Ind. Estt. J. R. Boricha Marg, Off. N. M. Joshi Marg, Near Lodha Excelus, Lower Parel (East), Mumbai - 400011. The Shareholders are requested to send their communication to the aforesaid address or via email at support@purvashare.com
- 16) Members, who would like to express their views or ask questions during the e-AGM will have to register themselves as a speaker may register themselves as a speaker may send their request mentioning their name, demat account number/folio number, email id, mobile number at banasfin@gmail.com and mark cc to RTA @ support@purvashare.com during the period starting from 26th September, 2023 (from 9.00 a.m.) to 28th September, 2023 (up to 5.00 p.m.). Only those members who have registered themselves as a speaker will be allowed to express their views/ask questions during the e-AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the e-AGM. Please note that only questions of the members holding the shares as on cut-off date will be considered.
- 17) Since the meeting will be conducted through VC/OAVM facility, the route map is not annexed to this Notice.
- 18) In case a person becomes a member of the Company after dispatch of e-AGM Notice, and is a member as on the cut-off date for e-voting, i.e., Saturday, 23rd September 2023, such person may obtain the user id and password from RTA by email request on Support@purvashare.com.
- 19) Brief details of the Directors, who are seeking appointment / re-appointment, are annexed hereto as per the requirements of the Companies Act, 2013 and Regulation 36(3) of the Listing Regulation, 2015.
- 20) Members holding the equity shares under multiple folios in identical order of names are requested to consolidate their holdings into one folio.
- 21) Members are requested to send all communications relating to shares, unclaimed dividend, change of address etc. to the Registrar and Share Transfer Agents at the following address: Purva Shareregistry (India) Private Limited Shiv Shakti Industrial Estates, Unit No. 9, 7-B J. R. Boricha Marg, Sitaram Mills Compound, Mumbai 400011. Tel: 022-23010771 / 49614132, Email: support@purvashare.com if the shares are held in electronic form, then change of address and change in the Bank Accounts etc. should be furnished to their respective Depository Participants.
- 22) Members who have not yet registered their e-mail address with the Company or their respective Depository are requested to do so. In the context of General Meeting through VC/OAVM, availability of email id of shareholders will play key role for sending notice or other important communication to shareholders. Hence, Purva Shareregistry (India) Pvt Ltd. is offering the facility for all shareholders (physical as well as demat) to update their email id with it for sending the notice of AGM and annual report. The facility for updating of e-mail id of the shareholders shall be available on their website <https://www.purvashare.com> and the same can be updated by shareholders any time during the year.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:

1. For Physical shareholders- please provide necessary details like 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 NSDL/RTA email id evoting@nsdl.co.in; support@purvashare.com; Tel. No. 022-23010771 / 49614132.
2. For Demat shareholders, please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), 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) by email to NSDL/RTA email id evoting@nsdl.co.in; support@purvashare.com; Tel. No. 022-23010771 / 49614132.

PROCEDURE AND INSTRUCTION OF E-VOTING

In compliance with provisions of Section 108 of the Act, Rule 20 of the Companies (Management and Administration) Rules, 2014

and Listing Regulations, 2015, the Company provides to its members, the facility to exercise their right to vote on resolutions proposed to be considered at the 40th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).

The facility for voting through E-voting shall also be made available at the AGM and the members attending the meeting shall be able to exercise their right to vote at the meeting through e-voting in case they have not casted their vote by remote e-voting.

The members who have casted their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

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 dated April 08, 2020, Circular No. 17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020, Circular No. 02/2021 dated January 13, 2021 and Circular No. 02/2022 dated May 05, 2022 and all other relevant circulars issued from time to time, physical attendance of the Members to the EGM/AGM venue is not required and general meeting be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing 40th AGM through VC/OAVM.

2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this 40th AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the 40th AGM through VC/OAVM and participate there at and cast their votes through e-voting.

3. The Members can join the 40th AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the 40th AGM through VC/OAVM will be made available for 100 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the 40th AGM without restriction on account of first come first served basis.

4. The attendance of the Members attending the 40th AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

5. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the 40th AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the 40th AGM will be provided by NSDL.

6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the 40th AGM has been uploaded on the website of the Company at <https://banasfinance.wordpress.com>. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and the 40th AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.

7. 40th AGM being convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020, MCA Circular No. 2/2021 dated January 13, 2021 and MCA Circular No. 2/2022 dated May 05, 2022.

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

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

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

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





Step 1: Access to NSDL e-Voting system

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

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders

holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ 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 “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <div style="text-align: center;"> <p>NSDL Mobile App is available on</p>  App Store  Google Play </div> <div style="display: flex; justify-content: space-around; margin-top: 10px;">   </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 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 https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. 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. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration

	4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e.NSDL where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

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

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

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

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN NO 126620" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General 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 csniteshchaudhary@gmail.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com 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 or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to at evoting@nsdl.co.in

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to banasfin@gmail.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 (banasfin@gmail.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 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 40thAGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the 40thAGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the 40thAGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM/AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE 40thAGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the 40thAGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM link" placed under "**Join General meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

D)General Instructions:

- i. The Board of Directors has appointed Nitesh Chaudhary, Practicing Company Secretary (Membership No. F-10010), (M/s. Nitesh Chaudhary & Associates), has been appointed as the Scrutinizer to the e-voting process, and voting at the e-AGM in a fair and transparent manner.
- ii. The Chairman shall formally propose to the members participating through VC/OAVM facility to vote on the resolutions as set out in the Notice of the thirty-Ninth e-AGM and announce the start of the casting of vote through the e-voting system of NSDL <https://www.evoting.nsdl.com>.

- iii. The Scrutinizer shall, immediately after the conclusion of voting at the e-AGM, first count the votes cast at the meeting, thereafter unblock the votes through e-voting and make a Scrutinizers' report of the total votes cast in favour or against, if any, to the Chairman or in his absence Vice-Chairman of the Company.
- iv. The scrutinizer shall submit his report to the Chairman or Vice-Chairman of the Company, as the case may be, who shall declare the result of the voting. The results declared along with the scrutinizer's report shall be placed on the Company's website <https://banasfinance.wordpress.com> and on the website of NSDL <https://www.evoting.nsdl.com>. And shall also be communicated to the stock exchanges. The resolutions shall be deemed to be passed at the e-AGM of the Company on which the requisite votes will be given by members in favor of Resolution.
- v. The Results declared along with the report of the Scrutinizer will be placed on the website of the Company <https://banasfinance.wordpress.com> and on the website of NSDL immediately after the declaration of results by the Chairman or by a person duly authorized. The results shall also be immediately forwarded to the BSE Limited, where the equity shares of the Company are listed.
- vi. 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 or call on toll free no.: 1800-222-990 or send a request to RTA at support@purvashare.com or NSDL at evoting@nsdl.co.in
- vii. Members, who would like to express their views or ask questions during the e-AGM will have to register themselves as a speaker may register themselves as a speaker may send their request mentioning their name, demat account number/folio number, email id, mobile number at banasfin@gmail.com and mark cc to RTA @ support@purvashare.com during the period starting from 26th September, 2023 (from 9.00 a.m.) to 28th September, 2023 (up to 5.00 p.m.). Only those members who have registered themselves as a speaker will be allowed to express their views/ask questions during the e-AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the e-AGM. Please note that only questions of the members holding the shares as on cut-off date will be considered.

ANNEXURE TO NOTICE:

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:

ITEM NO. 3 APPOINTMENT OF M/s. A K KOCCHAR & ASSOCIATES AS STATUTORY AUDITOR OF THE COMPANY IN PLACE OF M/S. DASSANI & ASSOCIATES

M/s. Dassani & Associates, Chartered Accountant the existing Statutory Auditors of the Company were appointed as Auditors of the Company by the Members to hold the office from the conclusion of the 39th Annual General Meeting till the conclusion of 44th Annual General Meeting of the Company. However M/s. Dassani & Associates have tendered their resignation as Statutory Auditor of the Company due to their pre-occupancy.

Accordingly, The Board of Directors at its meeting held on 06th September, 2023, and after considering the recommendations of the Audit Committee, has recommended the appointment of M/s. A K Kocchar & Associates, Chartered Accountants, (FRN No 120410W), as the Statutory Auditors of the Company for approval of the members.

The proposed Auditors shall hold office for a period of five consecutive terms from the conclusion of the 40th Annual General Meeting till the conclusion of 45th Annual General Meeting of the Company.

M/s. A K Kocchar & Associates, Chartered Accountants, have consented to the aforesaid appointment and confirmed that their appointment, if made, will be within the limits specified under Section 141(3)(g) of the Companies Act, 2013. They have further confirmed that they are not disqualified to be appointed as the Statutory Auditors in terms of the Companies Act, 2013 and the rules made there under.

Pursuant to Section 139 of the Companies Act, 2013, approval of the members is required for appointment of the Statutory Auditors by means of an ordinary resolution. Accordingly, approval of the members is sought for appointment of M/s. A K Kocchar & Associates Chartered Accountants as the Statutory Auditors of the Company.

None of the Directors, Key Managerial Persons or their relatives, in any way, concerned or interested in the said resolution no. 3.

ITEM NO. 4 & 5 INCREASE IN AUTHORISED SHARE CAPITAL OF THE COMPANY AND CONSEQUENT ALTERATION OF THE CAPITAL CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY

Your Board at its meeting held on 06th September, 2023 subject to the approval of the shareholders, and receipt of such other statutory/regulatory approvals, as may be required, has proposed to increase the Authorised Capital of the Company by addition of Rs. 10,00,00,000/- (Rupees Ten Crores Only) in the Authorised Capital of the company i.e. from Rs. 53,30,00,000 (Rupees Fifty Three Crores Thirty Lacs Only) divided into 5,33,00,000 (Five Crores Thirty Three Lacs) Equity Shares of Face Value of Re. 10/- (Rupee Ten Only) each to Rs. 63,30,00,000 (Rupees Sixty Three Crores Thirty Lacs Only) divided into 6,33,00,000 (Six Crores Thirty Three Lacs) Equity Shares of Face Value of Re. 10/- (Rupee Ten Only) each.

Considering the requirements of funds and, it is therefore considered necessary to increase the Authorized Share Capital of the Company from present Authorised Capital of Rs. Rs. 53,30,00,000 (Rupees Fifty Three Crores Thirty Lacs Only) divided into 5,33,00,000 (Five Crores Thirty Three Lacs) Equity Shares of Face Value of Re. 10/- (Rupee Ten Only) each to Rs. 63,30,00,000 (Rupees Sixty Three Crores Thirty Lacs Only) divided into 6,33,00,000 (Six Crores Thirty Three Lacs) Equity Shares of Face Value of Re. 10/- (Rupee Ten Only) each. by creation of additional Rs. 10,00,00,000/- (Rupees Ten Crores Only) divided in to 1,00,00,000(One Crores) Equity Shares of Re. 10/- each.

The Proposed resolution under this item No. 4&5 seeks to obtain Members' approval to alter Clause V as mentioned in the Memorandum of Association of the Company. The proposed increase in the Authorized Share Capital requires the approval of Members.

Consequent upon increase in the Authorized Share Capital, the Capital Clause of Memorandum of Association will require alteration so as to reflect the increased Authorized Share Capital.

The proposed Resolution is in the interest of the Company and your Directors recommend the same for your approval.

Copy of the Altered Memorandum and Articles of Association of the Company with the proposed amendment will be available for inspection by the Members at the Registered Office of the Company during business hours on all working days between 11:00 A.M. to 01:00 P.M. until the date of last day of E-voting i.e.30th September, 2023.

None of the Directors, Key Managerial Personnel or their relatives thereof, is in any way, interested or concerned in the proposed Resolutions at Item No. 4&5 of the Notice except to the extent of their shareholding.

ITEM NO. 6 APPROVAL FOR RELATED PARTY TRANSACTIONS

Pursuant to the provisions of Section 188, if and to the extent applicable, and other applicable provisions of the Act, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), all related party transactions beyond the thresholds mentioned in Rule 15(3) (a) require prior approval of the Members in general meeting.

Further, as per the provisions of Regulation 23(2) (4) of the SEBI (LODR), Regulation 2015, as amended from time to time, all related party transactions require prior approval of the Audit Committee and all material transactions with related parties require approval of the members of a public listed company through an Ordinary resolution and the related parties are required to abstain from voting on such resolution whether the entity is a related party to the particular transaction or not.

“Material Related Party Transaction” under Regulation 23(1) of listing Regulation means any transaction to be entered into individually or taken together with previous transactions during a financial year exceeding 10% of the annual consolidated turnover of a company as per its last audited financial statements.

Accordingly, any transaction(s) by the Company with a related party (except with its wholly owned subsidiaries) exceeding Rs. 100 Crores (10% of the Company's annual consolidated turnover) shall be considered as material transaction and hence, the approval of the Members is required for the same.

The above proposal is in the interest of the Company and the Board recommends the Special Resolution as set out at Item No.6 for approval by the members of the Company.

None of the Directors or Key Managerial Personnel other than Mr. Girraj Kishor Agrawal and Mrs. Tanu Agrawal or their relatives are in any way concerned with or interested, financially or otherwise in the resolution at Item no. 6 of the accompanying notice.

REGISTERED OFFICE:

E-109 Crystal Plaza, New Link Road,
Opp. Infinity Mall, Andheri (West),
Mumbai: 400053
CIN - L65910MH1983PLC030142
Email: banasfin@gmail.com
Date: 06/09/2023

By Order of the Board

Sd/-
Girraj Kishor Agrawal
Director
DIN: 00290959

DETAILS OF THE DIRECTOR SEEKING APPOINTMENT/ REAPPOINTMENT AT THE FORTHCOMING ANNUAL GENERAL MEETING (IN PURSUANCE OF REGULATION 36(3) OF THE LISTING REGULATION)

Sr. No	Name of the Directors	Mrs. Tanu Girraj Agrawal
1	Date of Birth	04/10/1968
2	Age	55 years
3	Date of Appointment	13/10/2016
4	PAN	AADPA7003J
5	DIN	00290966
6	No. of shares held in the company (as on 31.03.2023)	8,53,270
7	Qualifications	Bsc
8	Brief Profile	Mrs. Tanu Agrawal is the Director of the Company. She is a Science Graduate, has done B.Sc. She is handling Business Activities of the group companies for last 20 years and also involve in routine operations of the Group Companies. She has good interpersonal and communication skills and ability required to lead as a Director.
9	List of other Directorships (excluding Foreign Company)	Tilak Ventures Limited Agrawal Bullion Limited Handful Investrade Private Limited
10	Membership/ Chairmanship of other Public Companies (includes only Audit Committee and Stakeholder Relationship Committee)	Tilak Ventures Limited Audit Committee - Member Stakeholder Relationship Committee - Member Nomination & Remuneration Committee - Member
11	Relationships, if any between Directors, interest.	Spouse of Mr. Girraj Kishor Agrawal, Director of the Company.

BOARD OF DIRECTORS REPORT

To
The Members of,
Banass Finance Limited

Your Directors have pleasure in presenting the 40th Annual Report along with the Audited Accounts for the financial year ended March 31, 2023.

FINANCIAL RESULTS:

Summary of the Company's consolidated financial performance for F.Y. 2022-2023 as compared to the previous financial year is given below:

(Figures in Lakhs)

Particulars	F.Y. 2022 – 2023	F.Y. 2021 – 2022	F.Y. 2022 – 2023	F.Y. 2021 – 2022
	Standalone		Consolidated	
Income from Share Trading	1337.85	949.70	1337.85	949.70
Income from Finance Activities (Operations)	434.56	242.09	434.56	242.09
Total Operational Revenue	1772.41	1191.79	1772.41	1191.79
Other Incomes	315.68	8903.07	315.68	8903.07
Total Revenue	2088.09	10094.86	2088.09	10094.86
Profit before Dep. & Int.	(9959.12)	9175.12	(9959.12)	9175.12
Depreciation	0.25	0.22	0.25	0.22
Interest	9.64	10.93	9.64	10.93
Profit after Depreciation & Interest	(9969.01)	9163.97	(9969.01)	9163.97
Current Tax	0	51.00	0	51.00
Deferred tax	(4497.99)	2176.38	(4497.99)	2176.38
Tax of earlier years	5.12	0.00	5.12	0.00
Profit/ Loss after Tax	(5476.14)	6936.59	(5476.14)	6936.59
Share of profit (loss) of associate company	--	--	118.10	-18.81
Share of other comprehensive Income	--	--	(77.83)	-11.58
Total Comprehensive income for the year	(5476.14)	6936.59	(5435.87)	6906.21

HIGHLIGHTS:

The Company is Non-Banking Financial Corporation mainly engaged into business of Finance and trading, from which company has generated its revenue. During the year under review Company's Standalone total revenue has decreased to Rs. 2088.09 lakhs from Rs. 10094.86 lakhs as compared to previous financial year. The Company has registered a net loss of Rs. 5476.14 lakhs as compared to profit of Rs.6936.59 lakhs in previous year.

During the year under review, consolidated total revenue has decreased to Rs. 2088.09lakhs from Rs. 10094.86lakhs as compared to previous financial year, the company has net loss of Rs. 5435.87 lakhs as compared to 6906.21 lakhs.

The management of the Company is very optimistic regarding performance of the Company in future and taking every steps and making every efforts to turn the Company in to profitable organization.

DIVIDEND:

With view to conserve financial resources of the company, directors do not recommend any dividend on Equity Shares for the year underreview.

CHANGES IN SHARE CAPITAL

The Company has not issued shares with differential voting rights in the F.Y. 2022-2023. It has neither issued employee stock options

nor sweat equity shares as on March 31, 2023.

However during the year the Company has allotted 2,23,97,502 (Two Crores Twenty Three Lakhs Ninty Seven Thousand Five Hundred And Two) Fully Paid-Up Rights Shares Of Face Value Of 10.00/- (Rupees Ten Only) ('Equity Shares') Each At A Price Of Rs.20.00/- (Rupees Twenty Only) Per Right Share (Including A Premium Of Rs.10.00/- (Rupees Ten Only) Per Right Share). Therefore the Current paid up Capital of the Company is Rs. 48,04,62,320/-.

DEPOSITS:

Your Company has not accepted any deposits within the meaning of Section 73 (1) and 74 of the Companies Act, 2013 read together with the companies (Acceptance of Deposits) Rules, 2014.

AMOUNTS TO BE TRANSFERRED TO RESERVES

Under review, the Company has not transferred any amount to Statutory Reserves as per provision of Section 45 (i)(c) of the Reserve Bank of India Act, 1934.

CHANGE IN DIRECTORS AND KMP:

During the Financial year ended 2022-2023 under review, there is change in Director and KMP of the Company.

The Board in their Meeting held on 28th May, 2022 appointed Mr. Pratham Jethliya as Additional Independent Director of the Company. Later he resigned w.e.f. 20th August, 2022 due to his pre-occupancy.

The Board thanks Mr. Pratham Jethliya for guidance during his tenure as Additional Director of the Company.

Further the Board of Directors on recommendation of Nomination and Remuneration Committee in their Meeting held on 29th August, 2022 approved and appointed Mr. Ashish Kachhara as Non Executive Independent Director of the Company w.e.f. 29th August, 2022.

After the Closure of Financial year but before the approval of Board Report, Mr. Nemichand Saini has tendered his resignation from the post of CFO of the company w.e.f. 09th August, 2023. The Board accepted and appointed Mrs. Babita Amit Mehta as the CFO of the Company w.e.f. 10th August, 2023

DIRECTORS' RESPONSIBILITY STATEMENT:

In accordance with the provisions of Section 134 (3) (c) and 134 (5) of the Companies Act, 2013, and based on the information provided by management, your Directors' state that:

- a) In the preparation of the annual accounts for the financial year ended 31st March, 2023 the applicable accounting standards have been followed.
- b) Directors have selected such Accounting policies applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the State of affairs of the corporation as at the end of March 31, 2023 and of the profit of the Company for the year ended on that date.
- c) Directors have taken proper and sufficient care to the best of their knowledge and ability for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- d) Directors have prepared the annual accounts on a 'going concern' basis.
- e) Director have laid down internal financial controls commensurate with the size of the Company and that such financial controls were adequate and were operating effectively.
- f) Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

DECLARATION OF INDEPENDENCE BY DIRECTORS:

The Non-executive Independent Directors of the Company as on 31.03.2023, viz. Mr. Chirag Goyal, Mr. Vikash Kulhriya and Mr. Ashish Kachhara have affirmed that they continue to meet all the requirements specified under Regulation 16(1)(b) of the listing regulations in respect of their position as an "Independent Director" of Banas Finance Limited.

POLICIES ON DIRECTORS' APPOINTMENT AND REMUNERATION:

The Company adheres to the requirements prescribed in the Companies Act, 2013, rules and amendments made there under and SEBI regulations for the Appointment and Remuneration of the Directors of the Company.

The policies of the Company on Directors' appointment and remuneration including criteria for determining qualifications, positive attributes, independence of a Director and other matters provided under sub-section (3) of Section 178 of the Act is available on the website of the company on the following link <https://banasfinance.files.wordpress.com/2017/06/policy-on-selection-remuneration-of->

director2.pdf

FORMAL ANNUAL EVALUATION OF THE PERFORMANCE OF THE BOARD AND THAT OF ITS COMMITTEES AND INDIVIDUAL DIRECTORS:

Pursuant to the provisions of section 134(3)(p) The Companies Act, 2013, evaluation of performance of all Directors is undertaken annually. The Company has implemented a system of evaluating performance of the Board of Directors and of its Committees and individual Directors on the basis of a structured questionnaire which comprises evaluation criteria taking into consideration various performance related aspects, execution of specific duties, obligations and governance.

During the year, a Separate Meeting of Independent Directors was held on 06th February, 2023 for the financial year 2022-2023, the Board has expressed their satisfaction on the quality, quantity and timeliness of flow of information between the Company's Management and the Board.

With a view to leveraging technology and moving towards paperless systems for the preservation of the environment, the Company has adopted electronic form for transmitting Board/Committee meetings papers.

INTERNAL AUDITOR

Company has appointed Mr. Deepak Mehta as an Internal Auditor F.Y 2022-2023 and 2023-2024 in their Board Meeting held on 10th November, 2022. He has conducted the Internal Audit as per the provisions of Section 138 of the Companies act and other applicable provisions and acts, and issued his report to the management of the Company.

During the year under review, Mr. Ravi Toshniwal has resigned as Internal Auditor w.e.f. 10th November, 2022.

STATUTORY AUDITORS:

Due to resignation of M/s. Dassani & Associates, Chartered Accountant, as Statutory Auditor of the Company. The Board in their Meeting held on 06th September, 2023 proposed to appoint M/s. A K Kocchar & Associates, Chartered Accountants having Firm Registration No. 120410W, for a period of 5 years from the completion of 40th Annual General Meeting till the completion of 5 consecutive Annual General Meeting.

The Statutory Auditors have confirmed their eligibility pursuant to section 139 of the Companies Act, 2013.

The Board proposed the resolution for appointment of M/s. A K Kocchar & Associates, Chartered Accountants for approval of the Members in the ensuing 40th Annual General Meeting of the Company.

AUDITORS REPORT:

M/s. Dassani & Associates, Chartered Accountants FRN 009096C, Statutory Auditors of the Company conducted the statutory audit as per the provisions and requirements of Statutory Audit under Companies Act 2013, Accounting Standards and other applicable laws and acts, and submitted their audit report on (Standalone & Consolidated) Financial Statements as on 31.03.2023.

Observations made in the Auditors' Report are self-explanatory and therefore do not call for any further comments under Section 134 (1) of the Companies Act, 2013.

COMMENTS ON OBSERVATION MADE BY STATUTORY AUDITORS:

M/s. Dassani & Associates, Practicing Chartered Accountant, in his Independent Auditor Report for financial year 2022-2023 have drawn the attention of the management, which have been marked as qualification in his report. In connection with the same, management here with gives the explanation for the same as follows:

(a) The Company did not have an appropriate internal control system for granting Loans. Demand and other loans given are governed by the Board policies. Considering the close monitoring of Board no appraisal, renewal, Policies, Procedure, Committee or documents have been prescribed and executed.

The Management is of having view that that the Company is mid-size NBFC, as compared to other giants in the market. Company has not acknowledged any deposits from public. The Company is doing business out of its own fund. The Company functions its business with at most caution and carefulness. As far as making of Loan and Advances are concerned, management grants demand loan only either to the parties recognized to the Company or by reference which are administered by the Board policies.

(b) The Company's internal control system is not commensurate to the size and scale of operation over purchase and sale of shares and inventory and for expenses incurred.

With regards to appropriateness of internal control system is concerned, management is having views that the company has an effective and sufficient internal control system in place for granting of loans, management grants loans only either to the parties known to the Company or by references which are governed by the Board policies. The Loan and Advances granted by the Company has been closely supervised and monitored on regular basis.

However, as per recommendation of Auditors, the Company is under process to strengthen its controls procedures.

SECRETARIAL AUDITORS:

Pursuant to the requirements of Section 204(1) of the Act, and Rule 9 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed M/s Nitesh Chaudhary&Associates., Practicing Company Secretaries, to conduct the Secretarial Audit for the financial year 2022-2023. The Secretarial Audit Report as received from M/s Nitesh Chaudhary& Associates is appended to this Report as **Annexure I**.

COMMENTS ON OBSERVATION AND QUALIFICATION MADE BY SECRETARIAL AUDITORS:

M/s Nitesh Chaudhary & Associates, Company Secretary in Practice, in his Secretarial Audit Report for financial year 2022-2023 have drawn the attention of the management on some of the non-compliances, which have been marked as qualification in his report. In connection with the same management herewith give the explanation for the same as follows:

1. *The Company has received a notice from BSE that the Company has made Non compliances with the constitution of nomination and remuneration committee*

The Management has informed, that the company has submitted the clarification letter, stating that company is complied with respect of Constitution of Nomination and Remuneration Committee and also filed waiver application to BSE Ltd., Later on BSE Ltd. has waived of penalty imposed on company, and no action or penalty was taken by BSE/SEBI against the Company or its Promoters. The company has complied the Regulation 19 (1)& (2) of SEBI LODR Regulation and no penalty has been paid or no promoter Demat account has been frozen by BSE Ltd.

NUMBER OF MEETINGS OF THE BOARD:

The Board meets at regular intervals to discuss. The intervening gap between the two consecutive meetings did not exceed 120 days as prescribed under the Companies Act, 2013.

The details of the number of meetings of the Board held during the Financial Year 2022-2023 forms part of the Corporate Governance Report.

COMMITTEES OF THE BOARD:

The Board of Directors has the following Committees:

1. Audit Committee
2. Nomination and Remuneration Committee
3. Stakeholders' Relationship Committee
4. Corporate Social Responsibility Committee

The details of the Committees along with their composition, number of meetings and attendance at the meetings are provided in the Corporate Governance Report.

RIGHT ISSUE OF SHARES

During the year under review, the Board of Directors in their Meeting held on 24th December, 2021 approved Raising of funds through issuance and allotment of equity shares having face value of Rs.10.00/- (Rupee Ten Only) ('Equity Shares') for an aggregate amount of up to 49,80,00,000/- (Rupees Forty Nine Crores Eighty Lakhs Only) on right issue basis, to the eligible equity shareholders of the Company, through Letter of offer dated June 29, 2022.

Simultaneously with the In-principle Approval of Bombay Stock Exchange, the Board of Director in their Meeting held on 27th July, 2022 allotted 2,23,97,502 (Two Crores Twenty Three Lakhs Ninty Seven Thousand Five Hundred And Two) Fully Paid-Up Rights Shares Of Face Value Of 10.00/- (Rupees Ten Only) ('Equity Shares') Each At A Price Of Rs.20.00/- (Rupees Twenty Only) Per Right Share (Including A Premium Of Rs.10.00/- (Rupees Ten Only) Per Right Share).

UTILISATION OF FUNDS

Name of listed entity	Banas Finance Limited
Mode of Fund Raising	Rights Issue
Date of Raising Funds	The company has made an allotment of 2,23,97,502 fully paid-up shares on 27 th July 2022 at Rs 20/- (FV 10/- and premium Rs. 20/-per share) as per the Letter of Offer dated June 29,2022
Amount Raised	Rs. 44,79,50,040/-

Objects for which funds have been raised and where there has been a deviation, in the following table:-

Original Object	Original Allocation as per Letter of Offer#	Funds Utilised
1.Trade Receivables	Rs.19,75,000.00	Rs.19,75,000.00
2.Cash and Cash Equivalents	Rs. (4,50,00,000.00)	-
3. Other Financial Assets	Rs.15,36,45,000.00	Rs.26,23,97,040.00
4. Short-term loans and advances	Rs.11,80,00,000.00	Rs. 1,58,28,000.00
Total Working Capital	Rs.22,86,20,000.00	28,02,00,040.00
Investment in our Associate, Tilak Ventures Limited for augmentation of funding requirements for its business activities	Rs. 16,52,50,000.00	Rs. 16,52,50,000.00
General Corporate purposes	Rs.9,28,61,000.00	-
TOTAL	*Rs.48,67,31,000.00	Rs. 44,54,50,040.00

*The company has made the right Issue of Rs. 49,24,56,000.00 (out of which net proceeds after the deduction of issue related expenses (Rs 57,25,000.00) was Rs. 48,67,31,000) as per the letter of offer dated June 24 2022 but the actual capital raised was Rs. 44,79,50,040 against the allotment of 2,23,97,502 fully paid-up shares on 27th July 2022.

The Funds utilised is after the deduction of Issue related Expenses (Approx) of Rs 25,00,000.00. Net Proceeds is Rs.44,54,50,040.00

#The Original allocation amount is the difference between the audited financial statements of FY 2021-22 and Estimated Financial Statement for the Financial Year ending March 31, 2023 as stated in the Objects of the Issue Page 50 & 51 of the Letter of Offer dated June 24 2022.

ADDITIONAL INFORMATION REQUIRED UNDER THE NON-BANKING FINANCIAL COMPANIES (RESERVE BANK) DIRECTIVES, 1998:

The Company is registered with the RBI as a Non Deposit taking Non-Systemically. The Company has complied with and continues to comply with all applicable laws, rules, circulars and regulations, including the Master Direction - ("RBI Directions"), as amended from time to time, and it does not carry on any activity other than those permitted by the RBI for Non Deposit taking Non-Systemically.

The relevant provisions, for disclosure in the Director's Report, of Non-Banking Financial Companies (Reserve Bank) Directions, 1998 issued by the Reserve Bank of India are not applicable, as the Company is not holding any public deposits.

SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS:

No significant or material order passed by the regulators or court or tribunals.

MATERIAL CHANGES AND COMMITMENTS, IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY:

No material changes and commitments affecting the financial position of the Company occurred during Financial Year 2022-2023, till the date of this report. Further there was no change in the nature of business of the Company.

There are no details in respect of frauds reported by auditors under section 143 of the Companies Act, 2013.

SUBSIDIARY, JOINT VENTURE OR ASSOCIATE COMPANIES:

During the year, no company has become or ceased to be a subsidiary, joint venture of the Company.

During the year under review, the company holds 48.55% of Equity Shares of Tilak Ventures Limited and thereby, Tilak Ventures Limited becomes an Associate Company of the Company (BANAS).

A separate statement containing the salient features of financial statements of Associate Company of your Company forms part of Annual Report in the prescribed Form AOC-1 as **Annexure II** in compliance with Section 129 and other applicable provisions, if any, of the Companies Act, 2013.

The Financial Statements of the Associate company and related information are available for inspection by the Members at the Registered Office of the Company during the business hours on all days except Saturdays, Sundays and public holidays up to the date of the Annual General Meeting (AGM) as required under Section 136 of the Companies Act, 2013. Further in line with the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 and in accordance with IND AS - 110, Consolidated Financial Statement prepared by the Company includes financial information of its Associate Company.

REPORTS ON CORPORATE GOVERNANCE AND MANAGEMENT DISCUSSION & ANALYSIS:

The Company is committed to maintain the highest standards of Corporate Governance and adhere to the Corporate Governance

requirements set out by SEBI.

In compliance with Regulation 34 and Schedule V of SEBI Listing Regulations 2015, report on the Corporate Governance, along with a certificate from the Statutory Auditors of the Company on compliance with the provisions is annexed and forms part of the Annual Report.

PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES:

In line with the requirements of the Companies Act, 2013 and Listing Regulations 2015, all Related Party Transactions are placed before the Audit Committee for review and approval. Prior omnibus approval is obtained for Related Party Transactions on yearly basis for transactions which are of repetitive nature and / or entered in the Ordinary Course of Business and are at Arm's Length.

All Related Party Transactions entered during the year 2022-2023 were in Ordinary Course of the Business and on Arm's Length basis; and there were no material contracts and arrangements.

The particulars of contracts or arrangements with related parties referred to in Section 188(1), as prescribed in Form AOC - 2 are appended as **Annexure III**.

EXTRACT OF ANNUAL RETURN:

Pursuant to the requirements under Section 92(3) and Section 134(3) of the Act read with Rule 12 of Companies (Management and Administration) Rules, 2014, an extract of Annual Return in prescribed Form MGT-9 for F.Y. 2022-2023 is given in the Report as **Annexure IV**.

PARTICULARS OF EMPLOYEES AND RELATED INFORMATION:

In terms of the provisions of Section 197(12) of the Act read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, a statement containing the disclosures pertaining to remuneration and other details as required under the Act and the above Rules are provided in the Annual Report. The disclosures as specified under Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, have been appended to this Report as **Annexure V**.

POSTAL BALLOT:

During Financial year 2022-2023, no postal ballot was conducted by the Company.

RISK MANAGEMENT AND INTERNAL CONTROLS:

The Board has reviewed the Risk assessment and Minimization procedure as per Regulation 17 (9) of the SEBI (LODR) Requirements, 2015; there are no material risk which in the opinion of the management affects the continuity and existence of the business. The details of the risks faced by the Company and the mitigation thereof are discussed in detail in the Management Discussion and Analysis report that forms part of the Annual Report.

The Company has in placed the internal control framework in commensurate with the size of the Company. However Company is trying to strengthen the same. The Board has adopted policies and procedures for ensuring the orderly and efficient conduct of its business, including adherence to the company's policies, the safeguarding of its assets, the prevention and detection of fraud, error reporting mechanism, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial disclosures.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS:

Details of investments covered under the provisions of Section 186 of the Companies Act, 2013 will be produced for verification to the members on their specific request.

CONSERVATION OF ENERGY AND TECHNOLOGY ABSORPTION:

In view of the nature of activities which are being carried on by the Company, the particulars as prescribed under Section 134(3) (m) of the Act read with Companies' (Accounts) Rules, 2014 regarding Conservation of Energy and Technology Absorption, and research and development are not applicable to the Company.

MEMBER OF CREDIT RATING AGENCY:

During the year under review your company has maintained the membership with all four Credit Information Company (CIC) registered with RBI i.e. CIBIL Limited, CRIF High Mark Credit Information Services Pvt. Ltd., Equifax Credit Information Services Pvt. Ltd. and Experian Credit Information Company of India Pvt. Ltd.

LISTING OF SHARES:

Equity shares of your Company are listed on Bombay Stock Exchange only and the Company has paid the necessary Listing fees for the year 2022-2023.

FOREIGN EXCHANGE:

There is no inflow and outflow of Foreign Exchange.

CHANGE IN NATURE OF BUSINESS:

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

VIGIL MECHANISM/WHISTLE BLOWER POLICY:

The Company has established a vigil mechanism to provide appropriate avenues to the Directors and employees to bring to the attention of the Management, the concerns about behavior of employees that raise concerns including fraud by using the mechanism provided in the Whistle Blower Policy. The Whistle Blower Policy is hosted on company's website at https://banasfinance.files.wordpress.com/2018/04/whistle-blower-policy_banas-finance1.pdf

During the financial year 2022-2023, no cases under this mechanism were reported in the Company.

POLICY FOR PREVENTION, PROHIBITION AND REDRESSAL OF SEXUAL HARASSMENT OF WOMEN AT WORKPLACE:

The company has framed policy in accordance with The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. An Internal Complaint Committee (ICC) has been set up in compliance with the said Act. During the year under review no cases in the nature of sexual harassment were reported at any workplace of the company.

THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE IS HOSTED ON COMPANY'S WEBSITE

AT https://banasfinance.files.wordpress.com/2015/07/sexual-harassment-policy_banas-finance.pdf

During the financial year 2022-2023, no cases in the nature of sexual harassment were reported at any workplace of the company.

DETAILS OF APPLICATION MADE OR PROCEEDING PENDING UNDER INSOLVENCY AND BANKRUPTCY CODE 2016:

During the year under review, there were no applications made or proceedings pending in the name of the Company under the Insolvency Bankruptcy Code, 2016.

DETAILS OF DIFFERENCE BETWEEN VALUATION AMOUNT ON ONE TIME SETTLEMENT AND VALUATION WHILE AVAILING LOAN FROM BANKS AND FINANCIAL INSTITUTIONS

During the year under review, there has been no one time settlement of Loans taken from Banks and Financial Institutions.

CORPORATE SOCIAL RESPONSIBILITY

The Company in its Board Meeting held on 03rd September, 2021 has adopted and framed CSR Committee as required under Section 135 of the Companies Act, 2013. The Committee consists of three Directors of which one Director is Non -Independent and two Directors are Independent Non-Executive Directors as follows;

Shri Girraj Kishor Agrawal	- Chairman
Shri Chirag Goyal	- Member
Shri Vikash Kulhriya	- Member

The Committee roles / powers are-

1. To formulate and recommend to the Board, a CSR policy which shall indicate the activities to be undertaken by the Company as per the Companies Act, 2013;
2. To review and recommend the amount of expenditure to be incurred on the activities to be undertaken by the Company.
3. To monitor the Corporate Social Responsibility policy of the Company from time to time.

The CSR committee has adopted the policy for the activities to be undertaken under the Corporate Social Responsibility as per Schedule VIII of the Companies Act, 2013.

The Policy as adopted is available on the website of the Company www.banasfinance.wordpress.com.

CSR ACTIVITIES

During the year under review, the Company has not Spend any amount as CSR due to the Net profit reflect the profit as Notional profit and therefore the Company is not liable to not spend any amount as CSR.

CEO AND CFO CERTIFICATION:

The Chief Executive Officer and Chief Financial Officer Certification as required under Regulation 17(8) read with Part B of Schedule II of the SEBI(LODR) Regulation, 2015 have been appended to this report in **Annexure VI**.

ACKNOWLEDGEMENT:

The Board of Directors wishes to express sincere thanks to Bankers, Shareholders, clients, Financial Institutions, customers, suppliers and employees of Companies for extending support during the year.

FOR & ON BEHALF OF THE BOARD**Sd/-**

TanuAgrawal

Director

DIN:00290966

Sd/-

GirrajKishorAgrawal

Director

DIN: 00290959

Place: Mumbai**Date: 06/09/2023**

Annexure- I

Form No. MR-3

SECRETARIAL AUDIT REPORT

For The Financial Year Ended On 31st March, 2023

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

To,
The Members,
Banas Finance Limited,
E-109, Crystal Plaza, New Link Road,
Andheri (West) Mumbai-400053

We have conducted the Secretarial Audit of the applicable compliance & statutory provisions and the adherence to corporate practices by **M/s. Banas Finance Ltd.** (hereinafter called the 'Company') for the audit period covering the financial year from 01st April, 2022 to 31st March, 2023 ('the audit period'). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, we hereby report that in my opinion, the company has, during the audit period complied with the statutory provisions listed hereunder and also that the company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the **M/s. Banas Finance Ltd.** for the financial year ended on 31st March, 2023 according to the provisions of:

1. The Companies Act, 2013 ('the Act') and the Rules made there under;
2. The Securities Contracts (Regulation) Act, 1956 and the Rules made there under;
3. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
4. Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Overseas Direct Investment and External Commercial Borrowings;
5. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992:
 - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
 - c) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

During the financial year 2022-2023 the Company's Directors and Promoter Mr. GirrajKishor Agrawal and Mrs. Tanu Agrawal, along with its Relative and the associated Company M/s. Tilak Venture Limited vide SEBI Orders of ED / CGM (Quasi-Judicial Authorities) Order No. Order/SD/KS/2022-23/18018-18021 dated 27th July, 2022 received a penalty order in the matter of Esaar India Limited of Rs. 5,00,000 each by Securities Exchange Board of India for the Violation of Section 12A(a), (b), (c) of the SEBI Act, 1992 r/w Regulations 3 (b), (c), (d) & 4(1) of the SEBI (PFUTP) Regulations, 2003.

After the Closure of Financial year 2022-2023, the Company's Director Mr. Girraj Kishor Agrawal and Mrs. Tanu Agrawal, and the associated Company M/s. Tilak Venture Limited vide SEBI Order No. SEBI/HO/IVD/ID13/OW/P/2022/30132/1, 30132/2 and 30132/3 dated July 27, 2023 received a penalty of Rs. 7,00,000 per director and Rs. 14,00,000 on Associated Company by Securities Exchange Board of India for the Violation of SEBI (prohibition of Fraudulent and Unfair Trade practices relating to Securities Market) Regulation, 2003 for mis-utilization of funds raised through preferential issue by the Company in FY. 2010-2011 and F.Y. 2012-2013.

- d) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;

During the Audit Period the Company's board approved in their Board Meeting held on 24th December, 2021 to raise Rs. 49.88 crores through right issue basis and made allotment of 2,23,97,502 Fully Paid up equity shares having face value of Rs.10.00/- (Rupee Ten Only) ('Equity Shares') for an aggregate amount of up to 44,79,50,040/- (Rupees Forty-Four Crores Seventy Nine Lakhs Fifty Thousand Fourty Only) on right issue basis, to the eligible equity shareholders of the Company, through Letter of offer dated June 29, 2022, on 27th July, 2022 the company has allotted 2,23,97,502 Fully Paid up equity shares having face value of Rs.10.00/- on right issue basis.

- e) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021: - **As the Company has not issued any shares/options to directors/employees under the said ESOP/regulations during the year under review;**
- f) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021:-**As the Company has not issued any Non-Convertible Securities which were listed during the year under review, the said regulation are not applicable to the company;**
- g) The Securities and Exchange Board of India (Registration to an Issue and Share Transfers Agents) Regulations, 1993:-**As the Company is not registered as Registrar to Issue and Share Transfer Agent during the year under review, the said regulation are not applicable to the company;**
- h) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021: - The equity shares of the company are neither delisted nor proposed to be delisted. Hence the provision of said regulation is not applicable to the company;
- i) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 - The Company has not bought back or propose to buy-back any of its securities during the year under review, the said regulation are not applicable to the company;

6. Having regards to the compliance system prevailing in the Company and on examination of the relevant documents and records in pursuance thereof on test-check basis, the following laws are also applicable on company;

- I. The Reserve Bank of India Act, 1934.
- II. Circular, Directions and Notifications issued by Reserve Bank of India for Non- Banking Financial (Non-deposit Accepting or Holding) Companies which include any revisions, modifications made thereof.
- III. Maharashtra State Tax on Professions, Trades, Callings and Employments Act 1975;
- IV. The Equal Remuneration Act, 1976;
- V. Bombay Shops and Establishments Act, 1948;

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

- Secretarial Standards with respect to Meeting of Board of Director(SS-1), General Meeting (SS-2) and Dividend (SS-3) issued by The Institute of Company Secretaries of India related to Board meetings, General Meeting and Dividend;
- The Listing Regulations Issued by the SEBI i.e. SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015;

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above except the observation of statutory auditors in their Audit Report on financial and taxation matters and the other observation stated below:

I further report that:

- The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent. 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.
- Proper notice is given to all Directors to schedule the Board meetings in compliance with the provisions of Section 173(3) of the Companies Act, 2013, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
- Decisions at the meetings of the Board of Directors of the Company were carried through on the basis of majority. There were no dissenting views by any member of the Board of Directors during the period under review.

I further report that there are adequate systems and processes in the Company, commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines except granting of Loans and scale of operation over purchase and sale of shares, and Inadequate Internal Financial Controls over Statutory Dues, Payments to Govt. and Sundry Debtors.

I further report that:

During the audit period, there were no instances of:

- (i) Public/Rights/Preferential issue of Shares/ debentures/ sweat equity, except the Right Issue details stated above.
- (ii) Redemption/buy-back of securities.
- (iii) Foreign technical collaborations.

**For Nitesh Chaudhary & Associates
Practicing Company Secretary**

**Sd/-
Nitesh Chaudhary,
Proprietor
FCS No. 10010
CP No.16275
UDIN - F010010E000586773**

**Place: Indore
Date: 11th July, 2023**

Annexure A to the Secretarial Audit Report F.Y. 2022-2023

To,
The Members
M/s. Banas Finance Ltd.
E-109, Crystal Plaza, New Link Road,
Andheri (West), Mumbai 400053,

Secretarial Audit Report of even date is to be read along with this letter.

Management's Responsibility

1. It is the Responsibility of Management of the Company to maintain Secretarial records, device proper systems to ensure compliance with the provisions of all applicable laws and regulations and to ensure that the systems are adequate and operate effectively.

Auditor's Responsibility

2. Maintenance of secretarial and other records of applicable laws is the responsibility of the management of the Company. Our responsibility is to issue Secretarial Audit Report, based on the audit of the relevant records maintained and furnished to us by the Company, along with explanations where so required.

3. I have not verified the correctness and appropriateness of financial records and books of accounts of the Company.

4. Where ever required, I have obtained the Management representation about compliance of laws, rules and regulations and happenings of events etc.

5. The compliance of provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of the management. Our examination was limited to the verification of procedures on test basis.

Disclaimer

6. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of efficacy or effectiveness with which the management has conducted the affairs of the Company.

For Nitesh Chaudhary & Associates
Practicing Company Secretary
Sd/-
Nitesh Chaudhary,
Proprietor
FCS No. 10010
CP No.: 16275

UDIN - F010010E000586773

Place: Indore
Date: 11th July, 2023

ANNEXURE - II

FORM AOC-1

(Pursuant to first proviso to sub-section (3) of section 129 read with Rule 5 of Companies (Accounts) Rules, 2014)

Statement containing salient features of the Financial Statement of Subsidiaries/Associate Companies/ Joint Ventures

Name of Associates/ Joint Venture	Tilak Ventures Limited
1. Latest Audited Balance Sheet Date	31 st March, 2023
2. Shares of Associates/Joint Ventures held by the company on the year end	
No. of Equity Shares	10,82,00,000
Extent of Holding %	48.55
3. Description of how there is significant influence	Control of at least twenty per cent of total voting power.
4. Reason why the Associate/Joint Venture is not consolidated	Not applicable
5. Networth attributable to Shareholding as per latest audited Balance Sheet (Rs. In lakhs)	3562.20
6. Profit/Loss for the year (Rs. In lakhs)	82.95
(i) Considered in Consolidation (Rs. In lakhs)	40.27

1. Names of Associates or Joint Ventures which are yet to commence operations – Not applicable.
2. Names of Associates or Joint Ventures which have been liquidated or sold during the year. – Not Applicable

FOR & ON BEHALF OF THE BOARD

Sd/-
TanuAgrawal
Director
DIN: 00290966

Sd/-
Girraj Kishor Agrawal
Director
DIN : 00290959

Place:Mumbai
Date: 06/09/2023

ANNEXURE -III

**FORM AOC-2
RELATED PARTY TRANSACTIONS
(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 Act including certain arm's length transactions under third proviso thereto:

- 1) Details of material contracts or arrangements or transactions not at arm's length basis: None of the transactions with related parties fall in this category.
- 2) Details of material contracts or arrangements or transactions at arm's length basis:

Name of Related Party and nature of transactions	Nature of contract /arrangement /transactions	Duration of the contract / arrangement /transactions	Salient terms of contract /arrangement /transactions, including value, if any	Date(s) of approval by the Board	Amounts paid as advance
Nemichand Saini	Remuneration	-	1,20,000	-	NIL
Prajna Naik	Salary	-	7,40,000	-	NIL
	Reimbursement of Expenses	-	27,322	-	NIL
Handful Investrade Pvt Limited	Share Sale	-	25,33,000	-	NIL
Girraj Kishor Agrawal	Reimbursement of Expenses	-	75,000	-	NIL
Tanu Girraj Kishor Agarwal	Remuneration	-	84,00,000	-	NIL
Kushagra Agrawal	Remuneration	-	6,00,000	-	NIL

Above mentioned transactions are not material one, however they are being provided here for disclosure purpose.

FOR & ON BEHALF OF THE BOARD

Sd/-
Tanu Agrawal
Director
DIN: 00290966

Sd/-
Girraj Kishor Agrawal
Director
DIN : 00290959

Place: Mumbai
Date: 06/09/2023

ANNEXURE-IV

EXTRACT OF ANNUAL RETURN -MGT-9
[Pursuant to Section 92(3) of the Companies Act, 2013 and Rule 12(1) of the Companies
(Management and Administration) Rules, 2014]
FOR THE FINANCIAL YEAR ENDED ON 31.03.2023

I REGISTRATION & OTHER DETAILS:		
i	CIN	L65910MH1983PLC030142
ii	Registration Date	06/06/1983
iii	Name of the Company	BANAS FINANCE LTD.
iv	Category/Sub-category of the Company	Company Limited by Shares/ Indian Non-Government Company
v	Address of the Registered office & contact details	E-109, Crystal Plaza, New Link Road, Opp. Infinity Mall, Andheri (West), Mumbai - 400053 Tel- 9152096140/41; E-Mail- banasfin@gmail.com
vi	Whether listed company	Yes
vii	Name, Address & contact details of the Registrar & Transfer Agent, if any.	M/s. Purva Share Registry (India) Pvt. Ltd, 9 Shiv Shakti Industrial Estate, J R Boricha Marg, Opp. Kasturba Hosp., Lower Parel (E), Mumbai - 400011 Tel: 022-23010771 / 49614132 E-Mail- Support@purvashare.com

II PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY			
All the business activities contributing 10% or more of the total turnover of the company shall be stated			
Sl. No.	Name & Description of main products/services	NIC Code of the Product /service	% to total turnover of the company
1	Finance and Share Trading	9971	100%

III PARTICULARS OF HOLDING, SUBSIDIARY & ASSOCIATE COMPANIES					
Sl. No	Name & Address of the Company	CIN/GLN	Holding/ Subsidiary / Associate	% of Shares Held	Applicable Section
1	TILAK VENTURES LIMITED E/109, Crystal Plaza, New Link Road, Opp. Infinity Mall, Andheri (West), Mumbai Mumbai City MH 400053 IN	L65910MH1980PLC023000	Associate	48.55%	2(6)

IV.SHARE HOLDING PATTERN (Equity Share capital Breakup as percentage of TotalEquity)									
A) <u>Category-wise Shareholding</u>	No. of Shares held at the beginning of the year (As on 1 st April, 2022)				No. of Shares held at the end of the year (As on 31 st March 2023)				% change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/HUF	54965	0	54965	0.21	1904236	0	1904236	3.96	0
b) Central Govt.	0	0	0	0	0	0	0	0	0
c) State Govt.(s)	0	0	0	0	0	0	0	0	0
d) Bodies Corp.	3346552	0	3346552	13.05	6546552	0	6546552	13.63	0
e) Bank/FI	0	0	0	0	0	0	0	0	0
f) Any other	0	0	0	0	0	0	0	0	0
Subtotal(A)(1):	3401517	0	3401517	13.26	8450788	0	8450788	17.59	0

(2) Foreign									
a) NRIs Individuals	0	0	0	0	0	0	0	0	0
b) Other Individual	0	0	0	0	0	0	0	0	0
c) Bodies Corp.	0	0	0	0	0	0	0	0	0
d) Banks/FI	0	0	0	0	0	0	0	0	0
e) Any other...	0	0	0	0	0	0	0	0	0
Subtotal(A)(2):	0	0	0	0	0	0	0	0	0
Total Shareholding of Promoter (A)= (A)(1)+(A)(2)	3401689	0	3401689	13.26	8450788	0	8450788	17.59	0
B. Public Shareholding									
(1) Institutions									
a) Mutual Funds/UTI	0	0	0	0	0	0	0	0	0
b) Banks/FI	26000	0	26000	0.10	26000	0	26000	0.05	0
C) Central Govt.	50	0	50	0.00	50	0	50	0.00	0.00
d) State Govt.	0	0	0	0	0	0	0	0	0
e) Venture Capital Funds	0	0	0	0	0	0	0	0	0
f) Insurance Companies	0	0	0	0	0	0	0	0	0
g) FII/S	0	0	0	0	0	0	0	0	0
h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0
i) Others (specify)	0	0	0	0	0	0	0	0	0
Subtotal(B)(1):	0	0	0	0	0	0	0	0	0
(2) Non Institutions									
A) Bodies Corp.									
i) Indian	2403952	354409	2758361	10.75	9625858	354409	9980267	20.77	
ii) Overseas	0	0	0	0	0	0	0	0	0
b) Individuals									
i) Individual shareholders holding nominal share capital up to Rs.2 lakhs	9047116	294518	9341634	36.42	15784693	282220	16066913	33.44	8.43
ii) Individuals shareholders holding nominal share capital in excess of Rs.2 lakhs	9281269	260193	9541462	37.20	11215162	260193	11475355	23.88	-8.43
c) Others (specify) LLP, trust	4581	0	4581	0.02	5381	0	5381	0.01	0.01
Clearing Members	136539	0	136539	0.53	47648	0	47648	0.10	0.44
HUF	336487	0	336487	1.31	771940	0	771940	1.16	0.47
NRI	99785	2314	102099	0.40	1219576	2314	1221890	2.54	0.38
Subtotal(B)(2):	21309729	911434	22221163	86.64	38696308	899136	39595444	81.95	0
Total Public Shareholding (B)= (B)(1)+(B)(2)	21335779	911434	22247213	86.73	38696308	899136	39595444	81.95	0
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0.00	0	0	0	0.00	0.00
Grand Total (A+B+C)	24737296	911434	25648730	100.00	47147096	899136	48046232	100.00	0.00

IV. SHARE HOLDING OF PROMOTERS

Sl. No.	Shareholders Name	Shareholding at the beginning of the year 31/03/2022			Shareholding at the end of the year 31/03/2023			% change in share holding during the year
		No. of Shares	% of total shares of the Company	% of shares pledged encumbered tototal Shares	No. of Shares	% of total shares of the company	% of shares pledged encumbered tototal shares	
1	Handful Investrade Pvt Ltd	2963185	11.55	0.00	4413185	9.19	0.00	0.00
2	Girraj Kishor Agrawal	50965	0.20	0	1050966	2.19	0.00	0.00
3	Tanu Girraj Agrawal	4000	0.02	0	853270	1.78	0.00	0.00
4	Agrawal Bullion Limited	383367	1.49	0	2133367	4.44	0.00	0.00

V. CHANGE IN PROMOTERS' SHAREHOLDING AS ON THE F.Y. ENDED ON 31/03/2023

Sr. No	Shareholder's Name	Shareholding		Date	Increase/Decrease in Share Holding	Reason	Cumulative Shareholding during the year (01-04-22 to 31-03-23)	% of total Shares of the Company
		No. of Shares at the beginning (01-04-22 to 31-03-23)	% of total Shares of the Company				No. of Shares	
1	Handful Investrade Pvt Ltd	29,63,185	11.55	30/06/2022	-1226037	Sell	1737148	11.55
				01/07/2022	-1618620	Sell	118528	
				27/07/2022	1450000	Rights on 27-07-2022	1568528	
				29/07/2022	-1450000	sell	118528	
				05/08/2022	1450000	buy	1568528	
				31/03/2023			4413185	9.19
2	Girraj Kishor Agrawal	50,965	0.20			NIL	50,965	0.20
3	Tanu Girraj Agrawal	4,000	0.02			NIL	4,000	0.02
4	Agrawal Bullion Limited	3,83,367	1.49	21/05/2021	(172) - Sale		3,83,367	1.49

SL No.	Shareholder's Name	Shareholding at the beginning of the year 01/04/2022		Cumulative Shareholding at the end of the year 31/03/2023	
		No of Shares	% of Total Shares of the Company	No. of Shares	% change in shareholding during the year
1	JR SEAMLESS PRIVATE LIMITED	504809	1.97		
	08-04-2022	2000	0.01	506809	1.98
	15-04-2022	7500	0.03	514309	2.01
	22-04-2022	47500	0.19	561809	2.19
	29-04-2022	15000	0.06	576809	2.25
	06-05-2022	44416	0.17	621225	2.42
	13-05-2022	55000	0.21	676225	2.64
	20-05-2022	39413	0.15	715638	2.79
	27-05-2022	30299	0.12	745937	2.91
	03-06-2022	61384	0.24	807321	3.15
	10-06-2022	77102	0.30	884423	3.45
	17-06-2022	135000	0.53	1019423	3.97
	30-06-2022	-519133	-2.02	500290	1.95
	01-07-2022	20000	0.08	520290	2.03

	08-07-2022	20000	0.08	540290	2.11
	15-07-2022	-145000	-0.57	395290	1.54
	18-07-2022	-10176	-0.04	385114	1.50
	22-07-2022	-87102	-0.34	298012	1.16
	27-07-2022	799309	1.66	1097321	2.28
	29-07-2022	-799309	-1.66	298012	0.62
	05-08-2022	799309	1.66	1097321	2.28
	12-08-2022	75000	0.16	1172321	2.44
	19-08-2022	40000	0.08	1212321	2.52
	26-08-2022	-40000	-0.08	1172321	2.44
	09-09-2022	610000	1.27	1782321	3.71
	16-09-2022	396175	0.82	2178496	4.53
	22-09-2022	270580	0.56	2449076	5.10
	30-09-2022	512069	1.07	2961145	6.16
	07-10-2022	448749	0.93	3409894	7.10
	14-10-2022	86242	0.18	3496136	7.28
	21-10-2022	245029	0.51	3741165	7.79
	28-10-2022	264061	0.55	4005226	8.34
	31-10-2022	10000	0.02	4015226	8.36
	04-11-2022	14975	0.03	4030201	8.39
	11-11-2022	566955	1.18	4597156	9.57
	18-11-2022	211806	0.44	4808962	10.01
	25-11-2022	61779	0.13	4870741	10.14
	30-11-2022	30000	0.06	4900741	10.20
	02-12-2022	62354	0.13	4963095	10.33
	09-12-2022	228071	0.47	5191166	10.80
	16-12-2022	45656	0.10	5236822	10.90
	23-12-2022	113970	0.24	5350792	11.14
	30-12-2022	265532	0.55	5616324	11.69
	06-01-2023	174570	0.36	5790894	12.05
	13-01-2023	62742	0.13	5853636	12.18
	20-01-2023	211179	0.44	6064815	12.62
	27-01-2023	126480	0.26	6191295	12.89
	31-01-2023	47938	0.10	6239233	12.99
	03-02-2023	30000	0.06	6269233	13.05
	10-02-2023	184700	0.38	6453933	13.43
	17-02-2023	58256	0.12	6512189	13.55
	24-02-2023	36603	0.08	6548792	13.63
	28-02-2023	43996	0.09	6592788	13.72
	03-03-2023	13622	0.03	6606410	13.75
	10-03-2023	9219	0.02	6615629	13.77
	17-03-2023	69055	0.14	6684684	13.91
	24-03-2023	66752	0.14	6751436	14.05
	31-03-2023	93275	0.19	6844711	14.25
	31-03-2023			6844711	14.25
2	HEMANGINI VINITKUMAR PARIKH	1980840	7.72		
	01-07-2022	-970207	-3.78	1010633	3.94
	31-03-2023			1010633	3.94
3	MANGESH MADHUKAR DHOTRE	1396168	5.44		
	30-06-2022	-683837	-2.67	712331	2.78
	20-01-2023	-33800	-0.13	678531	2.65
	31-03-2023			678531	2.65
4	PRISM GLOBAL VENTURES LIMITED	2880	0.01		

	03-06-2022	3000	0.01	5880	0.02
	30-06-2022	-2880	-0.01	3000	0.01
	15-07-2022	82018	0.32	85018	0.33
	22-07-2022	-85018	-0.33	0	0.00
	27-07-2022	2500000	5.20	2500000	5.20
	29-07-2022	-2500000	-5.20	0	0.00
	05-08-2022	2500000	5.20	2500000	5.20
	12-08-2022	-369107	-0.77	2130893	4.44
	26-08-2022	-64311	-0.13	2066582	4.30
	31-08-2022	-294025	-0.61	1772557	3.69
	09-09-2022	-438327	-0.91	1334230	2.78
	16-09-2022	-1334230	-2.78	00	0.00
	04-11-2022	30000	0.06	30000	0.06
	18-11-2022	167909	0.35	197909	0.41
	25-11-2022	6000	0.01	203909	0.42
	30-11-2022	65000	0.14	268909	0.56
	16-12-2022	258527	0.54	527436	1.10
	23-12-2022	74000	0.15	601436	1.25
	30-12-2022	131760	0.27	733196	1.53
	06-01-2023	185712	0.39	918908	1.91
	13-01-2023	140000	0.29	1058908	2.20
	20-01-2023	-38000	-0.08	1020908	2.12
	31-03-2023	25000	0.05	1045908	2.18
	31-03-2023			1045908	2.18
5	JAYASEELAN S	190067	0.74		
	08-04-2022	-3000	-0.01	187067	0.73
	24-06-2022	186578	0.73	373645	1.46
	01-07-2022	-183009	-0.71	190636	0.74
	22-07-2022	13250	0.05	203886	0.79
	27-07-2022	179114	0.37	383000	0.80
	29-07-2022	125000	0.26	508000	1.06
	30-07-2022	-179114	-0.37	328886	0.68
	05-08-2022	179114	0.37	508000	1.06
	12-08-2022	44999	0.09	552999	1.15
	19-08-2022	62244	0.13	615243	1.28
	26-08-2022	46507	0.10	661750	1.38
	16-09-2022	13250	0.03	675000	1.40
	21-10-2022	50000	0.10	725000	1.51
	28-10-2022	5777	0.01	730777	1.52
	04-11-2022	17824	0.04	748601	1.56
	11-11-2022	35100	0.07	783701	1.63
	25-11-2022	22076	0.05	805777	1.68
	02-12-2022	25000	0.05	830777	1.73
	13-01-2023	30000	0.06	860777	1.79
	20-01-2023	16930	0.04	877707	1.83
	27-01-2023	10591	0.02	888298	1.85
	03-02-2023	39479	0.08	927777	1.93
	10-02-2023	18227	0.04	946004	1.97
	24-02-2023	31773	0.07	977777	2.04
	03-03-2023	23000	0.05	1000777	2.08
	17-03-2023	5000	0.01	1005777	2.09
	24-03-2023	2000	0.00	1007777	2.10
	31-03-2023	10000	0.02	1017777	2.12
	31-03-2023			1017777	2.12

6	KASHIRAM PUNDALIK KADAM	973994	3.80		
	30-06-2022	-477058	-1.86	496936	1.94
	31-03-2023			496936	1.94
7	HIMMAT VINODCHANDRA BHATT	870659	3.39		
	30-06-2022	-426445	-1.66	444214	1.73
	31-03-2023			444214	1.73
8	SHWETA SHYAM PEDAMKAR	752841	2.94		
	30-06-2022	-368738	-1.44	384103	1.50
	31-03-2023			384103	1.50
9	UNISYS SOFTWARES AND HOLDINGS INDUSTRIES LTD.	752640	2.93		
	01-07-2022	-368640	-1.44	384000	1.50
	31/03/2023			384000	1.50
10	HARDIK NATAVARBHAI PANCHAL	710164	2.77		
	01-07-2022	-347835	-1.36	362329	1.41
	31-03-2023			362329	1.41

IV. SHAREHOLDING PATTERN OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

Sr. No.	Name of Director/KMP and Designation	Shareholding at the beginning of the year		Cumulative Shareholding during the Year	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
1	Amit Gulecha- Managing Director	4238	0.02	4238	0.02
2	Girraj Kishor Agrawal - Director	50965	0.20	1050966	2.19
3	Tanu Agrawal- Director	4000	0.02	853270	1.78
4	Chirag Goyal - Independent Director	-	-	-	-
5	Vikash Kulhriya -Independent Director	-	-	-	-
6	Pratham Jethliya - Additional Independent Director *	-	-	-	-
7	Ashish Kachhara - Independent Director	-	-	-	-
8	Prajna Naik- Company Secretary & Compliance Officer	-	-	-	-
9	Nemichand Saini-CFO\$	-	-	-	-
10	Babita Amit Mehta - CFO#	-	-	-	-

Note: - *Appointed w.e.f. 28.05.2022 and resigned w.e.f. 20.08.2022; \$ resigned w.e.f. 09.08.2023 # appointed w.e.f. 09.08.2023

V. INDEBTEDNESS OF THE COMPANY INCLUDING INTEREST OUTSTANDING/ACCRUED BUT NOT DUE FOR PAYMENT

Particulars	Secured Loans Excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	-	6,89,69,731		6,89,69,731
ii) Interest due but not paid	-			
iii) Interest accrued but not due	-			
Total (i+ii+iii)	-	6,89,69,731		6,89,69,731
Change in Indebtedness during the financial year				
* Addition	-	24,87,448		-
* Reduction	-	63,34,103		-
Net Change	-	(38,46,655)		(38,46,655)
Indebtedness at the end of the financial year				
i) Principal Amount	-	6,51,23,076		6,51,23,076
ii) Interest due but not paid	-			
iii) Interest accrued but not due	-			
Total (i+ii+iii)	-	6,51,23,076		6,51,23,076

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A) Remuneration to Managing Director, Whole Time Directors and/or Manager:					
S r. N o.	Particulars of Remuneration	Name of MD/WTD/Manager			Total Amount
		Mr. Amit Gulecha (Managing Director)	Mrs. Tanu Agrawal (Executive Director)	Mr. Girraj Kishor Agrawal (Executive Director)	
1	Gross salary		84,00,000		84,00,000
	(a) Salary as per provisions contained in section 17(1) of the Income tax Act, 1961	-		-	
	(b) Value of perquisites u/s 17(2) of the Income tax Act, 1961	-	-	-	
	(c) Profits in lieu of salary u/s 17(3) of the Income tax Act, 1961	-	-	-	
2	Stock Option	-	-	-	
3	Sweat Equity	-	-	-	
4	Commission	-	-	-	
	as % of profit	-	-	-	
	Others, specify	-	-	-	
5	Others, please specify -	-	-	-	
	Total (A)	-	84,00,000	-	84,00,000
	Ceiling as per the Act	N.A.	N.A.	N.A.	

A) REMUNERATION TO OTHER DIRECTORS						
PARTICULARS OF DIRECTORS						
		Ashish Kachhara	Chirag Goyal	Vikash Kulhriya	Pratham Jethliya	Total Amount (In Rs.)
1	Independent Directors					
	(a) Fee for attending Board and committee meetings	56,000	90,000	90,000	22,000	2,58,000
	(b) Commission	-	-	-	-	-
	(c) Others, please specify	-	-	-	-	-
	Total (1)	56,000	90,000	90,000	22,000	2,58,000
2						
	(a) Fee for attending board committee meetings	-	-	-	-	-
	(b) Commission	-	-	-	-	-
	(c) Others please specify.	-	-	-	-	-
	Total (2)	56,000	90,000	90,000	22,000	2,58,000
	Total Managerial Remuneration (B)=(1+2)	56,000	90,000	90,000	22,000	86,58,000
	Overall Ceiling as per the Act					

B) REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD				
Sl. No.	Particulars of Remuneration	Key Managerial Personnel		Total
		Prajna Naik Company Secretary & Compliance Officer	Nemichand Saini CFO	
1	Gross Salary	7,40,000	1,20,000	8,60,000
	(a) Salary as per provisions contained in section 17(1) of the Income Tax, 1961.			
	(b) Value of perquisites u/s 17(2) of the Income tax Act, 1961			
	(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961			
2	Stock option	-	-	-
3	Sweat Equity	-	-	-
4	Commission	-	-	-
	-as % of profit			
	-others (specify)			
5	Others, please specify	-	-	-
	Total	7,40,000	1,20,000	8,60,000
	Ceiling as per the Act	N.A.	N.A.	N.A.

IV. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES

Type	Section of the Companies Act	Brief Description	Details of Penalty/ Punishment/ Compounding fees imposed	Authority (RD/NCLT/Court)	Appeal made if any (give details)
A. COMPANY					
Penalty	-			-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
B. DIRECTORS					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
C. OTHER OFFICERS IN DEFAULT					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-

FOR & ON BEHALF OF THE BOARD

Sd/-

Amit Gulecha
 Managing Director
 DIN: 06964404
 Place: Mumbai
 Date: 06/09/2023

Sd/-

Girraj Kishor Agrawal
 Director
 DIN:00290959

ANNEXURE- V

PARTICULARS OF EMPLOYEES AND RELATED INFORMATION Information as per Rule 5(1) of the companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

The percentage increase in remuneration of each Director, Chief Financial Officer and Company Secretary during the Financial Year 2022-2023, ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2022-2023 and the comparison of remuneration of each Key Managerial Personnel (KMP) against the performance of the Company are as under:

Sr. No	Name of Director/KMP	Remuneration Received (Rs. In Lakhs)	% increase in Remuneration in the Financial year 2022-2023	Ratio of remuneration of each Director & KMP to median remuneration of employees
1	Mrs. Tanu Girraj Agrawal (Executive Director)	84.00	0	100.00
2	Mr. Chirag Goyal (Non Executive Independent Director)	Nil	0	Nil
3	Mr. Vikash Kulhriya (Non Executive Independent Director)	Nil	0	Nil
4	Mr. Ashish Kachhara (Non Executive Independent Director)	Nil	0	Nil
5	Mr. Pratham Jethliya (Non Executive Independent Director)*	Nil	0	Nil
6	Ms. Prajna Naik (Company Secretary)	7.40	0	6.38
7	Mr. Nemichand Saini (CFO)	1.20	0	1.03

- All appointments are / were non-contractual.
- Remuneration as shown above comprises of Salary, Leave Salary, Bonus, Leave Travel Assistance, Medical Benefit, House Rent Allowance, Perquisites and Remuneration on Cash basis.
- There were 9 employees on the rolls of Company as on March 31, 2023.
- The median remuneration of employees of the company was Rs. 1.16 Lakhs.
- None of the Non Executive Director has received any remuneration apart from sitting fees during the year.

FOR & ON BEHALF OF THE BOARD

Sd/-
Amit Gulecha
Managing Director
DIN:06964404

Place: Mumbai
Date: 06/09/2023

**PCS' CERTIFICATE REGARDING COMPLIANCE OF CONDITIONS
OF CORPORATE GOVERNANCE**

**To the Members of
Banas Finance Ltd.**

We have examined the compliance of conditions of corporate governance by **Banas Finance Ltd** ("the Company") for the year ended 31st March, 2023, as stipulated in applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the Regulations').

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

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

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

**For Nitesh Chaudhary & Associates
Practicing Company Secretary**

Sd/-

**Nitesh Chaudhary,
Proprietor
FCS No. 10010
CP No.: 16275**

UDIN - F010010E000921085

Place: Indore

Date: 02nd September, 2023

REPORT ON CORPORATE GOVERNANCE

INTRODUCTION:

Your Company has complied in all material respects with the requirements of the Corporate Governance Code as per Schedule V (c) of the SEBI (LODR) Regulation, 2015.

1. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE:

The Company's philosophy on corporate governance is to observe the highest level of ethics in all its dealings, to ensure efficient conduct of the company to achieve its goal in maximizing value for all its stakeholders. We are committed to doing things the right way which means taking business decisions and acting in a way that is ethical, in the interest of our stakeholders and is in compliance with applicable legislation. Our values reflect our continued commitment to ethical business practices across our operations. The Company's philosophy is based on the fair and transparent disclosure of issues related with the Company's business, financial performance and matters relating to stakeholders' interest.

We believe that Corporate Governance is the key element in improving efficiency, growth and investor's confidence.

2. BOARD OF DIRECTORS:

COMPOSITION OF THE BOARD

As on 31st March, 2023, the Company's Board of Directors comprised of Six directors, out of which Three are Non-Executive Independent Directors, three are Executive Directors including one Managing Director, and one Executive Woman Director. The composition of the Board is in conformity with Regulation 17 of the SEBI (LODR) Regulation, 2015 entered into with the stock exchanges.

The Board has received declaration from the Non-Executive and Independent Directors that they qualify to be considered as Independent as per the definition of 'Independent Director' stipulated in Regulation 16 (1)(b) of the SEBI (LODR) Regulation, 2015 and Section 149(6) of the Companies Act, 2013 (hereinafter called "the Act").

None of the Directors hold Directorships in more than 20 companies. Further, any individual director's directorships in public companies do not exceed 10. None of the Directors is serving as a member of more than ten committees or as the Chairman of more than five committees across all the public companies of which he is a Director. Necessary disclosures regarding committee positions in other public companies as on March 31, 2023 have been made by the Directors.

The number of directorships and committee Chairmanships/Memberships held by the Directors in other public companies (including Banas) as on March 31, 2023 are given below:

Sr. No.	Name of Director	Designation /Category	No. of Directorship	No. of equity shares held in company	Member/Chairperson of the committee	
					Member	Chairman
1	Mr. Amit Gulecha	Managing Director	1	4,238	0	0
2	Mr. Girraj Kishor Agrawal	Executive Director	2	10,50,966	2	0
3	Mrs. Tanu Agrawal	Executive Director	2	8,53,270	2	0
4	Mr. Chirag Goyal	Independent Non - Executive Director	2	-	0	2
5	Mr. Vikash Kulhriya	Independent Non - Executive Director	2	-	0	2
6	\$Mr. Ashish Kachhara	Independent Non - Executive Director	2	-	0	0
7	*Mr. Pratham Jethliya	Independent Non - Executive Director	1	-	0	0

*Note Appointed w.e.f. 28/05/2022 and Resigned w.e.f. 20/08/2022

\$ Appointed w.e.f. 29/08/2022

Directorships mentioned as above do not include directorships of Private Limited Companies, Companies under Section 8 of the Act and of companies incorporated outside India.

Positions in only Audit Committee and Stakeholders' Relationship Committee are considered for the purpose of reckoning the number

of Chairmanships and Memberships held by the Directors.

None of the Non-Executive and Independent Directors has any material pecuniary relationship or transactions with the Company, other than the commission and sitting fees received by them for attending the meetings of the Board and its Committee(s) and professional fees received by the firm in which a Director is a partner.

BOARD MEETINGS:

The Company holds at least four Board meetings in a year, one in each quarter, inter-alia, to review the financial results of the Company. The Company also holds additional Board Meetings to address its specific requirements, as and when required.

The Company circulates the agenda along with comprehensive notes well in advance before each meeting which, inter-alia, includes the following:

Quarterly/Half Yearly/Annual financial results of the Company
Minutes of various committees of the Board
Regulatory notices/judgment/order being material in nature
Approvals on the sale of investments/assets of material nature etc

During the financial year 2022-2023 (10) Ten Board Meetings were held. The maximum gap between two Board meetings was less than one hundred and twenty days.

The Board meetings were held on 27/04/2022, 28/05/2022, 03/06/2022, 20/06/2022, 27/07/2022, 10/08/2022, 29/08/2022, 07/10/2022, 10/11/2022 and 06/02/2023.

The details of the attendance of the Board of Directors at the Board Meetings and the last Annual General Meeting (AGM) are as detailed hereinbelow:

Sr. No	Name of Director and DIN	No. of Board Meetings held	No. Board meeting entitled to attend	No. of Board meetings attended	Attendance at the last AGM.
1	Mr. Girraj Kishor Agrawal DIN:00290959	10	10	10	Yes
2	Mr. Amit Gulecha DIN: 06964404	10	10	10	Yes
3	Mrs. TanuAgrawal DIN: 00290966	10	10	10	Yes
4	Mr. Chirag Goyal DIN: 09013570	10	10	10	Yes
5	Mr. Vikash Kulhriya DIN: 09014921	10	10	10	Yes
6	Mr. Ashish Kachhara DIN: 09671227	10	4	4	Yes
7	Mr. Pratham Jethliya DIN: 09600191	10	5	5	No

MEETING OF INDEPENDENT DIRECTORS:

The Company's Independent Directors met on 06th February, 2023 without the presence of the Managing Director and the Senior Management team. The meeting was attended by all of the Independent Directors and was conducted to enable the Independent Director to discuss matters prescribed under Schedule IV to the Act and Regulation 25(3) of the SEBI (LODR) Regulation, 2015.

FAMILIARIZATION PROGRAMME FOR INDEPENDENT DIRECTOR:

The Company has established a Familiarization Programme for Independent Directors. Details of the familiarization programme imparted to the independent directors has been published on the website of the company at https://banasfinance.files.wordpress.com/2019/06/banas_18-19.pdf

CODE OF CONDUCT:

The Company has adopted a Code of Conduct ("Code") which applies to all the Board members and Senior Management Personnel of the Company. Code of Conduct for the Board of Directors and Senior Management Personnel is in place and published on the website - <https://banasfinance.wordpress.com>

3. AUDIT COMMITTEE ATGLANCE:

In order to align with the provisions of Section 177 of the Companies Act, 2013 and Regulation 18 of the SEBI (LODR) Regulation, 2015 Audit Committee was composed as follows:

COMPOSITION:

The composition of the audit committee and the details of meetings attended by its members are given below:

Name	Category	Number of meetings during the financial year 2022-2023		
		Held	Entitled to Attend	Attended
Mr. Girraj Kishor Agrawal – Member	Executive Director	6	6	6
Mr. Vikash Kulhriya – Member	Independent, Non-Executive	6	6	6
Mr. Chirag Goyal – Chairman	Independent, Non-Executive	6	6	6

During the year total 6 (six) Audit Committee meetings were held and the gap between two meetings did not exceed one hundred and twenty days. The dates on which the said meetings were held are as follows: 28/05/2022, 20/06/2022, 10/08/2022, 29/08/2022, 10/11/2022 and 06/02/2023. The necessary quorum was present for all the meetings.

4. NOMINATION AND REMUNERATION COMMITTEE ATGLANCE:

During the year under review, the terms of reference of Nomination and Remuneration Committee were expanded in order to align them with the provisions of Section 178 of the Companies Act, 2013 and Regulation 19 of the SEBI (LODR) Regulation, 2015.

COMPOSITION:

The composition of the Nomination and Remuneration committee and the details of meetings attended by its members are given below:

Name	Category	Number of meetings during the financial year 2022-2023		
		Held	Entitled to Attend	Attended
Mrs. TanuAgrawal*	Non-Executive Director	2	2	2
Mr. Chirag Goyal – Chairman	Independent, Non-Executive	3	3	3
Mr. Vikash Kulhriya – Member	Independent, Non-Executive	3	3	3
Mr. Ashish Kachhara#	Independent, Non-Executive	1	1	1

Note * Mrs. Tanu Agrawal has resigned from the Membership of the Committee w.e.f. 29/09/2022.

Mr. Ashish Kachhara was appointed as Member of the Nomination and Remuneration Committee w.e.f. 01/10/2022.

During the year, three (3) meeting of the nomination and remuneration committee were held on 28/05/2022, 29/08/2022 and 06/02/2023. The necessary quorum was present for all the meetings.

5. CORPORATE SOCIAL RESPONSIBILITY ATGLANCE:

6. During the year under review, the Company has framed and adopted Corporate Social Responsibility committee under Section 135 of the Companies Act, 2013.

7. COMPOSITION:

The composition of the Corporate Social Responsibility committee and the details of meetings attended by its members are given below:

Name	Category	Number of meetings during the financial year 2022-2023		
		Held	Entitled to Attend	Attended
Mr. Chirag Goyal – Chairman	Independent, Non-Executive	1	1	1
Mr. Vikash Kulhriya – Member	Independent, Non-Executive	1	1	1
Mr. Girraj Kishor Agrawal	Executive Director	1	1	1

During the year, One meeting of the Corporate Social committee were held on 10/08/2022.

PERFORMANCE EVALUATION CRITERIA FOR INDEPENDENT DIRECTORS

The Independent Directors are evaluated on parameters like Director's contributions at Board / Committee meetings, willingness to devote time and effort to understand the Company, ability to understand governance, regulatory, fiduciary and ethical requirements of the Board / Committee, adherence to Code of Conduct and how the independent Director is able to bring independent judgment during board deliberations on performance, risk management etc. in addition to the criteria for evaluation of Non-Executive Directors.

REMUNERATION PAID TO DIRECTORS DURING THE PERIOD ENDED 31ST MARCH, 2023:

Name of the Board Members	Salary	Commission	Sitting Fees	Contribution to Various Funds	Total
Mr. Girraj Kishor Agrawal	-	-	-	-	Nil
Mr. Amit Gulecha	-	-	-	-	Nil
Mrs. Tanu Agrawal	84,00,000	-	-	-	84,00,000
Mr. Chirag Goyal	-	-	90,000	-	90,000
Mr. Vikash Kulhriya	-	-	90,000	-	90,000
Mr. Ashish Kachhara	-	-	56,000	-	56,000
Mr. Pratham Jethliya	-	-	22,000	-	22,000

None of the other non-executive director holds any shares, convertible instruments or stock options in the company. As on 31st March 2023, there are no outstanding options granted to any of the Directors of the Company. The Criteria for making payments to Non-Executive Directors of the Company has been disclosed on the Company's website www.banasfinance.wordpress.com.

8. STAKEHOLDERS' RELATIONSHIP COMMITTEE AT GLANCE:

The Company has constituted a Stakeholder's Relationship Committee ("SRC") of Directors to look into the complaints, requests and grievances of the shareholders/investors and ensure their Redressal. SRC approves and monitors share transfers, transmissions, dematerialization, Rematerialization, issue of duplicate share certificates, non-receipt of dividend / notices / annual reports, etc.

The Stakeholders' Relationship Committee met thrice during the financial year 2022-2023 as on 28/05/2022, 29/08/2022 & 10/11/2022.

Name	Category	Number of meetings during the financial year 2022-2023		
		Held	Entitled to Attend	Attended
Mr. Girraj Kishor Agrawal - Member	Executive Director	3	3	3
Mr. Chirag Goyal - Chairman	Independent, Non-Executive	3	3	3
Mr. Vikash Kulhriya - Member	Independent, Non-Executive	3	3	3

Details of investor complaints received and redressed during the year 2022-2023 are as follows:

Opening balance	Received during the Year	Resolved during the Year	Closing balance
0	6	6	0

9. GENERAL BODY MEETING:

a) Location, date and time of the Annual General Meetings held during the last three years are given below:

Financial Year	Type of Meeting	Location	Meeting Date and Time	Special Resolution passed
2021-22	39 th E-AGM	Through VC/OAVM deemed held on E/109, Crystal Plaza, New Link Road, Opp. Infinity Mall, Andheri (West), Mumbai: 400053	29th September, 2022 at 04:00 p.m.	1. Regularisation And Appointment Of Mr. Ashish Kachhara As Non-Executive Independent Director Of The Company 2. Approval For Increase in Granting Loan And Investment And Giving Guarantee By Company U/S. 186 Of The Companies Act, 2013 3. Approval For Increase In Borrowing Power U/S. 180(1) (C) Of The Companies Act, 2013

				4. Approval For Material Related Party Transactions
2020-21	38 th E-AGM	Through VC/OAVM deemed held on E/109, Crystal Plaza, New Link Road, Opp. Infinity Mall, Andheri (West), Mumbai: 400053	30 th September, 2021 at 12:00 p.m.	No Special Resolution passed
2019-20	37 th E-AGM	Through VC/OAVM deemed held on E/109, Crystal Plaza, New Link Road, Opp. Infinity Mall, Andheri (West), Mumbai: 400053	29 th September, 2020 at 3.00 p.m.	No Special Resolution passed.

- b) No Extra Ordinary General Meeting was held during the year.
c) During Financial year 2022-2023, No Postal ballot was held.

10. MEANS OF COMMUNICATION:

- a) Quarterly results: Quarterly/Half yearly/Annual results are regularly submitted to the Stock Exchanges where the shares of the Company are listed pursuant to the provisions of SEBI (LODR) Regulations 2015 and are published in the newspapers. The Company has also displayed the results as specified under Regulation 47 of SEBI (LODR) Regulations, 2015 and on the Company's website i.e. www.banasfinance.wordpress.com
- b) Newspapers wherein results normally published: Financial Express and Mumbai Lakshadweep.
- c) The Company has in place, a policy on material events as required under regulation 31 of SEBI (LODR) Regulations, 2015. The Company disseminates all information which is material in accordance with this policy to the stock exchanges and also on the website of the Company.
- d) The company also publishes all official news and other information prescribed under regulation 46 of the SEBI (LODR) Regulations, 2015 on the website at www.banasfinance.wordpress.com

11. GENERAL INFORMATION FOR MEMBERS

a) 40th Annual General Meeting:

Day & Date	Time	Venue
Saturday, 30 th September, 2023	04:00 P.M	Video Conferencing ('VC')/Other Audio Visual Means ('OAVM')

b) Financial Calendar (2023-24):

Particulars	Period
Financial Year	April 1, 2023 to March 31, 2024
For consideration of Unaudited/Audited Financial Results	
Results for quarter ending June 30, 2023	On or before August 14, 2023
Results for quarter ending September 30, 2023	On or before November 14, 2023
Results for quarter ending December 31, 2023	On or before February 14, 2024
Results for quarter ending March 31, 2024	On or before May 30, 2024
Annual General Meeting for the year ending March 31, 2024	On or before September 30, 2024

c) Book Closure Date:

The Company's Share Transfer Books and Register of Members of equity shares shall remain closed from the 24th September, 2023 to 30th September, 2023, (both days inclusive).

d) Share Transfer System

Share transfers in physical form are processed by the Registrar and Transfer Agents, Purva Share Registry (India) Pvt. Ltd and are approved by the Stakeholders Relationship Committee of the Company or the authorised signatories of the Company. Share transfers are registered and returned within 15 days from the date of lodgment if documents are complete in all respects. The depository system handles share transfers in dematerialized form.

e) **Dividend payment date:** No Dividend paid during the year.

f) **Listing of Equity Shares:** Bombay Stock Exchange

g) **Listing fees:** duly paid to the Bombay stock exchange Limited as per SEBI (LODR) Regulation, 2015.

h) **Stock code:** BSE Scrip Code:509053

i) DematISINNumbersinNSDL&CDSLIN521L01030forEquityShares:

j)

Distribution of shareholding as on 31st March, 2023:

No. of Shares Held	No Shareholders	%	No. of shares Hold	%
Up to 5000	48192	98.54	13992161	29.12
5,001 - 10,000	395	0.81	2902262	6.04
10,001 - 20,000	171	0.35	2496642	5.20
20,001 - 30,000	50	0.10	1239012	2.58
30,001 -40,000	29	0.06	1005391	2.09
40,001 - 50,000	21	0.04	932655	1.94
50,001 - 1,00,000	17	0.03	1167358	2.43
1,00,001 And Above	32	0.07	24310751	50.60
TOTAL	48907	100	48046232	100

Market Information

Stock Market Data at BSE during the year 2022-2023:

Month	High	Low	Close	No. of Shares traded
April 2022	58.00	45.70	46.30	2502988
May 2022	47.00	33.50	33.50	1350730
June 2022	33.40	24.35	28.90	2456496
July 2022	31.85	24.00	26.25	3491358
August 2022	26.15	17.70	24.45	23651840
Sept 2022	23.25	15.40	17.40	17668085
October 2022	17.95	14.45	15.85	3849501
Nov 2022	18.35	15.50	16.10	2741581
Dec 2022	17.50	15.00	16.30	2067685
January 2023	17.20	14.60	14.80	2283899
February 2023	15.70	10.33	10.73	2199011
March 2023	12.84	9.77	10.15	1656262

Shareholding Pattern of the Company as on 31st March, 2023:

Category	No. of Shares held	%
A Promoter's Holding		
1 Promoters		
- Indian	84,50,788	17.59
- Foreign	0	0
2 Persons acting in concert	0	0
Sub - Total	84,50,788	-17.59
B Non-Promoter's Holding	0	0
3 Institutional Investors	0	0
a) Mutual Funds and UTI	0	0
b) Banks, Financial Institutions, Insurance Companies (Central/State Govt. Institutions/Non Government Institutions)	26,050	0.05
C FII's	0	0
Sub - Total	0	0
4 Non-Institutions		
a) Corporate Bodies	99,80,267	20.77
b) Indian Public	2,75,42,268	57.32
c) NRI's/OCB's -NRI	12,21,890	2.54
d) Clearing Member	47,648	0.10
e) Any Other (Please specify) - HUF & LLP, TRUST	7,77,321	1.62
Sub-Total	3,95,95,444	82.41

Grand Total

4,80,46,232

100

Dematerialization of Shares as on 31.03.2023:

Mode	No. of Shares	% Shares
Physical Form	8,99,136	1.87
with NSDL	1,15,20,406	23.98
with CDSL	3,56,26,690	74.15
Total	48046232	100.00

h) Share Transfer System

The transfer of shares in physical form is processed and completed by Registrar and Transfer Agent - Purva Sharegistry(India) Pvt. Ltd. within a period of 15 days from the date of receipt thereof provided all the documents are in order. In case of shares in electronic form, the transfers are processed by NSDL / CDSL through respective Depository Participants.

i) Share Capital Audit

As stipulated by Securities and Exchange Board of India (SEBI), a qualified Practicing Company Secretary carries out the Share Capital Audit to reconcile the total admitted capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and shares held in physical form as per the register of members viz-à-viz the total issued and listed capital. This audit is carried out every quarter and the report is submitted to the Bombay Stock Exchange Ltd.

j) Outstanding global depository receipts or American depository receipts or warrants or any convertible instruments, conversion date and likely impact one quity. -NIL

k) Investor Correspondence

All documents, transfer deeds, demat requests and other communications in relation thereto should be addressed to the R & T Agents at its following address for transfer/dematerialization of shares, payment of dividend on shares, interest and redemption of debentures, and any other query relating to the shares and debentures of the company.

12. OTHERDISCLOSURES:

Details of Non Compliance by the Company, penalties, and structures imposed on the Company by Stock Exchanges or the Board or any statutory authority, on any matter related to capital markets, during the last three years - None.

a) Details of Subsidiary and Associate Companies:

The Company does not have any Subsidiary Companies as on 31stMarch, 2023.

During the year under review, the company holds 48.12% of Tilak Ventures Limited and thereby Tilak Ventures Limited is the associate company of the Banas Finance Limited.

b) Preservation of documents

In accordance with Regulation 9 of SEBI Regulations, 2015, the Company has framed a Policy on preservation of documents approved by the Board of Directors of the Company. The Policy is intended to define preservation of documents and to provide guidance to the executives and employees working in the Company to make decisions that may have an impact on the operations of the Company. It not only covers the various aspects on preservation of the Documents, but also the safe disposal/destruction of the Documents.

The Policy have been uploaded on the Company's web-site at the following link https://banasfinance.files.wordpress.com/2016/09/preservation-of-documents_banas.pdf

c) Policy determining Material Subsidiaries

The Company has adopted the policy on determining material subsidiaries is hosted on its website at https://banasfinance.files.wordpress.com/2018/04/policy-on-material-subsidiaries_banas.pdf.

d) Policy on Related Party Transactions

All material transactions entered into with related parties as defined under the Act and Regulation 23(1) of the SEBI (LODR) Regulations 2015; during the financial year 2022-2023 were in the ordinary course of business. No materially significant related party transactions have been entered into during financial year 2022-23 having potential conflict with the interest of the Company

at large. A list of related parties as per the Accounting Standard 18 and the transactions entered into with them in prescribed Form AOC-2 is given separately in this Annual Report under Annexure II of the Board Report as well as in the Notes to Accounts annexed to the Balance Sheet as at 31st March 2023 and Statement of Profit & Loss of the Company for the Financial Year ended on that date.

The Company's Policy on materiality of related party transactions is hosted on website at https://banasfinance.files.wordpress.com/2018/04/rpt_banas.pdf.

e) Policy for Prohibition of Insider Trading:

The Company has adopted a code of conduct for prevention of insider trading with a view to regulate trading in securities by the Directors and employees of the Company. The Code requires pre-clearance for dealing in the Company's shares and prohibits the purchase or sale of the Company's shares by the Directors and employees while in possession of unpublished price sensitive information in relation to the Company or its securities.

The Company has appointed the Compliance Officer to ensure compliance of the said Code by all the Directors, Senior Management Personnel and employees likely to have access to unpublished price sensitive information.

The policy is available at website of the company at the following link https://banasfinance.files.wordpress.-com/2016/07/policy-of-insider-trading_18-07-2016.pdf

f) Vigil Mechanism/Whistle Blower Policy:

The Vigil Mechanism/Whistle Blower Policy has been adopted to provide appropriate avenues to the employees to bring to the attention of the management, the concerns about any unethical behavior, by using the mechanism provided in the Policy. In cases related to financial irregularities, including fraud or suspected fraud, the employees may directly approach the Chairman of the Audit Committee of the Company. We affirm that no director or employee has been denied access to the Audit Committee during financial year 2022-2023. The Policy provides that no adverse action shall be taken or recommended against an employee in retaliation to his/her disclosure in good faith of any unethical and improper practices or alleged wrongful conduct. This Policy protects such employees from unfair or prejudicial treatment by anyone in the Group. The policy is available at company's website https://banasfinance.files.wordpress.com/2018/04/whistle-blower-policy_banas-finance1.pdf

PurvaSharegistry (India) Pvt Ltd Unit
 No. 9, Shiv Shakti Indl. Estate
 J.R. Boricha Marg, Opp. Kasturba Hospital Lane, Lower
 Parel (East), Mumbai 400011

For Any other query
 Banas Finance Limited
 CIN: L65910MH1983PLC030142
 Regd Off: E/109, Crystal Plaza, Opp. To Infinity mall, New
 Link Road, Andheri (West), Mumbai-400053
 Tel: 9152096140/41
 Website: <https://banasfinance.wordpress.com>
 Email Id: banasfin@gmail.com

DISCLOSURES OF COMPLIANCE WITH CORPORATE GOVERNANCE REQUIREMENTS SPECIFIED IN REGULATION 17 TO 27 AND REGULATION 46(2)(B) TO (I) OF THE LISTING REGULATIONS:

Sr. No.	Particulars	Regulation	Compliance status Yes/No/N.A	Compliance observed for the following:
1	Board of Directors	17	Yes	<input type="checkbox"/> Board Composition <input type="checkbox"/> Meeting of Board of Directors <input type="checkbox"/> Review of compliance reports <input type="checkbox"/> Plans for orderly succession for appointments <input type="checkbox"/> Code of Conduct <input type="checkbox"/> Fees / compensation <input type="checkbox"/> Minimum information to be placed before the Board <input type="checkbox"/> Compliance Certificate <input type="checkbox"/> Risk Assessment & Management <input type="checkbox"/> Performance Evaluation of Independent Directors
2	Audit Committee	18	Yes	<input type="checkbox"/> Composition <input type="checkbox"/> Meeting of Audit Committee <input type="checkbox"/> Role of Audit Committee and review of information by the Committee
3	Nomination and Remuneration Committee	19	Yes	<input type="checkbox"/> Composition <input type="checkbox"/> Role of the Committee
4	Stakeholders Relationship Committee	20	Yes	<input type="checkbox"/> Composition <input type="checkbox"/> Role of the Committee
5	Risk Management Committee	21	Not Applicable	<input type="checkbox"/> The Company is not in the list of top 100 listed entities by market capitalization
6	Vigil Mechanism	22	Yes	<input type="checkbox"/> Formulation of Vigil Mechanism for Directors and employees <input type="checkbox"/> Direct access to Chairperson of Audit Committee
7	Related Party Transactions	23	Yes	<input type="checkbox"/> Policy on Materiality of Related Party Transactions and on Dealing with Related Party Transactions <input type="checkbox"/> Related Party Transactions of the Company are pursuant to contracts duly approved by the Audit Committee, Board of Directors and Shareholders of the Company
8	Corporate Governance requirements with respect to subsidiary of listed Entity	24	Not Applicable	<input type="checkbox"/> The Company does not have any subsidiary
9	Obligations with respect to Independent Directors	25	Yes	<input type="checkbox"/> Maximum Directorship and Tenure <input type="checkbox"/> Meeting of Independent Directors <input type="checkbox"/> Familiarization of Independent Directors
10	Obligations with respect to Directors and Senior Management	26	Yes	<input type="checkbox"/> Memberships / Chairmanships in Committees <input type="checkbox"/> Affirmation with compliance to Code of Business Conduct and Ethics from Directors and Management Personnel <input type="checkbox"/> Disclosure of shareholding by Non-executive Directors <input type="checkbox"/> Disclosures by Senior Management about potential conflicts of interest
11	Other Corporate Governance requirements	27	Yes	<input type="checkbox"/> Compliance with discretionary requirements <input type="checkbox"/> Filing of quarterly compliance report on Corporate Governance
12	Website	46(2)(b) to (i)	Yes	<input type="checkbox"/> Terms and conditions of appointment of Independent Directors <input type="checkbox"/> Composition of various Committees of Board of Directors <input type="checkbox"/> Code of Business Conduct and Ethics for Directors and Management Personnel <input type="checkbox"/> Details of establishment of Vigil Mechanism/ Whistle Blower Policy <input type="checkbox"/> Policy on dealing with Related Party Transactions <input type="checkbox"/> Details of familiarization programmes imparted to Independent Directors

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

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

To,
The Members,
M/s Banas Finance Limited,
E-109, Crystal Plaza, New Link Road,
Andheri (West), Mumbai 400053

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **M/s Banas Finance Limited**, having CIN **L65910MH1983PLC030142** and having registered office at **E-109, Crystal Plaza, New Link Road, Andheri (West), Mumbai 400053** (hereinafter referred to as 'the Company'), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in), BSE as considered necessary and explanations furnished to me by the Company & its officers, I hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2022 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority.

Sr. No.	Name Of Directors	DIN	Date Of Appointment	Status of the Director
1	Girraj Kishor Agrawal	00290959	02/06/2010	Active
2	Tanu Girraj Agrawal	00290966	13/10/2016	Active
3	Amit Gulecha	06964404	03/09/2014	Active
4	Chirag Goyal	09013570	31/12/2020	Active
5	Vikash Kulhriya	09014921	31/12/2020	Active
6	Ashish Kachhara	09671227	29/08/2022	Active

I further hereby inform that, ensuring the eligibility for the appointment / continuity of Director on the Board is the responsibility of the Company. Our responsibility is to issue this certificate based on verification of documents and information available in the public domain. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For Nitesh Chaudhary
Practicing Company Secretary
CP No.: 16275
Sd/-
Nitesh Chaudhary
Proprietor
FCS No. 10010

Place: Indore
Date: 11/07/2023
UDIN: F010010E000586817

Management Discussions and Analysis

The Management Discussion and Analysis Report for the year ended 31st March, 2023 as stipulated under Regulation 34 (2) (e) read with Schedule V of SEBI (LODR) Regulations 2015 have been included in consonance with the Code of Corporate Governance as approved by The Securities and Exchange Board of India (SEBI).

Investors are cautioned that these discussions contain certain forward looking statements that involve risk and uncertainties including those risks which are inherent in the Company's growth and strategy. The company undertakes no obligation to publicly update or revise any of the opinions or forward looking statements expressed in this report consequent to new information or developments, events or otherwise.

The operational performance and future outlook of the business has been reviewed by the management based on current resources and future development of the Company.

Banas Finance Ltd. is a Non deposit-taking Non-Banking Financial Company (NBFC-D) registered with the Reserve Bank of India (RBI). It is mainly engaged into business of Finance and Share Trading activity. The Company has a good lending portfolio.

MACROECONOMIC ENVIRONMENT:

Financial year 2023 began on a mixed note. On the positive side, after wreaking havoc for almost two years, the impact of the COVID-19 pandemic on lives and livelihoods started receding. This was aided by a mass immunisation programme and the advent of a less virulent variant called omicron. However, the flip side was the impact of inflationary trends, supply chain disruptions emanating from China, and the start of the Russia-Ukraine conflict impacting commodity prices. In FY2023, the Indian economy faced multiple challenges.

The country's retail inflation indicator, consumer price inflation (CPI) inched above the RBI's tolerance range in January 2022. It remained above the target range for almost twelve months before retracting within the upper tolerance of 6% in November 2022. Rising international crude prices coupled with domestic weather conditions like excessive heat and unseasonal rains kept food prices high, fuelling retail inflation. The Government cut excise and customs duties and restricted exports to cool off inflation.

The RBI, like other central banks, raised the monetary policy rates and reduced excess systemic liquidity. Major areas of concern for the economy were elevated commodity prices leading to a depreciation of the Indian rupee, higher retail inflation (both core and food inflation) leading to the RBI raising interest rates and rationalising systemic liquidity, and a rising current account deficit (CAD).

However, despite these critical challenges, India emerged as the fastest growing major economy in the world. The second advance estimate of national income released by the central statistics office (CSO) on 28 February 2023 expects real GDP growth in FY2023 to be 7.0%.

The current account deficit (CAD) widened in FY2023 on account of (i) rising commodity prices, (ii) appreciation of the US dollar and (iii) a slowdown in economic growth and world trade owing to aggressive and synchronised monetary policy tightening across the world. For the first three quarters of FY2023, the CAD stood at 2.7% of GDP. Consumer price inflation (CPI) remained at elevated levels during the year. Though it dropped from 7.79% in April 2022 to 5.72% in December 2022, it again rose to 6.52% in January 2023 before dropping to 5.66% in March 2023.

In May 2022, the RBI increased the policy repo rate by 40 basis points (bps); and thereafter continued to increase policy repo rates by 50 bps in June 2022, August 2022 and September 2022. This was followed by smaller increases of 35 bps in December 2022 and 25 bps in February 2023. The cumulative increase in FY2023 was 250 bps. This was preceded by the introduction of the Standing Deposit Facility (SDF) at a rate 40 bps higher than the fixed rate reverse repo.

Thus, the effective rate hike during the year has been 290 bps. At its Monetary Policy Committee (MPC) meeting held in April 2023, the RBI unanimously decided to keep the policy rates unchanged with an emphatic statement that the pause was only for this meeting and the MPC would not hesitate to take further action as may be required in future. The MPC also decided to remain focused on withdrawal of accommodation which was favoured by five out of six members.

INDUSTRY OVERVIEW:

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

The growing importance of NBFCs is reflected in the consistent rise of their credit as a proportion to GDP as well as in relation to credit extended by SCBs to the NBFC sector.

Given the increasing importance of NBFCs, the RBI, in the last few years, has increased its regulatory oversight over the sector. Multiple guidelines such as (i) vigil over asset-liability management practices, (ii) maintaining liquidity ratios, (iii) increased reporting requirements, and (iv) scale-based regulation, have led to NBFCs adopting practices in line with banks. The regulatory vigil is based on four key cornerstones of: (i) responsible financial innovation, (ii) accountable conduct, (iii) responsible governance, and (iv) centrality of the customer.

The recently adopted changes to the finance bill withdrawing exemptions on long term capital gains to investors in debt mutual funds is estimated to have minimal impact on the NBFC sector given limited exposure of mutual funds in long term papers of NBFCs.

OUTLOOK FOR FY 2023-2024:

According to the International Monetary Fund (IMF), global growth is predicted to bottom out at 2.8% in 2023, and then grow to 3.0% in 2024. Along with improvement in growth rate, inflation is expected to moderate from 8.7% in 2022 to 7.0% in 2023, before reaching 4.9% in 2024. IMF identifies that inflation, though moderating, has mostly been sticky. The reduction reflects severe reversal in energy and food prices, but core inflation (excluding food and energy prices) may not have peaked yet.

In summary, global growth continues to be uncertain due to a multitude of economic and geopolitical factors. The sharp policy tightening over the last year has had some impact on the global financial sector and the ability of authorities to take swift action may be tested again.

The enduring factors that fuel the long-term growth of the economy are still intact, with a sizeable and rapidly expanding middle-class leading the way in consumer spending. India's domestic consumer market is experiencing rapid growth, alongside its significant industrial sector, establishing itself as an attractive investment hub for MNCs operating in manufacturing, infrastructure, and services. Moreover, India is also emerging to be a global hub for startups, attracting substantial foreign investments due to its youthful population which includes a large GenX demographic, and its technological advancements.

ECONOMIC OVERVIEW OF FINANCE INDUSTRY:

➤ **GLOBAL ECONOMY:**

The global economy demonstrated growth driven by the resilience of labour markets, robust household consumption, business investment, and a better-than-expected response to the energy crisis in Europe. However, central banks globally were forced to raise interest rates abruptly to curb the persistently high inflation.

The higher interest rate, and other global headwinds like the Russia-Ukraine conflict, and the resurgence of the COVID-19 situation in China had an impact on economic growth during the year. Although many of these factors are still relevant, the recent re-opening of China brings some respite and could trigger a rapid rebound in activity.

➤ **INDIAN ECONOMY:**

After the COVID-19 pandemic, India was quick to get back on the pre-pandemic growth trajectory, surpassing the UK to become the fifth-largest economy in the world. As per the National Statistical Office, the Indian economy grew at 7.2% in FY2023, compared to 9.1% in FY2022. Although this is still a slowdown from the previous year due to the current global scenario, the economy remained resilient due to solid domestic demand and an uptick in private consumption. The economy underwent a gamut of wide-ranging structural and governance reforms, including ECLGS extension, PMEGP extension, changes in the union budget, among others that strengthened its fundamentals and financial markets.

Capex by the central government increased by 63.4% in the first eight months of FY2023 since the first quarter of FY2022, providing an impetus to the economy's growth. The rural economy is steady and improving progressively. The informal sector, disrupted due to the pandemic, is now seeing normalisation in the labour force. In Q3 FY2023, the agricultural sector displayed resilience and was supported by the pick up in rabi sowing (6.4% higher than a year ago), the progress of the north-east monsoon and aboveaverage reservoir levels. The persistent efforts and spending by the government towards rural areas are expected to drive the upliftment of this sector.

INDUSTRY STRUCTURE AND DEVELOPMENTS:

The NBFC sector saw a largely stable outlook for major NBFC's. From the perspective of larger financial systems, scheduled commercial banks continued to be a dominant players accounting for nearly 47% of the bilateral exposure followed by Asset Management Companies managing mutual funds, NBFC's, Insurance Companies, Housing Finance Companies and all India Financial Institutions.

For several years, NBFCs have rapidly emerged as an important segment of the Indian Financial System. The sector is now being recognized as complementary to the banking sector due to the implementation of innovative marketing strategies, introduction of tailor made products, customer oriented services, attractive rates of return on deposits and simplified procedures. NBFCs in India have recorded marked growth in recent years. After their existence, they are useful and successful for the evolution of a vibrant, competitive and dynamic financial system in Indian money market. The success factors of their business has been by making the most of their ability to contain risk, adapt to changes and tap demand in markets that are likely to be avoided by the bigger players. Thus the need for uniform practices and level playing field for NBFCs in India is indispensable.

NBFCs:

Over the past few years, NBFCs have undergone a significant transformation and today they form an important component of India's financial system. Playing a critical role in the development of infrastructure, transport and employment generation, NBFCs are changing the business loan landscape in the country. Most NBFCs, leverage alternative and tech-driven credit appraisal methodologies to assess the credit worthiness of prospective borrowers.

This difference in approach allows them to meet loan requirements of individuals and businesses left traditionally underserved by banks. With the introduction of e-KYC, making borrowing an instant and hassle-free experience, NBFCs are already offering the right financial products to consumers and small businesses in a customized manner. The use of technology to optimize business processes also keeps cost overheads to a minimum, enabling credit to be availed at highly competitive interest rates.

KEY OPPORTUNITIES:

- ♣ Increasing the penetration in the Micro, Small and Medium Enterprise (MSME) segment with new and dynamic operating models.
- ♣ Synergistic alliances with fintech companies to tap niche markets.
- ♣ Accessing new customers and cheaper funding sources by developing a viable co-lending business model.
- ♣ Tapping into the fast-growing e-commerce segment.
- ♣ Diversifying assets by targeting new profitable segments and developing the capabilities required to serve those segments.
- ♣ Developing digital capabilities to boost sales productivity.
- ♣ Increasing fee income through advisory services.
- ♣ Using digital competencies and tools to improve sales productivity – the use of advanced analytics and machine learning to build propensity models for lead generation, making real-time offers available to sales representatives by using customer data from multiple internal and external sources.

OPERATIONAL REVIEW:

Total Revenue/income from Operations on standalone basis is Rs. 2088.09 lakhs for the FY 2022-2023 comparison to FY 2021-2022 Rs. 10094.86 lakhs.

Total Revenue/ Income from operation on consolidated basis is Rs. 2088.09 lakhs for the FY 2022-2023 comparison to FY 2021-2022 Rs. 10094.86 lakhs.

SUBSIDIARY COMPANY:

As there are no subsidiaries of the Company, Investment made in Subsidiaries is NIL.

However the company has an Associate Company i.e M/s. Tilak Ventures Limited.

SEGMENT-WISE PERFORMANCE:

The Company operates in single reported segment with main business of Finance and Share Trading activity.

OPPORTUNITIES AND THREATS:

Growth of the company's asset book, quality of assets and ability to raise funds depends significantly on economy. Unfavorable events in the Indian economy can affect consumer sentiments and in turn impact consumer decision to purchase financial products. Competition from a broad range of financial service providers, unstable political environment, changes overpolicies/regulatory framework could impact the company's operations.

There are several large and profitable opportunities for NBFCs and the sector plays an important role in the Indian financial system. The key is for the NBFC sector to grow in a prudential manner while focusing on financial innovation and in having in place, the adequate risk management systems and procedures before entering into risky areas. The regulator constantly endeavors to balance the multiple objectives of financial stability, consumer and depositor protection and regulatory arbitrage concerns.

RISKS AND CONCERNS:

NEW RISK MANAGEMENT FRAMEWORK

However, another green shoot that emerged from the regulatory intervention as the RBI introduced a new liquidity risk management framework to holistically counter future risks in the sector.

Under the new framework, non-deposit taking NBFCs with asset size of more than INR 10,000 crore and all deposit taking NBFCs will have to maintain a liquidity coverage ratio (LCR) requirement of 50 per cent by December 1, 2020, and progressively increase it to 100 per cent by December 2024. Similarly, non-deposit taking NBFCs with asset size between INR 5,000 crore and INR 10,000 crore would be required to have a minimum LCR of 30 per cent by December 1, 2020.

This might have produced short-term pain in the industry but it's an excellent long-term measure to protect the sector from externalities and improve the overall risk management frameworks across the industry. This will not only boost the confidence in the robustness of the sector, but it could also potentially lower the cost of funds for NBFCs as their risk perception goes down massively due to the new LCR reporting framework.

Moreover, the RBI's emphasis on its commitment to not let any NBFC fail came as a strong signal from the government that it firmly stands behind the sector. Due to the easier liquidity provisions, the flow of funds to NBFCs from banks improved by over 30 per cent in just a year.

As a result, the sector now stands on a firm footing with the right regulatory provisions in place along with liquidity windows which have allowed NBFCs to raise funds. Overall, the signs are encouraging as the asset quality for SME lending remains stable and lower than commercial lending non-performing asset rates in India.

According to CIBIL, SME 1 segment had just 9 per cent delinquencies compared to NPAs reaching up to 14 per cent in the larger ticket size segment. Meanwhile, NBFCs looked outwards for funds to keep the credit cycles running. Many players have raised funds outside the country and these offshore borrowings are expected to continue going into 2020, at least till the time credit flow in the Indian economy resumes.

The crucial bit to note here is that lending by NBFCs forms the backbone of India's economy, especially for the micro, small and medium enterprises sector.

As an NBFC, Banas is exposed to Credit, Liquidity and Interest Rate Risk. The Company takes risk management seriously and its procedures and policies in the area are well defined and considered appropriate for the assessment and management of individual risk categories. Sustained efforts to strengthen the Risk Framework have yielded consistently better outcomes for the company.

Company is well placed on the liquidity front and appropriate policies exist for underwriting credit risk. The Company endeavors to continuously learn and modifies its policies to manage the aforementioned risks.

The Audit Committee has been periodically reviewing the risk profile of the Company and evaluating the adherence by the branches / functions of the systems and processes in place for monitoring, evaluation, assessment and mitigation of risk through a systematic and effective audit programme. The observations of Audit Committee, if any, on the risk management are reported to the board.

The key risks are:

- i) Liquidity risk
- ii) Interest rate risk
- iii) Credit risk
- iv) Business risk
- v) Regulatory risk
- vi) Pandemic risk.

INTERNAL CONTROL SYSTEM & ADEQUACY:

The company has adequate internal control system commensurate with its size and business. The company Com- plied with all applicable statutes, policies, procedures, listing requirements and management guidelines. It Adheres to applicable accounting standards and polices.

Banas has robust internal audit programme, where the internal auditors, an independent firm of chartered accountants, conduct a risk-based audit with a view to not only test adherence to laid down policies and procedures but also to suggest improvements in processes and systems. Their audit program is agreed upon by the Audit Commit- tee. Internal audit observations and recommendations are reported to the Audit Committee, which monitors the implementation of such recommendations.

HUMAN RESOURCE:

The Company has excellent combination of experienced and talented employees. The Company also undertakes on regular basis various training programmes to keep its employees updated on new technical developments and information which directly results in optimum capacity utilization and cost effectiveness. The Company's relation with its employees continues to be cordial. The Company always reciprocates commitment to its employees in order to motivate them to perform the best.

FULFILLMENT OF RBI NORMS AND STANDARDS:

The Company continues to fulfill all applicable norms and standards laid down by the Reserve Bank of India pertaining to prudential norms, income recognition, accounting standards, asset classification as applicable to NBFC's (ND) except few, explanation pertaining to which has been provided in Boards' report.

OUTLOOK:

The company is cautiously optimistic in its outlook for the year 2023-2024. The outlook of the company for the year ahead is to diversify risk and stabilize its asset quality. The Corporate Finance Division will adopt a cautious approach and focus on customer relationships. This division will look to grow its supply chain, structured finance and leasing business.

CAUTIONARY STATEMENT:

Statements in foregoing paragraphs of this report describing the current industry structure, outlook, opportunities, etc., may be construed as "forward looking statements", based on certain assumptions of future events over which the Company exercises no control. Therefore, there can be no guarantee as to their accuracy. These statements involve a number of risks, uncertainties and other factors that could cause actual results to differ materially from those that may be implied by these forward looking statements.

FOR & ON BEHALF OF THEBOARD

Sd/-
AmitGulecha
ManagingDirector
DIN:06964404

Sd/-
GirrajKishorAgrawal
Director
DIN:00290959

Place: Mumbai
Date: 06/09/2023

ANNEXURE- VI

CFO CERTIFICATE

**To the Members of
Banas Finance Limited**

I undersigned, CFO of Banas Finance Limited ("the Company") to the best of my knowledge and belief certify that:

a. I have reviewed financial statements and the cash flow statement for the year ended 31st March, 2023 and that to the best of my knowledge and belief; I state that:

i. These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;

ii. These statements together present a true and fair view of the listed entity affairs and are in compliance with existing accounting standards, applicable laws and regulations.

b. I further state that to the best of my knowledge and belief, no transactions entered into by the company during the year, which are fraudulent, illegal or violation of the Company's Code of Conduct.

c. I am responsible for establishing and maintaining internal controls for financial reporting and that I have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting of the Company and have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of internal controls, if any, of which I am aware and the steps I have taken or propose to take to rectify these deficiencies.

d. I have indicated to the Auditors and the Audit Committee:

Significant changes, if any, in internal control over financial reporting during the year;

i. Significant changes, if any, in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and

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

For Banas Finance Limited

Sd/-
Mrs. Babita Amit Mehta
Chief Financial Officer

Date: 06/09/2023

**DECLARATION ON COMPLIANCE OF CODE OF CONDUCT
OF BOARD & SENIOR MANAGEMENT**

DECLARATIONS

Compliance with the Code of Business Conduct and Ethics As provided under Regulation 26 (3) of the SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015, all Board Members and Senior Management Personnel have affirmed compliance with Banas Finance Limited Code of Business Conduct and Ethics for the year ended March 31,2023.

For Banas Finance Limited

Sd/-
Girraj Kishor Agrawal
Director
DIN: 00290959
Dated: 06/09/2023

INDEPENDENT AUDITORS REPORT

INDEPENDENT AUDITOR'S REPORT

To
The Board of Directors
BANAS FINANCE LIMITED.

Report on Audit of the Standalone Financial Statements

Opinion

We have audited the Ind AS financial statements of Banas Finance Limited ('the Company'), which comprise the balance sheet as at 31 March 2023, the statement of profit and loss, statement of changes in equity and the cash flow statement for the year then ended and notes to financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "Ind AS financial statements").

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

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Ind AS Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 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 on the Ind AS financial statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Standalone financial statements for the financial year ended 31st March 2023. These matters were addressed in the context of our audit of the Ind AS financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provided in that context.

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

Key audit matters	How our audit addressed the key audit matter
(A) Impairment of financial assets (expected credit losses)	
Ind AS 109 requires the Company to recognize impairment loss allowance towards its financial assets (designated at amortized cost and fair value through other comprehensive income) using the expected credit loss (ECL) approach. Such ECL allowance is required to be measured considering the guiding principles of Ind AS 109 including: unbiased, probability weighted outcome under various scenarios; time value of money; impact arising from forward looking macro-economic factors and; availability of reasonable and supportable information without undue costs.	<p>We have read and assessed the Company's Accounting policies for impairment of financial assets and their compliance with Ind AS 109.</p> <p>We evaluated the reasonableness of the Management estimates by understanding the process of ECL estimation.</p>

<p>Applying these principles involves significant estimation in various aspects, such as: grouping of borrowers based on homogeneity by using appropriate statistical techniques; staging of loans and estimation of behavioural life; determining macro-economic factors impacting credit quality of receivables; estimation of losses for loan products with no/minimal historical defaults. Considering the significance of such allowance to the overall financial statements and the degree of estimation involved in computation of expected credit losses, this area is considered as a key audit matter.</p>	<p>Tested the ECL model, including assumptions and underlying computation.</p> <p>Assessed the floor/minimum rates of provisioning applied by the Company for loan products with inadequate historical defaults.</p> <p>Audited disclosures included in the Ind AS financial statements in respect of expected credit losses.</p>
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Information other than the Financial Statement and Auditor's Report Thereon

The Company's management and Board of Directors are responsible for the other information. The other information comprises the information included in the Company's annual report, but does not include the Ind AS financial statements and our auditors' report thereon.

Our opinion on the Ind AS 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 Ind AS financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the Ind AS financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed and based on the work done/audit report of other auditors, 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 Responsibilities for the Standalone Financial Results

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

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

Auditor's Responsibilities for the Audit of the Standalone Financial Results

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

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

- Identify and assess the risks of material misstatement of the standalone financial results, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Board of Directors.
- Evaluate the appropriateness and reasonableness of disclosures made by the Board of Directors in terms of the requirements specified under Regulation 33 of the Listing Regulations.
- Conclude on the appropriateness of the Board of Directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial results 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 results, including the disclosures, and whether the financial results represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the Standalone Financial Results of the Company to express an opinion on the Standalone Financial Results.

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

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

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

Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, based on our audit we report that:

- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose so for audit.
- b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
- c) The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, Statement of Changes in Equity and the Statement of Cash Flows dealt with by this Report are in the agreement with the relevant books of account.
- d) In our opinion, the aforesaid standalone financial statements comply with the Ind AS specified under Section 133 of the Act.
- e) On the basis of the written representations received from the directors as on March 31, 2023 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2023 from be in gap pointed as a director in terms of Section 164(2) of the Act.
- f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
- g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.

h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:

- i. The Company has disclosed the impact of pending litigations on its financial position in its standalone financial statements.
- ii. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts;
- iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company and its subsidiary companies incorporated in India.

iv. (a) The Management has represented that, to the best of its knowledge and belief, as disclosed in note 19 to the financial statements 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, 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, as disclosed in the note 19 to the financial statements, 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, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries. (c) Based on the audit procedures performed that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.

v) The Company has not declared or paid any dividend during the current year.

vi) Proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 for maintaining books of account using accounting software which has a feature of recording audit trail (edit log) facility is applicable to the Company with effect from April 1, 2023, and accordingly, reporting under Rule 11(g) of Companies (Audit and Auditors) Rules, 2014 is not applicable for the financial year ended March 31, 2023.

2. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "Annexure B" a statement on the matters specified in paragraphs 3 and 4 of the Order.

For Dassani & Associates

Chartered Accountants

Firm Registration No.: 009096C

Sd/-

CA. Churchill Jain

Partner

Membership No.: 409458

UDIN: 23409458BGWLBK9210

Place: Indore

Date: 26 May, 2023

ANNEXURE- A TO THE INDEPENDENT AUDITORS REPORT

ANNEXURE "A" TO THE INDEPENDENT AUDITOR'S REPORT -31ST MARCH 2023 ON THE STANDALONE FINANCIAL STATEMENTS OF BANAS FINANCE LIMITED.

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

We have audited the internal financial controls over financial reporting of Banas 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, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance 168 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 Annual Report BANAS FINANCE LIMITED 40th Annual General Meeting accordance with authorizations of management and directors of the company; and
- (3) Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that

the internal financial control over financial reporting may be come inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Qualified Opinion

According to the information and explanations given to us and based on our audit, the following material weaknesses have been identified as at March 31, 2023.

a) The Company did not have an appropriate internal control system for granting Loans. Demand and other loans given are governed by the Board policies. Considering the close monitoring of Board no appraisal, renewal, Policies, Procedure, Committee or documents have been prescribed and executed.

b) The Company's internal control system is not commensurate to the size and scale of operation over purchase and sale of shares and inventory and for expenses incurred

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

In our opinion, except for the effects / possible effects of the material weaknesses described above on the achievement of the objectives of the control criteria, the Company has maintained, in all material respects, adequate internal financial controls over financial reporting and such internal financial controls over financial reporting were operating effectively as of 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 Chartered Accountants of India.

We have considered the material weaknesses identified and reported above in determining the nature, timing, and extent of audit tests applied in our audit of the March 31, 2023 financial statements of the Company, and the material weaknesses does not affect our opinion on the financial statements of the Company.

For Dassani& Associates

Chartered Accountants

Firm Registration No.: 009096C

Sd/-

CA. Churchill Jain

Partner

Membership No.: 409458

UDIN:23409458BGWL BK9210

Place: Indore

Date: 26 May, 2023

ANNEXURE- B TO THE INDEPENDENT AUDITORS

In terms of the information and explanations sought by us and given by the Company and the books of account and records examined by us in the normal course of audit and to the best of our knowledge and belief, we state that:

i. (a) (A) The Company has proper records related to full particulars including quantitative details and situation of Property, Plant and Equipment.

(B) The company is not having any intangible asset. Therefore, the provisions of Clause (i)(a)(B) of paragraph 3 of the order are not applicable to the company.

(b) In our opinion Property, Plant and Equipment have been physically verified by the management at reasonable intervals. No material discrepancies were noticed on such verification during the year.

(c) There are no immovable properties, therefore, the provisions of Clause (i)(c) of paragraph 3 of the order are not applicable to the company.

(d) The company has not revalued its Property, Plant and Equipment during the year. Therefore, the provisions of Clause (i)(d) of paragraph 3 of the order are not applicable to the company.

(e) No proceedings have been initiated or are pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder. Therefore, the provisions of Clause (i)(e) of paragraph 3 of the order are not applicable to the company.

ii. (a) The Company does not have any inventory and hence reporting under clause 3(ii)(a) of the Order is not applicable.

(b) According to the information and explanations given to us, at any point of time of the year, the Company has not been sanctioned any working capital facility from banks or financial institutions and hence reporting under clause (ii)(b) of the Order is not applicable.

iii. The Company has made investments in and granted loans or advances in the nature of loans, secured or unsecured, to companies, firms, Limited Liability Partnerships and other parties during the year

(a) The Company has granted no loans to parties covered in the register maintained under section 189 of the Companies Act, 2013 ('the Act').

(b) The investments made, guarantees provided, security given and the terms and conditions of the grant of all loans and advances in the nature of loans and guarantees provided are not prejudicial to the company's interest.

(c) In respect of loans granted by the Company, the schedule of repayment of principal and payment of interest has been stipulated and repayment are regular

(d) In respect of following loan granted by the Company, there is no overdue amount in terms of principal and interest.

(e) No loan or advance in the nature of loan granted by the Company which has fallen due during the year, has been renewed or extended or fresh loans granted to settle the overdues of existing loans given to the same parties.

(f) According to information and explanations given to us and based on the audit procedures performed, the Company has granted loans or advances in the nature of repayable on demand during the year. Hence, reporting under clause (iii)(f) is as under:

Particulars	Amount (in Lakhs)
Loan repayable on demand	2447.53

iv. The Company has complied with the provisions of Sections 185 and 186 of the Companies Act, 2013 in respect of loans granted, investments made and guarantees and securities provided, as applicable.

v. The Company has not accepted any deposit or amounts which are deemed to be deposits. Hence, reporting under clause (v) of the Order is not applicable.

vi. Having regard to the nature of the Company's business / activities, reporting under clause (vi) of the Order, regarding maintenance of cost records is not applicable.

vii. In respect of statutory dues:

a). According to the records of the company, the company is regular in depositing with appropriate authorities undisputed statutory dues including provident fund, employees' state insurance, income tax, sales tax, service tax, custom duty, excise duty, value added tax, cess and other statutory dues applicable to it.

b). According to the information and explanations given to us, there are not any statutory dues referred in sub- clause (a) which have not been deposited on account of any dispute. Therefore, the provisions of Clause (vii)(b) of paragraph 3 of the order are not applicable to the Company.

c) According to the records of the company, the dues of income tax, sales tax , service tax, duty of custom , duty of excise , value added tax , goods and services tax and cess which have not been deposited on account of any dispute, are as follows:

Assessment Year	Amount in Lakhs	Remarks
2011-12	22.31	Unexplained Cash Credit u/s 68
2013-14	1	Listing Fees were disallowed
	1999.2	Cash Credit has been disallowed
	1.40	Income has been voluntarily added by the assessee
2015-16	14.71	Disallowance u/s 14A
	0.68	Addition u/s 68 of the Income Tax Act.
2014-15	7.31	Disallowance u/s 14A
2017-18	2.47	Disallowance u/s 14A
2016-17	17.47	Disallowance u/s 14A
	26.32	Disallowance on Sale of Shares
	0.53	Unexplained Expenses has been added

viii. There were no transactions relating to previously unrecorded income that were surrendered or disclosed as income in the tax assessments under the Income Tax Act, 1961 (43 of 1961) during the year.

ix. (a) The Company has not taken any loans or other borrowings from any lender. Hence reporting under clause (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 term loan during the year and there are no unutilized term loans at the beginning of the year and hence, reporting under clause (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) The company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures.

(f) the company has not raised loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies.

x. (a) The Company has issued its securities (including debt instruments) during the year as per Note 14 of financial statements

(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 (x)(b) of the Order is not applicable.

xi. (a) To the best of our knowledge, no fraud by the Company and no material fraud on the Company has been noticed or reported during the year.

(b) To the best of our knowledge, no report under sub-section (12) of section 143 of the Companies Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and upto the date of this report.

(c) As represented to us by the Management, there were no whistle blower complaints received by the Company during the year.

xii. The Company is not a Nidhi Company and hence reporting under clause (xii) of the Order is not applicable.

xiii. In our opinion and according to the information and explanation given to us, the Company is in compliance with Section 177 and 188 of the Act, for all transactions with the related parties and the details of related party transactions have been disclosed in the financial statements as required by the applicable accounting standards.

xiv. (a) According to the information and explanation given to us, the company has an internal audit system commensurate with the nature and size of its business;

(b) The reports of the Internal Auditors for the period under audit were considered by us.

xv. In our Opinion, during the year the Company has not entered into any non-cash transactions with its directors or persons connected with them and hence provisions of section 192 of Companies Act are not applicable to the Company.

xvi. (a) The company is engaged in the business of Non-Banking Financial Institution and it has obtained the certificate of registration from the Reserve Bank of India under section 45-IA of the Reserve Bank of India Act, 1934 (2 of 1934).

(b) The Group does not have any Core Investment Company (CIC) as part of the Group and accordingly clause (xvi)(d) of the Order is not applicable to the Company.

xvii. The Company has not cash losses during the financial year covered by our audit and in the immediately preceding financial year.

xviii. There has been no resignation of statutory auditor during the year.

xix. On the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

xx. The Company was not having net worth of rupees five hundred crore or more, or turnover of rupees one thousand crore or more or a net profit of rupees five crore or more during the immediately preceding financial year and hence, provisions of Section 135 of the Act are not applicable to the Company during the year. Accordingly, reporting under clause 3(xx) of the Order is not applicable for the year.

xxi. The company has made investments in subsidiary company. Therefore, the company require to prepare consolidated financial statement.

For Dassani & Associates

Chartered Accountants

Firm Registration No.: 009096C

Sd/-

CA. Churchill Jain

Partner

Membership No.: 409458

UDIN:23409458BGWLBK9210

Place: Indore

Date: 26 May, 2023

NON-BANKING FINANCIAL COMPANIES AUDITOR'S REPORT (RESERVE BANK) DIRECTIONS, 2016

INDEPENDENT AUDITORS' REPORT TO THE BOARD OF DIRECTORS OF BANAS FINANCE LIMITED

Pursuant to the paragraphs 3 (A) and (C) of the Non-Banking Financial Companies Auditor's Report (Reserve Bank) Directions, 2016 ("the Directions") issued by the Reserve Bank of India (RBI), we have examined the matters specified in the directions in respect of Banas Finance Limited (hereinafter referred to as "the Company"), for the year ended March 31, 2023.

Management's Responsibility

The Management is responsible for the design and implementation of internal procedures, systems, processes and controls to ensure compliance with the Directions on an ongoing basis. The Management is also responsible for ensuring that the Company complies with the requirements of the Directions and for providing all relevant information to RBI.

Auditor's Responsibility

Pursuant to the requirements of the directions it is our responsibility to examine the books and other records of the Company and report on the matters as prescribed by the RBI.

We conducted our examination in accordance with the Guidance Note on Audit Reports and Certificates for Special Purposes by the Institute of Chartered Accountants of India. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India.

We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

Conclusion

Based on our examination of the books and records of the Company as produced for our examination, and the information and explanations given to us, we further report that:

1. (a) The Company is engaged in the business of non-banking financial institution and has obtained a Certificate of Registration No. N-13.01152 dated 21.01.1999, as provided in Section 45-IA of the Reserve Bank of India Act, 1934.
(b) The Company is entitled to continue to hold Certificate of Registration in terms of its asset/income pattern as on March 31, 2023.
(c) The Company is meeting the required net owned fund requirement as laid down in Master Direction - Non-Banking Financial Company - Systemically Important Non-Deposit taking Company and Deposit taking Company (Reserve Bank) Directions, 2016.
2. (a) The Board of Directors has passed a resolution for the non-acceptance of any public deposits in its meeting held on 27.04.2022.
(b) The Company has not accepted any public deposits during the relevant year.
(c) The Company has not complied with the prudential norms relating to income recognition, asset classification and provisioning for bad and doubtful debts as applicable to it.
(d) The Company is not NBFC Micro Finance Institutions (MFI) as defined in the Non-Banking Financial Company - Systemically Important Non-Deposit taking Company and Deposit taking Company (Reserve Bank) Directions, 2016.

For DASSANI & ASSOCIATES

Chartered Accountants

Firm Registration No.: 009096C

Sd/-

CA. Churchill Jain

Partner

M No. 409458

UDIN: 23409458BGWLEI2324

Place: Mumbai

Date: August 29, 2023

BANAS FINANCE LIMITED			
BALANCE SHEET AS AT 31st MARCH, 2023			
ASSETS	Note	As at March 31, 2023 Amount (Rs. In Lakhs)	As at March 31, 2022 Amount (Rs. In Lakhs)
Financial Assets			
Cash and cash equivalents	2	549.90	1,120.15
Bank balance other than cash and cash equivalents	3	10.00	10.00
Loans (At Amortised Cost)	4	2,187.23	2,806.51
Investments	5	8,845.27	13,843.35
Other financial assets	6	1,524.18	876.32
Total Financial Assets		13,116.57	18,656.32
Non-financial Assets			
Deferred tax assets (net)	7	2,529.65	-
Property, plant and equipment	8	2.28	2.53
Other non-financial assets	9	218.96	179.63
Total Non-financial Assets		2,750.88	182.16
TOTAL		15,867.45	18,838.48
LIABILITIES AND EQUITY			
Liabilities			
Financial liabilities			
Trade payables	10		
(i) total outstanding dues of micro enterprises and small enterprises		2.07	-
(ii) total outstanding dues of creditors other than micro enterprises		0.79	1.92
Borrowings	11	651.23	689.70
Other Financial Liability	12	31.47	-
Total Financial Liabilities		685.57	691.61
Non-financial liabilities			
Deferred tax Liability	13		1,968.34
Total Non-Financial Liabilities		-	1,968.34
Equity			
Equity Share capital	14	4,804.62	2,564.87
Other equity	15	10,377.26	13,613.65
Total equity		15,181.89	16,178.53
TOTAL		15,867.45	18,838.48
Significant Accounting Policies	1-48		
The accompanying notes are an integral part of financial statements			
As per our Report of Even Date For Dassani & Associates Chartered Accountants (Firm Registration No.009096C)		For and on behalf of the Board of Directors of Banas Finance Limited	
Sd/- CA Churchill Jain Partner		Sd/- Girraj Kishor Agrawal [Director] DIN: 00290959	Sd/- Amit Gulecha [Director] DIN: 06964404
Membership Number: 409458 Place: Indore Date: 26/05/2023 UDIN : 23409458BGWLBK9210		Sd/- Prajna Naik [Company Secretary]	Sd/- Nemichand Saini [CFO]

BANAS FINANCE LIMITED			
PROFIT AND LOSS STATEMENT FOR THE YEAR ENDED 31st MARCH 2023			
Particulars	Note	For the Year ended 31st March 2023 Amount (Rs. In Lakhs)	For the Year ended 31st March 2022 Amount (Rs. In lakhs)
Revenue from operations			
Revenue from operations	16	1,772.41	1,191.96
Other Income	17	315.68	8,902.91
Total Income		2,088.09	10,094.86
Expenses			
Purchases	18	2,442.23	1,359.74
Changes in inventories of stock in trade	19	(565.71)	(489.76)
Employees benefits expense	20	124.66	34.71
Finance costs	21	9.64	10.93
Depreciation & Amortisation expenses		0.25	0.22
Impairment on financial instruments	22	198.96	(24.13)
Other Expenses	23	9,847.07	39.18
Total expenses		12,057.11	930.89
PROFIT BEFORE TAX		(9,969.01)	9,163.97
Tax expenses			
Current Tax			51.00
Tax of earlier years		5.12	-
Deferred Tax		(4,497.99)	2,176.38
Total Tax expenses		(4,492.87)	2,227.38
PROFIT FOR THE YEAR		(5,476.14)	6,936.59
Total Comprehensive income for the year		(5,476.14)	6,936.59
Earning per equity share:			
Basic		(11.40)	27.04
Diluted		(11.40)	27.04
Significant Accounting Policies	1-48		
The accompanying notes are an integral part of financial statements			
As per our Report of Even Date		For and on behalf of the Board of Directors	
For Dassani & Associates		of Banas Finance Limited	
Chartered Accountants			
(Firm Registration No.009096C)			
Sd/-		Sd/-	Sd/-
CA Churchill Jain		Girraj Kishor Agrawal	Amit Gulecha
Partner		[Director]	[Director]
Membership Number: 409458		DIN: 00290959	DIN: 06964404
Place: Indore			
Date: 26/05/2023		Sd/-	Sd/-
UDIN : 23409458BGWLBK9210		Prajna Naik	Nemichand Saini
		[Company Secretary]	[CFO]

BANAS FINANCE LIMITED				
CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2023				
Particulars	For the year ended March 31, 2023		For the year ended March 31, 2022	
	Amount (Rs. In Lakhs)		Amount (Rs. In Lakhs)	
Cash Flow from Operating Activities				
Profit before tax		(9,969.01)		9,163.97
Adjustment to reconcile profit before tax to net cash flows				
Depreciation	0.25		0.22	
Finance Cost	9.64		10.93	
Bad debts	161.39		152.05	
Bad debts Recovered	(64.00)		(35.00)	
Profit on sale of Investment	-		(302.22)	
Loss on sale of Investment	-		-	
Discount on Loan Amortize	(6.27)			
Write off	(18.45)		(3.00)	
Write back	55.94		2.47	
Provision for Expected Credit loss	37.57		(176.18)	
Income From Alternate Investment Fund	(79.33)		(115.24)	
Net Loss/(Gain) on fair value changes	9,722.09		(8,424.59)	
		9,818.84		(8,890.58)
Operating Profit before Working Capital Changes		(150.17)		273.40
Working Capital adjustments				
(Increase)/Decrease in Loans	714.62		2,194.48	
(Increase)/Decrease in Other financial assets	(647.86)		(484.44)	
(Increase)/Decrease in Inventory	-		-	
(Increase)/Decrease in Other non-financial assets	11.68		43.04	
Increase/(Decrease) in Trade payables	0.95		(6.35)	
Increase/(Decrease) in Other Current Liabilities	31.47		-	
Increase/(Decrease) in Borrowing	(38.47)		-	
Cash Generated From Operations		(77.78)		2,020.12
Income tax paid		(5.12)		51.00
Net Cash from / (Used in) Operating Activities A		(82.89)		1,969.12
Cash Flow from Investing Activities B				
Proceed from sale of Investment			1,094.71	
Investment made during the year	(4,998.08)		(1,767.75)	
Purchase of Property Plant & Equipment	-		-	
Income From Alternate Investment Fund	79.33		115.24	
Bank Deposits (More than 3 months & upto 12 months)	-		-	
		(4,918.74)		(557.79)
Net Cash from Investing Activities B		(4,918.74)		(557.79)
Net Cash from Financial Activities C				
Proceed from Share Premium	2,239.75			
Proceed from Issue share capital	2,239.75			
Finance cost	(9.64)		(10.93)	
Proceeds from borrowings	24.87		138.66	
Repayment of borrowings	(63.34)		(569.36)	
		4,431.39		(441.63)
Net cash flow used in financing Activities		4,431.39		(441.63)
NET (DECREASE)INCREASE IN CASH & CASH EQUIVALENTS (A+B+C)		(570.25)		969.70
Cash and Cash Equivalents-Opening Balance		1,120.15		150.46
Cash and Cash Equivalents-Closing Balance		549.90		1,120.15
As per our Report of Even Date				
For Dassani & Associates		For and on behalf of the Board of Directors		
Chartered Accountants		of Banas Finance Limited		
(Firm Registration No.009096C)				
Sd/-		Sd/-		
CA Churchill Jain		Girraj Kishor Agrawal		Amit Gulecha
Partner		[Director]		[Director]
Membership Number: 409458		DIN: 00290959		DIN: 06964404
Place: Indore				
Date: 26/05/2023		Sd/-		Sd/-
UDIN : 23409458BGWLK9210		Prajna Naik		Nemichand Saini
		[Company Secretary]		[CFO]

Statement of changes in equity for the year ended March 31, 2023

(A) Equity share capital	As at March 31, 2023		As at March 31, 2022	
	No. of shares	Amount (Rs. In lakhs)	No. of shares	Amount (Rs. In lakhs)
Equity shares of INR. 10/- each issued, subscribed and fully paid				
Opening	2,56,48,730	2,564.87	2,56,48,730	2,564.87
Add: issue during the year	2,23,97,502	2,239.75		
Closing	4,80,46,232	4,804.62	2,56,48,730	2,564.87

(B) Other equity

1) Current reporting period

Amount (Rs. In lakhs)

Particulars	Reserve and surplus					Total
	Securities premium reserve	Capital Reserve	Other reserves			
			Statutory reserve	General reserve	Retained earnings (surplus / deficit in P & L)	
Balance as at April 1, 2022	5,241.32	2,304.80	1,643.88	56.03	4,367.63	13,613.65
Changes in accounting policy/ prior period errors						
Restated Balance as at April 1, 2022	5,241.32	2,304.80	1,643.88	56.03	4,367.63	13,613.65
Profit for the year					(5,476.14)	(5,476.14)
Items of other comprehensive income for the year, net of tax						
Remeasurement benefit of Defined Benefit Plans						
Total comprehensive income for the year	5,241.32	2,304.80	1,643.88	56.03	(1,108.51)	8,137.51
Transferred to/ (from)						
Any other changes	2,239.75					2,239.75
Balance as at March 31, 2023	7,481.07	2,304.80	1,643.88	56.03	(1,108.51)	10,377.26

2) Previous reporting period

Amount (Rs. In lakhs)

Particulars	Reserve and surplus					Total
	Securities premium reserve	Capital Reserve	Other reserves			
			Statutory reserve	General reserve	Retained earnings (surplus / deficit in P and L)	
Balance as at April 1, 2021	5,241.32	2,304.80	249.46	56.03	(1,174.55)	6,677.06
Changes in accounting policy/ prior period errors						
Restated Balance as at April 1, 2021	5,241.32	2,304.80	249.46	56.03	(1,174.55)	6,677.06
Profit for the year					6,936.59	6,936.59
Items of other comprehensive income for the year, net of tax						-
Remeasurement benefit of Defined Benefit Plans						-
Total comprehensive income for the year	5,241.32	2,304.80	249.46	56.03	5,762.04	13,613.65
Transferred to/ (from)			1,394.41		(1,394.41)	-
Any other changes						-
Balance as at March 31, 2022	5,241.32	2,304.80	1,643.88	56.03	4,367.63	13,613.65

As per our Report of Even Date
For Dassani & Associates
Chartered Accountants
(Firm Registration No.009096C)

Sd/-
CA Churchill Jain
Partner
Membership Number: 409458

Place: Indore
Date: 26/05/2023
UDIN : 23409458BGWLBK9210

For and on behalf of the Board of Directors
of Banas Finance Limited

Sd/-
Girraj Kishor Agrawal
[Director]
DIN: 00290959

Sd/-
Amit Gulecha
[Director]
DIN: 06964404

Sd/-
Prajna Naik
[Company Secretary]

Sd/-
Nemichand Saini
[CFO]

Banas Finance Limited

NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR YEAR PERIOD 31.03.2023

Note:- 1

A) Basis of preparation of Financial Statements

In accordance with the notification issued by the Ministry of Corporate Affairs, the Company is required to prepare its Financial Statements as per the Indian Accounting Standards ('Ind AS') prescribed under Section 133 of the Companies Act, 2013 read with rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 as amended by the Companies (Accounting Standards) Amendment Rules, 2016 with effect from 1st April, 2016. Accordingly, the Company has prepared these Financial Statements which comprise the Balance Sheet as at 31st March, 2023, the Statement of Profit and Loss, the Statement of Cash Flows and the Statement of Changes in Equity for the year ended 31st March, 2023, and a summary of the significant accounting policies and other explanatory information (together hereinafter referred to as "Financial Statements").

B) Basis of measurement

The Ind AS Financial Statements have been prepared on a going concern basis using historical cost convention and on an accrual method of accounting, except for certain financial assets and liabilities, which are measured at fair value.

C) Going Concern Assumption:-

The Financial Statements have been prepared assuming entity will be able to continue its operation in near foreseeable future and there is no material circumstances casting doubt over going concern ability of company and neither management intends to liquidate its operation. Though company has accumulated loss, management has made sufficient viable plan to overcome such situation in future and the plan appears to be promising to validate the going concern assumption.

D) Inventory valuation

Cost of inventories includes cost of purchase, costs of conversion and other costs incurred in bringing the inventories to their present location and condition. Net realisable value represents the estimated selling price for inventories in the ordinary course of business less all estimated costs of completion and estimated costs necessary to make the sale.

E) Use of Estimates

The preparation of the Financial Statements requires that the Management to make estimates and assumptions that affect the reported amounts of assets and liabilities, disclosure of contingent liabilities as at the date of the Financial Statements and the reported amounts of revenue and expenses during the reporting period. The recognition, measurement, classification or disclosure of an item or information in the Financial Statements is made relying on these estimates. ii) The estimates and judgements used in the preparation of the Financial Statements are continuously evaluated by the Company and are based on historical experience and various other assumptions and factors (including expectations of future events) that the Company believes to be reasonable under the existing circumstances. Actual results could differ from those estimates. Any revision to accounting estimates is recognised prospectively in current and future periods.

Actual results may differ from these estimates under different assumptions and conditions. Estimates and underlying assumptions are reviewed on an on going basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised and future periods affected. In particular, information about significant areas of estimation uncertainty and critical judgments in applying accounting policies that have the most significant effect on the amounts recognized in the Financial Statements.

F) Cash Flow Statement

Cash flows are reported using indirect method as set out in Ind AS -7 "Statement of Cash Flows", whereby profit / (loss) before tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Company are segregated based on the available information.

G) Earnings per share

The Company presents basic and diluted earnings per share ("EPS") data for its equity shares. Basic EPS is calculated by dividing the profit and loss attributable to equity shareholders of the Company by the weighted average number of equity shares outstanding during the period. Diluted EPS is determined by adjusting the profit and loss attributable to equity shareholders and the weighted average number of equity shares outstanding for the effects of all dilutive potential equity shares.

H) Provisions, Contingent Liabilities and Contingent Assets

A provision is recognized when an enterprise has a present obligation as a result of past event it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions are not discounted to its present value and are determined based on best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates.

Possible future obligations or present obligations that may but will probably not require outflow of resources or where the same cannot be reliably estimated, is disclosed as contingent liabilities in the notes to accounts of Financial Statements.

I) Property, plant and equipment (PPE) and Intangible assets

Tangible Assets

Fixed assets are stated at cost, less accumulated depreciation and impairment losses if any. Cost comprises the purchase price and any attributable cost of bringing the asset to its working condition for its intended use. Borrowing costs relating to acquisition of fixed assets which takes, substantial period of time to get ready for its intended use are also included to the extent they relate to the period till such assets are ready to be put to use. Capital work in progress includes expenditure incurred till the assets are put into intended use.

Intangible Assets

Intangible Assets are stated at cost of acquisition net of recoverable taxes less accumulated amortisation / depletion and impairment loss, if any. The cost comprises purchase price, borrowing costs, and any cost directly attributable to bringing the asset to its working condition for the intended use and net charges on foreign exchange contracts and adjustments arising from exchange rate variations attributable to the intangible assets.

a) Depreciation

Depreciation on tangible assets is provided using the Straight Line Method over the useful lives of the assets estimated by the Management. Depreciation for the assets purchased / sold during the year is proportionately charged as prescribed in Schedule II to the Companies Act, 2013. Intangible assets are amortised over their respective individual estimated useful lives on a straight line basis, commencing from the date the asset is available to the Company for its use.

b) Impairment of assets

The carrying amounts of assets are reviewed at each balance sheet dates and if there is any indication of impairment based on internal/external factors. An impairment loss is recognized wherever the carrying amount of an asset exceeds its recoverable amount. The recoverable amount is the greater of the asset's net selling price and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value at the weighted average cost of capital. If at the balance sheet date, there is an indication that a previously assessed impairment loss no longer exists, then such loss is reversed and the asset is restated to extent of the carrying value of the asset that would have been determined (net of amortization / depreciation), had no impairment loss been recognized. After impairment, depreciation is provided on the revised carrying amount of the asset over its remaining useful life.

J) Investments

Investments that are readily realizable and intended to be held for not more than one year are classified as current investments. All other investments are classified as long-term investments. The investments have been valued at fair value in compliance with the Indian Accounting Standards

K) Taxation

Tax expense comprises of current income tax and deferred income tax. Current income tax is measured at the amount expected to be paid to the tax authorities in accordance with the Indian Income Tax Act. Deferred income taxes reflects the impact of current year timing differences between taxable income and accounting income for the year and reversal of timing differences of earlier years. Deferred tax is measured based on the tax rates and the tax laws enacted or substantively enacted at the balance sheet date. Deferred tax assets are recognised only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realised. In situations where the company has unabsorbed depreciation or carry forward tax losses, all deferred tax assets are recognised only if there is virtual certainty supported by convincing evidence that they can be realised against future taxable profits. At each balance sheet date, the Company re-assesses unrecognised deferred tax assets. It recognizes unrecognised deferred tax assets to the extent that it has become reasonably certain, as the case may be, that sufficient future taxable income will be available against which such deferred tax assets can be realized. Minimum Alternative Tax (MAT) credit is recognised as an asset and carried forward only if there is a reasonable certainty of it being set off against regular tax payable within the stipulated statutory period.

L) Financial

A financial instrument is defined as any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity. Trade receivables and payables, loan receivables, investments in securities and subsidiaries, debt securities and other borrowings, preferential and equity capital etc. are some examples of financial instruments. All the financial instruments are recognised on the date when the company becomes party to the contractual provisions of the financial instruments. For tradable securities, the Group recognises the financial instruments on settlement date.

(i) Financial assets

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

Initial measurement

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

Subsequent measurement

For the purpose of subsequent measurement, financial assets are classified as Equity instruments designated at FVOCI

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

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

Impairment of financial assets

Expected credit loss (ECL) are recognised for financial assets held under amortised cost, and certain loan commitments.

Financial assets where no significant increase in credit risk has been observed are considered to be in 'stage 1' Financial assets that are considered to have significant increase in credit risk are considered to be in 'stage 2' and those which are in default or for which there is an objective evidence of impairment are considered to be in 'stage 3'. ECL is recognised for stage 2 and stage 3 financial assets.

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

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

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

(a) Credit impaired (stage 3)

The Company recognises a financial asset to be credit impaired and in stage 3 by considering relevant objective evidence, primarily whether the loan is otherwise considered to be in default.

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

An assessment of whether credit risk has increased significantly since initial recognition is performed at each reporting period by considering the change in the risk of default of the loan exposure.

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

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

(d) Measurement of ECL

The assessment of credit risk and estimation of ECL are unbiased and probability weighted. It incorporates all information that is relevant including information about past events, current conditions and reasonable forecasts of future events and economic conditions at the reporting date. In addition, the estimation of ECL takes into account the time value of money. Forward looking economic scenarios determined with reference to external forecasts of economic parameters that have demonstrated a linkage to the performance of our portfolios over a period of time have been applied to determine impact of macro economic factors. The Company has calculated ECL using three main components: a probability of default (PD), a loss given default (LGD) and the exposure at default (EAD). ECL is calculated by multiplying the PD, LGD and EAD and adjusted for time value of money using a rate which is a reasonable approximation of EIR. | Determination of PD is covered above for each stages of ECL. | EAD represents the expected balance at default, taking into account the repayment of principal and interest from the Balance Sheet date to the date of default together with any expected drawdowns of committed facilities. | LGD represents expected losses on the EAD given the event of default, taking into account, among other attributes, the mitigating effect of collateral value at the time it is expected to be realised and the time value of money.

M) Revenue recognition

Interest and related income

Interest and related income Interest income, for all financial instruments measured either at amortised cost or at fair value through other comprehensive income, is recorded using the effective interest rate (EIR). EIR is the rate that exactly discounts the estimated future cash payments or receipts over the expected life of the financial instrument or a shorter period, where appropriate, to the gross carrying amount of the financial asset.

Dividend income

Dividend income is recognised when the Company's right to receive the payment is established, it is probable that the economic benefits associated with the dividend will flow to the entity and the amount of the dividend can be measured reliably. This is generally when shareholders approve the dividend.

Sale of Securities held for trading

Company recognizes revenue to depict the transfer of promised goods to customers in an amount that reflects the consideration to which the Company expects to be entitled in exchange for those goods. The Company recognizes revenue from the sale of goods measured at the fair value of the consideration received or receivable.

BANAS FINANCE LIMITED

Notes forming part of the Accounts for the year ended 31st March 2023

Note No.	Particulars	As at March 31st, 2023 Amount (Rs. Lakhs)	As at March 31st, 2022 Amount (Rs. Lakhs)
2	<u>Cash and Cash equivalents</u>		
	Balance with banks		
	- Current Account	7.28	81.94
	Cash on Hand	5.39	9.29
	Bank deposit with maturity of less than 3 months	487.99	1,028.92
	Security deposit	49.25	
		549.90	1,120.15
3	<u>Bank balance other than cash and cash equivalents</u>		
	Bank Deposits (More than 3 months & upto 12 months)	10.00	10.00
		10.00	10.00
4	<u>Loans (At Amortised Cost)</u>		
	(A) Loans (Repayable on demand)		
	Loan	2,447.53	3,029.24
	Less: Impairment Loss Allowance	(260.30)	(222.74)
		2,187.23	2,806.51
	(B) Out of above		
	(i) Secured		
	(ii) Unsecured (Repayable on demand)		
	Loans considered Good	2,447.53	2,762.32
	(a)	2,447.53	2,762.32
	Loans considered Doubtful	-	266.92
	Less: Impairment Loss Allowance	(260.30)	(222.74)
	(b)	(260.30)	44.19
	Total (a + b)	2,187.23	2,806.51
	(C) Out of above		
	(i) Public Sector (c)		
	(ii) Others	2,447.53	3,029.24
	Less: Impairment Loss Allowance	(260.30)	(222.74)
	(d)	2,187.23	2,806.51
	Total (c + d)	2,187.23	2,806.51
		2,187.23	2,806.51
5	<u>Investments</u>		
	Investments in India (a)		
	Equity Instruments		
	(i) Quoted Shares	3,419.55	11,360.79
	(ii) Un-Quoted Shares	1,313.05	1,313.05
	Preference Instruments	-	0.18
	Alternate Investment Fund	101.94	294.33
	Gold	-	-
	Property	875.00	875.00
	GOI Bond	3,135.74	-
	Total	8,845.27	13,843.35
	Investments outside India (b)	-	-
	Total (a+b)	8,845.27	13,843.35
6	<u>Other financial assets</u>		
	Securities held for trading	1,433.28	867.57
	Trade receivable	42.35	0.08
	Other financial assets	48.18	8.67
	Advance to Creditors	0.37	-
		1,524.18	876.32

Note No. Other financial assets

6

Particulars	As at	As at
	31-03-2023	31-03-2022
	Amount (Rs. In	Amount (Rs. In
Securities held for trading	1,433.28	867.57
Trade receivable	42.35	0.08
Other financial assets	48.18	8.67
Advane to Creditors	0.37	
TOTAL	1,524.18	876.32

OUT OF WHICH

Trade receivable**As at 31 March 2023**

Amount (Rs. In lakhs)

Particulars	Outstanding for following periods from due date of payment					Total
	Less than 6 months	6 Months - 1 Year	1 year-2 year	2 year - 3 year	More than 3 years	
(i) Undisputed Trade receivables considered good	42.35		-	-	-	42.35
(ii) Undisputed Trade Receivables considered doubtful	-	-	-	-	-	-
(iii) Disputed Trade Receivables considered good	-	-	-	-	-	-
(iv) Disputed Trade Receivables considered doubtful	-	-	-	-	-	-

OUT OF WHICH

Trade receivable**As at 31 March 2022**

Amount (Rs. In lakhs)

Particulars	Outstanding for following periods from due date of payment					Total
	Less than 6 months	6 Months - 1 Year	1 year-2 year	2 year - 3 year	More than 3 years	
(i) Undisputed Trade receivables considered good	0	-	-	-	-	0
(ii) Undisputed Trade Receivables considered doubtful	-	-	-	-	-	-
(iii) Disputed Trade Receivables considered good	-	-	-	-	-	-
(iv) Disputed Trade Receivables considered doubtful	-	-	-	-	-	-

Notes forming part of the Accounts for the year ended 31st March 2023

Note No.	Particulars	As at March 31st, 2023 Amount (Rs. Lakhs)	As at March 31st, 2022 Amount (Rs. Lakhs)
7	<u>Deferred tax assets (net)</u> The Balance Comprises Temporary difference attributable to Tax Losses (CY - DTA, PY - DTL) FV Change (CY - DTA, PY - DTL) Accelerated depreciation (CY - DTA, PY - DTL)	75.10 2,454.53 0.01 2,529.65	- - - -
9	<u>Other non-financial assets</u> Balance with statutory/government authorities	218.96 218.96	179.63 179.63
11	<u>Borrowings</u> At amortised cost Unsecured Loan Repayable on Demand	651.23 651.23	689.70 689.70
12	<u>Other Financial Liabilities</u> Discount on loan purchase Duties and Taxes payable	31.34 0.13 31.47	- - -
13	<u>Deferred tax liability</u> The Balance Comprises Temporary difference attributable to Tax Losses (CY - DTA, PY - DTL) FV Change (CY - DTA, PY - DTL) Accelerated depreciation (CY - DTA, PY - DTL)	-	40.29 1,927.55 0.51 1,968.34
15	<u>Other Equity</u> <u>Capital Reserve</u> Balance as per last financial statements Less: Utilized for bonus issue/fresh equity shares Add: Loss on Business Combination Closing balance	2,304.80 2,304.80	2,304.80 2,304.80
	<u>General Reserves</u> Opening Balance (As per the last Balance sheet)	56.03 56.03	56.03 56.03
	<u>Securities Premium reserve</u> Balance as per last financial statements Add: New Equity shares issued during the year at premium Closing balance	5,241.32 2,239.75 7,481.07	5,241.32 5,241.32
	<u>Statutory Reserves</u> Balance as per last financial statements Add: Transferred from statement of Profit and Loss Closing balance	1,643.88 - 1,643.88	249.46 1,394.41 1,643.88
	<u>Surplus/(Deficit) in the Statement of Profit and Loss</u> Balance as per last financial statements Profit/ (loss) for the year Less: Net loss on Sale of investments measured at Fair Value through Profit & Loss Less: Transfer to statutory reserve Less: Deletion during the year Closing balance	4,367.63 (5,476.14) - (1,108.51)	(1,174.55) 6,936.59 (1,394.41) 4,367.63
	Total	10,377.26	13,613.65

8. PROPERTY, PLANT & EQUIPMENTS										Amount (Rs. In Lakhs)	
PARTICULARS	GROSS CARRING AMOUNT				ACCUMULATED DEPRECIATION				NET CARRYING		
	1st April 2022	Addition	Deletion	31st March 2023	1st April 2022	Expenses for the year	Disposal	31st March 2023	As at 31st March 2023	As at 31st March 2022	
Computers	13.56	-	-	13.56	11.33	0.16	-	11.49	2.07	2.23	
Air Conditioner	0.31	-	-	0.31	0.08	0.02	-	0.10	0.21	0.23	
Mobile	0.72	-	-	0.72	0.65	0.06	-	0.72	-	0.06	
Equipments	-	-	-	-	-	-	-	-	-	-	
Laptop	0.20	-	-	0.20	0.19	0.01	-	0.20	-	0.01	
Total	14.79	-	-	14.79	12.26	0.25	-	12.51	2.28	2.53	

8. PROPERTY, PLANT & EQUIPMENTS										Amount (Rs. In Lakhs)	
PARTICULARS	GROSS CARRING AMOUNT				ACCUMULATED DEPRECIATION				NET CARRYING		
	1st April 2021	Addition	Deletion	31st March 2022	1st April 2021	Expenses for the year	Disposal	31st March 2022	As at 31st March 2022	As at 31st March 2021	
Computers	13.56	-	-	13.56	11.21	0.12	-	11.33	2.23	2.35	
Air Conditioner	0.31	-	-	0.31	0.06	0.02	-	0.08	0.23	0.25	
Mobile	0.72	-	-	0.72	0.58	0.07	-	0.65	0.06	0.14	
Equipments	-	-	-	-	-	-	-	-	-	-	
Laptop	0.20	-	-	0.20	0.19	-	-	0.19	0.01	0.01	
Total	14.79	-	-	14.79	12.04	0.22	-	12.26	2.53	2.75	

Note

No Trade payables

10

Particulars	As at 31-03-2023 Amount (Rs. In lakhs)	As at 31-03-2022 Amount (Rs. In lakhs)
Trade Payables		
Total outstanding dues of micro enterprises and small enterprises	2.07	-
Total outstanding dues of creditors other than micro enterprises and small enterprises	0.79	1.92
Total	2.86	1.92

As At 31st March 2023

Amount (Rs. In lakhs)

Particulars	Outstanding for the Following				
	Less than 1 year	1-2 years	2-3 Years	More than 3 years	Total
i. MSME	2.07	-	-	-	2.07
ii. Others	0.79	-	-	-	0.79
iii. Disputed Dues- MSME	-	-	-	-	-
iv. Disputed Dues- Others	-	-	-	-	-

As At 31st March 2022

Amount (Rs. In lakhs)

Particulars	Outstanding for the Following				
	Less than 1 year	1-2 years	2-3 Years	More than 3 years	Total
i. MSME	-	-	-	-	-
ii. Others	1.92	-	-	-	1.92
iii. Disputed Dues- MSME	-	-	-	-	-
iv. Disputed Dues- Others	-	-	-	-	-

The details of amounts outstanding to micro enterprises, small enterprises and medium enterprises based on available information with the

Particulars	As at 31 March 2023	As at 31 March 2022
Principal amount and Interest due thereon remaining unpaid to any supplier covered under MSMED Act, 2006		
Principal amount due to micro and small enterprises	-	
Interest due on above	-	
The amount of interest paid by the buyer in terms of section 16 of the MSMED Act, 2006, along with the amounts of the payment made to the supplier beyond the appointed day during each accounting year	-	
The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under MSMED Act, 2006.	-	
The amount of interest accrued and remaining unpaid at the end of each accounting year; and	-	
The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under section 23 of the MSMED Act, 2006.	-	

Note No.	Particulars	As at March 31st, 2023 (Rs. In Lakhs)	As at March 31st, 2022 (Rs. In Lakhs)
14	Equity Share capital		
	Authorised Share Capital		
	5,13,00,000 Equity Shares of Rs. 10 each	5,130.00	5,130.00
		5,130.00	5,130.00

Issued, Subscribed and Paid up

25648730 Equity Shares of Rs. 10 each	4,804.62	2,564.87
Total Issued, Subscribed And Fully Paid Up Share Capital	4,804.62	2,564.87

a) Reconciliation of equity share capital

Particular	As at 31st March 2023		As at 31st March 2022	
	No. of Shares	Amount (Rs.in Lakhs)	No. of Shares	Amount (Rs.in Lakhs)
At the beginning of the period	2,56,48,730	2,564.87	2,56,48,730	2,564.87
Issued during the year	2,23,97,502	2,239.75		
Bought back during the period	-	-	-	-
*Converted From Re. 1 to Rs. 10 Face Value each	-	-	-	-
Outstanding at the end of the period	4,80,46,232	4,804.62	2,56,48,730	2,564.87

*The F.V. of equity shares were consolidated from Rs.1 per share to Rs. 10 per share on 29th Aug, 2017

b) Terms and rights attached to equity shares

The Company has only one class of equity share having value of Re. 10 each with an entitlement of one vote per share. The Company declares and pays dividends in Indian rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the annual general meeting. In the event of liquidation of the Company, the holder of equity shares will be entitled to receive any of the remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

c) Detail of shares held by shareholders holding more than 5% of the aggregate shares in the Company

Name of the Shareholders	As at 31st March 2023		As at 31st March 2022	
	No. of Shares	% of holding	No. of Shares	% of holding
Handful Investrade Private Limited	44,13,185	9.19%	29,62,428	11.55%
Total	44,13,185	9.19%	29,62,428	11.55%

Shareholding of Promoters

Shares held by promoters at the end of the year

Promoter Name	No. of Shares as at 31st March 2023	% of total Shares as at 31st March 2023	No. of Shares as at 31st March 2022	% of total Shares
GIRRAJ KISHOR AGRAWAL	10,50,966	2.19%	50,965	0.20%
TANU GIRIRAJ AGARWAL	8,53,270	1.78%	4,000	0.02%
HANDFUL INVESTRADE PRIVATE LIMITED	44,13,185	9.19%	29,63,185	11.55%
AGARWAL BULLION LIMITED	21,33,367	4.44%	3,83,367	1.49%
Total	84,50,788	17.60%	34,01,517	13.26%

BANAS FINANCE LIMITED**Notes forming part of the Accounts for the year ended 31st March 2023**

Note No.	Particulars	For the Year ended 31st March 2023 Amount (Rs. In Lakhs)	For the Year ended 31st March 2022 Amount (Rs. In lakhs)
16	Revenue from Operations		
	Sale of Securities	1,337.85	949.70
	Interest Income from Loan	169.34	242.09
	Speculation Business Transaction gain / (Loss)	0.26	-
	Income / (Loss) on future and options	264.96	0.16
		1,772.41	1,191.96
17	Other Income		
	Interest Income	242.05	134.41
	Other Income	6.27	
	Net Gain on fair value changes		8,424.59
	Dividend Income	3.36	6.15
	Bad debt Recovery	64.00	35.00
	Profit on sale of Investment	-	302.22
	Sundry balance written back	-	0.54
		315.68	8,902.91
18	PURCHASE OF STOCK-IN-TRADE		
	Purchase of Securities	2,442.23	1,359.74
		2,442.23	1,359.74
19	CHANGES IN INVENTORIES OF STOCK IN TRADE		
	Changes in Securities held for trading	-565.71	-489.76
		-565.71	-489.76
20	EMPLOYEES BENEFITS EXPENSES		
	Salaries, Wages and Bonus	121.84	33.14
	Director sitting fees	2.82	1.57
		124.66	34.71
21	Finance Cost		
	Interest on borrowing	9.42	10.93
	Bank Charges	0.22	-
		9.64	10.93
22	Impairment on financial instruments		
	Expected Credit Loss	37.57	-176.18
	Bad Debts	161.39	152.05
		198.96	-24.13
23	Other Expenses		
	Listing Fees	10.50	4.25
	Depository/Share Transfer Charges	15.43	3.27
	Transaction Charges	30.50	3.68
	Printing & Stationary	2.35	-
	Sales Promotion	3.14	1.00
	Auditor fees	1.00	1.00
	Legal & Professional	13.60	13.03
	Membership Charges	0.20	0.20
	Miscellaneous expenses	1.50	0.12
	Loss on future and Options	-	12.40
	Other Expenses	38.44	0.25
	Loss on sale of investment		-
	Net Loss on fair value changes	9,722.09	
	Rent rates and taxes	8.31	
		9,847.07	39.18
	Tax expenses		
	Current Tax		
	Tax of earlier years	5.12	
	Deferred Tax	(4,497.99)	
		(4,492.87)	

NOTE 24:- FINANCIAL RISK MANAGEMENT**(a) Risk Management Framework**

In the ordinary course of business, the Company is exposed to a different extent to a variety of financial risks: foreign currency risk, interest rate risk, liquidity risk, price risk and credit risk. In order to minimize any adverse effects on the financial performance of the Company, derivative financial instruments, such as foreign exchange forward contracts, foreign currency option contracts are entered to hedge certain foreign currency risk exposures. Derivatives are used exclusively for hedging purposes and not as trading or speculative instruments.

(b) Credit Risk

Credit risk is the risk of financial loss arising out of a customer or counterparty failing to meet their repayment obligations to the Company. The Company assesses the credit quality of all financial instruments that are subject to credit risk.

Classification of financial assets under various stages

The Company classifies its financial assets in three stages having the following characteristics:

Stage 1: unimpaired and without significant increase in credit risk since initial recognition;

Stage 2: a significant increase in credit risk since initial recognition on which a lifetime ECL is recognised;

Stage 3: objective evidence of impairment, and are therefore considered to be in default or otherwise credit impaired on which a lifetime ECL is recognised.

Unless identified at an earlier stage, all financial assets are deemed to have suffered a significant increase in credit risk.

The Company has calculated ECL using three main components: a probability of default (PD), a loss given default (LGD) and the exposure at default (EAD) along with an adjustment considering forward macro economic conditions [for a detailed note for methodology of computation of ECL please refer to significant accounting policies note no 1(L) to the financial statements.

The table below summarises the gross carrying values and the associated allowances for expected credit loss (ECL) stage wise for loan portfolio :

Amount (Rs. In lakhs)

Particulars	As at 31 March 2023			As at 31 March 2022		
	Unsecured			Unsecured		
	Stage 1	Stage 2	Stage 3	Stage 1	Stage 2	Stage 3
Gross Carrying Value	1984.11	267.75	195.67	2762.32	57.92	209.01
Allowance for Expected credit loss	0.00	64.63	195.67	0.00	13.73	209.01
Expected credit loss Coverage ratio	0.00%	24.14%	100.00%	0.00%	23.71%	100.00%

Investments are reviewed for any fair valuation loss on periodically basis and necessary provision/fair valuation adjustments has been made based on the valuation carried by the management to the extent available sources, the management does not expect any investment counterparty to fail to meet its obligations.

Trade Receivable, Trade Payable, Short Term Borrowings and Short Term Loans and Advances balances are subject to confirmation and reconciliation

(c) Liquidity Risk management

Prudent liquidity risk management implies maintaining sufficient cash and marketable securities and the availability of funding to meet obligations when due. Due to the dynamic nature of the underlying businesses, Company's treasury maintains flexibility in funding by maintaining sufficient cash and bank balances available to meet the working capital requirements. Management monitors rolling forecasts of the Company's liquidity position (comprising the unused cash and bank balances along with liquid investments) on the basis of expected cash flows. This is generally carried out at Company level in accordance with practice and limits set by the Company. These limits vary to take into account the liquidity of the market in which the Company operates.

Ultimate responsibility for liquidity risk management rests with the board of directors. The Company manages liquidity risk by maintaining adequate reserves, banking facilities and reserve borrowing facilities, by continuously monitoring forecast and actual cash flows, and by matching the maturity profiles of financial assets and liabilities.

NOTE 25:- FAIR VALUE MEASUREMENTS**a) Financial instruments by category**

PARTICULARS	March,31, 2023			March,31, 2022		
	Fair value through Profit and Loss Account	Fair value through Other Comprehensive Income	Amortised cost	Fair value through Profit and Loss Account	Fair value through Other Comprehensive Income	Amortised cost
Financial Assets						
Investments	6,657.22	-	2,188.05	11,655.12	-	2,188.22
Loans	-	-	2,187.23	-	-	2,806.51
Cash and cash equivalents	-	-	549.90	-	-	1,120.15
Bank balance other than cash and cash equivalents	-	-	10.00	-	-	10.00
Other Financial Assets	1,433.28	-	42.71	867.57	-	8.75
Total	8,090.50		4,977.89	12,522.69		6,133.63
Financial Liabilities						
Trade Payables	-	-	2.86	-	-	1.92
Borrowings	-	-	651.23	-	-	689.70
Other Financial Liabilities	-	-	31.47	-	-	-
Total			685.57			691.61

NOTE 26:- FAIR VALUE HIERARCHY

(a) This section explain the judgments and estimates made in deterring the fair values of the financial instruments. To provide an indication about the reliability of the inputs used in determining fair value. The Company has classified its financial instruments into the three levels prescribed under the accounting standard

Financial assets and liabilities measured at fair value

PARTICULARS	March,31, 2023			March,31, 2022		
	Level 1	Level 2	Level 3	Level 1	Level 2	Level 3
Financial Assets						
Investments	6,657.22		2,188.05	11,655.12		2,188.22
Loans			2,187.23			2,806.51
Cash and cash equivalents			549.90			1,120.15
Bank balance other than cash and cash equivalents			10.00			10.00
Other Financial Assets	1,433.28		42.71	867.57		8.75
Total	8,090.50		4,977.89	12,522.69		6,133.63
Financial Liabilities						
Trade Payables			2.86			1.92
Borrowings			651.23			689.70
Other Financial Liabilities			31.47			-
Total			685.57			691.61

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

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

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

(c) Valuation technique used to determine fair value

Specific valuation techniques used to value financial instruments includes:

- the use of quoted market prices or dealer quotes for similar instruments
- the fair value of forward foreign exchange contracts is determined using forward exchange rate at the balance sheet date.
- the fair value of the remaining financial instruments is determined using discounted cash flow analysis.

All the resulting fair value estimates are included in level 2 or level 3, where the fair value have been determined based on present values and the discount rates used were adjusted for counterparty or own credit risk.

(d) Fair value Estimations

Estimated fair value disclosures of financial instruments are made in accordance with the requirements of Ind AS 107 "Financial Instruments: Disclosure". Fair value is defined as the amount at which the instrument could be exchanged in a current transaction between knowledgeable willing parties in a arm's length trasaction other than in forced or liquidation sale. As no readily available market exists for a large part of the Company's Financial instruments, judgement is necessary in arriving at fair value, based on current economic conditions and specific risk attributable to the instrument. The estimates presented herein are not necessarily indicative of the amount the Company could realise in a market exchange from the sale of its full holding or a particular instrument

Dividend/Interest-bearing investments

Fair value is calculate based on discounted expected future principles and interest cash flows. The carrying amount on the Company's investment are valued at fair value on the basis of fair market rate with reference to the investment with similar credit risk level and maturity period at the reporting date.

Trade & other receivable / Payables

The management assessed that Trade Receivables, Cash and Cash equivalents, Bank Balances, Deposits, other non derivative current financial assets, Short term borrowings, Trade payables, Non derivative Current Financial Liabilities approximate their carrying amount largely due to the short-term nature of these instruments.

There are no transfers between level 1 and level 2 during the year

NOTE 27 RELATED PARTY TRANSACTIONS**a) List of related parties where control exists and with whom transactions have taken place and relationship**

Sr. No.	Name of the Related Party	Relation
1	Agrawal Bullion Limited	Promoter Company
2	Tilak Ventures Limited	Associate Company
3	Handful Investrade Pvt Ltd	Promoter Company
4	Amit Gulecha	Managing Director
5	Girraj Kishor Agrawal	Director & CEO
6	Tanu Girraj Kishor Agrawal	Director
7	Girraj Kishor Agrawal HUF	HUF of Director
8	Nemichand Saini	Chief Financial Officer
9	Prajna Naik	Company Secretary
10	Kushagra Agrawal	Relative of Director

b) Transaction with Related Parties:-

Amount (Rs. Lakhs)

Sr. No.	Name of the Related Party	Nature of Transaction	F.Y 2022-23	F.Y 2021-22
1	Tilak Ventures Ltd	Loan Given	0.00	0.50
		Loan Given Repaid	0.00	0.50
		Reimbursement of Expenses	0.00	0.06
2	Girraj Kishor Agrawal	Reimbursement of Expenses	1	-
3	Nemichand Saini	Chief Financial Officer	1.20	1.68
4	Tanu Girraj Kishor Agrawal	Remuneration	84.00	
5	Prajna Naik	Remuneration	7.40	5.89
		Reimbursement of Expenses	0.27	0.00
6	Kushagra Agrawal	Remuneration	6.00	0.00

NOTE 28 EARNING PER SHARES (EPS)

Particulars	As at 31.03.23 Amount	As at 31.03.22 Amount
Profit for the year attributable to Equity Shareholders (Amount Rs. in lakhs)	(5,476.14)	6,936.59
Weighted Average Number of Equity Shares Outstanding During The Year (Nos.)	4,80,46,232	2,56,48,730
Basic Per Share (Amount in Rs.)	(11.40)	27.04
Diluted Earnings Per Share (Amount in Rs.)	(11.40)	27.04
Nominal Value of Equity Share (Amount in Rs.)	10.00	10.00

NOTE 29 EMPLOYEE BENEFITS

Provision for retirement benefits to employees was not provided on accrual basis, which is not in conformity with Ind AS19 and the amount has not been quantified because actuarial valuation report is not available. However, in the opinion of the management the amount involved is negligible and has no material impact on the Profit & Loss Account.

NOTE 30 LOANS AND ADVANCES

Majority of the loans given are demand loans, therefore in some cases the terms of repayment and loan agreement are not available. Non Recoverable loans are appropriately written off as bad debts. Demand and other loans given are governed by the Board policies. Considering the close monitoring of Board no appraisal, renewal, Policies, Procedure, Committee or documents have been prescribed and executed.

NOTE 31 SEGMENT REPORTING

The Company's Managing director (MD) is identified as the Chief Operating Decision Maker (CODM) as defined by Ind AS 108, Operating Segments. The CODM evaluates the Company's performance and allocates resources based on an analysis of various performance indicators, however the Company is primarily engaged in only one segment viz., 'Lending and Securities Trading' and that most of the operations are in India. Hence the Company does not have any reportable Segments as per Indian Accounting Standard 108 "Operating Segments".

NOTE 32 MICRO, SMALL AND MEDIUM ENTERPRISES

The Company has not received any intimation from any of its suppliers regarding their Status as Micro, Small and Medium Enterprise under "The Micro, Small and Medium Enterprises Development Act, 2006". Hence Disclosures, if any, relating to amounts unpaid as at the end of the year along with interest paid/payable as required under the said act is not applicable in the case of the Company.

NOTE : 33 Ratio

		FY 2022-23	FY 2021-22
A)	Capital to Risk-Weighted Assets Ratio		
B)	Tier I CRAR	169.67%	101.53%
C)	Tier II CRAR	0.00	0.00
D)	Liquidity Coverage Ratio	NA	NA

NOTE 34- Provisions and contingent liabilities

Following are the income tax matters for which the assessment is in process & the company has already filed an appeal before the CIT appeal.

Assessment Year	Amount (Rs. In Lakhs)	Remarks
AY : 2011-12	22.31	Unexplained Cash Credit u/s 68
AY : 2013-14	1.00	Listing Fees were disallowed
	1999.20	Cash Credit has been disallowed
	1.40	Income has been voluntarily added by the assessee
AY: 2015-16	14.71	Disallowance u/s 14A
	0.68	Addition u/s 68 of the Income Tax Act.
AY 2014-15	7.31	Disallowance u/s 14A
AY 2017-18	2.47	Disallowance u/s 14A
AY : 2016-17	17.47	Disallowance u/s 14A
	26.32	Disallowance on Sale of Shares
	0.53	Unexplained Expenses has been added

NOTE 35 Crypto Currency and Virtual Currency:

The company has not traded or invested in any Crypto currency or Virtual currency.

NOTE 36 Gratuity and Employment Benefit Plan:

No provision has been made for retirement and employee benefit as per 'AS 15' regarding

NOTE 37 Capital Commitments:

The capital commitment as at March 31, 2023 is NIL.

NOTE 38 Unhedged Foreign Currency Exposures:

There is no foreign currency exposure outstanding as on 31/03/2023

NOTE 39 Income/ Expenditure in Foreign Currency:

There is no Income/ Expenditure in foreign currency as on 31/03/2023

NOTE 40 Benami Property held:

There is no Benami Property held by company as on 31/03/2023

NOTE 41 Wilful Defaulter:

The Company is not declared as wilful defaulter by any Bank or Financial Institution.

NOTE 42 Relationship with Struck off Companies:

The Company has not had any transactions with companies struck off under section 248 of the Companies Act,1956.

NOTE 43 Registration of charges or satisfaction with Register of Companies:

The company does not have any charge as on 31/03/2023.

NOTE 44 Compliance with approved Scheme(s) of Arrangement:

The Company has not approved any Scheme of Arrangement in terms of sections 230 to 237 of the Companies Act,2013

NOTE 45 Utilisation of Borrowed funds and share premium:

The Company doesn't have any advance, loan or invested (either from borrowed fund or share premium or any other sources or kind of funds) by the any company to or any other person or entity including foreign entity.

The Company not received any fund from any person or entity including foreign entities, that the company has directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

NOTE 46 Corporate Social Responsibility(CSR):

The company is not required to fulfill any liability under the provisions of section 135 of the Companies Act, relating to Corporate Social Responsibility.

NOTE 47 SME Accounting Standard Compliance

In absence of adequate information relating to the suppliers under the Micro, Small and Medium Enterprises Development Act, 2006, the Company is unable to identify such suppliers, hence the Information required under the said Act, cannot be ascertained.

NOTE 48 Compliance with number of layers Companies:

Clause 87 of section 2 of the Act Companies (Restriction on number of Layers) Rules, 2017 is not applicable to NBFC.

As per our Report of Even Date
For Dassani & Associates
Chartered Accountants
(Firm Registration No.009096C)

Sd/-
CA Churchill Jain
Partner
Membership Number: 409458
Place: Indore
Date: 26/05/2023
UDIN : 23409458BGWLBK9210

For and on behalf of the Board of Directors
of Banas Finance Limited

Sd/-
Girraj Kishor Agrawal
[Director]
DIN: 00290959

Sd/-
Prajna Naik
[Company Secretary]

Sd/-
Amit Gulecha
[Director]
DIN: 06964404

Sd/-
Nemichand Saini
[CFO]

INDEPENDENT AUDITORS' REPORT

**TO
THE MEMBERS OF
BANAS FINANCE LIMITED**

Report on the Audit of the Consolidated Financial Statements

Opinion

We have audited the Consolidated financial statements of **Banas Finance Limited** (hereinafter referred to as "the Holding Company") and its Subsidiaries (Holding Company and its subsidiaries together referred as "the Group"), which comprise the Consolidated Balance Sheet as at March 31, 2023, the Consolidated Statement of Profit and Loss (including other comprehensive income), the Consolidated Statement of Changes in Equity and the consolidated Statement of Cash Flows for the year then ended, and Notes to the consolidated financial statements, including a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

In our opinion and to the best of our information and according to the explanations given to us, and based on consideration of reports of other auditors on separate financial statements and on other financial information the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of their consolidated state of affairs of the Group as at March 31, 2023, and its consolidated profit, consolidated changes in equity and its consolidated cash flows for the year ended on that date.

Basis for Opinion

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

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Consolidated financial statements for the financial year ended 31st March 2023. These matters were addressed in the context of our audit of the Ind AS financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provided in that context.

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

Key audit matters	How our audit addressed the key audit matter
(A) Impairment of financial assets (expected credit losses)	

<p>Ind AS 109 requires the Holding Company to recognize impairment loss allowance towards its financial assets (designated at amortized cost and fair value through other comprehensive income) using the expected credit loss (ECL) approach. Such ECL allowance is required to be measured considering the guiding principles of Ind AS 109 including: unbiased, probability weighted outcome under various scenarios; time value of money; impact arising from forward looking macro-economic factors and; availability of reasonable and supportable information without undue costs. Applying these principles involves significant estimation in various aspects, such as: grouping of borrowers based on homogeneity by using appropriate statistical techniques; staging of loans and estimation of behavioural life; determining macro-economic factors impacting credit quality of receivables; estimation of losses for loan products with no/minimal historical defaults. Considering the significance of such allowance to the overall financial statements and the degree of estimation involved in computation of expected credit losses, this area is considered as a key audit matter.</p>	<p>We have read and assessed the Holding Company's Accounting policies for impairment of financial assets and their compliance with Ind AS 109.</p> <p>We evaluated the reasonableness of the Management estimates by understanding the process of ECL estimation.</p> <p>Tested the ECL model, including assumptions and underlying computation.</p> <p>Assessed the floor/minimum rates of provisioning applied by the Holding Company for loan products with inadequate historical defaults.</p> <p>Audited disclosures included in the Ind AS financial statements in respect of expected credit losses.</p>
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Information Other than the Consolidated Financial Statements and Auditor's Report thereon

The Holding Company's Management and Board of Directors are responsible for the preparation of the other information. The other information comprises the information included in the Holding Company's annual report but does not include the Consolidated financial statements and our auditor's report thereon. The Holding Company's annual report is expected to be made available to us after the date of this auditor's report.

Our opinion on the Consolidated 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 consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statement, or our knowledge obtained during our auditor 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 Consolidated Financial Statements

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

In preparing the consolidated financial statements, Management and Board of Directors are responsible for assessing the Holding 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 Holding Company or to cease operations, or has no realistic alternative but to do so.

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

Auditor's Responsibility for the audit of the Consolidated Financial Statements

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

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

- Obtained sufficient appropriate audit evidence regarding the financial statements of such entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision, and performance of the audit of financial statements of such entities included in the consolidated financial statements of which we are the independent auditors. For the other entity included in the consolidated financial statements, which has been audited by other auditors, such other auditors remain responsible for the direction, supervision and Independent Auditor's Report and performance of the audit carried out by them. We remain solely responsible for our audit opinion.
- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under sub-section (3)(i) of section 143 of the Act, we are also responsible for expressing our opinion on whether the Holding Company has adequate internal financial controls over financial reporting with reference to these consolidated financial statements of the Holding Company 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 and Board of Directors.
- 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 Holding 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 consolidated 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 Holding Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure, and content of the financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the

audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

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

Other Matter

We have done audit of the financial statements of associate company, Tilak Ventures Limited whose financial statements reflect total assets of Rs. 7629.1Lakhs as at 31st March 2023 and a total revenue of Rs. 903.2Lakhs and net cash flow amounting to Rs. (1911.2) Lakhs for the year ended on that date, as considered in consolidated financial statements.

Our opinion on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by sub-section (3) of Section 143 of the Act, based on our audit, we report that:
 - i. 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 of the aforesaid consolidated financial statements.
 - ii. In our opinion, proper books of account as required by law have been kept by the Holding Company so far as it appears from our examination of those books and the reports of other auditors.
 - iii. The Consolidated Balance Sheet, Consolidated Statement of Profit and Loss including Consolidated Statement of Changes in Equity and the Consolidated Statement of Cash Flow dealt with by this Report are in agreement with the relevant books of account maintained for the preparation of the consolidated financial statements.
 - iv. In our opinion, the aforesaid consolidated financial statements comply with the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act, read with Companies (Indian Accounting Standard) Rules, 2015 as amended.
 - v. As informed to us by the Holding Company the Board of Directors has taken on record written representations received from the directors as on March 31, 2023. As per written representation received, none of the directors is disqualified as on March 31, 2023, from being appointed as a director in terms of sub-section 2 of Section 164 of the Act.
 - vi. With respect to the adequacy of internal financial controls over financial reporting of the Group and operating effectiveness of such controls, refers to our separate report in "Annexure B".
3. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014 (as amended), in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Holding Company does not have any pending litigations on its financial position in its consolidated financial statements.
 - ii. The Holding Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. As on March 31, 2023 there were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Holding Company and Subsidiary Company.
 - 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 Holding Company to or in any other person(s) or entity(es), 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 Holding 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 Holding Company from any person or entity(es), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Holding Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- c) Based on such audit procedures we have considered reasonable and appropriate in the circumstances; nothing has come to our notice that has caused us to believe that the representations under sub-clause (A) and (B) contain any material misstatement.
- v.No dividend declared or paid during the year by the Holding Company and SubsidiaryCompany.
- vi. Proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 for maintaining books of account using accounting software which has a feature of recording audit trail (edit log) facility is applicable to the Company with effect from April 1, 2023, and accordingly, reporting under Rule 11(g) of Companies (Audit and Auditors) Rules, 2014 is not applicable for the financial year ended March 31, 2023.
4. In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.

For **DASSANI & ASSOCIATES,**

Chartered Accountants

Firm Registration No.: 009096C

Sd/-

CA. Churchill Jain

Partner

Membership No.: 409458

UDIN:**23409458BGWLBL3846**

Place: Indore

Date: 26 May, 2023

ANNEXURE A TO THE INDEPENDENT AUDITORS' REPORT

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of BANAS FINANCE LIMITED of even date)

(xxi) There have not been any qualifications or adverse remarks in the audit report issued by the respective auditors of the companies included in the consolidated financial statements.

ANNEXURE B TO THE INDEPENDENT AUDITORS' REPORT ON THE CONSOLIDATED FINANCIAL STATEMENTS OF BANAS FINANCE LIMITED FOR THE YEAR ENDED MARCH 31, 2023.

Report on the internal financial controls with reference to the aforesaid consolidated financial statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013

We have audited the internal financial controls over financial reporting of **Banas Finance Limited** (hereinafter referred to as "the Holding Company") as of March 31, 2023 in conjunction with our audit of the financial statements of the Holding Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Management and Board of Directors are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Holding Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting ("the Guidance Note") 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, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditor's Responsibility

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

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

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the 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. Company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted

accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorizations of management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Company's assets that could have a material effect on the consolidated financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

Qualified Opinion

According to the information and explanations given to us and based on our audit, the following material weaknesses have been identified as at March 31, 2023.

- a) The Holding Company did not have an appropriate internal control system for granting Loans. Demand and other loans given are governed by the Board policies. Considering the close monitoring of Board no appraisal, renewal, Policies, Procedure, Committee or documents have been prescribed and executed.
- b) The Holding Company's internal control system is not commensurate to the size and scale of operation over purchase and sale of shares and inventory and for expenses incurred

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

In our opinion, except for the effects / possible effects of the material weaknesses described above on the achievement of the objectives of the control criteria, the Holding Company has maintained, in all material respects, adequate internal financial controls over financial reporting and such internal financial controls over financial reporting were operating effectively as of 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 Chartered Accountants of India.

We have considered the material weaknesses identified and reported above in determining the nature, timing, and extent of audit tests applied in our audit of the March 31, 2023 financial statements of the Company, and the material weaknesses does not affect our opinion on the financial statements of the Company.

For **DASSANI & ASSOCIATES,**

Chartered Accountants

Firm Registration No.: 009096C

Sd/-

CA. Churchill Jain

Partner

Membership No.: 409458

UDIN:23409458BGWLBL3846

Place: Indore

Date: 26 May, 2023

BANAS FINANCE LIMITED			
CONSOLIDATED BALANCE SHEET AS AT 31st MARCH, 2023			
ASSETS	Note	As at March 31, 2023 Amount (Rs. In Lakhs)	As at March 31, 2022 Amount (Rs. In Lakhs)
Financial Assets			
Cash and cash equivalents	2	549.90	1,120.15
Bank balance other than cash and cash equivalents	3	10.00	10.00
Loans (At Amortised Cost)	4	2,187.23	2,806.51
Investments	5	8,911.47	13,869.27
Other financial assets	6	1,524.18	876.32
Total Financial Assets		13,182.77	18,682.24
Non-financial Assets			
Deferred tax assets (net)	7	2,529.65	-
Property, plant and equipment	8	2.28	2.53
Other non-financial assets	9	218.96	179.63
Total Non-financial Assets		2,750.88	182.16
TOTAL		15,933.65	18,864.41
LIABILITIES AND EQUITY			
Liabilities			
Financial liabilities			
Trade payables	10		
(i) total outstanding dues of micro enterprises and small enterprises		2.07	-
(ii) total outstanding dues of creditors other than micro enterprises		0.79	1.92
Borrowings	11	651.23	689.70
Other Financial Liability	12	31.47	-
Total Financial Liabilities		685.57	691.61
Non-financial liabilities			
Deferred tax Liability	13	-	1,968.34
Total Non-Financial Liabilities		-	1,968.34
Equity			
Equity Share capital	14	4,804.62	2,564.87
Other equity	15	10,443.46	13,639.58
Total equity		15,248.08	16,204.45
TOTAL		15,933.65	18,864.41
Significant Accounting Policies	1-48		
The accompanying notes are an integral part of financial statements			
As per our Report of Even Date For Dassani & Associates Chartered Accountants (Firm Registration No.009096C)		For and on behalf of the Board of Directors of Banas Finance Limited	
Sd/- CA Churchill Jain Partner		Sd/- Girraj Kishor Agrawal [Director] DIN: 00290959	Sd/- Amit Gulecha [Director] DIN: 06964404
Membership Number: Place: Indore Date: 26 May 2023 UDIN : 23409458BGWLBL3846		Sd/- Prajna Naik [Company Secretary]	Sd/- Nemichand Saini [CFO]

BANAS FINANCE LIMITED			
CONSOLIDATED PROFIT AND LOSS STATEMENT FOR THE YEAR ENDED 31st MARCH 2023			
Amount (Rs. In Lakhs except EPS)			
Particulars	Note	For the Year ended 31st March 2023	For the Year ended 31st March 2022
Revenue from operations			
Revenue from operations	16	1,772.41	1,191.96
Other Income	17	315.68	8,902.91
Total Income		2,088.09	10,094.86
Expenses			
Purchases	18	2,442.23	1,359.74
Changes in inventories of stock in trade	19	(565.71)	(489.76)
Employees benefits expense	20	124.66	34.71
Finance costs	21	9.64	10.93
Depreciation & Amortisation expenses	8	0.25	0.22
Impairment on financial instruments	22	198.96	(24.13)
Other Expenses	23	9,847.07	39.18
Total expenses		12,057.11	930.89
PROFIT BEFORE TAX		(9,969.01)	9,163.97
Tax expenses			
Current Tax	23	-	51.00
Tax of earlier years	23	5.12	-
Deferred Tax	23	(4,497.99)	2,176.38
Total Tax expenses		(4,492.87)	2,227.38
PROFIT FOR THE YEAR		(5,476.14)	6,936.59
Total Comprehensive income for the year		(5,476.14)	6,936.59
Share of profit (loss) of associates and joint ventures accounted for using equity method		118.10	(18.81)
TOTAL PROFIT FOR THE YEAR		(5,358.04)	6,917.79
Share of Other Comprehensive Income in Associate (net of tax)		(77.83)	(11.58)
Total Comprehensive income for the year		(5,435.87)	6,906.21
Earning per equity share:			
Basic		(11.15)	26.97
Diluted		(11.15)	26.97
Significant Accounting Policies	1-48		
The accompanying notes are an integral part of financial statements			
As per our Report of Even Date		For and on behalf of the Board of Directors	
For Dassani & Associates		of Banas Finance Limited	
Chartered Accountants			
(Firm Registration No.009096C)			
Sd/-		Sd/-	Sd/-
CA Churchill Jain		Girraj Kishor Agrawal	Amit Gulecha
Partner		[Director]	[Director]
Membership Number:		DIN: 00290959	DIN: 06964404
Place: Indore		Sd/-	Sd/-
Date: 26 May 2023		Prajna Naik	Nemichand Saini
UDIN : 23409458BGWLBL3846		[Company Secretary]	[CFO]

BANAS FINANCE LIMITED
CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2023

Amount (Rs. In Lakhs)

Particulars	For the year ended March 31, 2023		For the year ended March 31, 2022	
Cash Flow from Operating Activities				
Profit before tax		(9,969.01)		9,163.97
Adjustment to reconcile profit before tax to net cash flows				
Depreciation	0.25		0.22	
Finance Cost	9.64		10.93	
Bad debts	161.39		152.05	
Bad debts Recovered	(64.00)		(35.00)	
Profit on sale of Investment	-		(302.22)	
Loss on sale of Investment	-		-	
Discount on Loan Amortise	(6.27)		-	
Write off	(18.45)		(3.00)	
Write back	55.94		2.47	
Provision for Expected Credit loss	37.57		(176.18)	
Income From Alternate Investment Fund	(79.33)		(115.24)	
Net Loss/(Gain) on fair value changes	9,722.09	9,818.84	(8,424.59)	(8,890.58)
Operating Profit before Working Capital Changes		(150.17)		273.40
Working Capital adjustments				
(Increase)/Decrease in Loans	714.62		2,194.48	
(Increase)/Decrease in Other financial assets	(647.86)		(484.44)	
(Increase)/Decrease in Inventory	-		-	
(Increase)/Decrease in Other non-financial assets	11.68		43.04	
Increase/(Decrease) in Trade payables	0.95		(6.35)	
Increase/(Decrease) in Other Current Liability	31.47			
Increase/(Decrease) in Borrowing	(38.47)			
Increase/(Decrease) in Other Non Financial Liabilities		72.39	-	1,746.73
Cash Generated From Operations		(77.78)		2,020.12
Income tax paid		5.12		51.00
Net Cash from / (Used in) Operating Activities A		(82.90)		1,969.12
Cash Flow from Investing Activities B				
Proceed from sale of Investment			1,094.71	
Investment made during the year	(4,998.08)		(1,767.75)	
Purchase of Property Plant & Equipment	-			
Income From Alternate Investment Fund	79.33		115.24	
Bank Deposits (More than 3 months & upto 12 months)	-		-	
Net Cash from Investing Activities B		(4,918.74)		(557.79)
Net Cash from Financial Activities C				
Proceeds from Issue share capital	2,239.75			
Proceeds from Share Premium	2,239.75			
Finance cost	(9.64)		(10.93)	
Proceeds from borrowings	24.87		138.66	
Repayment of borrowings	(63.34)		(569.36)	
Net cash flow used in financing Activities		4,431.39		(441.63)
NET (DECREASE)INCREASE IN CASH & CASH EQUIVALENTS (A+B+C)		(570.25)		969.70
Cash and Cash Equivalents-Opening Balance		1,120.15		150.46
Cash and Cash Equivalents-Closing Balance		549.90		1,120.15

As per our Report of Even Date
For Dassani & Associates
Chartered Accountants
(Firm Registration No.009096C)

For and on behalf of the Board of Directors
of Banas Finance Limited

Sd/-
CA Churchill Jain
Partner
Membership Number:

Sd/-
Girraj Kishor Agrawal
[Director]
DIN: 00290959

Sd/-
Amit Gulecha
[Director]
DIN: 06964404

Place: Indore
Date: 26 May 2023
UDIN : 23409458BGWLBL3846

Sd/-
Prajna Naik
[Company Secretary]

Sd/-
Nemichand Saini
[CFO]

Statement of changes in equity for the year ended March 31, 2023

(A) Equity share capital	As at March 31, 2023		As at March 31, 2022	
	No. of shares	Amount (Rs. In Lakhs)	No. of shares	Amount (Rs. In Lakhs)
Equity shares of INR. 10/- each issued, subscribed and fully paid				
Opening	2,56,48,730.00	2,564.87	2,56,48,730.00	2,564.87
Add: issue during the year	2,23,97,502.00	2,239.75		-
Closing	4,80,46,232.00	4,804.62	2,56,48,730.00	2,564.87

(B) Other equity

1) Current reporting period

Amount (Rs. In Lakhs)

Particulars	Reserve and surplus					Total
	Securities premium reserve	Capital Reserve	Other reserves			
			Statutory reserve	General reserve	Retained earnings (surplus/ deficit in P and L)	
Balance as at April 1, 2022	5,241.32	2,304.80	1,643.88	56.03	4,393.56	13,639.58
Changes in accounting policy/ prior period errors						
Restated Balance as at April 1, 2022	5,241.32	2,304.80	1,643.88	56.03	4,393.56	13,639.58
Profit for the year					(5,358.04)	(5,358.04)
Items of other comprehensive income for the year, net of tax						
Remeasurement benefit of Defined Benefit Plans						
Total comprehensive income for the year	5,241.32	2,304.80	1,643.88	56.03	(964.48)	8,281.54
Transferred to/ (from)						
Any other changes	2,239.75				(77.83)	2,161.92
Balance as at March 31, 2023	7,481.07	2,304.80	1,643.88	56.03	(1,042.31)	10,443.46

2) Previous reporting period

Amount (Rs. In Lakhs)

Particulars	Reserve and surplus					Total
	Securities premium reserve	Capital Reserve	Other reserves			
			Statutory reserve	General reserve	Retained earnings (surplus/ deficit in P and L)	
Balance as at April 1, 2021	5,241.32	2,304.80	249.46	56.03	(1,118.24)	6,733.37
Changes in accounting policy/ prior period errors						-
Restated Balance as at April 1, 2021	5,241.32	2,304.80	249.46	56.03	(1,118.24)	6,733.37
Profit for the year					6,917.79	6,917.79
Items of other comprehensive income for the year, net of tax						-
Remeasurement benefit of Defined Benefit Plans						-
Total comprehensive income for the year	5,241.32	2,304.80	249.46	56.03	5,799.55	13,651.16
Transferred to/ (from)			1,394.41		(1,394.41)	-
Any other changes	-				(11.58)	(11.58)
Balance as at March 31, 2022	5,241.32	2,304.80	1,643.88	56.03	4,393.56	13,639.58

As per our Report of Even Date
For Dassani & Associates
Chartered Accountants
(Firm Registration No.009096C)

Sd/-
CA Churchill Jain
Partner
Membership Number:
Place: Indore
Date: 26 May 2023
UDIN : 23409458BGWLBL3846

For and on behalf of the Board of Directors
of Banas Finance Limited

Sd/-
Girraj Kishor Agrawal
[Director]
DIN: 00290959

Sd/-
Prajna Naik
[Company Secretary]

Sd/-
Amit Gulecha
[Director]
DIN: 06964404

Sd/-
Nemichand Saini
[CFO]

Banas Finance Limited

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR YEAR PERIOD 31.03.2023

Note:- 1

A) Basis of preparation of Financial Statements

In accordance with the notification issued by the Ministry of Corporate Affairs, the Company is required to prepare its Financial Statements as per the Indian Accounting Standards ('Ind AS') prescribed under Section 133 of the Companies Act, 2013 read with rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 as amended by the Companies (Accounting Standards) Amendment Rules, 2016 with effect from 1st April, 2016. Accordingly, the Company has prepared these Financial Statements which comprise the Balance Sheet as at 31st March, 2023, the Statement of Profit and Loss, the Statement of Cash Flows and the Statement of Changes in Equity for the year ended 31st March, 2023, and a summary of the significant accounting policies and other explanatory information (together hereinafter referred to as "Financial Statements").

B) Basis of measurement

The Ind AS Financial Statements have been prepared on a going concern basis using historical cost convention and on an accrual method of accounting, except for certain financial assets and liabilities, which are measured at fair value.

C) Going Concern Assumption:-

The Financial Statements have been prepared assuming entity will be able to continue its operation in near foreseeable future and there is no material circumstances casting doubt over going concern ability of company and neither management intends to liquidate its operation. Though company has accumulated loss, management has made sufficient viable plan to overcome such situation in future and the plan appears to be promising to validate the going concern assumption.

D) Inventory valuation

Cost of inventories includes cost of purchase, costs of conversion and other costs incurred in bringing the inventories to their present location and condition. Net realisable value represents the estimated selling price for inventories in the ordinary course of business less all estimated costs of completion and estimated costs necessary to make the sale.

E) Use of Estimates

i) The preparation of the Financial Statements requires that the Management to make estimates and assumptions that affect the reported amounts of assets and liabilities, disclosure of contingent liabilities as at the date of the Financial Statements and the reported amounts of revenue and expenses during the reporting period. The recognition, measurement, classification or disclosure of an item or information in the Financial Statements is made relying on these estimates. ii) The estimates and judgements used in the preparation of the Financial Statements are continuously evaluated by the Company and are based on historical experience and various other assumptions and factors (including expectations of future events) that the Company believes to be reasonable under the existing circumstances. Actual results could differ from those estimates. Any revision to accounting estimates is recognised prospectively in current and future periods.

Actual results may differ from these estimates under different assumptions and conditions. Estimates and underlying assumptions are reviewed on an on going basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised and future periods affected. In particular, information about significant areas of estimation uncertainty and critical judgments in applying accounting policies that have the most significant effect on the amounts recognized in the Financial Statements.

F) Cash Flow Statement

Cash flows are reported using indirect method as set out in Ind AS -7 "Statement of Cash Flows", whereby profit / (loss) before tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Company are segregated based on the available information.

G) Earnings per share

The Company presents basic and diluted earnings per share ("EPS") data for its equity shares. Basic EPS is calculated by dividing the profit and loss attributable to equity shareholders of the Company by the weighted average number of equity shares outstanding during the period. Diluted EPS is determined by adjusting the profit and loss attributable to equity shareholders and the weighted average number of equity shares outstanding for the effects of all dilutive potential equity shares.

H) Provisions, Contingent Liabilities and Contingent Assets

A provision is recognized when an enterprise has a present obligation as a result of past event it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions are not discounted to its present value and are determined based on best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates.

Possible future obligations or present obligations that may but will probably not require outflow of resources or where the same cannot be reliably estimated, is disclosed as contingent liabilities in the notes to accounts of Financial Statements.

I) Property, plant and equipment (PPE) and Intangible assets

Tangible Assets

Fixed assets are stated at cost, less accumulated depreciation and impairment losses if any. Cost comprises the purchase price and any attributable cost of bringing the asset to its working condition for its intended use. Borrowing costs relating to acquisition of fixed assets which takes, substantial period of time to get ready for its intended use are also included to the extent they relate to the period till such assets are ready to be put to use. Capital work in progress includes expenditure incurred till the assets are put into intended use.

Intangible Assets

Intangible Assets are stated at cost of acquisition net of recoverable taxes less accumulated amortisation / depletion and impairment loss, if any. The cost comprises purchase price, borrowing costs, and any cost directly attributable to bringing the asset to its working condition for the intended use and net charges on foreign exchange contracts and adjustments arising from exchange rate variations attributable to the intangible assets.

a) Depreciation

Depreciation on tangible assets is provided using the Straight Line Method over the useful lives of the assets estimated by the Management. Depreciation for the assets purchased / sold during the year is proportionately charged as prescribed in Schedule II to the Companies Act, 2013. Intangible assets are amortised over their respective individual estimated useful lives on a straight line basis, commencing from the date the asset is available to the Company for its use.

b) Impairment of assets

The carrying amounts of assets are reviewed at each balance sheet dates and if there is any indication of impairment based on internal/external factors. An impairment loss is recognized wherever the carrying amount of an asset exceeds its recoverable amount. The recoverable amount is the greater of the asset's net selling price and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value at the weighted average cost of capital. If at the balance sheet date, there is an indication that a previously assessed impairment loss no longer exists, then such loss is reversed and the asset is restated to extent of the carrying value of the asset that would have been determined (net of amortization / depreciation), had no impairment loss been recognized. After impairment, depreciation is provided on the revised carrying amount of the asset over its remaining useful life.

J) Investments

Investments that are readily realizable and intended to be held for not more than one year are classified as current investments. All other investments are classified as long-term investments. The investments have been valued at fair value in compliance with the Indian Accounting Standards

K) Taxation

Tax expense comprises of current income tax and deferred income tax. Current income tax is measured at the amount expected to be paid to the tax authorities in accordance with the Indian Income Tax Act. Deferred income taxes reflects the impact of current year timing differences between taxable income and accounting income for the year and reversal of timing differences of earlier years. Deferred tax is measured based on the tax rates and the tax laws enacted or substantively enacted at the balance sheet date. Deferred tax assets are recognised only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realised. In situations where the company has unabsorbed depreciation or carry forward tax losses, all deferred tax assets are recognised only if there is virtual certainty supported by convincing evidence that they can be realised against future taxable profits. At each balance sheet date, the Company re-assesses unrecognised deferred tax assets. It recognizes unrecognized deferred tax assets to the extent that it has become reasonably certain, as the case may be, that sufficient future taxable income will be available against which such deferred tax assets can be realized. Minimum Alternative Tax (MAT) credit is recognised as an asset and carried forward only if there is a reasonable certainty of it being set off against regular tax payable within the stipulated statutory period.

L) Financial

A financial instrument is defined as any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity. Trade receivables and payables, loan receivables, investments in securities and subsidiaries, debt securities and other borrowings, preferential and equity capital etc. are some examples of financial instruments. All the financial instruments are recognised on the date when the company becomes party to the contractual provisions of the financial instruments. For tradable securities, the Group recognises the financial instruments on settlement date.

(i) Financial assets

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

Initial measurement

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

Subsequent measurement

For the purpose of subsequent measurement, financial assets are classified as Equity instruments designated at FVOCI

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

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

Impairment of financial assets

Expected credit loss (ECL) are recognised for financial assets held under amortised cost, and certain loan commitments.

Financial assets where no significant increase in credit risk has been observed are considered to be in 'stage 1' Financial assets that are considered to have significant increase in credit risk are considered to be in 'stage 2' and those which are in default or for which there is an objective evidence of impairment are considered to be in 'stage 3'. ECL is recognised for stage 2 and stage 3 financial assets.

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

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

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

(a) Credit impaired (stage 3)

The Company recognises a financial asset to be credit impaired and in stage 3 by considering relevant objective evidence, primarily whether the loan is otherwise considered to be in default.

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

An assessment of whether credit risk has increased significantly since initial recognition is performed at each reporting period by considering the change in the risk of default of the loan exposure.

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

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

(d) Measurement of ECL

The assessment of credit risk and estimation of ECL are unbiased and probability weighted. It incorporates all information that is relevant including information about past events, current conditions and reasonable forecasts of future events and economic conditions at the reporting date. In addition, the estimation of ECL takes into account the time value of money. Forward looking economic scenarios determined with reference to external forecasts of economic parameters that have demonstrated a linkage to the performance of our portfolios over a period of time have been applied to determine impact of macro economic factors. The Company has calculated ECL using three main components: a probability of default (PD), a loss given default (LGD) and the exposure at default (EAD). ECL is calculated by multiplying the PD, LGD and EAD and adjusted for time value of money using a rate which is a reasonable approximation of EIR. | Determination of PD is covered above for each stages of ECL. | EAD represents the expected balance at default, taking into account the repayment of principal and interest from the Balance Sheet date to the date of default together with any expected drawdowns of committed facilities. | LGD represents expected losses on the EAD given the event of default, taking into account, among other attributes, the mitigating effect of collateral value at the time it is expected to be realised and the time value of money.

M) Revenue recognition

Interest and related income

Interest and related income Interest income, for all financial instruments measured either at amortised cost or at fair value through other comprehensive income, is recorded using the effective interest rate (EIR). EIR is the rate that exactly discounts the estimated future cash payments or receipts over the expected life of the financial instrument or a shorter period, where appropriate, to the gross carrying amount of the financial asset.

Dividend income

Dividend income is recognised when the Company's right to receive the payment is established, it is probable that the economic benefits associated with the dividend will flow to the entity and the amount of the dividend can be measured reliably. This is generally when shareholders approve the dividend.

Sale of Securities held for trading

Company recognizes revenue to depict the transfer of promised goods to customers in an amount that reflects the consideration to which the Company expects to be entitled in exchange for those goods. The Company recognizes revenue from the sale of goods measured at the fair value of the consideration received or receivable.

Note No. 6 : Other financial assets

Particulars	As at	As at
	31-03-2023	31-03-2022
	Amount (Rs. In lakhs)	Amount (Rs. In lakhs)
Securities held for trading	1,433.28	867.57
Trade receivable	42.35	0.08
Other financial assets	48.18	8.67
Advane to Creditors	0.37	
TOTAL	1,524.18	876.32

OUT OF WHICH

Trade receivable**As at 31 March 2023****Amount (Rs. In lakhs)**

Particulars	Outstanding for following periods from due date of payment					Total
	Less than 6 months	6 Months - 1 Year	1 year-2 year	2 year - 3 year	More than 3 years	
(i) Undisputed Trade receivables considered good	42.35		-	-	-	42.35
(ii) Undisputed Trade Receivables considered doubtful	-	-	-	-	-	-
(iii) Disputed Trade Receivables considered good	-	-	-	-	-	-
(iv) Disputed Trade Receivables considered doubtful	-	-	-	-	-	-

OUT OF WHICH

Trade receivable**As at 31 March 2022****Amount (Rs. In lakhs)**

Particulars	Outstanding for following periods from due date of payment					Total
	Less than 6 months	6 Months - 1 Year	1 year-2 year	2 year - 3 year	More than 3 years	
(i) Undisputed Trade receivables	0	-	-	-	-	0
(ii) Undisputed Trade Receivables considered doubtful	-	-	-	-	-	-
(iii) Disputed Trade Receivables considered good	-	-	-	-	-	-
(iv) Disputed Trade Receivables considered doubtful	-	-	-	-	-	-
(iv) Disputed Trade Receivables considered doubtful		-	-	-	-	-

BANAS FINANCE LIMITED
Notes forming part of the Accounts for the year ended 31st March 2023

Note No.	Particulars	As at March 31st, 2023 Amount (Rs. Lakhs)	As at March 31st, 2022 Amount (Rs. Lakhs)
7	<u>Deferred tax assets (net)</u> The Balance Comprises Tempromy difference attributable to Tax Losses (CY - DTA, PY - DTL) FV Change (CY - DTA, PY - DTL) Accelerated depreciation (CY - DTA, PY - DTL)	75.10 2,454.53 0.01 2,529.65	- - - -
9	<u>Other non-financial assets</u> Balance with statutory/government authorities	218.96 218.96	179.63 179.63
11	<u>Borrowings</u> At amortised cost Unsecured Loan Repayable on Demand	651.23 651.23	689.70 689.70
12	<u>Other Financial Liabilities</u> Discount on loan purchase Duties and Taxes payable	31.34 0.13 31.47	- - -
13	<u>Deferred tax Assets / liability</u> The Balance Comprises Tempromy difference attributable to Tax Losses (CY - DTA, PY - DTL) FV Change (CY - DTA, PY - DTL) Accelerated depreciation (CY - DTA, PY - DTL)	- - - -	40.29 1,927.55 0.51 1,968.34
15	<u>Other Equity</u> <u>Capital Reserve</u> Balance as per last financial statements Less: Utilized for bonus issue/fresh equity shares Add: Loss on Business Combination Closing balance	2,304.80 2,304.80	2,304.80 2,304.80
	<u>General Reserves</u> Opening Balance (As per the last Balance sheet)	56.03 56.03	56.03 56.03
	<u>Securities Premium reserve</u> Balance as per last financial statements Add: New Equity shares issued during the year at premium Closing balance	5,241.32 2,239.75 7,481.07	5,241.32 - 5,241.32
	<u>Statutory Reserves</u> Balance as per last financial statements Add: Transferred from statement of Profit and Loss Closing balance	1,643.88 - 1,643.88	249.46 1,394.41 1,643.88
	<u>Surplus/(Deficit) in the Statement of Profit and Loss</u> Balance as per last financial statements Profit/ (loss) for the year Less: Net loss on Sale of investments measured at Fair Value through Profit & Loss Less: Transfer to statutory reserve Less: Deletion during the year Add : Share of OCI of Associate Company Closing balance	4,393.56 (5,358.04) - - - (77.83) (1,042.31) 10,443.46	(1,118.24) 6,917.79 - (1,394.41) - (11.58) 4,393.56 13,639.58

Note No. 8: PROPERTY, PLANT & EQUIPMENTS										Amount (Rs. In Lakhs)	
PARTICULARS	GROSS CARRING AMOUNT				ACCUMULATED DEPRECIATION				NET CARRING AMOUNT		
	1st April 2022	Addition	Deletion	31st March 2023	1st April 2022	Expenses for the year	Disposal	31st March 2023	As at 31st March 2023	As at 31st March 2022	
Computers	13.56	-	-	13.56	11.33	0.16	-	11.49	2.07	2.23	
Air Conditioner	0.31	-	-	0.31	0.08	0.02	-	0.10	0.21	0.23	
Mobile	0.72	-	-	0.72	0.65	0.06	-	0.72	-	0.06	
Equipments	-	-	-	-	-	-	-	-	-	-	
Laptop	0.20	-	-	0.20	0.19	0.01	-	0.20	-	0.01	
Total	14.79	-	-	14.79	12.26	0.25	-	12.51	2.28	2.53	

Note No. 8: PROPERTY, PLANT & EQUIPMENTS										Amount (Rs. In Lakhs)	
PARTICULARS	GROSS CARRING AMOUNT				ACCUMULATED DEPRECIATION				NET CARRING AMOUNT		
	1st April 2021	Addition	Deletion	31st March 2022	1st April 2021	Expenses for the year	Disposal	31st March 2022	As at 31st March 2022	As at 31st March 2021	
Computers	13.56	-	-	13.56	11.21	0.12	-	11.33	2.23	2.35	
Air Conditioner	0.31	-	-	0.31	0.06	0.02	-	0.08	0.23	0.25	
Mobile	0.72	-	-	0.72	0.58	0.07	-	0.65	0.06	0.14	
Equipments	-	-	-	-	-	-	-	-	-	-	
Laptop	0.20	-	-	0.20	0.19	-	-	0.19	0.01	0.01	
Total	14.79	-	-	14.79	12.04	0.22	-	12.26	2.53	2.75	

Note No.	Particulars	As at March 31st, 2023 (Rs. In Lakhs)	As at March 31st, 2022 (Rs. In Lakhs)
14	Equity Share capital		
	Authorised Share Capital		
	5,13,00,000 Equity Shares of Rs. 10 each	5,130.00	5,130.00
		5,130.00	5,130.00
	Issued, Subscribed and Paid up		
	48046232 Equity share (P.Y. 25648730 Equity Shares) of Rs. 10 each	4,804.62	2,564.87
	Total Issued, Subscribed And Fully Paid Up Share Capital	4,804.62	2,564.87

a) Reconciliation of equity share capital

Particular	As at 31st March 2023		As at 31st March 2022	
	No. of Shares	Amount (Rs.in Lakhs)	No. of Shares	Amount (Rs.in Lakhs)
At the beginning of the period	2,56,48,730	2,564.87	2,56,48,730	2,564.87
Issued during the year	2,23,97,502	2,239.75		
Bought back during the period	-	-	-	-
*Converted From Re. 1 to Rs. 10 Face Value each	-	-	-	-
Outstanding at the end of the period	4,80,46,232	4,804.62	2,56,48,730	2,564.87

*The F.V. of equity shares were consolidated from Rs.1 per share to Rs. 10 per share on 29th Aug, 2017

b) Terms and rights attached to equity shares

The Company has only one class of equity share having value of Re. 10 each with an entitlement of one vote per share. The Company will declares and pays dividends in Indian rupees as per Article of Association. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the annual general meeting. In the event of liquidation of the Company, the holder of equity shares will be entitled to receive any of the remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

c) Detail of shares held by shareholders holding more than 5% of the aggregate shares in the Company

Name of the Shareholders	As at 31st March 2023		As at 31st March 2022	
	No. of Shares	% of holding	No. of Shares	% of holding
Handful Investrade Private Limited	44,13,185	9.19%	29,63,185	11.55%
Total	44,13,185	9.19%	29,63,185	11.55%

Shareholding of Promoters

Shares held by promoters at the end of the year

Promoter Name	No. of Shares as at 31st March 2023	% of total Shares as at 31st March 2023	No. of Shares as at 31st March 2022	% of total Shares
GIRRAJ KISHOR AGRAWAL	10,50,966	2.19%	50,965	0.20%
TANU GIRIRAJ AGARWAL	8,53,270	1.78%	4,000	0.02%
HANDFUL INVESTRADE PRIVATE LIMITED	44,13,185	9.19%	29,63,185	11.55%
AGARWAL BULLION LIMITED	21,33,367	4.44%	3,83,367	1.49%
Total	84,50,788	17.60%	34,01,517	13.26%

Note No 10 : Trade payables

Particulars	As at 31-03-2023	As at 31-03-2022
	Amount (Rs. In lakhs)	Amount (Rs. In lakhs)
Trade Payables		
Total outstanding dues of micro enterprises and small enterprises	2.07	-
Total outstanding dues of creditors other than micro enterprises and small enterprises	0.79	1.92
Total	2.86	1.92

As At 31st March 2023

Amount (Rs. In lakhs)

Particulars	Outstanding for the Following				Total
	Less than 1 year	1-2 years	2-3 Years	More than 3 years	
i. MSME	2.07	-	-	-	2.07
ii. Others	0.79	-	-	-	0.79
iii. Disputed Dues- MSME	-	-	-	-	-
iv. Disputed Dues- Others	-	-	-	-	-

As At 31st March 2022

Amount (Rs. In lakhs)

Particulars	Outstanding for the Following				Total
	Less than 1 year	1-2 years	2-3 Years	More than 3 years	
i. MSME	-	-	-	-	-
ii. Others	1.92	-	-	-	1.92
iii. Disputed Dues- MSME	-	-	-	-	-
iv. Disputed Dues- Others	-	-	-	-	-

The details of amounts outstanding to micro enterprises, small enterprises and medium enterprises based on available information

Particulars	As at 31 March 2023	As at 31 March 2022
Principal amount and Interest due thereon remaining unpaid to any supplier covered under MSMED Act, 2006	-	-
Principal amount due to micro and small enterprises	-	-
Interest due on above	-	-
The amount of interest paid by the buyer in terms of section 16 of the MSMED Act, 2006, along with the amounts of the payment made to the supplier beyond the appointed day during each accounting year	-	-
The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under MSMED Act, 2006.	-	-
The amount of interest accrued and remaining unpaid at the end of each accounting year; and	-	-
The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under section 23 of the MSMED Act, 2006.	-	-

BANAS FINANCE LIMITED			
Notes forming part of the Accounts for the year ended 31st March 2023			
Note No.	Particulars	For the Year ended 31st March 2023 Amount (Rs. In Lakhs)	For the Year ended 31st March 2022 Amount (Rs. In Lakhs)
16	Revenue from Operations		
	Sale of Securities	1,337.85	949.70
	Interest Income from Loan	169.34	242.09
	Speculation Business Transaction gain / (Loss)	0.26	-
	Income / (Loss) on future and options	264.96	0.16
		1,772.41	1,191.96
17	Other Income		
	Interest Income	242.05	134.41
	Other Income	6.27	
	Net Gain on fair value changes		8,424.59
	Dividend Income	3.36	6.15
	Bad debt Recovery	64.00	35.00
	Profit on sale of Investment	-	302.22
	Sundry balance written back	-	0.54
		315.68	8,902.91
18	PURCHASE OF STOCK-IN-TRADE		
	Purchase of Securities	2,442.23	1,359.74
		2,442.23	1,359.74
19	CHANGES IN INVENTORIES OF STOCK IN TRADE		
	Changes in Securities held for trading	(565.71)	(489.76)
		(565.71)	(489.76)
20	EMPLOYEES BENEFITS EXPENSES		
	Salaries, Wages and Bonus	121.84	33.14
	Director sitting fees	2.82	1.57
		124.66	34.71
21	Finance Cost		
	Interest on borrowing	9.42	10.93
	Bank Charges	0.22	-
		9.64	10.93
22	Impairment on financial instruments		
	Expected Credit Loss	37.57	(176.18)
	Bad Debts	161.39	152.05
		198.96	(24.13)

BANAS FINANCE LIMITED			
Notes forming part of the Accounts for the year ended 31st March 2023			
Note No.	Particulars	For the Year ended 31st March 2023 Amount (Rs. In Lakhs)	For the Year ended 31st March 2022 Amount (Rs. In Lakhs)
23	Other Expenses		
	Listing Fees	10.50	4.25
	Depository/Share Transfer Charges	15.43	3.27
	Transaction Charges	30.50	3.68
	Printing & Stationary	2.35	-
	Sales Promotion	3.14	1.00
	Auditor fees	1.00	1.00
	Legal & Professional	13.60	13.03
	Membership Charges	0.20	0.20
	Miscellaneous expenses	1.50	0.12
	Loss on trading in Future and Options	-	12.40
	Other Expenses	38.44	0.25
	Net Loss on fair value changes	9,722.09	-
	Rent rates and taxes	8.31	-
		9,847.07	39.18
	Tax expenses		
	Current Tax	-	51.00
	Tax of earlier years	5.12	-
	Deferred Tax	(4,497.99)	2,176.38
		(4,492.87)	2,227.38

NOTE 24:- FINANCIAL RISK MANAGEMENT**(a) Risk Management Framework**

In the ordinary course of business, the Company is exposed to a different extent to a variety of financial risks: foreign currency risk, interest rate risk, liquidity risk, price risk and credit risk. In order to minimize any adverse effects on the financial performance of the Company, derivative financial instruments, such as foreign exchange forward contracts, foreign currency option contracts are entered to hedge certain foreign currency risk exposures. Derivatives are used exclusively for hedging purposes and not as trading or speculative instruments.

(b) Credit Risk

Credit risk is the risk of financial loss arising out of a customer or counterparty failing to meet their repayment obligations to the Company. The Company assesses the credit quality of all financial instruments that are subject to credit risk.

Classification of financial assets under various stages

The Company classifies its financial assets in three stages having the following characteristics:

Stage 1: unimpaired and without significant increase in credit risk since initial recognition;

Stage 2: a significant increase in credit risk since initial recognition on which a lifetime ECL is recognised;

Stage 3: objective evidence of impairment, and are therefore considered to be in default or otherwise credit impaired on which a lifetime ECL is recognised.

Unless identified at an earlier stage, all financial assets are deemed to have suffered a significant increase in credit risk.

The Company has calculated ECL using three main components: a probability of default (PD), a loss given default (LGD) and the exposure at default (EAD) along with an adjustment considering forward macro economic conditions [for a detailed note for methodology of computation of ECL please refer to significant accounting policies note no 1(L) to the financial statements.

The table below summarises the gross carrying values and the associated allowances for expected credit loss (ECL) stage wise for loan portfolio :

Particulars	As at 31 March 2023			As at 31 March 2022		
	Unsecured			Unsecured		
	Stage 1	Stage 2	Stage 3	Stage 1	Stage 2	Stage 3
Gross Carrying Value	1984.11	267.75	195.67	2762.32	57.92	209.01
Allowance for Expected credit loss	0.00	64.63	195.67	0.00	13.73	209.01
Expected credit loss Coverage ratio	0.00%	24.14%	100.00%	0.00%	23.71%	100.00%

Investments are reviewed for any fair valuation loss on periodically basis and necessary provision/fair valuation adjustments has been made based on the valuation carried by the management to the extent available sources, the management does not expect any investment counterparty to fail to meet its obligations.

Trade Receivable, Trade Payable, Short Term Borrowings and Short Term Loans and Advances balances are subject to confirmation and reconciliation

(c) Liquidity Risk management

Prudent liquidity risk management implies maintaining sufficient cash and marketable securities and the availability of funding to meet obligations when due. Due to the dynamic nature of the underlying businesses, Company's treasury maintains flexibility in funding by maintaining sufficient cash and bank balances available to meet the working capital requirements. Management monitors rolling forecasts of the Company's liquidity position (comprising the unused cash and bank balances along with liquid investments) on the basis of expected cash flows. This is generally carried out at Company level in accordance with practice and limits set by the Company. These limits vary to take into account the liquidity of the market in which the Company operates.

Ultimate responsibility for liquidity risk management rests with the board of directors. The Company manages liquidity risk by maintaining adequate reserves, banking facilities and reserve borrowing facilities, by continuously monitoring forecast and actual cash flows, and by matching the maturity profiles of financial assets and liabilities.

NOTE 25:- FAIR VALUE MEASUREMENTS

a) Financial instruments by category

PARTICULARS	March,31, 2023			March,31, 2022		
	Fair value through Profit and Loss Account	Fair value through Other Comprehensive Income	Amortised cost	Fair value through Profit and Loss Account	Fair value through Other Comprehensive Income	Amortised cost
Financial Assets						
Investments	6,657.22	-	2,188.05	11,655.12	-	2,188.22
Loans	-	-	2,187.23	-	-	2,806.51
Cash and cash equivalents	-	-	549.90	-	-	1,120.15
Bank balance other than cash and cash equivalents	-	-	10.00	-	-	10.00
Other Financial Assets	1,433.28	-	42.71	867.57	-	8.75
Total	8,090.50		4,977.89	12,522.69		6,133.63
Financial Liabilities						
Trade Payables	-	-	2.86	-	-	1.92
Borrowings	-	-	651.23	-	-	689.70
Other Financial Liabilities	-	-	31.47	-	-	-
Total			685.57			691.61

NOTE 26:- FAIR VALUE HIERARCHY

(a) This section explain the judgments and estimates made in deterring the fair values of the financial instruments. To provide an indication about the reliability of the inputs used in deterring fair value. The Company has classified its financial instruments into the three levels prescribed under the accounting standard

Financial assets and liabilities measured at fair value

PARTICULARS	March,31, 2023			March,31, 2022		
	Level 1	Level 2	Level 3	Level 1	Level 2	Level 3
Financial Assets						
Investments	6,657.22		2,188.05	11,655.12		2,188.22
Loans			2,187.23			2,806.51
Cash and cash equivalents			549.90			1,120.15
Bank balance other than cash and cash equivalents			10.00			10.00
Other Financial Assets	1,433.28		42.71	867.57		8.75
Total	8,090.50		4,977.89	12,522.69		6,133.63
Financial Liabilities						
Trade Payables			2.86			1.92
Borrowings			651.23			689.70
Other Financial Liabilities			31.47			
Total			685.57			691.61

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

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

Level 3: If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3. This is the case for unlisted

(c) Valuation technique used to determine fair value

Specific valuation techniques used to value financial instruments includes:

- the use of quoted market prices or dealer quotes for similar instruments
- the fair value of forward foreign exchange contracts is determined using forward exchange rate at the balance sheet date.
- the fair value of the remaining financial instruments is determined using discounted cash flow analysis.

All the resulting fair value estimates are included in level 2 or level 3, where the fair value have been determined based on present values and the discount rates used were adjusted for counterparty or own credit risk.

(d) Fair value Estimations

Estimated fair value disclosures of financial instruments are made in accordance with the requirements of Ind AS 107 "**Financial Instruments: Disclosure**". Fair value is defined as the amount at which the instrument could be exchanged in a current transaction between knowledgeable willing parties in a arm's length transaction other than in forced or liquidation sale. As no readily available market exists for a large part of the Company's Financial instruments, judgement is necessary in arriving at fair value, based on current economic conditions and specific risk attributable to the instrument. The estimates presented herein are not necessarily indicative of the amount the Company could realise in a market

Dividend/Interest-bearing investments

Fair value is calculate based on discounted expected future principles and interest cash flows. The carrying amount on the Company's investment are valued at fair value on the basis of fair market rate with reference to the investment with similar credit risk level and maturity period at the reporting date.

Trade & other receivable / Payables

The management assessed that Trade Receivables, Cash and Cash equivalents, Bank Balances, Deposits, other non derivative current financial, assets, Short term borrowings, Trade payables, Non derivative Current Financial Liabilities approximate their carrying amount largely due to the short-term maturities of these instruments

There are no transfers between level 1 and level 2 during the year

NOTE 27: RELATED PARTY TRANSACTIONS**a) List of related parties where control exists and with whom transactions have taken place and relationship**

Sr. No.	Name of the Related Party	Relation
1	Agrawal Bullion Limited	Promoter Company
2	Tilak Ventures Limited	Associate Company
3	Handful Investrade Pvt Ltd	Promoter Company
4	Amit Gulecha	Managing Director
5	Girraj Kishor Agrawal	Director & CEO
6	Tanu Girraj Kishor Agrawal	Director
7	Girraj Kishor Agrawal HUF	HUF of Director
8	Nemichand Saini	Chief Financial Officer
9	Prajna Naik	Company Secretary
10	Kushagra Agrawal	Relative of Director

b) Transaction with Related Parties:-

Sr. No.	Name of the Related Party	Nature of Transaction	F.Y 2022-23	F.Y 2021-22
1	Tilak Ventures Ltd	Loan Given	0.00	0.50
		Loan Given Repaid	0.00	0.50
		Reimbursement of Expenses	0.00	0.06
2	Girraj Kishor Agrawal	Reimbursement of Expenses	1	-
3	Nemichand Saini	Remuneration	1.20	1.68
4	Tanu Girraj Kishor Agrawal	Remuneration	84.00	
5	Prajna Naik	Remuneration	7.40	5.89
		Reimbursement of Expenses	0.27	0.00
6	Kushagra Agrawal	Remuneration	6.00	0.00

NOTE 28: EARNING PER SHARES (EPS)

Particulars	As at 31.03.23 Amount in (Rs.)	As at 31.03.22 Amount in (Rs.)
Profit for the year attributable to Equity Shareholders (Amount Rs. in lakhs)	-5358.04	6917.79
Weighted Average Number of Equity Shares Outstanding During The Year (Nos.)	4,80,46,232	2,56,48,730
Basic Per Share (Amount in Rs.)	(11.15)	26.97
Diluted Earnings Per Share (Amount in Rs.)	(11.15)	26.97
Nominal Value of Equity Share (Amount in Rs.)	10.00	10.00

NOTE 29: EMPLOYEE BENEFITS

Provision for retirement benefits to employees was not provided on accrual basis, which is not in conformity with Ind AS19 and the amount has not been quantified because actuarial valuation report is not available. However, in the opinion of the management the amount involved is negligible and has no material impact on the Profit & Loss Account.

NOTE 30: LOANS AND ADVANCES

Majority of the loans given are demand loans, therefore in some cases the terms of repayment and loan agreement are not available. Non Recoverable loans are appropriately written off as bad debts. Demand and other loans given are governed by the Board policies. Considering the close monitoring of Board no appraisal, renewal, Policies, Procedure, Committee or documents have been prescribed and executed.

NOTE 31: SEGMENT REPORTING

The Company's Managing director (MD) is identified as the Chief Operating Decision Maker (CODM) as defined by Ind AS 108, Operating Segments. The CODM evaluates the Company's performance and allocates resources based on an analysis of various performance indicators, however the Company is primarily engaged in only one segment viz., 'Lending and Securities Trading' and that most of the operations are in India. Hence the Company does not have any reportable Segments as per Indian Accounting Standard 108 "Operating Segments".

NOTE 32: MICRO, SMALL AND MEDIUM ENTERPRISES

The Company has not received any intimation from any of its suppliers regarding their Status as Micro, Small and Medium Enterprise under "The Micro, Small and Medium Enterprises Development Act, 2006". Hence Disclosures, if any, relating to amounts unpaid as at the end of the year along with interest paid/payable as required under the said act is not applicable in the case of the Company.

NOTE : 33 Ratio (For Consolidated Financial Statement)

		FY 2022-23	FY 2021-22
A)	Capital to Risk-Weighted Assets Ratio	NA	NA
B)	Tier I CRAR	NA	NA
C)	Tier II CRAR	NA	NA
D)	Liquidity Coverage Ratio	NA	NA

NOTE 34- Provisions and contingent liabilities

Following are the income tax matters for which the assessment is in process & the company has already filed an appeal before the CIT appeal.

Assessment Year	Amount (Rs. In	Remarks
AY : 2011-12	22.31	Unexplained Cash Credit u/s 68
AY : 2013-14	1.00	Listing Fees were disallowed
	1999.20	Cash Credit has been disallowed
	1.40	Income has been voluntarily added by the assessee
AY: 2015-16	14.71	Disallowance u/s 14A
	0.68	Addition u/s 68 of the Income Tax Act.
AY 2014-15	7.31	Disallowance u/s 14A
AY 2017-18	2.47	Disallowance u/s 14A
AY : 2016-17	17.47	Disallowance u/s 14A
	26.32	Disallowance on Sale of Shares
	0.53	Unexplained Expenses has been added

NOTE 35 Gratuity and Employment Benefit Plan:

No provision has been made for retirement and employee benefit as per 'AS 15' regarding

NOTE 36 Capital Commitments:

The capital commitment as at March 31, 2023 is NIL.

NOTE 37 Unhedged Foreign Currency Exposures:

There is no foreign currency exposure outstanding as on 31/03/2023

NOTE 38 Income/ Expenditure in Foreign Currency:

There is no Income/ Expenditure in foreign currency as on 31/03/2023

NOTE 39 Benami Property held:

There is no Benami Property held by company as on 31/03/2023

NOTE 40 Wilful Defaulter:

The Company is not declared as wilful defaulter by any Bank or Financial Institution.

NOTE 41 Relationship with Struck off Companies:

The Company has not had any transactions with companies struck off under section 248 of the Companies Act, 1956.

NOTE 42 Registration of charges or satisfaction with Register of Companies:

The company does not have any charge as on 31/03/2023.

NOTE 43 Compliance with approved Scheme(s) of Arrangement:

The Company has not approved any Scheme of Arrangement in terms of sections 230 to 237 of the Companies Act, 2013

NOTE 44 Utilisation of Borrowed funds and share premium:

The Company doesn't have any advance, loan or invested (either from borrowed fund or share premium or any other sources or kind of funds) by the any company to or any other person or entity including foreign entity.

The Company not received any fund from any person or entity including foreign entities, that the company has directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

NOTE 45 Corporate Social Responsibility(CSR):

The company is not required to fulfill any liability under the provisions of section 135 of the Companies Act, relating to Corporate Social Responsibility.

NOTE 46 Crypto Currency and Virtual Currency:

The company has not traded or invested in any Crypto currency or Virtual currency.

NOTE 47 SME Accounting Standard Compliance

In absence of adequate information relating to the suppliers under the Micro, Small and Medium Enterprises Development Act, 2006, the Company is unable to identify such suppliers, hence the Information required under the said Act, cannot be ascertained.

NOTE 48 Compliance with number of layers Companies:

Clause 87 of section 2 of the Act Companies (Restriction on number of Layers) Rules, 2017 is not applicable to NBFC.

As per our Report of Even Date

For Dassani & Associates

Chartered Accountants

(Firm Registration No.009096C)

Sd/-

CA Churchill Jain

Partner

Membership Number:

Place: Indore

Date: 26 May 2023

UDIN : 23409458BGWLBL3846

**For and on behalf of the Board of Directors
of Banas Finance Limited**

Sd/-

Girraj Kishor Agrawal

[Director]

DIN: 00290959

Sd/-

Prajna Naik

[Company Secretary]

Sd/-

Amit Gulecha

[Director]

DIN: 06964404

Sd/-

Nemichand Saini

[CFO]