



Date: 08.09.2023

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

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

Ref: Scrip ID: - VISAGAR Scrip Code: - 531025

Dear Sir/Madam,

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

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

Yours faithfully,
For VISAGAR FINANCIAL SERVICES LTD

Tilokchand Kothari
Director
DIN: 00413627

VISAGAR FINANCIAL SERVICES LIMITED

Regd. Off. : 907/908, Dev Plaza, S.V. Road, Andheri (W), Mumbai 400 058.

Tel.: (022) 6742 4815 Email: info@visagar.com Website : www.visagar.com CIN L99999MH1994PLC076858

COMPANY INFORMATION



EQUITY SHARES LISTED ON BSE Limited

BOARD OF DIRECTORS

- Mr. Tilokchand Kothari -Director
- Mr. Kailash Chhparwal -Non-Executive Director
- Mr. Kuldeep Kumar -Non-Executive, Independent Director
- Ms. Madhu Bala Vaishnav -Non-Executive, Independent Director
- Mr. Sanjay Rajak -Non-Executive, Independent Director
- Mr. Ankita Rai -Chief Financial Officer
- Mr. Sagar Kothari -Chief Executive Officer
- Ms. Sonam S. Prajapati -Company Secretary & Compliance officer

REGISTERED OFFICE

907-908, Dev Plaza, 9th Floor, Opp Andheri Fire Station, Opp. Andheri Fire Station,
S.V. Road, Andheri (W), Mumbai – 400058.

AUDITORS

BANKER

HDFC Bank

STATUTORY AUDITORS

BHATTER & ASSOCIATES

Chartered Accountants

SECRETARIAL AUDITOR

Kirti Sharma

Practising Company Secretary

REGISTRAR AND SHARES TRANSFER AGENT

Adroit Corporate services (P) Ltd.
17/19, Jafferbhoy Industrial Estate, 1st Floor Makwana road, Marol Naka, Andheri
(East), Mumbai-400059.
Tel. No. - 28596060/28503748 E-mail- www.adroitcorporate.com

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VISAGAR FINANCIAL SERVICES LIMITED

CIN: L99999MH1994PLC076858

Registered Office: 907-908, Dev Plaza, 9th floor, Opp. Andheri Fire Station, S.V. Road,

Andheri (W), Mumbai- 400058.

Tel No.: 022-67424815 E-mail id: info@visagar.com Website: www.vfsl.org

NOTICE

NOTICE is hereby given that the 30th Annual General Meeting of the Members of **M/s. VISAGAR FINANCIAL SERVICES LIMITED** will be held on **Saturday, September 30, 2023 at 11:00 A.M. at 2nd Floor, CKP Hall, Tejpal Scheme Rd 4, Udyan Vikas Society, Vile Parle East, Vile Parle, Mumbai-400057, Maharashtra, India** to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2023 and the Reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Mr. Tilokchand Manaklal Kothari (DIN: 00413627), who retires by rotation and being eligible, offers himself for re-appointment.

RESOLVED THAT, pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Tilokchand Manaklal Kothari (DIN: 00413627), who retires by rotation, be and is hereby re-appointed as a director liable to retire by rotation.

Registered Office:
907-908, Dev Plaza, 9th Floor,
Opp. Andheri Fire Station, S.V. Road,
Andheri (W), Mumbai – 400058
Website: www.vfsl.org
Email: info@visagar.com

By Order of the Board of Directors
**For Visagar Financial Services
Limited**

Place: Mumbai
Date: 06.09.2023

Sd/-
Tilokchand Kothari
Director
DIN: 00413627

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (“MEETING”) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF /HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.** Proxies in order to be effective must be received by the Company at its Registered Office not later than forty-eight hours before the commencement of the meeting. Proxies submitted on behalf of companies, societies, etc. must be supported by an appropriate resolution/authority, as applicable.
2. A person can act as a proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other shareholder.
3. Corporate Members intending to send their representatives to attend the Meeting are requested to send to the Company a duly certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.
4. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
5. The Company has notified closure of Register of Members and Share Transfer Books from **Saturday, September 23, 2023 to Saturday, September 30, 2023** (bothdays inclusive) for the purpose of annual book closure.
6. Additional information pursuant to Regulations of SEBI (Listing Obligation and Disclosures Requirements) Regulation, 2015 in respect of Directors seeking appointment / re-appointment at the AGM is furnished and forms a part of the Notice.
7. Members desirous of obtaining any information as regards accounts and operations of the Company are requested to address their queries to the Registered Office of the Company in writing at least seven days in advance

before the date of the Meeting, to enable the Company to keep the necessary information ready.

8. Members are requested to:
 - i) Bring their copy of Annual Report to the Meeting.
 - ii) Bring the attendance slip duly filled in, for attending the Meeting. The Attendance slip is sent with this Annual Report. Members, who hold shares in Electronic Form, are requested to bring their Depository ID Number and Client ID Number to facilitate their identification for recording attendance at the forthcoming Annual General Meeting.
 - iii) Quote their Registered Folio Nos. on all correspondence with the Company
 - iv) Register their e-mail address, if not already registered for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
 - v) Notify changes in address, if any, to the Registrars of the Company immediately, quoting their folio numbers, if shares are held by them in physical form. Those holding shares in dematerialized form should send the above information to the respective Depository Participants.
 - vi) Intimate the Registrar and Share Transfer Agents, M/s. Adroit Corporate Services (P) Ltd., for consolidation into a single folio Members, if they have shares in physical form in multiple folios in identical names or joint holding in the same order of names.
 - vii) Convert their holdings in dematerialised form to eliminate risks associated with physical shares and better management of the securities. Members can write to the company's registrar and share transfer agent in this regard.
9. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts(s). Members holding shares in physical form can submit their PAN details to M/s. Adroit Corporate Services (P) Ltd., 19/20, Jafferbhoy Industrial Estate, 1st floor, Makwana Road, Marol Naka, Andheri (East), Mumbai – 400 059.
10. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during office hours on all working days except Saturdays between 11.00 a.m. to 2.00 p.m. prior to the date of the Meeting.
11. The Annual Report 2022-23 and Notice of the 30th Annual General Meeting of the Company along with Attendance Slip and Proxy Form are being sent in electronic form to all the members whose email IDs are registered with the Company/Depository Participants(s). For members who have not registered

their email address, physical copies of the aforesaid documents are being sent in the permitted mode.

12. Members may also note that the Notice of the 30th Annual General Meeting and the Annual Report for 2022-23 will also be available on the Company's website www.vfsl.org for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's investor email id: info@visagar.com.
13. The route map showing directions to reach the venue of the 30th Annual General Meeting is annexed herewith the Notice.
14. **Voting through electronics means:**
 - I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the ensuing 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).
 - II. The facility for voting through polling paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through polling paper.
 - III. The members who have cast 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.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:-

The remote e-voting period begins on September 27, 2023 at 09:00 A.M. and ends on September 29, 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., September 22, 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 September 22, 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 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.nsdl.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 If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a

	<p>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.</p> <p>3. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: center; align-items: center;">  App Store  Google Play </div> <div style="display: flex; justify-content: center; align-items: center; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. 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. 2. 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. 3. 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

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

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

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

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

For example if folio number is 001*** and EVEN is 122191 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
- a) Click on "[Forgot User Details/Password?](#)" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) [Physical User Reset Password?](#)" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

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

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” 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 kirti.sharma2593@yahoo.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney /

clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on www.evoting.nsdl.com 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 evoting@nsdl.co.in 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 info@visagar.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 info@visagar.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.

a. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy]:

(i) Initial password is provided as below/at the bottom of the Attendance Slip for the AGM:

<u>EVEN (Remote e-voting Event Number)</u>	<u>USER</u>
<u>ID</u>	<u>PASSWORD/PIN</u>

(ii)

(iii) Please follow all steps from Sl. No. a above, to cast vote.

I. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.

II. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.

NOTE: Shareholders who forgot the User Details/Password can use "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com

In case Shareholders are holding shares in demat mode, USER-ID is the combination of (DPID+ Client ID). In case Shareholders are holding shares in physical mode, USER-ID is the combination of (Even No + Folio No).

III. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

IV. The voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date of 23rd September, 2023.

V. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 23rd September, 2023, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Issuer/RTA.

However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password?" or "Physical User Reset Password?" option available on

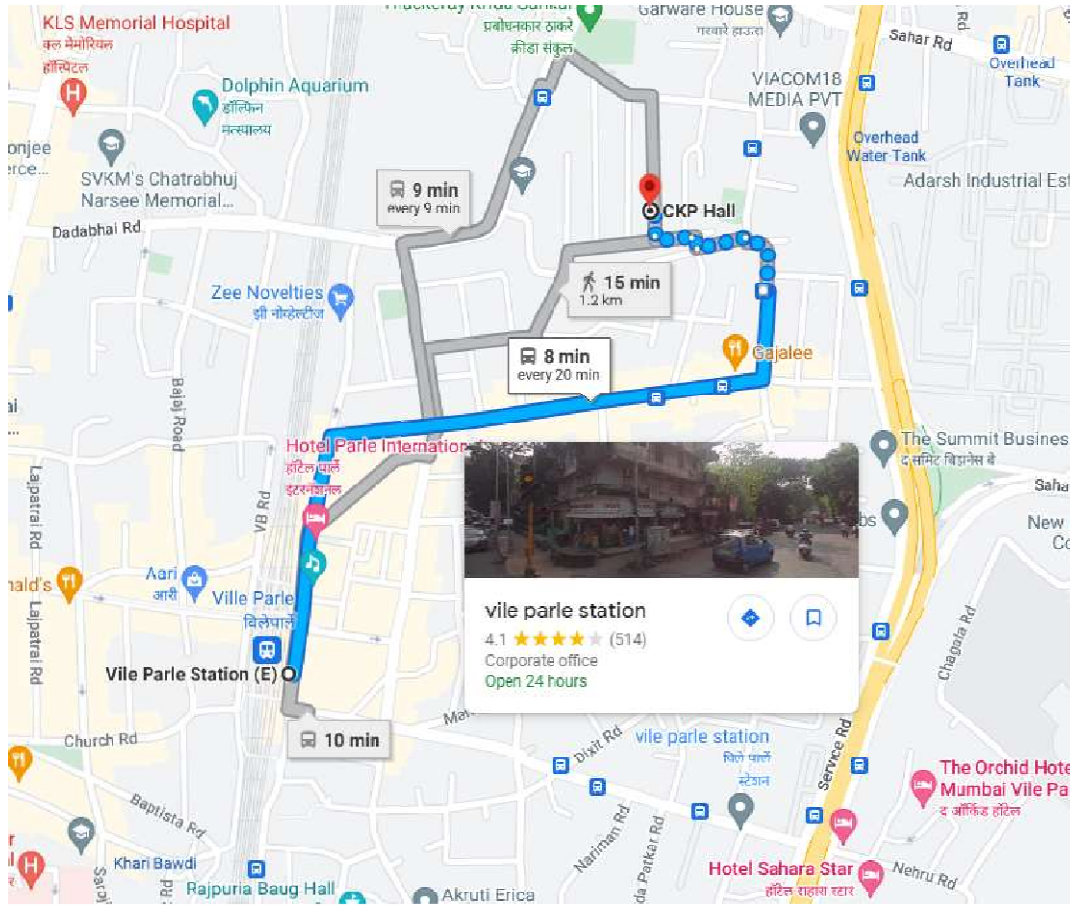
www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.

- VI. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
- VII. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- VIII. Ms. Kirti Sharma, Practising Company Secretary ACS 41645, has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- IX. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- X. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company viz. www.vfsl.org and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the National Stock Exchange of India Limited and BSE Limited.

XI.

XII. INTENTIONALLY LEFT BLANK

ROUTE MAP FOR THE VENUE OF ANNUAL GENERAL MEETING



Venue: 2nd Floor, CKP Hall, Tejpal Scheme Rd 4, Udyan Vikas Society, Vile Parle East, Vile Parle, Mumbai-400057.

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VISAGAR FINANCIAL SERVICES LIMITED

L99999MH1994PLC076858

Regd Office: 907-908, Dev Plaza, Opp. Andheri Fire Station, S. V. Road, Andheri – West,
Mumbai – 400 058.

Tel.: +91-22-67424815, Website: www.vfsl.org E-mail Id: contact@visagar.com

ATTENDANCE SLIP

Please fill attendance slip and hand it over at the entrance of the meeting hall Joint shareholders may obtain additional Slip at the venue of the meeting

D.P. Id*		Folio No.	
Client Id *		No. of Shares	

NAME OF THE SHAREHOLDER / PROXYHOLDER:

I hereby record my presence at the 30th Annual General Meeting of the Company held on Saturday, September 30, 2023 at 11:00 A.M. at 2nd Floor, CKP Hall, Tejpal Scheme Rd 4, UdyanVikas Society, Vile Parle East, Vile Parle, Mumbai-400057.

Signature of Shareholder/Proxy holder

Note:

Members are requested to bring their Attendance Slip, sign the same at the place provided and hand it over at the entrance of the venue.

..... (Tear
Here).....

VISAGAR FINANCIAL SERVICES LIMITED

L99999MH1994PLC076858

Regd Office: 907-908, Dev Plaza, Opp. Andheri Fire Station, S. V. Road, Andheri – West,
Mumbai – 400 058.

Tel.: +91-22-67424815, Website: www.vfsl.org E-mail Id: contact@visagar.com

PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19(3) of the Management and Administration) Rules, 2014]

Name of the Member(s) : _____
Registered Address : _____
Email ID : _____
Folio No./Client ID/DP ID : _____

I/We, being the member(s) of _____ shares of the above named Company, hereby appoint:

Name: _____ Address : _____

Email ID: _____ Signature: _____
_____ or failing him

Name: _____ Address : _____

Email ID: _____ Signature: _____
_____ or failing him

Name: _____ Address : _____

Email ID: _____ Signature: _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 30th **Annual General Meeting of the Company held on Saturday, September 30, 2023 at 11:00 A.M. at 2nd Floor, CKP Hall, Tejpal Scheme Rd 4, Udyan Vikas Society, Vile Parle East, Vile Parle, Mumbai-400057** and at any adjournment thereof in respect of such resolutions as are indicated below:

Ordinary Business	Special Business
1. Adoption of financial statements for the year ended as at March 31, 2023 and Reports of Directors' and Auditors' thereon. 2. Re-appointment of Mr. Tilokchand Manaklal Kothari, who retires by rotation.	Nil

Signed this _____ day of _____ 2023.

Signature of Shareholder
(holders)

Signature of the proxy

Notes:

1. This form, in order to be effective, should be duly completed, stamped, signed and deposited at the registered office of the Company, not less than 48 hours before the commence of the meeting.
2. Notwithstanding the above the Proxies can vote on such other items which may be tabled at the meeting by the shareholders present.

DIRECTORS' REPORT

The Members,
VISAGAR FINANCIAL SERVICES LIMITED

Your Directors are pleased to present their **30th Directors Report** together with the Audited Financial Statements for the financial year ended March 31, 2023 and the Auditors Report thereon.

1. Business Performance

(In Lacs)

PARTICULARS	YEAR ENDED 31.03.2023	YEAR ENDED 31.03.2022
Revenue from operations	5180.05	1,682.30
Other income	-	-
Gross Income	5180.05	1,682.30
Total Expenses	4998.68	1,658.47
Net Profit Before Tax	181.37	23.83
Provision for Tax	53.50	-
Net Profit After Tax	127.87	23.83

2. Operations and Future Plans

During the year under review the Company's Turnover has increased from Rs. 23.83 Lakhs in FY 21-22 to Rs. 127.87 Lakhs in FY 22-23 and the expenses during the year has also been increased from Rs. 1658.47 Lakhs in FY 21-22 to Rs. 4998.68 Lakhs in FY 22-23. However, there is net profit in the Company of Rs. 127.87 Lakhs compared to previous year profit of Rs. Rs. 23.83 Lakhs.

Your Company is optimistic about the coming year. Since the Company is trying to reduce cost and expand its business, your directors are hopeful that the results will be more encouraging.

Impact of Covid-19

The sudden spread of Covid-19 pandemic and consequent Country wide lockdown

since March 2021 has affected the world economy adversely, to safeguard interest of the public at large from this epidemic, the Indian Government including various State Governments and Municipal Authorities have issued various advisory directives including restrictions on movement of public and other means of transport. In accordance with the directives of the Government and in order to ensure health and well being of all employees Work from Home policy was brought in place for your Company's employees.

3. Dividend

In order to plough back the profit, your Directors have not recommended any dividend for the year ended March 31, 2023.

4. Share Capital

During the year company has increased the Authorised Share Capital of the Company from Rs. 10,00,00,000 (Rupees Ten Crore Only) divided into 10,00,00,000 (Ten Crore Only) Equity Shares of Rs. 1/- to Rs. 60,00,00,000 (Rupees sixty Crore Only) divided into 60,00,00,000 (Sixty Crore Only) Equity Shares of Rs. 1/- each with approval of shareholder dated 25TH May 2022

During The Year Company Had Issued 49,73,87,700 Up Equity Shares With A Face Value Of Re. 1.00 Each ("Rights Equity Shares") Of Our Company For Cash At A Price Of Re. 1.00 Per Rights Equity Share ("Issue Price") For An Aggregate Amount Up To Rs. 49.73 Crores* On A Rights Basis To The Eligible Equity Shareholders Of Our Company In The Ratio Of 51 (Fifty- One) Rights Equity Shares For Every 10 (Ten) Fully Paid-Up Equity Shares Held By The Eligible Equity Shareholders On The Record Date, That Is On Friday, December 30, 2022 (The "Issue"). The Issue Price For The Rights Equity Shares Is 1 Rupees

Consequently the paid up capital of the company now stands at Rs. 58,39,15,645 comprising 58,39,15,645 fully paid up equity shares of Rs 1/- each

5. Transfer to Reserve

The Board does not propose to make transfer to reserves for the year 2022-23 as company has incurred net profit of Rs. 127.87 Lakhs as on March 31, 2023.

6. Directors and Key Managerial Personnel

i) Retire by Rotation:

In accordance with the provisions of Section 152 of the Act, and that of Articles of Association of the Company, Mr. Tilokchand Manaklal Kothari (DIN: 00413627)

Director of the Company retires by rotation at this Annual General Meeting of the Company and being eligible, offers himself for reappointment.

ii) Change in Directors and Key Managerial Personnel's:

There is no change in Directors and Key Managerial Personnel's of the Company during the FY 2022-23

iii) Composition of Board of Directors and Key Managerial Personnel's:

As on the date of this Board's Report, i.e., as on 31st March, 2023, your Company's Board of Directors comprises of the following Directors:

Name of the Director	Director Identification Number (DIN)	Category
Mr. Tilokchand Manaklal Kothari	00413627	Executive Director
Mr. Kailash Ram Gopal Chhapparwal	01211651	Non-Executive non-independent Director
Mr. Kuldeep Kumar	08373716	Non-Executive Independent Director
Mr. Sanjay Rajak	08417877	Non-Executive Independent Director
Ms. Madhu Bala Vaishnav	08376551	Non-Executive Independent Director

Company's Key Managerial Personnel are as follows:

Name of KMP	Designation
Mr. Sagar Tilokchand Kothari	Chief Executive Officer

Ms. Sonam Sudhakar Prajapati	Company Secretary and Compliance Officer
*Ms. Ankita Rai	Chief Financial Officer

* Ms. Ankita Rai has been appointed as Chief Financial Officer of the Company w.e.f 22/04/2022.

7. Board Evaluation

Your Board has carried out an annual evaluation of its own performance, Board committees and individual Directors pursuant to the provisions of the Act and the corporate governance requirements as prescribed by SEBI (Listing Obligations and Disclosures Requirement) Regulations, 2015.

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

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

Board and the nomination and remuneration committee reviewed the performance of the individual directors on the basis of the criteria such as the contribution of the individual director to the Board and committee meetings like preparedness on the issues to be discussed, meaningful and constructive contribution and inputs in meetings, etc. In addition, the chairman was also evaluated on the key aspects of his role.

8. Meetings of the Board

During the year ended March 31, 2023, Seven (7) Board Meetings were held by the Company on 16.04.2022, 30.05.2022, 02.08.2022, 07.10.2022, 14.11.2022, 20.12.2022 and 10.01.2023.

9. Details of Committees of the Board

Currently, the Company has three (3) Committees namely Audit Committee, Nomination and Remuneration Committee & Stakeholders' Relationship Committee. The detailed composition of various Committees is elucidated below:

i) **Audit Committee**

The Audit Committee comprises of three Directors as on 31st March, 2023 namely Mr. Sanjay Rajak, Mr. Kuldeep Kumar and Ms. Madhu Bala Vaishnav. The aforesaid Members of the Committee operate in the capacity of Independent Directors respectively. The Chairman of the Committee is Mr. Sanjay Rajak who is an Independent Non-Executive Director. The recommendations of the Audit Committee are always welcomed and accepted by the Board & all the steps impacting the financials of the Company are undertaken only after the consultation of the Audit Committee. During the period ended 31st March, 2023, Seven (7) Audit Committee Meetings were held by the Company on 16.04.2022, 30.05.2022, 02.08.2022, 07.10.2022, 14.11.2022, 20.12.2022 and 10.01.2023.

Composition of Audit Committee are as follows:

Name of Member	Designation	Category
Mr. Sanjay Rajak	Chairman	Independent, Non-Executive Director
Mr. Kuldeep Kumar	Member	Independent, Non-Executive Director
Ms. Madhu Bala Vaishnav	Member	Independent, Non-Executive Director

ii) **Nomination & Remuneration Committee**

The Committee was constituted pursuant to provisions under Section 178 of the Companies Act, 2013. As on 31st March, 2023; the Committee consists of three (3) Members, namely Mr. Sanjay Rajak, Mr. Kuldeep Kumar and Ms. Madhu Bala Vaishnav. The aforesaid Members of the Committee operate in the capacity of Independent Directors respectively. The Chairman of the Committee is Mr. Sanjay Rajak who is an Independent Non-Executive Director. During the year ended 31st March, 2023, One (1) Committee Meetings were held by the Company on 06.09.2022.

Nomination and Remuneration Committee Policy

The Board has on the recommendation of the Nomination & Remuneration Committee framed a policy for selection and appointment of Directors, Senior Management and their remuneration. The Remuneration Policy is annexed as “Annexure A” to this report. The policy is also available in the website of the Company i.e. <http://vfsl.visagar.com/vfslinvestors.html>

Composition of Nomination and Remuneration Committee are as follows:

Name of Member	Designation	Category
Mr. Sanjay Rajak	Chairman	Independent, Non-Executive Director
Mr. Kuldeep Kumar	Member	Independent, Non-Executive Director
Ms. Madhu Bala Vaishnav	Member	Independent, Non-Executive Director

iii) **Stakeholders’ Relationship Committee**

The Committee oversees all the matters relating to Stakeholders’ grievances/complaints. The role of the Committee is to consider & resolve securities holders’ complaint. As on 31st March, 2023; the Committee consists of three members, namely Mr. Sanjay Rajak, Mr. Kuldeep Kumar and Ms. Madhu Bala Vaishnav. The aforesaid Members of the Committee operate in the capacity of Independent Directors respectively. The Committee is chaired by Mr. Sanjay Rajak as Non-Executive Independent Director. During the year ended March 31, 2023, One (1) Committee Meetings were held by the Company on 29.08.2022.

Composition of Stakeholders’ Relationship Committee are as follows:

Name of Member	Designation	Category
Mr. Sanjay Rajak	Chairman	Independent, Non-Executive Director

Mr. Kuldeep Kumar	Member	Independent, Non-Executive Director
Ms. Madhu Bala Vaishnav	Member	Independent, Non-Executive Director

10. Declaration of Independence from Independent Directors

Your Company has received declarations pursuant to Section 149(7) of the Companies Act, 2013 from all the Independent Directors confirming that they meet the criteria of independence laid down under Section 149(6) of the Companies Act, 2013. Based on the declaration(s) of Independent Directors, the Board of Directors recorded its opinion that all Independent Directors are independent of the Management and have fulfilled the conditions as specified in the Companies Act, 2013, rules made thereunder as well as applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015.

11. Internal Control Systems and their Adequacy

The Management continuously reviews the internal control systems and procedures for the proficient conduct of the Company's business. The Company adheres to the prescribed guidelines with respect to the transactions, financial reporting and ensures that all its assets are safeguarded and protected against losses. The Internal Auditor of the Company conducts the audit on regular basis and the Audit Committee periodically reviews internal audit reports and effectiveness of internal control systems. Apart from the above, the Company in consultations with the external and independent consultants adopted a policy for development and implementation of risk management for the company including identification of elements of risk, if any, that may threaten the existence of the Company and a mechanism to mitigate the same.

12. Directors' Responsibility Statement

Pursuant to Section 134(5) of the Companies Act, 2013, the Directors of your Company confirm that:

- a) in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- b) the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the company for that period;

- c) the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- d) the directors had prepared the annual accounts on a going concern basis;
- e) the directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively and
- f) the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

13. Change in the Nature of Business

During the period under review, there is no change in the nature of business of the Company. The Company continues to operate in the NBFC (Non- Banking Financial Company) Sector.

14. Extract of Annual Return

As required under Section 134 (3) (a) & Section 92 (3) of the Act, the Annual Return is put up on the Company's website and can be accessed at www.vfsl.org & Extracts of the Annual return in form MGT 9 for the Financial Year 2022-23 is uploaded on the website of the Company and can be accessed at www.vfsl.org.

15. Prevention of Sexual Harassment Policy

In order to prevent sexual harassment at workplace, your Company has adopted a Policy on prevention, prohibition and redressal of sexual harassment at workplace in line with the requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and Rule made thereunder. During the year under review, there were no cases filed or reported pursuant to the provisions of the said Act.

16. Auditors & their Report

a) Statutory Auditor:

M/s. S.C. Mehra & Associates LLP., Chartered Accountants (ICAI Registration No. 106156W/W100305) were appointed as statutory auditors of the company. Currently, they are holding office of the auditors up to the conclusion of the 29th Annual General Meeting.

Accordingly, as per the said requirements of the Act, M/s. Bhatler & Associates, Chartered Accountants (Firm Registration No. 131411W) are proposed to be appointed as auditors for a period of 5 years commencing from the conclusion of 29th Annual General Meeting till the conclusion of the 34th Annual General Meeting, in place of M/s. S.C. Mehra & Associates LLP., Chartered Accountants (ICAI Registration No. 106156W/W100305).

M/s. Bhatler & Associates, Chartered Accountants (Firm Registration No. 131411W) have consented to the said appointment and confirmed that their appointment, if made, would be within the limits specified under Section 141(3) (g) of the Act. They have further confirmed that they are not disqualified to be appointed as statutory auditors in terms of the provisions of the proviso to Section 139(1), Section 141(2) and Section 141(3) of the Act and the provisions of the Companies (Audit and Auditors) Rules, 2014.

The Audit Committee and the Board of Directors have recommended the appointment of **M/s. Bhatler & Associates, Chartered Accountants (Firm Registration No. 131411W)** as statutory auditors of the Company from the conclusion of the 29th Annual General Meeting till the conclusion of 34th Annual General Meeting, to the shareholders.

The first proviso to section 139(1) of the Companies Act, 2013 has been omitted vide section 40 of the Companies (Amendment) Act, 2017 notified on 7th May, 2018. Therefore, it is not mandatory for the Company to place the matter relating to appointment of statutory auditor for ratification by members at every Annual General Meeting. Hence the Company has not included the ratification of statutory auditors in the Notice of AGM.

The Report given by **M/s. Bhatler & Associates, Chartered Accountants (Firm Registration No. 131411W)** on the financial statements of the Company for the Financial Year 2022-2023 is a part of the Annual Report. There has been no qualification, reservation or adverse remark or disclaimer in their Report.

During the Year under review, the Auditors have not reported any matter under Section 143 (12) of the Act, therefore no detail is required to be disclosed under Section 134 (3)(ca) of the Act.

b) Secretarial Auditor:

In compliance with the provisions of Sec 204 and other applicable provisions of Companies Act 2013, the Board of Directors have appointed Ms Kirti Sharma, Practising Company Secretary as Secretarial Auditors to undertake Secretarial Audit of the Company for the financial year ended March 31, 2023. The Secretarial Audit Report is attached herewith marked as “Annexure C” and forms an integral part of this report.

The Secretarial Auditor has made and mentioned the following observation in his report:

- 1. During the year company has maintain minutes of board meeting and other committee in electronic mode.*
- 2. During the year the company has received notice from the Stock Exchanges (BSE) for Regulation 31- Shareholding Pattern For the quarter ended September 2021 the same wherein penalty of Rs. 11,800/- by BSE was levied and the same was paid by the Company.*
- 3. During the year the Company received notice from the Stock Exchanges (BSE) for Sub-Division of Face Value and Bonus Issue of Equity Share but the same is delayed in procedure for which Stock Exchanges (BSE) levied a penalty of Rs. 1,65,200/-*
- 4. Company has appointed Independent Directors but the name of the Independent Directors has not registered under the Database of Independent Directors.*

c) Internal Auditor:

M/s. Lakhpat M Trivedi & Co., Chartered Accountants, Mumbai (Membership No. 109047) was appointed as Internal Auditor of the Company for the FY 2022-23 and the Internal Audit Report prepared by them was placed before the Audit Committee.

17. Risk Management

Risk Management is the process of identification, assessment, and prioritization of risks followed by coordinated efforts to minimize, monitor and mitigate/control the probability and/or impact of unfortunate events or to maximize the realization of opportunities. The Company has laid a comprehensive Risk Assessment and Minimization Procedure, which is reviewed by the Audit committee and approved by the Board from time to time. These procedures are reviewed to ensure that executive

management controls risk through means of a properly defined framework. The policy has been hosted on Company's website www.vfsl.org.

18. Public Deposits

The Company has not accepted any deposit from the general public within the meaning of section 73 of the Companies Act, 2013 and the rules made there under.

19. Particulars of Contracts/ Arrangements with Related Party

During the year, there were no related party transactions made in the Company, therefore Form AOC-2 is not applicable to the Company. The policy on materiality of related party transactions and dealing with related party transactions as approved by the Board may be accessed on the Company's website at the link: <http://vfsl.visagar.com/attachments/policyrtp.pdf>.

20. Particulars of Loans, Guarantees or Investments by the Company under section 186

Details of Loan, Guarantees and Investments covered under the provisions of the Act, are disclosed in the notes to the Financial Statements.

21. Material Changes affecting the financial position of the Company

During the year ended March 31, 2023, there were no material changes and commitments affecting the financial position of the Company have occurred to which financial results relate and the date of the Report.

22. Corporate Social Responsibility Committee

Since the provisions as laid down in the Section 135 of the Companies Act, 2013 are not applicable to the Company; hence no such Committee has been formed. However, Company had always tried in its best possible ways to involve itself in social development activities.

23. Dematerialisation of Shares

Your Company has connectivity with the National Securities Depository Limited (NSDL) & Central Depository Services (India) Limited (CDSL) for dematerialization of its Equity Shares. The ISIN No **INE309H01020** has been allotted for the Company Shares. Therefore, the members and/or investors may keep their shareholdings in the electronic mode with their Depository Participant.

As on March 31, 2023, 99.85% of the paid-up Equity Share Capital stands in Demat mode and the remaining 0.15% Equity Shares were held in physical mode, the details of which are as follows:

Particulars	No. of Shares	% of Total Capital
Held in Demat form with CDSL and NSDL	58,30,57,645	99.85%
Held in physical mode	8,58,000	0.15%

24. Listing of Shares

The shares of your Company are listed at BSE Limited. The applicable Annual Listing fees have been paid to the Stock Exchange for the financial year 2022-23.

25. Subsidiary Companies

The Company does not have any Subsidiary Company till date

26. Vigil Mechanism/Whistle Blower Policy

Pursuant to the provisions of the Companies Act, 2013 read with the Companies (Meeting of Board and its Powers) Rules, 2014 and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, every listed Company is required to have a Vigil Mechanism/ Whistle Blower Policy for the Directors and employees to report their concerns and grievances. The Company has a Whistle Blower Policy in place and the same is also available on the web-site at the web-link

<http://vfsl.visagar.com/attachments/whistleblowerpolicyVigilmechanism.pdf>

The Audit Committee of Directors are entrusted with the responsibility to oversee the Vigil mechanism.

27. Corporate Governance

In terms of Regulation 15(1) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the provisions related to Corporate Governance as specified in Regulation 17 to 27 and Clause (b) to (i) of sub-regulation (2) of regulation 46 and para C, D and E of schedule V shall not be applicable in respect of companies having paid up equity share capital not exceeding Rs.10 Crore and Net worth not exceeding Rs.25 Crore as on the last day of the previous financial year.Hence, Corporate Governance Report was applicable till December, 2022 quarter and thereafter it become applicable.

As on March 31, 2023, the Equity Share Capital is Rs. 5839.16/- Lakhs and Net worth is Rs. 6186.31/- Lakhs. Hence, the company is not providing a separate report on corporate governance, and also a certificate from the Company's Auditors confirming the compliance of Corporate Governance. However, the Company continues to adhere to the best practices prevailing in Corporate Governance and follows the same in its true spirit.

28. Secretarial Standards of ICSI

Pursuant to the approval given on April 10, 2015 by the Central Government to the Secretarial Standards specified by the Institute of Company Secretaries of India, the Secretarial Standards on Meetings of the Board of Directors (SS-1) and General Meetings (SS-2) came into effect from July 01, 2015. The Company is in compliance with the same.

29. Significant and Material Orders Passed by the Regulators or Courts:

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

30. Management Discussion and Analysis

Management Discussion and Analysis Report is appended to this Annual Report.

31. Particulars of Employees

The information required pursuant to Section 197 read with rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of employees of the Company, will be provided upon request. In terms of Section 136 of the Act, the reports and accounts are being sent to the members and others entitled thereto excluding the information on employees' particulars which is available for inspection by the members at the Registered office of the company during business hours on working days of the company up to the date of ensuing Annual General Meeting. If any member is interested in inspecting the same, such member may write to the company secretary in advance.

No employee has received remuneration in excess of the limits set out in rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 during FY 2022 – 23.

32. Conservation of Energy, Technology Absorption and Foreign Exchange Earning & Outgo

There was no technology absorption and no foreign exchange earnings or outgo, during the year under review. Hence, the information as required under Section 134(3)(m) of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014 is to be regarded as **Nil**.

The Company has not entered into any technology transfer agreement.

33. Acknowledgement

Your Directors take this opportunity to express their grateful appreciation for the excellent assistance and co-operation received from all our Clients, Bankers, Business Associates and the Government and other regulatory authorities and thank all stakeholders for their valuable sustained support and encouragement towards the conduct of the proficient operation of the Company. Your Directors would like to place on record their gratitude to all the employees who have continued their support during the year.

**By Order of the Board of Directors
For Visagar Financial Services Limited**

Date: April 28, 2023

Place: Mumbai

Sd/-
Tilokchand Kothari

Director
DIN: 00413627

Sd/-
Kailash Ram Gopal
Chhapparwal
Director
01211651

ANNEXURE - A**Nomination & Remuneration Policy of the Company****THE APPOINTMENT POLICY FOR INDEPENDENT DIRECTORS, KEY
MANAGERIAL PERSONNEL & SENIOR EXECUTIVES WILL BE AS
UNDER-****(A) Independent Directors:**

Independent Directors will be appointed based on the criteria mentioned under section 149(6) of the Companies Act, 2013 and in accordance with other applicable provisions of the Companies Act, 2013, rules made thereunder & Listing Agreements entered with Stock Exchanges.

(B) Key Managerial Personnel (KMP):

KMP will be appointed by the resolution of the Board of Directors of the Company, based on qualifications, experience and exposure in the prescribed field. Removal of the KMP will also be done by the resolution of Board of Directors of the Company. Appointment/ Removal will be in accordance with the provisions of the Companies Act, 2013, rules made thereunder and Listing Agreements entered with Stock Exchanges.

(C) Senior Executives:

Senior Executive will be appointed by the Chairman and the Managing Director and/or Executive Director of the Company based on their qualifications, experience and exposure. Removal of the Senior Executives will also be by Chairman, Managing Director and/or Executive Director. Further, appointment and removal will be noted by the Board as required under clause 8(3) of Companies (Meeting of Board and its Powers) Rules, 2014.

**REMUNERATION POLICY FOR DIRECTORS, KEY MANAGERIAL
PERSONNEL AND OTHER EMPLOYEES WILL BE AS UNDER**

The following will be the guiding factors with respect to remuneration to Directors, Key Managerial Personnel and other employees

- (A) The objective of policy is directed towards having a compensation philosophy and structure that will reward and retain talent;

- (B) Remuneration to Key Managerial Personnel and other employees will have a balance between fixed and incentive pay reflecting both short- and long-term performance objectives appropriate to the working of the Company and its goals and objectives. Such remuneration will generally comprise of fixed pay, bonus, ex-gratia, perquisites and other work-related benefits;
- (C) The Remuneration to the key managerial personnel and other employees will be such as to ensure that the relationship of remuneration to performance is clear and meets appropriate performance benchmarks and also the market conditions in the employment market.



Form No. MR-3

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

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

To,
The Members
VISAGAR FINANCIAL SERVICES LIMITED
CIN: L99999MH1994PLC076858
907-908, DEV PLAZA, 9TH FLOOR, OPP. ANDHERI FIRE STATION, S.V. ROAD, ANDHERI (W)
MUMBAI-400058

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

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

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

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999, and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;



- (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018
 - (d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 – **No events / actions occurred during the Audit Period in pursuance of this regulation;**
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 – **No events / actions occurred during the Audit Period in pursuance of this regulation;**
 - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 – **No events / actions occurred during the Audit Period in pursuance of this regulation;**
 - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 – **No events / actions occurred during the Audit Period in pursuance of this regulation;** and
 - (i) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015; and
- (vi) Based on the representations made by the Company and its officers and my verification of the relevant records on test check basis, the Company has adequate system and process in place for compliance with the following laws applicable specifically to the Company:
- a. The Reserve Bank of India Act, 1934, as applicable to Non- banking Financial Companies;
 - b. Master Direction - Non-Banking Financial Company – Non-Systemically Important Non-Deposit taking Company and Deposit taking Company (Reserve Bank) Directions, 2016;
 - c. Master Direction - Monitoring of frauds in NBFCs (Reserve Bank) Directions, 2016;
 - d. Master Direction – Non-Banking Financial Companies Auditor’s Report (Reserve Bank) Directions, 2016;
 - e. Master Direction – Non-Banking Financial Company Returns (Reserve Bank) Directions, 2016;
 - f. Master Direction – Information Technology Framework for the NBFC Sector;
 - g. Master Direction - Know Your Customer (KYC) Direction, 2016
 - h. Prevention of Money Laundering Act, 2002 and the Rules made thereunder; and;
 - i. Various Circulars, Notifications, Directions, Guidelines, Master Circulars issued by the Reserve Bank of India from time to time in respect of Non-Systemically Important Non-Deposit taking Non-Banking Financial Company;



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

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

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

During the period under review and as per the explanations and representations made by the management and subject to clarifications given to us, the Company has generally complied with the provisions of the Act, Rules, Regulations, Guidelines, etc., except the following:

1. *Company has appointed Independent Directors but the name of the Independent Directors has not registered under the Database of Independent Directors.*

Other Statutes, Acts, Laws, Rules, Regulations, Guidelines and Standards as applicable to the Company are given below:

- (i) Labour Laws and other incidental laws related to employees appointed by the Company either on its payroll or on contract basis, as related to wages, gratuity, provident fund, ESIC, compensation etc;
- (ii) Stamps Acts and Registration Acts of respective states;
- (iii) Acts as prescribed under Direct Tax and Indirect Tax;
- (iv) Land Revenue laws of respective states;
- (v) Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013;
- (vi) Such other Local laws as applicable to the Company and its offices/ branches.

I further report that:

- The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors including Woman Director. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.
- Adequate notice is given to all directors for the Board Meetings, including Committees thereof, along with agenda and detailed notes on agenda at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting by the directors.
- All decisions at Board Meetings and Committee Meetings are carried out unanimously and recorded in the minutes of the meetings of the Board of Directors or Committee of the Board, as the case may be.

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



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

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

Place : Kolkata
Date : 08.09.2023

KIRTI SHARMA
Practicing Company Secretary
Membership No. A41645
CP No. 26705
Peer Review Certificate no. 3710/2023
UDIN: A041645E000973796



'ANNEXURE A'

To,
The Members
VISAGAR FINANCIAL SERVICES LIMITED
CIN: L99999MH1994PLC076858
907-908, DEV PLAZA, 9TH FLOOR, OPP. ANDHERI FIRE STATION, S.V. ROAD, ANDHERI (W)
MUMBAI-400058

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

1. Maintenance of secretarial record is the responsibility of the management of the company. My responsibility is to express an opinion on these secretarial records based on our audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices, I followed provide a reasonable basis for our opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, I have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

Place : Kolkata
Date : 08.09.2023

KIRTI SHARMA
Practicing Company Secretary
Membership No. A41645
CP No. 26705
Peer Review Certificate no. 3710/2023
UDIN: A041645E000973796



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
VISAGAR FINANCIAL SERVICES LIMITED
CIN: L99999MH1994PLC076858
907-908, DEV PLAZA, 9TH FLOOR, OPP. ANDHERI FIRE STATION, S.V. ROAD, ANDHERI (W)
MUMBAI-400058

I have examined the relevant registers, records, forms, returns and the disclosures received from the Directors of VISAGAR FINANCIAL SERVICES LIMITED, having CIN L99999MH1994PLC076858, and registered office at 907-908, DEV PLAZA, 9TH FLOOR, OPP. ANDHERI FIRE STATION, S.V. ROAD, ANDHERI (W) MUMBAI-400058 (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) as considered necessary and explanations furnished to me by the Company & its officers, I hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on March 31, 2023, have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority:

Sr. No.	Name of Director	DIN	Date of appointment in Company
1.	TILOKCHAND MANAKLAL KOTHARI	00413627	15/01/2011
2.	KAILASH RAM GOPAL CHHAPARWAL	01211651	30/11/2017
3.	KULDEEP KUMAR	08373716	30/03/2019
4.	MADHU BALA VAISHNAV	08376551	30/03/2019
5.	SANJAY RAJAK	08417877	16/04/2019

Ensuring the eligibility of the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification.

This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Place : Kolkata
Date : 08.09.2023

KIRTI SHARMA
Practicing Company Secretary
Membership No. A41645
CP No. 26705
Peer Review Certificate no. 3710/2023
UDIN: A041645E000973917

Secretarial Compliance Report of Visagar Financial Services Limited for the financial year ended 31st March, 2023

We have examined:

- (a) all the documents and records made available to us and explanation provided by **Visagar Financial Services Limited** (“the listed entity”),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification, for the year ended 31st March, 2023 (“Review Period”) in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 (“SEBI Act”) and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 (“SCRA”), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India (“SEBI”);

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

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Act and dealing with client.
- (e) The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;
- (f) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **Not Applicable**
- (g) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; **Not Applicable**
- (h) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **Not Applicable**

(i) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; **Not Applicable**

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

(k) (Other regulations as applicable) and circulars/ guidelines issued thereunder;

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

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations /Remarks by PCS*
1.	<p>Secretarial Standards:</p> <p>The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI), as notified by the Central Government under section 118 (10) of the Companies Act, 2013 and mandatorily applicable.</p>	Yes	The Listed entity has complied with all the applicable secretarial standards under companies act, 2013.
2.	<p>Adoption and timely updation of the Policies:</p> <ul style="list-style-type: none"> ● All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities ● All the policies are in conformity with SEBI Regulations and have been reviewed & updated on time, as per the regulations/circulars/guidelines issued by SEBI 	Yes	The Listed entity has adopted and updation of all the applicable policies as SEBI Regulations.
3.	<p>Maintenance and disclosures on Website:</p> <ul style="list-style-type: none"> ● The Listed entity is maintaining a functional website ● Timely dissemination of the documents/information under a separate section on the website ● Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/section of the website 	Yes	The Listed entity has maintained and disclose all the required details on Website as per Regulation 46 of SEBI (LODR), 2015.

4.	Disqualification of Director: None of the Director(s) of the Company is/ are disqualified under Section 164 of Companies Act, 2013as confirmed by the listed entity.	Yes	None of the Directors of the Listed entity is disqualified under Section 164 of the Companies Act, 2013.
5.	Details related to Subsidiaries of listed entities have been examined w.r.t.: (a) Identification of material subsidiary companies (b) Disclosure requirement of material as well as other subsidiaries	Not Applicable	The Listed entity does not have any subsidiary company.

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations /Remarks by PCS*
6.	Preservation of Documents: The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documentsand Archival policy prescribed under SEBI LODR Regulations, 2015.	Yes	The Listed entity has maintained proper records of all the documents as prescribed under SEBI Regulations.
7.	Performance Evaluation: The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations.	Yes	Company has conducted the performance evaluation in the first meeting of Board of Directors dated 16 th April, 2022
8.	Related Party Transactions: (a) The listed entity has obtained prior approval of Audit Committee for all related party transactions; or (b) The listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit Committee, in case no prior approval has been obtained.	Yes	The Listed entity has obtained prior Approval of Audit committee for all related party transactions.

9.	Disclosure of events or information: The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	Yes	The listed entity has provided all the required disclosure(s) under Regulation 30 of SEBI (LODR), 2015.
10.	Prohibition of Insider Trading: The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	Yes	The Listed Entity is properly complied with Regulation 3(5) & 3(6) of SEBI (Prohibition of Insider Trading) Regulations, 2015.
11.	Actions taken by SEBI or Stock Exchange(s), if any: Action(s) has been taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder except as provided under separate paragraph herein (**).	No	

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations /Remarks by PCS*
12.	Additional Non-compliances, if any: No additional non-compliance observed for any SEBI regulation/circular/guidance note etc.		

Compliances related to resignation of statutory auditors from listed entities and their material subsidiaries as per SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019:

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations /Remarks by PCS*
1.	Compliances with the following conditions while appointing/re-appointing an auditor		

	<p>i. If the auditor has resigned within 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter; or</p> <p>ii. If the auditor has resigned after 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter as well as the next quarter; or</p> <p>iii. If the auditor has signed the limited review/ audit report for the first three quarters of a financial year, the auditor before such resignation, has issued the limited review/ audit report for the last quarter of such financial year as well as the audit report for such financial year.</p>	Yes	<p>The Listed entity has proposed to appoint M/s. Agarwal Desai & Shah., Chartered Accountants as statutory auditors of the company in the Annual General Meeting Held on 30th September, 2022 but resolution was not approved by the members of the company and afterward conducted Extraordinary General Meeting dated 04th November, 2022 for appointment of New Auditor of the Company i.e M/s. Bhattar and Associates for the period of 5 years.</p>
2.	Other conditions relating to resignation of statutory auditor		
	<p>i. Reporting of concerns by Auditor with respect to the listed entity/its material subsidiary to the AuditCommittee:</p> <p>a. In case of any concern with the management of the listed entity/material subsidiary such as non-availability of information / non-cooperation by the management which has hampered the audit process, the auditor has approached the Chairman of the Audit Committee of the listed entity and the Audit Committee shall receive such concern directly and immediately without specifically waiting for the quarterly Audit Committee meetings.</p>	Not Applicable	

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations /Remarks by PCS*
	<p>b. In case the auditor proposes to resign, all concerns with respect to the proposed resignation, along with relevant documents has been brought to the notice of the Audit Committee. In cases where the proposed resignation is due to non-receipt of information / explanation from the company, the auditor has informed the Audit Committee the details of information / Explanation sought and not provided by the management, as applicable.</p> <p>c. The Audit Committee / Board of Directors, as the case may be, deliberated on the matter on receipt of such information from the auditor relating to the proposal to resign as mentioned above and communicate its views to the management and the auditor.</p> <p>ii. Disclaimer in case of non-receipt of information: The auditor has provided an appropriate disclaimer in its audit report, which is in accordance with the Standards of Auditing as specified by ICAI / NFRA, in case where the listed entity/ its material subsidiary has not provided information as required by the auditor.</p>	Not Applicable	

3.	The listed entity / its material subsidiary has obtained information from the Auditor upon resignation, in the format as specified in Annexure-A in SEBI Circular CIR/CFD/CMD1/114/2019 dated 18 th October, 2019.	Not Applicable	
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*Observations /Remarks by PCS are mandatory if the Compliance status is provided as 'No' or 'NA'

- (a) (**) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below: **Not Applicable**

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

- (b) The listed entity has taken the following actions to comply with the observations made in previous reports: **Not Applicable**

Sr. No.	Compliance Requirement (Regulations / circulars / guidelines including specific clause)	Regulation / Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
						Advisory/ Clarification/ Fine/Show Cause Notice/ Warning, etc.				

VRG & Associates

Practicing Company Secretaries

Vijay Ramesh Gupta

Proprietor

Mem. No. 33236

CP No. 22478

UDIN: A033236E000378955

PR No: 1678/2022

Date: 25/05/2023

Place: Mumbai

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

In this Management Discussion and Analysis Report (MDAR), we provide an insightful overview of Visagar Financial Services Limited's performance, operations, and key developments during the reporting period. This section serves as an essential part of our annual report, offering stakeholders valuable insights into your Company's strategic direction and performance.

Forward-Looking Statements

Before delving into the MDAR, it is imperative to acknowledge the presence of certain "forward-looking statements" contained within this document. These forward-looking statements appear throughout this report, including under chapters titled "Risk Factors," "Our Business", "Management's Discussion and Analysis of Financial Position and Results of Operations", "Industry Overview", etc

Forward-looking statements encompass projections, expectations, and insights into our Company's plans, objectives, strategies, future events, financial performance, and various other aspects of our business. These statements may include words or phrases such as 'anticipate,' 'believe,' 'continue,' 'estimate,' 'expect,' 'intend,' 'may,' 'plan,' 'potential,' 'project,' 'will,' and similar expressions. While these statements offer valuable insights, it's important to note that they are not guarantees of future performance.

Factors Affecting Forward-Looking Statements

Forward-looking statements, by their nature, are subject to various known and unknown risks, uncertainties, and assumptions. These uncertainties and factors can cause actual results, performance, or achievements to differ materially from what is expressed or implied by these statements.

Cautionary Note

While we believe that the expectations reflected in our forward-looking statements are reasonable, we cannot guarantee that they will materialize as anticipated. Given these uncertainties, stakeholders are urged not to place undue reliance on these statements.

These forward-looking statements reflect our Company's position as of the date of this report and the respective dates indicated herein. We, our Directors, our Promoter, and affiliates have no obligation to update or revise these statements to reflect circumstances arising after the date hereof or to account

for events that may not align with our assumptions.

INDIAN ECONOMY OVERVIEW

it is noteworthy that despite the global economic challenges caused by high inflation in developed countries such as the UK, coupled with looming recessions in many developed nations, notably the USA, and widespread corporate layoffs, particularly in the IT sector, the world economy faces further uncertainties due to ongoing international conflicts and turbulence in the global banking sector. However, amid this somber backdrop, the Indian economy has demonstrated remarkable resilience.

For the fiscal year 2022-23, it is anticipated that India's GDP will reach a commendable 7%, taking into account all relevant data. Looking ahead to fiscal year 2023-24, the Reserve Bank of India (RBI) projects a growth rate of 6.5%, despite the presence of numerous adverse global factors. This resilience is a testament to India's close integration with the global economy.

India's success in mitigating the adverse effects of these global challenges can be attributed to a series of strategic actions taken by both the Central Government and the RBI. Notably, their efforts have been effective in controlling inflation and preventing a severe economic downturn.

The "Make in India" initiative, promoted by the Central Government, has attracted several global manufacturing and distribution companies to establish their presence in India. Furthermore, the Central Government's prudent decision to procure more affordable Russian crude oil has shielded the Indian economy from the shocks resulting from protracted international conflicts.

Additionally, the deliberate investments in basic infrastructure within the road and transport sector are expected to yield substantial long-term benefits for future generations. Moreover, the consistent growth in both direct and indirect tax collections, particularly through GST, exceeding one lakh crore rupees, underscores the positive trajectory of India's economic growth.

In summary, despite the challenging global economic landscape, India's economy has exhibited resilience, thanks to the strategic measures taken by the government and the proactive policies that have attracted global investment and ensured fiscal stability. This reaffirms India's position as a promising player in the global economic arena.

****Overview of the Non-Banking Financial Company (NBFC) Industry****

The NBFC industry is poised for significant growth, with the overall loan portfolio expected to expand by approximately 13%, reaching a substantial ₹50 trillion by March 2024. The Reserve Bank of India (RBI) has commended NBFCs for their efforts in extending financial services to previously underserved individuals.

In the coming years, NBFCs are anticipated to shift their focus towards new business avenues, including unsecured loans and the SME segment, which offer higher growth prospects compared to traditional products. To achieve these ambitious growth targets, an additional funding of ₹2.9 to ₹3.3 trillion in the fiscal year 2024 will be required.

The NBFC-Retail sector's Assets Under Management (AUM) are expected to grow at a rate of 12-14% in fiscal year 2024, reaching ₹14.7 trillion by March 2024. NBFCs are at the forefront of leveraging technology for faster, paperless disbursements, and wider coverage, thus improving accessibility to financial services. Their focus remains on enhancing asset quality and overall profitability. NBFCs across various segments are exploring technological collaboration to offer a diversified range of products, which will benefit smaller and mid-sized NBFCs by enabling them to compete with established players.

Notably, asset quality has seen improvement, especially compared to the pre-pandemic period, as NBFCs have written off most bad loans. The anticipated new write-offs are expected to remain moderate compared to historical levels. The industry's Provision Coverage Ratio (PCR) for NBFCs has been on a steady upward trend over the past two years. Gross Non-Performing Assets (GNPA) % is forecasted to decline to 3.4% as of March 2024. Supported by improved asset quality, credit costs are estimated to decrease to 1.5% in fiscal year 2024, down from 1.7% in fiscal year 2023 (P), and significantly lower than the 2.2% recorded in fiscal year 2022. Consequently, NBFCs are projected to maintain a consistent profitability range of 2.4% to 2.6% in fiscal year 2024, in line with fiscal years 2023 and 2022.

NBFCs have effectively managed to maintain adequate capitalization, with internal profit generation playing a pivotal role in ensuring healthy capital reserves. While sectoral growth is crucial, maintaining a sufficient capital cushion in alignment with growth objectives is deemed essential.

Furthermore, in 2022, banks increased their outstanding credit to NBFCs by 35.5% year-on-year, surpassing the ₹13 lakh crore mark to reach ₹13.2 lakh crore. NBFCs' share of total bank lending saw a notable rise during the year, increasing from 8.5% at the start of the year to 9.9% by year-end. The growth in credit exposure to NBFCs crossed several significant milestones in 2022, highlighting the robust nature of this expansion. This growth has been driven by the substantial increase in the NBFC asset portfolio and the shifting of additional borrowings to banks due to differences in market yields and interest rates offered by banks, as well as reduced borrowing from overseas markets.

Source: ICRA April'23 Quarterly Update

Non-Banking Financial Companies (NBFC) are an integral part of the Indian Financial system, augmenting competition and diversification in the financial sector and complementing the banking system. The Indian NBFC sector has been providing credit to customers in the underserved and unbanked areas. Their channelling the savings and investments of customers and the subsequent capital formation is necessary for India's economic growth and development. Their ability to innovate products in conformity with the needs of their clients is well established.

Classification of NBFCs based on activities undertaken

1. **Asset Finance Company (NBFC-AFC)** - Financing of physical assets supporting productive/economic activity, including automobiles, tractors and generators.
2. **Loan Company**- Providing finance by extending loans or otherwise for any activity other than its own but does not include an AFC.
3. **Investment Company**- Acquiring securities for the purposes of selling.
4. **Infrastructure Finance Company (NBFC-IFC)**- Providing infrastructure loans.
5. **Systemically Important Core Investment Company (CIC-ND-SI)** - Acquiring shares and securities for investment in mainly equity shares.
6. **Infrastructure Debt Fund (NBFC-IDF)**- For facilitating flow of long-term debt into infrastructure projects.
7. **Micro Finance Institution (NBFC-MFI)**- Extending credit to economically disadvantaged groups as well support Micro, Small and Medium Enterprises (MSMEs).
8. **Factor (NBFC-Factor)**- Undertaking the business of acquiring receivables of an assignor or extending loans against the security interest of the receivables at a discount.
9. **NBFC-Non-Operative Financial Holding Company (NOFHC)**- For permitting promoter groups to set up a new bank.
10. **Mortgage Guarantee Company (MGC)**- Undertaking mortgage activities.
11. **Account Aggregator (NBFC-AA)**- Collecting and providing the information of customers' financial assets in a consolidated, organised and retrievable manner to the customer or others as specified by the customer.
12. **Non-Banking Financial Company** - Peer to Peer Lending Platform (NBFC-P2P) providing an online platform to bring lenders and borrowers together to help mobilise unsecured finance.

NBFCs operate at higher yields mainly because they cater to underserved markets. Their operating cost as well as bad debt expenditure is lower compared to banks due to:

- ❖ Better risk appreciation and management.
- ❖ Lower cost due to lean and focused business models.
- ❖ Better service through faster response and personalised approach.

Visagar Financial Services Limited has been able to run its business operations in a profitable manner and generate adequate funds to meet its financial obligations.

- **Overview of Capital Markets**

Capital markets play a pivotal role in the economic development of a country, serving as a crucial source of financial resources for sustainable long-term growth. These markets are instrumental in facilitating higher productivity, real-wage growth, increased employment opportunities, and macroeconomic stability.

The capital market holds a pivotal role in the financial landscape, serving as a vital source of long-term funding for sustainable economic development. It is instrumental in driving productivity, real-wage growth, employment opportunities, and macroeconomic stability.

In the context of India's "India@100" vision to attain developed nation status in the next 25 years, the capital market takes on a paramount significance. It plays a central role in channeling investments needed to realize this ambitious goal. India's resilience, emerging from recent global economic uncertainties, underscores its capacity to pursue a path of robust and sustainable growth.

The Union budget for FY24 has provided a roadmap for "India@100," reflecting the government's commitment to capital expenditure with record allocations. This strategic focus on infrastructure and development aligns seamlessly with the overarching vision.

Notably, the Indian equity market stands as a testament to the nation's financial prowess. It has witnessed exponential growth over the years and ranks among the world's largest markets in terms of market capitalization, turnover, and the number of listed companies.

Despite recent challenges, including global inflation and geopolitical tensions, the equity market has displayed resilience. FY22 saw a surge in IPOs and increased retail participation, driven by several factors, including an accommodating monetary policy, technological advancements, and easy access to market information.

India's growing share in global market capitalization reflects its rising prominence, now ranking 5th globally behind developed nations. Indian stock exchanges have consistently ranked among the top 10 in the world in terms of market capitalization.

Currently, India's market capitalization is approximately USD 3.5 trillion, nearly matching its GDP. To align with the 2:1 ratio of market capitalization to GDP, as seen in the United States, by the time India's GDP reaches USD 40 trillion in 2047, market capitalization needs to grow to USD 80 trillion, requiring an approximate CAGR of 14% over the next 24 years.

The present economic landscape is marked by global inflation and various uncertainties. In such times, capital markets become even more critical, providing a means to channel funds efficiently and effectively. In conclusion, the capital market serves as the cornerstone of India's economic growth aspirations, channeling investments for a prosperous future. India's resilience and commitment to development provide a strong foundation for achieving its "India@100" vision.

Source: Indian Capital Market: Driver of Growth During Amrit Kaal by ASSOCHAM

BUSINESS & FINANCIAL PERFORMANCE

- Your Company was originally incorporated on March 01, 1994 as Inca Finlease Private Limited. Your Company was further converted from private to public on July 08, 1994 after its name was Inca Finlease Limited. The name of your Company was later changed to Visagar Financial services Limited on February 11, 2011.
- Your Company operates as a Non-Banking Financial Company (NBFC) registered under the regulatory framework of the Reserve Bank of India (RBI). Your company falls under the category of a Non-Deposit Taking (ND) and Non-Systematically Important (NSI) Non-Banking Financial Company – Investment and Credit Company, abbreviated as 'NBFC-ICC' and is positioned within the Base Layer (BL) of the RBI's Scale Based Regulatory Framework. Your Company being a registered NBFC with RBI has been primarily engaged in the business of investing in securities of listed and unlisted companies and making secured and unsecured loans.

Your management uses estimates and judgments relating to the financial statements on a prudent and reasonable basis, in order that the financial statements reflect in a true and fair manner, the state of affairs and profit / loss for the year.

During the year under review your Company's Topline has increased from Rs. 168.2 Million in FY21-22 to Rs. 518.0 Million in FY22-23 and the expenses during the year has also

increased from Rs. 165.85 Million in FY21-22 to Rs. 499.87 Million in FY22-23. Your Company has registered a profit before tax of Rs. 18.14 Million in FY22-23 versus Rs. 2.38 Million in FY21-22 and a net profit of Rs. 12.79 Million in FY22-23 versus Rs. 2.38 Million in FY21-22.

Your Company is optimistic about the coming year. Given the resilient Indian economy, businesses & markets, your Directors are hopeful that the results will be more encouraging.

MATERIAL DEVELOPMENTS

During the period under review, your Company conducted a Rights Issue of 49,73,87,700 equity shares, each with a face value of Re. 1.00/- per share, at an issue price of Re. 1.00/- per Right Share. This resulted in your Company further allotting and raising Rs. 48,63,88,645 in equity capital, leading to increase in the paid-up capital from Rs. 9,75,27,000 to Rs. 58,39,15,645 equity shares of Re. 1/- each. This has enhanced your Company's financial position to support its growth objectives. We appreciate the participation of our shareholders in this Rights Issue.

RISK & CONCERNS

As a non-deposit taking NBFC, the Company is subject to regulations by Indian governmental authorities, including the Reserve Bank of India. Also, as the Company operates in various lines of businesses, it is governed by different Indian regulators across these businesses. Their laws and regulations impose numerous requirements on the Company, including asset classifications and prescribed levels of capital adequacy, solvency requirements and liquid assets. There may be future changes in the regulatory system or in the enforcement of the laws and regulations that could adversely affect the Company's performance.

Any slowdown in economic growth in India could cause the business of the Company to suffer. Recently, the growth in industrial production has been variable. Any slowdown in the Indian economy, and in particular in the demand for housing and infrastructure, could adversely affect the Company's business. Similarly, any sustained volatility in global commodity prices, including a significant increase in the prices of oil and petroleum products, could once again spark off a new inflationary cycle, thereby curtailing the purchasing power of the consumers. VFSL manages these risks by maintaining a conservative financial profile and following prudent business and risk management practices.

It is essential for stakeholders to be informed about the challenges and uncertainties that may impact the company's operations and financial performance. Your Company recognizes the importance of managing and mitigating these risks effectively to sustain its growth and profitability.

1. Economic and Market Risks:

a. Macroeconomic Factors: Your Company's operations are influenced by the broader economic environment. Economic downturns, inflation, changes in interest rates, and global economic uncertainties can impact the company's financial performance and asset quality.

b. Market Volatility: The financial markets, in which your Company actively participates, can be subject to significant fluctuations. These fluctuations may affect the valuation of securities in the company's investment portfolio and trading activities.

2. Regulatory and Compliance Risks:

a. Regulatory Changes: As a registered NBFC under the RBI, your Company is subject to regulatory changes and updates. Non-compliance with regulatory requirements or changes in regulations can have adverse effects on the company's operations and reputation.

b. Legal and Compliance Issues: Legal disputes, litigation, or non-compliance with legal and regulatory requirements can result in financial liabilities, reputational damage, and operational disruptions.

3. Credit and Portfolio Risks:

a. Credit Risk: Your Company's core business involves lending and investment activities. Credit risk is inherent in these activities, and defaults by borrowers or deterioration in the creditworthiness of investments can impact the company's financial health.

b. Portfolio Diversification: The success of your Company's investment strategy depends on the diversification of its portfolio. Concentration in certain sectors or industries may expose the company to sector-specific risks.

4. Liquidity and Funding Risks:

a. Funding Dependency: Your Company's ability to meet its financial obligations relies on its access to funding sources. A sudden disruption in funding sources or liquidity constraints can pose significant challenges.

b. Interest Rate Risk: Fluctuations in interest rates can affect your Company's borrowing costs and the profitability of its interest-sensitive assets.

5. Market Competitiveness:

a. Competitive Landscape: The financial services industry is highly competitive. Intense competition can put pressure on pricing, market share, and profitability.

b. Technological Advances: Rapid technological advancements in the financial sector require ongoing investments in technology and digital capabilities to remain competitive.

6. Operational and Cyber security Risks:

a. Operational Risks: Operational disruptions, errors, or breakdowns in internal processes and systems can impact your Company's ability to conduct business efficiently.

b. Cyber security: In an increasingly digital world, cyber security threats are a growing concern. Data breaches or cyber attacks can result in financial losses and reputational damage.

7. Pandemic and External Shocks:

a. Global Events: External shocks, such as pandemics or geopolitical tensions, can have unforeseen consequences on financial markets and the overall economy, affecting your Company's operations.

b. Risk Assessment and Mitigation: Your Company recognizes the importance of a robust risk management framework to identify, assess, and mitigate these risks effectively. The company is dedicated to maintaining a vigilant approach to risk management, fostering a culture of compliance, and adapting to changing market dynamics.

The risks and concerns outlined above are not exhaustive, and other risks may emerge over time. Visagar Financial Services Ltd remains committed to monitoring, managing, and adapting to these risks to safeguard the interests of its stakeholders and ensure long-term sustainability. The company will continue to implement risk mitigation strategies, maintain a strong capital position, and stay focused on its core business principles.

Opportunities and Threats

Visagar Financial Services Limited recognizes the importance of evaluating both opportunities and threats that may impact the company's performance and strategic direction. We enumerate the key opportunities for growth and development, as well as

potential threats and challenges that require careful consideration:

Opportunities:

- Growth in Financial Services Sector in India
- Diversification of Investment Portfolio across sectors and asset classes.
- Embracing Digital Transformation for enhanced customer engagement and operational efficiency.
- Regulatory Support & favorable policy changes.
- Rising Financial Inclusion & Accessibility
- Potential in largely underserved market for financial services/products.
- Brand Strength and Distribution
- Explore opportunities for cross-selling various financial services.
- Increasing Per-Capita GDP driving financial aspirations
- Changing Demographic profile favouring rising finance savvy & aspiring young population

Threats:

- Economic uncertainties, including inflation and policy slowdown, impacting asset quality and profitability.
- Frequent regulatory changes posing compliance challenges and operational disruptions.
- Credit Risks: Default by borrowers or credit deterioration leading to losses.
- Intense competition from local and multinational players affecting market share.
- Force Majeure Events or Acts of God, Lockdowns affecting the businesses and overall economy
- Risk associated with successful execution of strategic initiatives.
- Inflationary pressures impacting financial stability.
- Attraction and Retention of Talent

Your Company remains committed to addressing these threats while harnessing opportunities for sustainable growth. Your Company will continue to adapt to changing market dynamics, embrace technological innovations, and pursue strategic initiatives that align with its core values and mission. Your company remains dedicated to its mission of providing innovative and customer-centric financial solutions while maintaining financial prudence and regulatory compliance.

SEGMENT-WISE PERFORMANCE

The Company's main business is giving loans, investment securities of listed and unlisted companies, etc. All the activities of the Company are related to its mainbusiness. Therefore, there are no separate reportable segments within the organization.

INTERNAL CONTROL SYSTEM AND ADEQUACY

Internal Control measures and systems are established to ensure the correctness of the transactions and safe guarding of the assets. An effective system of internal control allows the NBFCs to assume additional risks in a calculated manner while minimizing financial surprises and protecting itself from significant financial loss. Thus, internal control is an integral component of risk management. The Internal control checks and internal audit programmes adopted by our Company plays an important role in the risk management feedback loop, in which the information generated in the internal control process is reported back to the Board and Management. The internal control systems are modified continuously to meet the dynamic change.

MATERIAL DEVELOPMENT IN HUMAN RESOURCES / INDUSTRIAL RELATIONS FRONT

Relations remained cordial with employees at all levels during the year. During the year under review, industrial relations have generally remained healthy, cordial and harmonious.

CAUTIONARY STATEMENT

The Statements in this Management's Discussion and Analysis Report describing the Company's objectives, projections, estimates and expectations may be forward looking statements within the meaning of applicable laws and regulations. Actual Result might differ materially from those expressed or implied.

The Company is not under any obligation to publicly amend, modify or revise any forward-looking statements on the basis of any subsequent developments, information or events.

CERTIFICATION FROM EXECUTIVE DIRECTOR/CFO/CEO

To,
The Board of Directors,
Visagar Financial Services Limited

We hereby certify the following as stipulated in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 that:

- 1) We have reviewed Financial Statements and the Cash Flow Statement for the year ended March 31, 2023 and that to the best of our knowledge and belief:
 - a. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - b. these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- 2) There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violate the Company's Code of Conduct.
- 3) We accept responsibility for establishing and maintaining internal controls for financial reporting and have evaluated the effectiveness of the internal controls systems of the Company pertaining to financial reporting and have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- 4) We further certify that:
 - a. there have been no significant changes in internal control over financial reporting during the period under review;
 - b. there have been no significant changes in accounting policies made during the period and that the same have been disclosed in the notes to the financial statements; and

- c. there have been no instances of significant fraud of which we 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.

Sd/-

Ankita Rai
Chief Financial
Officer

Sd/-

Sagar Kothari
Chief Executive
Officer

Place: Mumbai
Date: 28.04.2023

INDEPENDENT AUDITOR'S REPORT

To the Members of **Visagar Financial Services Limited**

Report on the Audit of Financial Statements

Opinion

We have audited the standalone financial statements of **Visagar Financial Services Limited** ("the Company"), which comprise the balance sheet as at March 31, 2023, the statement of Loss and Statement of Cash Flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by 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 and its cash flows for the year ended on that date.

Basis for Opinion

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

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. There are no key audit matters to be communicated in our report.

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

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

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

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

Management's Responsibility for the Financial Statements

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

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

Auditor's Responsibilities for the Audit of the Financial Statements

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

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

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

Materiality is the magnitude of misstatement 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 in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatement in the Financial Statements.

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

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

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

Report on Other Legal and Regulatory Requirements

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 "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

As required by Section 143(3) of the Act, we report that:

- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books
- c) The Balance Sheet, the Statement of Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
- d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- e) On the basis of the written representations received from the directors as on 31st March 2023 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March 2023 from being appointed as a director in terms of Section 164 (2) of the Act.
- f) With respect to the internal financial controls with reference to financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".
- g) With respect to the matter to be included in the Auditor's Report under section 197(16), In our opinion and according to the information and explanations given to us, the remuneration paid by the Company to its directors during the current year is in accordance with the provisions of section 197 of the Act. The remuneration paid to any director is not in excess of the limit laid down under section 197 of the Act. The Ministry of Corporate Affairs has not prescribed other details under section 197(16) which are required to be commented upon by us.

- h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- i. The Company does not have any pending litigations which would impact its financial position.
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
 - iv. The management has represented that, to the best of its knowledge and belief, other than as disclosed in the notes to the accounts,
 - (i) no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the company to or in any other person(s) or entity(ies), including foreign entities 'Intermediaries', with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company 'Ultimate Beneficiaries' or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and
 - (ii) no funds have been received by the company from any person(s) or entity(ies), including foreign entities 'Funding Parties', with the understanding, whether recorded in writing or otherwise, that the company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party 'Ultimate Beneficiaries' or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
 - (iii) Based on audit procedures carried out by us, that we have considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us believe that the representations under sub-clause (i) and (ii) contain any material misstatement.
 - v. The Company has not declared or paid any dividends during the year and accordingly reporting on the compliance with section 123 of the Companies Act, 2013 is not applicable for the year under consideration.

For **Bhatter and Associates**
Chartered Accountants
Firm Registration No. 131411W

CA Rohit Kumar Tawari
Partner
M. No. 197557
Place: Mumbai
Date: 28-04-2023
UDIN: 23197557BGUENA4687

ANNEXURE A TO INDEPENDENT AUDITORS' REPORT OF EVEN DATE ON THE FINANCIAL STATEMENTS OF VISAGAR FINANCIAL SERVICES LIMITED FOR THE YEAR ENDED MARCH 31, 2023

[Referred to in paragraph under 'Report on Other Legal and Regulatory Requirements' in the Independent Auditors' Report]

- i.
 - a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
The Company does not have any intangible assets.
 - b) As explained to us Fixed assets have been physically verified by the management during the year in accordance with the phased program of verification adopted by the management which, in our opinion, provides for physical verification of all the fixed assets at reasonable intervals. According to the information and explanations given to us, no material discrepancies were noticed on such verification.
 - c) The company does not own immovable property and hence reporting under clause i(c) is not applicable.
 - d) The Company has not revalued its property, plant and equipment (including right of use asset) during the year. Accordingly, paragraph 3 (i) (d) of the Order is not applicable.
 - e) In our opinion and according to the information and explanations given to us, there are no proceedings initiated or are pending against the Company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder. Accordingly, paragraph 3 (i) (e) of the Order is not applicable.
- ii.
 - a) The Company is a service company, primarily rendering financial services. Accordingly, it does not hold any physical inventories. Accordingly, paragraph 3(ii) of the Order is not applicable.
 - b) The Company has not been sanctioned working capital limits in excess of 5 crore, in aggregate, at any points of time during the year, from banks or financial institutions on the basis of security of current assets and hence reporting under clause 3(ii)(b) of the Order is not applicable.
- iii.
 - (a) In our opinion and according to information and explanation given to us, the Company has made investments in/ provided any guarantee or security/ granted any loans or advances in the nature of loans, secured or unsecured to companies, firms, Limited Liability Partnerships or other parties.
 - (b) The Company does not have any subsidiaries, joint ventures and associates.

(c) The aggregate amount during the year and balance outstanding at the balance sheet date with respect to loans or advances and guarantees or security to other than subsidiaries, joint ventures and associates are Rs. 4736.93 Lakhs respectively.

(d) In our opinion and according to information and explanation given to us, 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.

(e) In our opinion and according to information and explanation given to us, in respect of loans and advances in the nature of loans, the schedule of repayment of principal and payment of interest has been stipulated and the repayments or receipts are regular;

(f) In our opinion and according to information and explanation given to us, there are no amounts overdue for more than ninety days.

(g) In our opinion and according to information and explanation given to us, there are no loan or advance in the nature of loan granted 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.

In our opinion and according to information and explanation given to us, the company has not granted any loans or advances in the nature of loans either repayable on demand or without specifying any terms or period of repayment

- iv. In our opinion and according to information and explanation given to us, the company has not granted any loans or provided any guarantees or given any security or made any investments to which the provision of section 185 and 186 of the Companies Act, 2013. Accordingly, paragraph 3 (iv) of the order is not applicable.
- v. In our opinion and according to the information and explanations given to us, the Company has not accepted any deposits or amounts which are deemed to be deposits during the year. Accordingly, paragraph 3 (v) of the Order is not applicable.
- vi. The Central Government of India has not prescribed the maintenance of cost records under sub-section (1) of section 148 of the Act for any of the activities of the company and accordingly paragraph 3 (vi) of the order is not applicable.
- vii. In our opinion and according to the information and explanations given to us:
- (a) Amounts deducted/ accrued in the books of account in respect of undisputed statutory dues including goods and services tax, provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and other material statutory dues have been generally regularly deposited by the Company with the appropriate authorities.
- (b) No undisputed amounts payable in respect of goods and services tax, provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of

excise, value added tax, cess and other material statutory dues were in arrears as at March 31, 2023 for a period of more than six months from the date they became payable except the following:

1. Income Tax

Name of the statute	Nature of the dues	Amount (Rs.)	Period to which the amount related
Income Tax Act, 1961	TDS	29,880	AY 19-20
Income Tax Act, 1961	TDS	16,370	AY 20-21
Income Tax Act, 1961	TDS	2,700	AY 21-22
Income Tax Act, 1961	TDS	2,600	AY 17-18
Income Tax Act, 1961	TDS	45,590	AY 18-19
Income Tax Act, 1961	TDS	42,190	AY 14-15
Income Tax Act, 1961	TDS	400	AY 16-17
Income Tax Act, 1961	TDS	15,460	AY 12-13

2. Professional Tax

Professional Tax payment under Maharashtra State tax on profession has not been paid for the year.

(c) Details of statutory dues referred to in sub-clause (a), which have not been deposited on account of dispute are given below:

Name of the statute	Nature of the dues	Amount (Rs.)	Period to which the amount related
Income Tax Act, 1961	Income Tax	1,54,280	AY 09-10
Income Tax Act, 1961	Income Tax	1,35,553	AY 06-07
Income Tax Act, 1961	Income Tax	13,450	AY 12-13
Income Tax Act, 1961	Income Tax	2,62,020	AY 12-13
Income Tax Act, 1961	Income Tax	31,48,140	AY 15-16
Income Tax Act, 1961	Income Tax	1,75,020	AY 15-16

viii. In our opinion and according to the information and explanations given to us, there are no transactions not recorded in the books of account that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961). Accordingly, paragraph 3 (viii) of the Order is not applicable.

ix. a. In our opinion and according to the information and explanations given to us, the Company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender during the year.

b. In our opinion and according to the information and explanations given to us, the Company is not declared as a wilful defaulter by any bank or financial institution or other lender.

- c. In our opinion and according to the information and explanations given to us, the term loans obtained during the year were applied for the purpose for which they were availed.
- d. In our opinion and according to the information and explanations given to us, funds raised on short term basis have not been utilised for long term purposes.
- e. The Company does not have any subsidiaries/ associates/ joint-ventures and accordingly, paragraphs 3 (ix) (e) and 3 (ix) (f) of the Order are not applicable.
- f. In our opinion and according to the information and explanations given to us, the company has not raised any loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies.
- x. (a) In our opinion, according to the information explanation provided to us, no money has been raised by way of term loans during the year. The Company has not raised any money by way of initial public offer or further public offer (including debt instruments) during the year. Accordingly, the provisions stated in paragraph 3(x) of the Order are not applicable to the Company.
- (b) In our opinion and according to the information and explanations given to us, the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully, partially or optionally convertible) during the year. Accordingly, paragraph 3 (x) (b) of the Order is not applicable.
- xi. a) To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company or no material fraud on the Company by any person has been noticed or reported during the year. Accordingly, paragraph 3 (xi) (a) of the Order is not applicable.
- b) Since there is no fraud by the Company or no material fraud on the Company by any person has been noticed or reported during the year, paragraph 3 (xi) (b) of the Order is not applicable.
- c) To the best of our knowledge and according to the information and explanations given to us, no whistle-blower complaint, have been received by the Company during the year.
- xii. In our opinion and according to the information and explanations given to us, the Company is not a Nidhi Company. Accordingly, the provisions stated in paragraph 3(xii) of the Order are not applicable to the Company.
- xiii. In our opinion and according to the information and explanations given to us, the transactions with the related parties are in compliance with section 177 and 188 of the Act. Where applicable, the details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.

- xiv. (a) In our opinion the Company has an adequate internal audit system commensurate with the size and the nature of its business.
- (b) We have considered the internal audit reports for the year under audit, issued to the Company during the year and till date, in determining the nature, timing and extent of our audit procedures.
- xv. In our opinion and according to the information and explanations given to us, the Company has not entered into non-cash transactions with directors or persons connected with them. Accordingly, paragraph 3 (xv) of the Order is not applicable.
- xvi. a) In our opinion and according to the information and explanations given to us, the Company is required to be registered under section 45-IA of the Reserve Bank of India Act 1934 and the required registration has been obtained.
- b) In our opinion and according to the information and explanations given to us, the Company has not conducted any Non-Banking Financial or Housing Finance activities without a valid Certificate of Registration (CoR) from the Reserve Bank of India as per the Reserve Bank of India Act, 1934.
- (c) In our opinion and according to the information and explanations given to us, the Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly, paragraph 3 (xvi) (c) of the Order is not applicable.
- (d) In our opinion and according to the information and explanations given to us, the Company is not a Core Investment Company (CIC) and it does not have any other companies in the Group. Accordingly, paragraph 3 (xvi) (d) of the Order is not applicable.
- xvii. The Company has not incurred cash losses during the financial year covered by our audit and the immediately preceding financial year.
- xviii. There has been resignation of the statutory auditors of the Company during the year and M/s. Bhattar and Associates Chartered Accountants have been appointed as statutory auditor for the year.
- xix. In our opinion and according to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the board of directors and management plans, there are no material uncertainty exists as on the date of the audit report that Company is capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date.
- xx. The provisions of Section 135 of Companies Act, 2013 are not applicable to the company.

- xxi. In our opinion and according to the information and explanations given to us, the Company does not have investments in subsidiaries/ associates or joint venture companies. Accordingly, paragraph 3 (xxi) of the Order is not applicable.

For Bhatler and Associates
Chartered Accountants
Firm Registration No. 131411W

CA Rohit Kumar Tawari
Partner
M. No. 197557
Place: Mumbai
Date: 28-04-2023
UDIN: 23197557BGUENA4687

ANNEXURE B TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE FINANCIAL STATEMENTS OF VISAGAR FINANCIAL SERVICES LTD

[Referred to in paragraph 1(f) under 'Report on Other Legal and Regulatory Requirements' in the Independent Auditors' Report]

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

We have audited the internal financial controls with reference to financial statements of **Visagar Financial Services Limited** ("the Company") as of March 31, 2023 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

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

Auditors' Responsibility

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

Meaning of Internal Financial Controls With Reference to Financial Statements

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

Inherent Limitations of Internal Financial Controls With Reference to Financial Statements

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

Opinion

In our opinion, the Company has, in all material respects, an internal financial controls with reference to financial statements and such internal financial controls with reference to financial statements were operating effectively as at March 31, 2023, based on the internal control with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note.

For **Bhatter and Associates**
Chartered Accountants
Firm Registration No.131411W

Place: Mumbai
Date:28-04-2023
UDIN: 23197557BGUENA4687

CA Rohit Kumar Tawari
Partner
M. No. 197557

VISAGAR FINANCIAL SERVICES LIMITED
Balance Sheet as at March 31, 2023

	Notes	Amounts in Lakhs	
		As at 31.03.2023	As at 31.03.2022
ASSETS			
Non - Current Assets			
Property, Plant and Equipment	2	0.42	0.04
Capital work in Progress			
Investment Properties			
Goodwill		-	-
Other Intangible Assets		-	-
Intangible assets under development		-	-
Investments accounted for using the equity Method			
Financial Assets			
i) Investments	3	1,124.82	454.95
ii) Loans & Advances	4	4,736.93	634.89
iii) Other Financial Assets	5	-	-
Deferred Tax Assets		-	-
Other non-current assets	6	75.03	4.63
Total non-current assets		5,937.20	1,094.51
Current Assets			
Inventories	7	1,602.29	223.63
Financial Assets			
i) Investments			
ii) Trade Receivables	8	20.31	14.71
iii) Cash and Cash equivalents	9	122.79	8.68
iv) Bank balance other than (iii) above			
v) Loans		-	-
vi) Other financial assets		-	-
Current Tax Assets	10	-	18.49
Other Current Assets	11	76.70	-
Total current assets		1,822.09	265.51
TOTAL ASSETS		7,759.29	1,360.02
EQUITY AND LIABILITIES			
EQUITY			
Equity Share Capital	12	5,839.16	975.27
Other Equity	13	347.15	219.29
Total Equity		6,186.31	1,194.56
LIABILITIES			
Non Current Liabilities			
Financial liabilities			
i) Borrowings			
ii) Other Financial Liabilities			
Provisions	14	-	-
Employee benefit obligations		-	-
Deferred Tax Liabilities	15	-	-
Government grants		-	-
Other non-current liabilities		-	-
Total non-current liabilities		-	-

Current Liabilities			
Financial Liabilities			
i) Borrowings	16	1,494.12	162.42
ii) Trade Payables	17	-	-
iii) Other Financial Liabilities		-	-
Provisions		-	-
Employee benefits obligations		-	-
Government grants		-	-
Current tax liabilities	18	69.54	-
Other Current Liabilities	19	9.32	3.05
Total current liabilities		1,572.98	165.47
TOTAL LIABILITIES		1,572.98	165.47
TOTAL EQUITY AND LIABILITIES		7,759.29	1,360.02

For Bhatler and Associates	For Visagar Financial Services Limited	
Chartered Accountants		
Firm Reg. No : 131411W		
CA Rohit Kumar Tawari	(Tilokchand Kothari)	(Kailash Ram Gopal Chhapparwal)
Partner	Director	Director
M. No: 197557	DIN: 00413627	DIN: 01211651
Place : Mumbai	(Sonam Prajapati)	(Ankita Rai)
Date: 28.04.2023	Company Secretary	Chief Financial Officer

-

VISAGAR FINANCIAL SERVICES LIMITED

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

Amounts in Lakhs

	Notes	2022-23	2021-22
Income			
Revenue from Operations	20	5,180.06	1,682.30
Other Income	21	-	-
Total Income		<u>5,180.05</u>	<u>1,682.30</u>
Expense			
Purchases of Stock-In-Trade	22	6,315.66	1,657.12
Change In Inventories of Stock In Trade	23	-1,378.66	-26.33
Employees Benefit Expenses	24	26.33	8.70
Finance Cost	25	0.14	0.97
Depreciation and Amortisation Expense	2	0.07	0.02
Other Expenses	26	35.16	17.99
Total Expenses		<u>4,998.68</u>	<u>1,658.47</u>
Profit / (Loss) Before Tax		181.37	23.83
Tax expense			
Current Tax		53.50	-
Deferred Tax			
Profit / (Loss) for the period		127.87	23.83
Other Comprehensive Income		35.48	-
Total Comprehensive Income / (Loss) for the period		<u>163.35</u>	<u>23.83</u>
Earnings per equity share:	27		
Basic and Diluted		0.03	-0.02
[Face Value Rs. 1 each]			
Summary of Significant Accounting Policies	1		

The accompanying notes are an integral part of Financial Statements

As per our report of even date.

For Bhatler and Associates

Chartered Accountants

Firm Reg. No : 131411W

CA Rohit Kumar Tawari

Partner

M. No: 197557

Place : Mumbai

Date: 28.04.2023

For Visagar Financial Services Limited

(Tilokchand Kothari)

Director

DIN: 00413627

(Sonam Prajapati)

Company Secretary

**(Kailash Ram Gopal
Chhabarwal)**

Director

DIN: 01211651

(Ankita Rai)

Chief Financial Officer

VISAGAR FINANCIAL SERVICES LIMITED

CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31,2023			
		2022-23	2021-22
PROFIT BEFORE TAX		181.37	23.83
Misc Income		-	
DEPR		0.07	0.02
OPERATING PROFIT BEFORE		181.44	23.84
CHANGE IN WORKING CAPITAL			-
OTHER NON CURRENT INVESTMENTS			-
Other Non current Assets		(70.40)	18.53
Non current financial loan assets		(4,102.04)	75.48
inventories		(1,378.66)	(26.33)
trade receivable		(5.60)	(13.38)
current financial loan assets		-	-
other current assets		(58.21)	-
current tax assets		-	(15.03)
Current tax liability		16.03	(0.61)
current financial borrowing		-	(67.16)
trade payables		-	-
other financial liabilities		-	-
Other non current liabilities		-	(0.16)
other current liabilities		(3.05)	(5.13)
net change in working capital		(5,601.93)	(9.96)
Income tax payable		9.33	(2.25)
cash flow from operating activities	a	(5,411.16)	(12.21)
Sale of Investments		-	17.96
Purchase of Plant and Machinery		(0.38)	-
cash flow from investing activities	b	(0.38)	17.96
Proceeds from issue of share capital		4,863.89	
Investments made in property Plant Equipment and Intangible Assets		(669.87)	
Loans taken		1,331.70	
Cash flow from financing activities	c	5,525.72	
	a+b+c	114.18	5.76
cash op.balance		8.61	2.92
Cash and Cash equivalents at the end of the year		122.79	8.61

For Bhattar and Associates	For Visagar Financial Services Limited	
Chartered Accountants		
Firm Reg. No : 131411W		
	(Tilokchand Kothari)	(Kailash Ram Gopal Chhapparwal)
CA Rohit Kumar Tawari	Director	Director
Partner	DIN: 00413627	DIN: 01211651
M. No: 197557		
	(Sonam Prajapati)	(Ankita Rai)
Place : Mumbai	Company Secretary	Chief Financial Officer
Date: 28.04.2023		

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

A. EQUITY SHARE CAPITAL	Notes	(Amount in Lakhs)
As at 1st April, 2021		975.27
Changes in equity share capital		-
As at 31st March, 2022		975.27
Changes in equity share capital		4,863.89
As at 31st March, 2023		5,839.16

B. OTHER EQUITY

(Amount in Lakhs)

	Reserve & Surplus			
	Securities Premium Reserve	General Reserve	Retained Earnings	Total
Balance as at 1st April, 2021	599.91	0.25	-79.61	520.55
Profit for the year	-	-	23.83	23.83
Other comprehensive income for the year	-	-	-	-
Total comprehensive income for the year	-	-	23.83	23.83
Issuse of share capital	-325.09			
Balance as at 31st March, 2022	274.82	0.25	-55.78	219.29
Balance as at 1st April, 2022	274.82	0.25	-55.78	219.29
Profit for the year	-	-	127.87	127.87
Other comprehensive income for the year	-	-	-	-
Total comprehensive income for the year	-	-	127.87	-
Issuse of share capital	-	-		-
Balance as at 31st March, 2023	274.82	0.25	72.09	347.15

VISAGAR FINANCIAL SERVICES LIMITED

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

Note 2. Property, Plant and Equipment

Amounts in Lakhs

	Computer	Electric Equipment	Furniture & Fixture	Total
Gross Carrying amount				
Deemed Cost as at 1st April, 2021	4.05	0.36	0.41	4.82
Additions	-	-	-	-
Disposals	-	-	-	-
Reclassification as held for sale	-	-	-	-
Balance as at 31st March, 2022	4.05	0.36	0.41	4.82
Additions	0.45	-	-	0.45
Disposals	-	-	-	-
Reclassification as held for sale	-	-	-	-
Balance as at 31st March, 2023	4.49	0.36	0.41	5.26
Accumulated Depreciation				
Balance as at 1st April, 2021	4.05	0.33	0.39	4.83
Additions	-	0.01	0.01	0.02
Disposals	-	-	-	-
Reclassification as held for sale	-	-	-	-
Balance as at 31st March, 2022	4.05	0.34	0.39	4.85
Additions	0.05	0.01	0.01	0.07
Disposals	-	-	-	-
Reclassification as held for sale	-	-	-	-
Balance as at 31st March, 2023	4.10	0.34	0.40	4.91
Net carrying amount				
Balance as at 1st April, 2021	-	0.03	0.03	0.06
Balance as at 31st March, 2022	-	0.02	0.02	0.04
Balance as at 31st March, 2023	0.40	0.01	0.01	0.42

VISAGAR FINANCIAL SERVICES LIMITED

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

Note 3. Investments

Amounts in Lakhs

	As at 31.03.2023		As at 31.03.2022	
	No. of Shares/	Amount (Lakhs.)	No. of Shares/	Amount (Lakhs.)
Investment in quoted Shares				
Maharashtra Corporation Ltd	2684430	27.28	2684430	27.28
Maharashtra Corporation Ltd	25200000	63.00		
Shalimar Production Ltd	1000113	24.60	1000113	24.60
Visagar Polytex Ltd (Warrant)	16500000	46.20	16500000	46.20
Filmcity Media Limited	4130850	41.31	4130850	41.31
Osiajee Texfeb Ltd	349	0.12	349	0.12
Radford Global Shares	560500	11.21	560500	11.21
Rander Corporation Shares	61520	5.06	61520	5.06
Total (a)		218.78		155.78
Investment in Unquoted Shares				
Trisha Media Ltd	1863450	213.38	1863450	213.38
Visagar Textiles Pvt. Ltd.	2000	5.00	2000	5.00
Sagar Portfolio Pvt. Ltd.	21400	53.50	21400	53.50
F-365 Argo Pvt Ltd	6068639	606.86		
Carari Impex Private Limited	30000	0.30	30000	0.30
Lariya Art Palace Private Limited	270000	27.00	270000	27.00
Total (b)		906.04		299.18
Other Investment				
				-
Total (c)		-		-
Total (a+b+c)		1,124.82		454.95

VISAGAR FINANCIAL SERVICES LIMITED

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

(Amount in Lakhs)

As at 31.03.2023 As at 31.03.2022

Note 12. Equity Share Capital

Authorised

60,00,00,000 [31st March 2022: 10,00,00,000 of Rs 1 Each] Equity Shares of Rs. 1 each 6,000.00 1,000.00

Issued, Subscribed and Fully Paid up

58,39,16,000 [31st March 2022: 97527000 of Rs 1 Eash] Equity Shares of Rs.1 each 5,839.16 975.27

5,839.16 975.27

A. Reconciliation of the number of shares

Equity Shares	As at 31st March 2023		As at 31st March 2022	
	Number of Shares	Amount	Number of Shares	Amount
Balance as at the beginning of the year	9,75,27,000.00	975.27	3,25,09,000.00	650.18
Balance as at the end of the year	58,39,16,000.00	5,839.16	9,75,27,000.00	975.27

B. Details of equity Shares held by shareholders holding more than 5% of the aggregate shares in the Company

Name of Shareholder	As at 31st March 2023		As at 31st March 2022	
	Nos.	% of Holding	Nos.	% of Holding
	-	-	-	-
	-	-	-	-
Total	-	-	-	-

C. Terms/ Rights Attached to the Equity Shares

The Company has only one class of Equity Shares having a par value of Rs. 1 per share. Each holder of Equity shares is entitled to one vote per share.

VISAGAR FINANCIAL SERVICES LIMITED

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

Note 13. OTHER EQUITY

Amounts in Lakhs

	Reserve & Surplus			
	Securities Premium Reserve	General Reserve	Retained Earnings	Total
Balance as at 1st April, 2021	599.91	0.25	-79.61	520.55
Profit for the year	-	-	23.83	23.83
Other comprehensive income for the year	-	-	-	-
Total comprehensive income for the year	-	-	23.83	23.83
Issue of share capital	-325.09			
Balance as at 31st March, 2022	274.82	0.25	-55.78	219.29
Balance as at 1st April, 2022	274.82	0.25	-55.78	219.29
Profit for the year	-	-	127.87	127.87
Other comprehensive income for the year	-	-	-	-
Total comprehensive income for the year	-	-	127.87	127.87
Issue of share capital	-	-	-	
Balance as at 31st March, 2023	274.82	0.25	72.09	347.15

VISAGAR FINANCIAL SERVICES LIMITED

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

	Amounts in Lakhs	
	As at 31.03.2023	As at 31.03.2022
Note 4. Loans		
(Unsecured, considered good)		
Loans & Advances	4,736.93	634.89
	<u>4,736.93</u>	<u>634.89</u>
Note 5. Other Financial Assets		
Other assest	-	-
	<u>-</u>	<u>-</u>
Note 6. Other Non Current Assets		
Share Issue expenses	75.03	
GST Receivable	-	4.63
	<u>75.03</u>	<u>4.63</u>
Note 8. Trade Receivables		
(Unsecured considered good)		
Outstanding for a period exceeding Six Month		
Other	20.31	14.71
	<u>20.31</u>	<u>14.71</u>
Note 9. Cash and Cash Equivalents		
Balances with Scheduled Bank	120.74	8.61
Cash on Hand	2.05	0.07
	<u>122.79</u>	<u>8.68</u>
Note 10. Current Tax Assets		
Balance with Government Authorities	-	18.49
	<u>-</u>	<u>18.49</u>
Note 11. Other Current Assets		
Advance	0.06	
BSE Security Deposit	49.74	
TDS Receivable	26.90	-
	<u>76.70</u>	<u>-</u>
Note 14. Provisions		
Provision for tax	-	-
Provision for Sub-Assets	-	-
	<u>-</u>	<u>-</u>
Note 15. Deferred Tax Liabilities		
Deferred Tax Liability		
- On account of Depreciation difference	-	-
	<u>-</u>	<u>-</u>

Note 16. Borrowings

Short Term Borrowings	1,494.12	162.42
	<u>1,494.12</u>	<u>162.42</u>

Note 17. Trade Payables

Creditors against shares not received		-
Due to Others		-
	<u>-</u>	<u>-</u>

Note 18. Current Tax Liabilities

Provisions for tax	53.51	-
Statutory due Payable	16.03	-
	<u>69.54</u>	<u>-</u>

Note 19. Other Current Liabilities

Outstanding expenses	9.32	3.05
Other Liabilities	-	-
	<u>9.32</u>	<u>3.05</u>

VISAGAR FINANCIAL SERVICES LIMITED

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

Amounts in Lakhs

	As at 31.03.2023	As at 31.03.2022
Note 20. Revenue from Operations		
Sale of Shares	4,586.45	1,666.22
Sale of Commission	118.00	
Interest on non current investments	108.80	15.77
Dividend	0.94	0.31
Profiy/Loss on sale of shares	365.86	-
	5,180.06	1,682.30
Note 21. Other Income		
Misc. Income		-
	-	-
Note 22. Purchase of Stock In Trade		
Purchases	6,315.66	1,657.12
	6,315.66	1,657.12
Note 23. Change in Inventories of Stock-In-Trade		
Inventory at the Beginning	223.63	197.29
Inventory at the End	1,602.29	223.63
	-1,378.66	-26.33
Note 24. Employees Benefit Expenses		
Salaries and Bonus	26.33	8.70
	26.33	8.70
Note 25. Finance cost		
Bank Charges	0.14	0.06
Interest	-	0.91
	0.14	0.97
Note 26. Other Expenses		
Advertisement & Sales Promotion Expenses	0.26	0.20
General Expenses	8.87	11.09
Rent Rates & Electricity	2.40	
Legal & Professional Charges	0.71	0.10
Interest	14.02	-
Printing, Stationery & Communication	0.14	0.24
Director Sitting Fees	0.05	0.31
Listing Fees	7.12	5.56
Audit Fees	1.59	0.50
	35.16	17.99

Note 27. Earning Per Share

Basis for calculation of Basic and Diluted Earnings per share is as under:

Profit after tax (Rs.)	163.35	23.83
Weighted Average Number of Equity Shares (Nos)	5,839.16	975.27
Face Value of each Equity Share (Rs.)	1.00	1.00
Basic and Diluted Earning Per Equity Share (Rs.)	0.03	0.02

VISAGAR FINANCIAL SERVICES LIMITED

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

Note 26. Fair Value

Set out below, is a comparison by class of the carrying amounts and fair value of the Company's financial instruments

	(Amount in Lakhs.)	
	Carrying Value	
	As on 31.03.2023	As on 31.03.2022
Financial Assets		
Investments	1,124.82	454.95
Loans		
- Loans & Advances to others		
- Loans & Advances to others	4,736.93	634.89
Other Financial Assets - Deposits	-	-
Trade Receivables	20.31	14.71
Cash & Cash equivalents	122.79	8.68
Total	6,004.85	1,113.24
Financial Liabilities		
Borrowings	1,494.12	162.42
Trade Payables		
- Trade Payables to others	-	-
Other Financial Liabilities		
- Other Payables	9.32	3.05
Total	1,503.44	165.47

The management assessed that Carrying Values approximate their fair value largely due to the short-term maturities of these instruments, hence the same has not been disclosed.