

# ROSELABS FINANCE LIMITED

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July 25, 2023

To  
Manager – Listing Compliance Department  
BSE Limited,  
P J Towers, Dalal Street,  
Mumbai -400001, India.  
**Scrip Code: 509423**

**Sub: Notice of Annual General Meeting and Annual Report for the year ended 31<sup>st</sup> March, 2023**

Dear Sir / Madam,

In terms of Regulation 34(1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find attached herewith the Notice of the 29<sup>th</sup> Annual General Meeting of the Company along with the Annual Report for the financial year ended 31<sup>st</sup> March, 2023.

The Annual Report is being sent to the members through electronic mode.

The Annual Report and AGM Notice are also uploaded on the Company's website and can be accessed at [www.roselabsfinancelimited.in/](http://www.roselabsfinancelimited.in/)

Kindly take the above on your records.

Thanking you,

Yours truly,  
**For Roselabs Finance Limited**

**Abhijeet Shinde**  
**Company Secretary**  
**Membership No. A33077**

**Encl:- A/a**

# **ROSELABS FINANCE LIMITED**

## **29<sup>th</sup> ANNUAL REPORT FINANCIAL YEAR 2022-23**

IN VIEW OF GREEN INITIATIVES INITIATED BY THE GOVT. OF INDIA, MINISTRY OF CORPORATE AFFAIRS, WE REQUEST YOU TO REGISTER YOUR EMAIL ID WITH THE REGISTRAR AND SHARE TRANSFER AGENT, IF YOU ARE HOLDING SHARES IN PHYSICAL MODE AND WITH YOUR DEPOSITORY PARTICIPANT, IF YOU ARE HOLDING SHARES IN DEMATERIALISED FORM.

SEBI HAS MANDATED THAT SECURITIES OF LISTED COMPANIES CAN BE TRANSFERRED ONLY IN DEMATERIALISED FORM W.E.F. APRIL 1, 2019. ACCORDINGLY THE COMPANY / ITS RTA HAS STOPPED ACCEPTING ANY FRESH LODGEMENT OF TRANSFER OF SHARES IN PHYSICAL FORM. MEMBERS HOLDING SHARES IN PHYSICAL FORM ARE ADVISED TO AVAIL OF THE FACILITY OF DEMATERIALISATION.



## CORPORATE INFORMATION

### BOARD OF DIRECTORS

Ms. Sanjyot Rangnekar	Chairperson (Non-Executive Non Independent Director)
Mr. Raghava Reddy	Managing Director
Mr. Prakash Vaghela	Independent Director
Mr. Mayank Padiya	Independent Director

### CHIEF FINANCIAL OFFICER

Mr. Pravin Kumar Kabra

### COMPANY SECRETARY & COMPLIANCE OFFICER

Mr. Abhijeet Shinde

### STATUTORY AUDITORS

MSKA & Associates,  
Chartered Accountants  
(Firm Registration No. 105047W)

### REGISTRAR & TRANSFER AGENT

Link Intime India Private Limited  
C 101, 247 Park, LBS Road, Surya Nagar,  
Gandhi Nagar, Vikhroli West,  
Mumbai - 400083  
Tel: 91-22-25963838  
Fax: 91-22 -2594 6969  
Email Id: [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in)  
Website: [www.linkintime.co.in](http://www.linkintime.co.in)

### REGISTERED OFFICE

412, 17G Vardhaman Chamber,  
Cawasji Patel Road,  
Horniman Circle, Fort, Mumbai-400 001  
Tel.: +91-22-67737373 Fax: +91 -22-23024420  
Website: [www.roselabsfinancelimited.in](http://www.roselabsfinancelimited.in)  
E-mail: [roselabsfinance@lodhagroup.com](mailto:roselabsfinance@lodhagroup.com)  
CIN: L70100MH1995PLC318333

### CORPORATE OFFICE

Lodha Excelus,  
Apollo Mills Compound, N M Joshi Marg,  
Mahalaxmi, Mumbai 400 011  
Tel.: +91-22-6195 9662 Fax: +91-22-2302 4420

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## ROSELABS FINANCE LIMITED

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### ANNUAL GENERAL MEETING NOTICE

Regd. Off.: 412, Floor-4, 17G Vardhaman Chamber, Cawasji Patel Road, Horniman Circle, Fort, Mumbai-400001  
Tel.: +91 22 67737373 Fax: +91 22 23024420 CIN L70100MH1995PLC318333  
Email Id: [roselabsfinance@lodhagroup.com](mailto:roselabsfinance@lodhagroup.com) Website: [www.roselabsfinancelimited.in](http://www.roselabsfinancelimited.in)

Notice is hereby given that the 29<sup>th</sup> ANNUAL GENERAL MEETING of the Members of Roselabs Finance Limited will be held on Thursday, August 17, 2023 at 3.00 pm through video conferencing / Other Audio Visual Means to transact the following business. The deemed venue of the meeting shall be at Lodha Excelus, 10th floor, N. M. Joshi Marg, Mahalaxmi, Mumbai - 400 011

#### ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2023, together with the Reports of the Board of Directors and the Auditors thereon.
2. To appoint a director in place of Mr. Raghava Reddy (DIN: 09185972), who retires by rotation and being eligible, offers himself for re-appointment.

By Order of the Board of Directors  
For Roselabs Finance Limited

Abhijeet Shinde  
Company Secretary  
Membership No.: A33077

#### Registered Office

412, Floor- 4, 17G Vardhaman Chamber,  
Cawasji Patel Road, Horniman Circle,  
Fort, Mumbai-400001  
Website: [www.roselabsfinancelimited.in](http://www.roselabsfinancelimited.in)  
E-mail: [roselabsfinance@lodhagroup.com](mailto:roselabsfinance@lodhagroup.com)  
CIN: L70100MH1995PLC318333

Place: Mumbai

Date: July 13, 2023

#### NOTES:

- 1) In continuation to the Ministry of Corporate Affairs ("MCA") General Circular Nos. 20/2020, 02/2022 and 10/2022 dated May 5, 2020, May 5, 2022 and December 28, 2022 respectively allowed companies whose AGMs are due to be held in the year 2023, to conduct their AGMs on or before September 30, 2023, in accordance with the requirements provided in paragraphs 3 and 4 of the General Circular No. 20/2020 (collectively referred to as "MCA Circulars") and Circular No. SEBI/HO/DDHS/P/CIR/2022/62 dated May 13, 2022 issued by the Securities and Exchange Board of India ("SEBI") (referred to as "SEBI Circular") (together MCA Circulars and SEBI Circulars referred to as "Circulars") have permitted convening the Annual General Meeting ("AGM" / "Meeting") through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM"), without the physical presence of the members at a common venue. In compliance with these Circulars, provisions of the Companies Act, 2013 ('the Act') and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) ("Listing Regulations"), the AGM of the Company is being held through VC / OAVM, which does not require physical presence of members at a common venue. Pursuant to these circulars, this Annual Report is being sent by email only.
- 2) In terms of the MCA Circulars since the physical attendance of Members has been dispensed with, there is no requirement of appointment of proxies. Accordingly, the facility of appointment of proxies by Members under Section 105 of the Act will

not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this notice. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting. The resolution authorising for the aforesaid shall be sent to the Company at [roselabsfinance@lodhagroup.com](mailto:roselabsfinance@lodhagroup.com) with a copy marked to [cs.shravangupta@gmail.com](mailto:cs.shravangupta@gmail.com), scrutiner appointed for the meeting and to NSDL (agency for providing the Remote e-Voting facility) i.e. <https://www.evoting.nsdl.com>

- 3) The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation through VC/OAVM provided by NSDL through their platform <https://www.evoting.nsdl.com>.
- 4) The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
- 5) Since the AGM will be held through VC/ OAVM, the route map of the venue of the Meeting is not annexed hereto.
- 6) In line with the MCA Circulars, the Notice calling the AGM has been uploaded on the website of the Company at [www.roselabsfinancelimited.in](http://www.roselabsfinancelimited.in). The Notice may also be accessed from the website of the Stock Exchange i.e. BSE Limited and also on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. <https://www.evoting.nsdl.com>
- 7) The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, and the relevant documents referred to in the Notice will be available electronically for inspection by the members during the AGM.
- 8) All documents referred to in the Notice will also be available electronically for inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an email to [roselabsfinance@lodhagroup.com](mailto:roselabsfinance@lodhagroup.com).
- 9) In terms of Rule 18 of the Companies (Management and Administration) Rules, 2014, the Company may give notice through electronic mode addressing to the person entitled to receive such e-mail as per the records of the Company or as provided by the depository, provided that the Company shall provide an advance opportunity atleast once in a financial year, to the member to register his e-mail address and changes therein and such request may be made by only those members who have not got their email ID recorded or to update a fresh email ID and not from the members whose e-mail IDs are already registered. In view of the above, the Company hereby requests the members who have not updated their email IDs to update the same with their respective Depository Participant(s) or the Link Intime India Private Limited, the Registrar and Transfer Agent of the Company ("R&T Agent"). Further, the members holding shares in electronic mode are requested to keep their email addresses updated with the Depository Participants. Members holding shares in the physical mode are also requested to update their email addresses by writing to the R&T Agent of the Company by email to [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in) or by letter addressed to Mr. Satyan Desai, C 101, 247 Park, LBS Road, Surya Nagar, Gandhi Nagar, Vikhroli West, Mumbai - 400083 or to the Company by email to [roselabsfinance@lodhagroup.com](mailto:roselabsfinance@lodhagroup.com) or by letter addressed to the Company Secretary, 412, 17G, Floor - 4, Vardhaman Chamber, Cawasji Patel Road, Horniman Circle, Fort, Mumbai, Maharashtra, 400001, by quoting their folio number.
- 10) Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details, National Electronic Clearing Service (NECS) and Electronic Clearing Service (ECS) mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc., to their Depository Participant (DP). Changes intimated to the DP will then be automatically reflected in the Company's record which will help the Company and the Company's R&T Agent to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes either to the Company or to the Company's R&T Agent.
- 11) The Securities and Exchange Board of India (SEBI) has mandated submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in demat form are, therefore, requested to submit PAN details to the Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to R&T Agent of the Company.

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- 12) Pursuant to the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of Listing Regulations (as amended), and the MCA Circulars, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM and facility for those members participating in the AGM to cast vote through e-voting system during the AGM.

For this purpose, the Company has engaged the services of National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as e-voting at the AGM will be provided by NSDL.

- 13) Any person, who acquires shares of the Company and becomes member of the Company after the Company sends notice of the AGM by email and holds shares as on the cut-off date i.e. Thursday, August 10, 2023 may obtain their login ID and password by sending a request at [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in).
- 14) The voting rights of the members shall be in proportion to the number of equity shares held by them as on the cut-off date i.e. Thursday, August 10, 2023.
- 15) 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 i.e. Thursday, August 10, 2023. only shall be entitled to avail the facility of remote e-voting or e-voting at the AGM. A person who is not a member as on the cut-off date should treat this notice for information purpose only.
- 16) The remote e-voting period will commence on Monday, August 14, 2023 at IST 9:00 am and will end on Wednesday, August 16, 2023. at IST 5:00 pm. During this period the members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Thursday, August 10, 2023, may cast their vote by remote e-voting. The remote e-voting module shall be forthwith blocked by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently or vote again.
- 17) 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).
- 18) The Company has appointed Shравan Gupta, (CoP No. 9990), Practicing Company Secretary or failing him Ritul Parmar (CoP No. 14845), as the scrutinizer (the 'Scrutinizer') for securitizing the remote e-voting process as well as e-voting at the AGM in a fair and transparent manner.
- 19) Members who would like to express their views or ask questions during the meeting will be required to register themselves as speaker by sending e-mail to the Company Secretary at HYPERLINK "<mailto:roselabsfinance@lodhagroup.com>" [roselabsfinance@lodhagroup.com](mailto:roselabsfinance@lodhagroup.com) from their registered e-mail address, mentioning their name, DP ID and Client ID / folio number and mobile number. Only those Members who have registered themselves as speaker by 10.00 a.m. on Wednesday, 16<sup>th</sup> August, 2023 will be able to speak at the meeting. Further, Members who would like to have their questions / queries responded to during the AGM are requested to send such questions / queries in advance within the aforesaid date and time, by following similar process as stated above.
- 20) During the AGM, the Chairman shall, after responding to the questions raised by the Members in advance or as a speaker at the AGM, formally propose to the Members participating through VC/OAVM Facility to vote on the resolutions as set out in the Notice of the AGM and announce the start of the casting of vote through the e-Voting system. After the Members participating through VC/OAVM Facility, eligible and interested to cast votes, have cast the votes, the e-Voting will be closed with the formal announcement of closure of the AGM.
- 21) The Scrutiniser shall after the conclusion of e-Voting at the AGM, first download the votes cast at the AGM and thereafter unblock the votes cast through remote e-Voting and shall make a consolidated scrutinizer's report of the total votes cast in favour or against, invalid votes, if any, and whether the resolution has been carried or not, and such Report to the Chairman or any person authorised by him within 48 hours from the conclusion of the meeting, who shall then countersign and declare the result of the voting forthwith.

- 22) The results declared along with the report of the Scrutinizer will be placed on the website of the Company [www.roselabsfinancelimited.in](http://www.roselabsfinancelimited.in) and on the website of the NSDL immediately after the declaration of result by the Chairperson or a person authorized by him. The results will also be immediately forwarded to the stock exchanges.
- 23) The Register of Members and the Share Transfer books of the Company will remain closed from Friday, August 11, 2023 to Thursday, August 17, 2023, both days inclusive.
- 24) In terms of Section 152 of the Act, Mr. Raghava Reddy, retires by rotation at the Meeting and being eligible, offers himself for re-appointment. The Nomination and Remuneration Committee of the Board (the “NRC”) and the Board of Directors of the Company has recommended his re-appointment.
- 25) Mr. Raghava Reddy is interested in the Ordinary Business as set out at Item No. 2 of the Notice with respect to his re- appointment. The relatives of Mr. Raghava Reddy may also be deemed to be interested in the said Resolution to the extent of her shareholding interest, if any, in the Company. Save and except the above, none of the Directors / Key Managerial Personnel of the Company / their Relatives are, in any way, concerned or interested, financially or otherwise, in the Ordinary Resolution set out under Item No. 2.
- 26) The additional information in respect of re-appointment of the Director, along with the Director liable to retire by rotation, pursuant to the provisions of Listing Regulations and the Secretarial Standard on General Meetings are provided as Annexure 1.

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

The remote e-voting period begins on Monday, August 14, 2023 at 9:00 A.M. IST and ends on Wednesday, August 16, 2023 at 5:00 P.M. IST 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. Thursday, August 10, 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 Thursday, August 10, 2023.

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

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




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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li data-bbox="545 1404 1482 1709">1. Existing IDeAS user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsd.com">https:// eservices.nsd.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li data-bbox="545 1730 1482 1815">2. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “Register Online for IDeAS Portal” or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> </ol>



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Type of shareholders	Login Method
	<p>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting</p> <p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <div data-bbox="783 727 1241 990" style="text-align: center;"> <p><b>NSDL Mobile App is available on</b></p>    </div>
Individual Shareholders holding securities in demat mode with CDSL	<p>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 is <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</p> <p>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.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></p> <p>4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.</p>
Individual Shareholders (holding securities in demat mode) login through their your Depository Participant	<p>You can also login using the login credentials of your demat account through in demat mode) login through their your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>

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

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

<b>Login type</b>	<b>Helpdesk details</b>
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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30
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 <a href="mailto:helpdesk.evoting@cDSLindia.com">helpdesk.evoting@cDSLindia.com</a> or contact at 022-23058738 or 022-23058542-43

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

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

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

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

4. Your User ID details are given below :

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

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

### **Step 2: Cast your vote electronically and join 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 [cs.shravangupta@gmail.com](mailto:cs.shravangupta@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

### Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of 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 [roslabsfinance@lodhagroup.com](mailto:roslabsfinance@lodhagroup.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 [roslabsfinance@lodhagroup.com](mailto:roslabsfinance@lodhagroup.com). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
3. Alternatively shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

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

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.

## ROSELABS FINANCE LIMITED

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3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

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

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

Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at [roselabsfinance@lodhagroup.com](mailto:roselabsfinance@lodhagroup.com). The same will be replied by the company suitably.

**By Order of the Board of Directors  
For Roselabs Finance Limited**

**Abhijeet Shinde  
Company Secretary  
Membership No.: A33077**

Place: Mumbai  
Date: July 13, 2023

## Annexure 1

**Details of the Directors seeking appointment/re-appointment at the 29th Annual General Meeting**

[Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meeting]:

<b>Name of the Director</b>	Mr. Raghava Reddy Balineni (DIN 09185972)
<b>Date of Birth</b>	June 13, 1969
<b>Qualification</b>	He is a commerce graduate from Andhra University and a law graduate from Osmania University.
<b>Experience</b>	He has extensive experience of 29 years in the field of taxation and general management. Presently he is working with Lodha Group as head of Indirect Taxation.
<b>Expertise in specific functional areas</b>	Indirect Taxation
<b>Terms &amp; Conditions of re-appointment</b>	Terms and conditions remains the same as per shareholders' resolution passed on September 24, 2021 appointing him as Managing Director for five years.
<b>Remuneration last drawn &amp; sought to be paid</b>	Nil
<b>Date of Appointment on the Board</b>	May 31, 2021
<b>Directorships held in other companies as on March 31, 2023</b>	Nil
<b>Memberships of committees across companies (includes only Audit &amp; Stakeholders Relationship Committee) as on March 31, 2023</b>	Nil
<b>Name of Listed entities from which the Director has resigned in the past three years.</b>	Nil
<b>Shareholding in the Company (Equity)</b>	Nil
<b>Inter se relationship with other Directors/ Manager/Key Managerial Personnel</b>	None
<b>Number of Board meetings attended during the year 2022-23</b>	Four

# ROSELABS FINANCE LIMITED

## DIRECTORS' REPORT

Dear Members,

The Directors are pleased to present the 29th Annual Report of the Company along with the audited financial statements for the financial year ended March 31, 2023.

### FINANCIAL HIGHLIGHTS

(₹ in lakhs)

Particulars	FY 2022-23	FY 2021-22
Revenue from operations	-	-
Other income	15.08	-
Total Income	15.08	-
Total Expense	(69.21)	(43.77)
Exceptional Items	260.41	-
Profit / Loss before tax	<b>206.28</b>	<b>(43.77)</b>
Tax Expenses	(4.69)	0.11
<b>Profit / Loss for the year</b>	<b>201.59</b>	<b>(43.66)</b>

### REVIEW OF PERFORMANCE AND FUTURE OUTLOOK

The Company did not earn any revenue during the financial year 2022-23. Pursuant to the cancellation of the Certificate of Registration in the financial year 2019-20, the Company is not permitted to pursue any NBFC activity. The Company is evaluating appropriate business opportunity in alternate business lines in the real estate development sector.

SEBI had imposed a penalty including interest of ₹275.41 lakhs on the Company for alleged violations of certain SEBI regulations during the financial year 2003-04, when the Company was under the control of erstwhile promoters. Pursuant to the appeal filed by the Company, the Securities Appellate Tribunal had set aside the SEBI Order and the matter was remanded to SEBI to recalculate the penalty. On 13-January-23, SEBI passed an Order reducing the penalty to ₹15.00 lakhs, which has been paid by the Company. Excess provision no longer required has been reversed and shown under Exceptional Items.

### DIVIDEND AND RESERVES

The Board does not recommend any dividend for the financial year under review in view of the losses sustained during the year. No amount is proposed to be transferred to reserves during the year.

### ANNUAL RETURN

Pursuant to Section 92(3) of the Act, and rule 12(1) of the Companies (Management and Administration) Rules, 2014, draft copy of Annual Return of the Company for the year ended on March 31, 2023 is available on the Company's website at <http://www.roselabsfinancelimited.in>.

### CHANGES IN SHARE CAPITAL

There was no change in the authorized and paid-up share capital of the Company during financial year 2022-23.

**DIRECTORS AND KEY MANAGERIAL PERSONNEL**

**Appointment / Re-appointment**

The Board at its meeting held on July 12, 2022, based on the recommendation of the NRC, approved the re-appointment of Mr. Prakash Vaghela (DIN: 07768595) and Mr. Mayank Padiya (DIN: 07145403) as Independent Director of the Company for a period of five years, which was approved by the shareholders at the 28th Annual General Meeting of the Company held on September 30, 2022.

**Retiring by rotation**

Mr. Raghava Reddy retires by rotation and being eligible, offers himself for re-appointment. Necessary resolutions are included in the accompanying notice of the Annual General Meeting.

In terms of Section 203 of the Act, the following are the Key Managerial Personnel of the Company as on the date of this report:

- Mr. Raghava Reddy, Managing Director
- Mr. Pravin Kabra, Chief Financial Officer
- Mr. Abhijeet Shinde, Company Secretary & Compliance Officer

The Company has received declarations from all Independent Directors of the Company confirming that they continue to meet the criteria of independence, as prescribed u/s 149 of the Act and the Listing Regulations and that they are not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact their ability to discharge their duties. The Independent Directors have also confirmed that they have complied with the Company's Code of Conduct.

None of the Non-Executive Directors had any pecuniary relationship or transaction with the Company which could potentially conflict with the interests of the Company at large.

**BOARD AND BOARD COMMITTEES**

As on March 31, 2023, the Board comprised four Directors, out of which one is Executive Director, one is a non-executive, non-independent Director and two are independent directors. The Chairman of the Board is non-executive, non-independent Director.

**Board Meetings**

Four Board meetings were held during the year. These meetings were held on April 15, 2022, July 12, 2022, October 13, 2022 and January 12, 2023. The gap between two meetings did not exceed the period stipulated in the Act and the Secretarial Standards. The Details of Board Meeting held and attendance of the Directors is given hereunder:

Sr. No	Name of the Director	Number of Meetings which director was entitled to attend	Number of Meetings attended
1	Mr. Raghava Reddy	4	4
2	Ms. Sanjyot Rangnekar	4	4
3	Mr. Prakash Vaghela	4	4
4	Mr. Mayank Padiya	4	4



## ROSELABS FINANCE LIMITED

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### Independent Directors' Meeting

In compliance with Schedule IV to the Act (Code for Independent Directors) and the Listing Regulations, the Independent Directors of the Company met separately on March 20, 2023.

### Board Committees

The Board has constituted three committees as on March 31, 2023.

#### Audit Committee

As on March 31, 2023, the Audit Committee comprised Mr. Mayank Padiya, Chairman and Mr. Prakash Vaghela, both independent directors and Ms. Sanjyot Rangnekar. All Members of the Committee have relevant experience in financial matters. The Managing Director and Chief Financial Officer are invitees to the meetings of the Committee and the Company Secretary acts as Secretary to the Committee. The terms of reference of the Audit Committee are in line with the provisions of Section 177 of the Act and Listing Regulations.

The Audit Committee met four times during the year; on April 15, 2022, July 12, 2022, October 13, 2022 and January 12, 2023. All members attended all meetings held during the year.

#### Nomination & Remuneration Committee (NRC)

As on March 31, 2023, the NRC comprised Mr. Mayank Padiya, Chairman and Mr. Prakash Vaghela, both independent directors and Ms. Sanjyot Rangnekar. The terms of reference of the Committee are in line with the provisions of Section 178 of the Act and Listing Regulations.

The Committee met twice during the year; on April 15, 2022 and July 12, 2022. All members attended all the meetings held during the year.

#### Stakeholders' Relationship Committee

As on March 31, 2023, the Stakeholders' Relationship Committee (SRC) comprised Ms. Sanjyot Rangnekar, Chairperson and Mr. Mayank Padiya and Mr. Prakash Vaghela, both independent directors.

The Committee met four times during the year; on April 15, 2022, July 12, 2022, October 13, 2022 and January 12, 2023. All members attended all meetings held during the year.

### BOARD EVALUATION

The Board carried out an annual evaluation of its own performance, board committees, and individual directors pursuant to the provisions of the Act and the Listing regulations. Performance of the board was evaluated after seeking inputs from all the directors on the basis of criteria such as 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. The Board and the NRC reviewed the performance of individual directors on the basis of criteria such as the contribution of the individual director to the board and committee meetings.

In a separate meeting of independent directors, performance of non-independent directors, Chairperson and the board as a whole was evaluated, taking into account the views of executive directors and non-executive directors. Performance evaluation of independent directors was done by the entire board, excluding the independent director being evaluated.

### POLICY ON NOMINATION & REMUNERATION OF DIRECTORS, KMPS & OTHER EMPLOYEES

In terms of the provisions of Section 178(3) of the Act and Regulation 19 read with Part D of Schedule II to the Listing Regulations, the NRC is responsible for formulating the criteria for determining qualifications, positive attributes and

independence of a Director. The NRC is also responsible for recommending to the Board, a policy relating to remuneration of Directors, Key Managerial Personnel and other employees. In line with this requirement, the Board has adopted a Nomination and Remuneration Policy which is available on the Company's website at [www.roselabsfinancelimited.in](http://www.roselabsfinancelimited.in). Salient features of the Policy are reproduced in **Annexure I** to this Report.

### AUDITORS & AUDITOR'S REPORTS

- **Statutory Auditor**

MSKA & Associates, Chartered Accountants were re-appointed as Statutory Auditors of the Company at the AGM held on September 24, 2021 for a second term of five consecutive years and hold office till the conclusion of the AGM to be held in the calendar year 2026.

The Statutory Auditor's Report for financial year 2022-23 does not contain any qualifications, reservations or adverse remarks. The Auditor's report is enclosed with the financial statements with this Annual Report.

- **Secretarial Auditor**

Pursuant to the provisions of Section 204 of the Act read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Shravan A. Gupta & Associates, Practicing Company Secretary was appointed as Secretarial Auditor to conduct secretarial audit for the financial year 2022-23.

The Secretarial Audit Report for financial year 2022-23 does not contain any qualifications, reservations or adverse remarks. The Secretarial Audit Report is provided in **Annexure II** of this Report

### PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS

The Company has not given any loans, guarantees or provided security or made investments to/in any other company during the financial year under review.

### RELATED PARTY TRANSACTIONS

The transactions/contracts/arrangements, falling within the purview of provisions of Section 188 of the Act, entered by the Company with related parties as defined under the provisions of Section 2(76) of the Act during the financial year under review, were in the ordinary course of business and have been transacted at arm's length basis. Further there are no transactions/contracts/arrangements entered by the Company with related party(ies) as defined under the provisions of Section 2(76) of the Act during the financial year, that are required to be reported in Form AOC-2.

### HOLDING COMPANY, SUBSIDIARIES, JOINT VENTURE AND ASSOCIATES

The Company is a subsidiary of Macrotech Developers Limited. The ultimate holding company is Sambhavnath Infrabuild and Farms Private Limited. The Company does not have any subsidiary, joint venture or associate Company.

### MANAGEMENT AND INTERNAL CONTROLS

#### Risk Management

Your Company has robust process in place to identify key risks and to prioritize relevant action plans to mitigate these risks. Your Company has adopted a Risk Management policy which is based on three pillars: Business Risk Assessment, Operational Controls Assessment and Policy Compliance processes. Major risks identified by the businesses and functions are systematically addressed through mitigating actions on a continuing basis.

## ROSELABS FINANCE LIMITED

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### Internal Controls and their adequacy

The Company's internal control systems are commensurate with the nature of its business and the size and complexity of operations. These systems are routinely tested and certified by the Statutory as well as the Internal Auditor. The Board / Audit Committee reviews adequacy and effectiveness of the Company's internal control environment. These systems provide a reasonable assurance in respect of financial and operational information, complying with applicable statutes, safeguarding of assets of the Company, prevention & detection of frauds, accuracy & completeness of accounting records and ensuring compliance with corporate policies.

### Whistle Blower Policy and Vigil Mechanism

The Company's Whistle Blower Policy is in line with the provisions of Section 177 of the Act and Regulation 22 of the Listing Regulations. This Policy establishes a vigil mechanism for Directors, employees and other stakeholders to report genuine concerns regarding unethical behaviour, actual or suspected fraud or violation of the Company's Code of Conduct. The said mechanism also provides for adequate safeguards against victimization of persons who use such mechanism and makes provision for direct access to the chairperson of the Audit Committee in appropriate or exceptional cases. The Vigil Mechanism / Whistle Blower Policy is posted on the Company's website [www.roselabsfinancelimited.in](http://www.roselabsfinancelimited.in).

### DISCLOSURE UNDER SECTION 197(12) OF THE COMPANIES ACT, 2013 AND OTHER DISCLOSURES AS PER RULE 5 OF COMPANIES (APPOINTMENT & REMUNERATION) RULES, 2014

The information required under Section 197 of the Act read with rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) 2014 is not relevant as the Company has no employees, directors do not draw any remuneration (other than sitting fees) and key managerial personnel have been deputed by the holding company.

The provisions of Section 197(12) of the Act read with rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time do not apply as there are no employees.

### DETAILS OF CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

The Company has no ongoing project and therefore the particulars as required under the provisions of Section 134(3) (m) of the Act read with Rule 8 of the Companies (Accounts) Rules, 2014 in respect of conservation of energy and technology absorption are not applicable to the Company. During the financial year 2022-23, the Company neither earned any foreign exchange in terms of actual inflows nor is there any foreign exchange outgo in terms of actual outflows.

### CORPORATE GOVERNANCE REPORT

As the paid up equity share capital and net worth of the Company are below the limits specified in Regulation 15 of the Listing Regulations, the Company is not required to furnish a report on corporate governance and therefore the same does not form part of this Report.

### MANAGEMENT DISCUSSION AND ANALYSIS REPORT

The Management Discussion and Analysis report forms a part of this Annual Report.

### GENERAL

Your Directors state that for the financial year ended March 31, 2023, no disclosure is required in respect of the following items and accordingly confirm as under:

- a. The Company has neither revised the financial statements nor the Board's report.

- b. As there are no employees, the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 is not applicable to the Company.
- c. There are no material changes or commitments affecting the financial position of the Company between March 31, 2023 and the date of this report.
- d. The Company has not accepted any deposits during the financial year.
- e. No instance of fraud has been reported to the Board by the Auditors or any other person.
- f. No significant or material orders which impact the going concern status and Company's operations in future were passed by Regulators/Courts/Tribunals (other than as disclosed in this report)
- g. There was no issue of equity shares with differential rights as to dividend, voting or otherwise
- h. The Company has not issued any shares (including sweat equity shares) to its employees under any scheme.
- i. The Company has complied with applicable Secretarial Standards issued by the Institute of the Company Secretaries of India.
- j. The provisions related to Corporate Social Responsibility are not applicable to the Company.
- k. No petition/ application has been admitted under the Insolvency and Bankruptcy Code, 2016 by NCLT.
- l. The provisions related to Cost Audit are not applicable to the Company.
- m. The Company did not have any employees during the year and as on March 31, 2023.

### **DIRECTORS' RESPONSIBILITY STATEMENT**

Pursuant to Section 134(5) of the Act, the Board of Directors, to the best of its knowledge and ability, confirms that:

- a. in the preparation of the annual accounts the applicable accounting standards had been followed and there are no material departures;
- b. 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 of the Company for that year;
- 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.

## ROSELABS FINANCE LIMITED

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### ACKNOWLEDGEMENTS

Your Directors would like to express their grateful appreciation for the assistance and support extended by all stakeholders.

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

**Sanjot Rangnekar  
Chairperson  
DIN: 07128992**

**Raghava Reddy  
Managing Director  
DIN: 09185972**

Date : July 13, 2023

Place : Mumbai

## Annexure I

### Salient features of the Nomination & Remuneration Policy

#### A. Policy Objectives

The objectives of the Nomination & Remuneration Policy are:

1. To ensure that the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the company successfully;
2. To ensure that the relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
3. To ensure that remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals.
4. To ensure retention of high performers at all levels`

#### B. Policy Coverage

##### Part A: Board Composition

###### Board Diversity

The Committee shall periodically review the size and composition of the Board so as to have an appropriate mix of executive and Independent Directors, to maintain its independence and separate its functions of governance and management and to ensure that it is structured to make appropriate decisions, with a variety of perspectives and skills, in the best interests of the Company;

###### Succession planning

The Committee shall establish and review Board, KMP and Senior Management succession plans in order to ensure and maintain a continuing balance of relevant skills, experience and expertise on the Board and Senior Management.

##### PART B: Appointment and removal of Directors, KMP and Senior Management

The Committee shall ascertain the integrity, qualification, expertise and experience of the person identified for appointment as Director, KMP or Senior Management and recommend their appointment to the Board.

The Committee may also recommend removal of a Director, KMP or Senior Management with reasons recorded in writing, subject to the provisions and compliance of the said Act, rules and regulations.

##### PART C: Remuneration to Directors, KMP and Senior Management

The overall remuneration (sitting fees and commission) should be reasonable and sufficient to attract, retain and motivate Directors aligned to the requirements of the Company.

Remuneration / compensation / commission etc. to be paid to Directors will be determined by the Committee and recommended to the Board for approval.

Increments to the existing remuneration / compensation structure may be recommended by the Committee to the Board which should be within the limits approved by the Shareholders in the case of Managing Director/ Whole-time Director.

## ROSELABS FINANCE LIMITED

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The Company may implement reward & retention schemes from time to time as per organizational needs. These shall be subject to approval of the Committee.

### **PART D: Board Evaluation**

The Committee shall carry out an annual evaluation of performance of the Board and Board Committees and formulate criteria for evaluation of performance of independent directors and the Board.

The Committee shall determine whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors.

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

**Sanjyot Rangnekar  
Chairperson  
DIN: 07128992**

**Raghava Reddy  
Managing Director  
DIN: 09185972**

Date: July 13, 2023

Place : Mumbai

**Annexure II**

**Form No. MR-3**

**SECRETARIAL AUDIT REPORT**

**FOR THE FINANCIAL YEAR ENDED MARCH 31, 2023**

*[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]*

To  
The Members  
**ROSELABS FINANCE LIMITED**  
**CIN: L70100MH1995PLC318333**  
412, Floor 4, 17 G Vardhaman Chamber,  
Cawasji Patel Road, Horniman Circle,  
Fort Mumbai 400001

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **ROSELABS FINANCE LIMITED** (hereinafter called 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<sup>st</sup> March, 2023, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

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

- (i) The Companies Act 2013 and the Rules made thereunder
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of foreign direct investments, overseas direct investments, external commercial borrowings; - **(Foreign Direct Investment, External Commercial Borrowings and Overseas Direct Investment are not applicable to the Company during the Audit Period).**
- (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; **Not Applicable during the audit period**
  - (d) The Securities and Exchange Board of India (Share based employee benefits) Regulation, 2014 and The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; **Not Applicable during the audit period**



## ROSELABS FINANCE LIMITED

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- (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008, The Securities and Exchange Board of India (Issue and Listing of Non- Convertible Redeemable Preference Shares) Regulations, 2013 and The Securities and Exchange Board of India (Issue and Listing of Non- Convertible Securities) Regulations, 2021; **Not Applicable during the audit period**
  - (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; **Not Applicable during the audit period**
  - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 and The Securities and Exchange Board of India ( Delisting of Equity Shares) Regulations, 2021 - **Not Applicable during the audit period and**
  - (h) The SEBI (Buyback of Securities) Regulations, 1998 and The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 notified on 11th September, 2018- **Not Applicable during the audit period**
- (vi) The other laws as are applicable specifically to the Company are compiled as per representation made by the management of company during the audit period.

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India
- (ii) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and amendments made there under.

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

**I further report that, during the audit period:**

The Board of Directors of the Company is duly constituted with proper balance of, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that does not took place during the audit period were carried out in compliance with the provisions of the Companies Act, 2013.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda are sent at least seven days in advance, 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.

All decisions at Board Meetings and Committee Meetings are carried out either unanimously as 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 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.

**Shravan A. Gupta & Associates**  
**Practicing Company Secretary**  
**P.R. No. 2140/2022**

**Shravan A. Gupta**  
**ACS: 27484, CP: 9990**  
**Place: Mumbai**  
**UDIN: A027484E000151300**  
**Date: April 20, 2023**

To  
The Members  
**ROSELABS FINANCE LIMITED**  
**CIN: L70100MH1995PLC318333**  
412, Floor 4, 17 G Vardhaman Chamber,  
Cawasji Patel Road, Horniman Circle,  
Fort Mumbai 400001

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

1. Maintenance of secretarial records is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on my 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 process and practices, I followed provide a reasonable basis for my 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 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 the Procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

**Shravan A. Gupta & Associates**  
**Practicing Company Secretary**  
**P.R. No. 2140/2022**

**Shravan A. Gupta**  
**ACS: 27484, CP: 9990**  
**Place: Mumbai**  
**UDIN: A027484E000151300**  
**Date: April 20, 2023**

## MANAGEMENT DISCUSSION AND ANALYSIS

### Cautionary Statement

Statements in this report on Management Discussion and Analysis may be forward looking statements within the meaning of applicable laws or regulations. These statements are based on certain assumptions and reasonable expectation of future events. Actual results could however differ materially from those expressed or implied. Important factors that could make a difference to the Company's operations include material availability and prices, cyclical demand and pricing in the Company's principal markets, changes in government regulations, tax regimes, economic developments within India and other incidental factors. The Company assumes no responsibility in respect of the forward-looking statements herein, which may undergo changes in future on the basis of subsequent development.

### (a) Industry structure and developments: Indian Economic Overview

The financial year 2023 started on a rather gloomy note with the Russia-Ukraine conflict and the resultant energy price inflation – often India's Achilles heel. India has weathered the storms of the previous year remarkably well and remained an oasis of calm in troubled global macro conditions. Led by efficient vaccination roll out, India emerged stronger than some of the other larger economies. To fight the inflationary pressures, global central banks led by the US Fed have raised benchmark policy rates substantially. This also forced RBI to raise policy rates by an unprecedented 250 bps in the financial year 2023 – fastest increase in policy rates in last two decades. However, given the fiscal prudence adopted by the Indian Government during the early part of the pandemic period, Indian macro conditions remain conducive of robust growth in spite of the above normal inflation seen recently which remain manageable to a large degree. Despite the challenges, Indian economy managed to grow by 7.2% in FY23 (Source: NSO), showcasing the structural nature of growth.

The Indian economy appears to have moved on after its encounter with the pandemic, staging a full recovery in FY22 ahead of many nations and largely ascending to the pre-pandemic growth path in FY23 and beyond. At the same time three key challenges remain entrenched largely from global macro side which will pose hindrance to India's growth potential. First, inflation is likely to remain at an elevated level even though it may have already peaked. Secondly, aggressive tightening of monetary policies across the central banks of advanced economies is likely to cause a global slowdown this year, impacting trade and may also result in capital outflows and a rising imbalance in the balance of payment account. Third, higher energy prices is likely to keep the current account deficit at a higher level thus pressuring the currency. Additionally, on the domestic front - uneven spread of the recovery has meant that parts of the economy have still not reached their pre-pandemic levels leading to slower rural recovery.

The government's focus has rightly been on sectors such as infrastructure, construction, and manufacturing that create jobs for workers across all skills. Production-Linked Incentive (PLI) Schemes for various industries rolled out over the past few years have started to bear fruit. Though still in infancy, these sectors have huge potential to effectively kick-start the manufacturing engine for the country thus diversifying the growth drivers for the country. Growth is expected to be brisk in FY24 on the back of robust credit growth, positive capital investment cycle given the demand as well as the strengthening of the balance sheets of the corporate and banking sectors. Further support to economic growth will come from the expansion of public digital platforms and path-breaking measures such as PM GatiShakti, the National Logistics Policy, increased spending on various transportation infrastructure and the PLI schemes to boost manufacturing output. RBI expects GDP growth for FY24 to be 6.5% which will translate into general optimism in the economy and job sentiments.

### Indian real estate industry overview

Real estate sector in general and housing sector in particular has always played a critical role in shaping the global economies. The multiplier effect of housing sector through direct and indirect as well as through induced impact is significantly large on both the GDP as well as employment generation. There are a number of ancillary industries which support the growth of real estate construction sector, like cement, steel, other non-ferrous metals, tiles, glass, brick, and certain consumer durables etc. Further, the industries that provide the inputs to these ancillary industries also gain momentum. Hence, due to the inter-linkages among all the sectors of economy, the overall economic impact of a real estate far exceeds the direct impact especially in employment generation.

India by virtue of its demography and development cycle is at a place where demand for quality urban housing is immense. This is only going to strengthen with each passing year as India graduates from being a low income economy to a middle income economy. As per industry estimates, India would see creation of 100 million new households who will become 'home ownership capable' by virtue of rise in income levels by the end of the decade. This creates a 'once in a lifetime' opportunity for the Indian real estate industry.

Due to the structural nature of demand, Indian real estate industry has continued to gain momentum during FY23 despite the uncertainties posed by global economic slowdown as well as steep interest rate hikes. While the market for office spaces staged a comeback in the post-pandemic period with 'back to office' normalization, the residential market further gained on the momentum seen in FY22. Despite the 250 bps repo rate hike, the robust performance of the sector especially in the housing segment signifies the strength of the underlying demand for property.

### **(b) Opportunities**

We are very optimistic about the affordable and mid-income segment of the housing market over the longer term. We believe that as India moves from a low-income economy to a mid-income economy, this segment of the market will grow faster. Residential real estate is consolidating in favour of organised and branded developers at an accelerated pace.

Though the industry is in the early stages of a multi-year upcycle, we continue to keep a watchful eye for challenges like cost increase due to geopolitical tensions, increase in interest rates, constant regulatory changes, recession in economies etc., which, if they fructify, will impact this upward trajectory. Further, the lending to real estate developers by the NBFCs and HFCs was already limited after the crisis in real estate sector and the pandemic has further deteriorated the liquidity situation for many developers who had to resort to alternative funding in absence of long term loans from banks.

### **Segment-wise or product-wise performance**

The Company operates in single segment of real estate development. However, the Company does not have any construction projects as on the date of this report.

### **(c) Outlook**

The real estate sector is one of the most globally recognized sectors. In India, real estate is the second largest employer after agriculture and its share in India's GDP is slated to double by the end of this decade. The real estate sector comprises four sub sectors - housing, retail, hospitality, and commercial.

As the sector trends on the growth path it has to realign to face new realities and meet greater expectations. The growth of this sector is well complemented by the growth of the corporate environment and the demand for office space as well as urban and semi-urban accommodations. The construction industry ranks third among the 14 major sectors in terms of direct, indirect and induced effects in all sectors of the economy. It is also expected that this sector will incur more non-resident Indian (NRI) investments in both the short term and the long term.

The Company does not have any project and has no plan to take up any real estate project in near future.

### **d) Risks and concerns**

The real estate sector is heavily dependent on manpower. During the pandemic, the sector was badly hit due to reverse migration of construction workers which affected the construction activity severely, leading to delayed timelines for project completion. Hence, there is a need for development of technologically less labour intensive alternative methods of construction. Further, the increase in land prices, inputs costs are also risks to the industry. Higher interest cost would dent margins and may have a direct effect on the customer's cash flow as well. Increase in end product prices coupled with tight liquidity may impact demand. The various taxes and levies would add to the costs and this is likely to squeeze margins as end product prices may not go up correspondingly. The company has a Risk Management Policy, which is being periodically reviewed.

## ROSELABS FINANCE LIMITED

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The Company does not have any project and has no plan to take up any real estate project in near future.

**(e) Internal control systems and their adequacy.**

The internal control commensurate with the activities is supplemented by continuous review by the management. The internal control system is designed to ensure that every aspect of the company's activity is properly monitored.

**(f) Discussion on financial performance with respect to operational performance.**

The details of financial performance and operation performance are given in the directors' report.

**(g) Material developments in Human Resources / Industrial Relations front, including number of people employed.**

The Company does not have any employee. The KMPs are deputed by the holding company.

**(h) Details of Significant Changes in key financial ratios:**

Significant Changes in Key Financial Ratios :	FY 2023	FY 2022	Changes	Reason for change
(i) Debtors Turnover:	NA	NA	NA	NA
(ii) Inventory Turnover:	NA	NA	NA	NA
(iii) Interest Coverage Ratio	NA	NA	NA	NA
(iv) Current Ratio:	0.04	0.02	137.09%	Improvement in Current ratio is due to reductions in Current Liabilities
(v) Debt equity Ratio:	1.01	0.78	28.95%	Marginal variance
(vi) Operating Profit Margin (%)	NA	NA	NA	NA
(vii) Net Profit Margin (%)	NA	NA	NA	NA

**(i) Disclosure of Accounting Treatment:**

In preparation of these financial statements, the Company has followed the prescribed Indian Accounting Standards and no different treatment had been followed.

**INDEPENDENT AUDITOR'S REPORT**

To the Members of Roselabs Finance Limited

**Report on the Audit of the Financial Statements****Opinion**

We have audited the accompanying financial statements of Roselabs Finance Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2023, and the Statement of Profit and Loss (Including Other Comprehensive Income), Statement of Changes in Equity 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 financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with Companies (Indian Accounting Standards) Rules, 2015 ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2023, and profit, other comprehensive income, changes in equity 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 obtained by us is sufficient and appropriate to provide a basis for our opinion.

**Key Audit Matters**

We have determined that there are no key audit matters to communicate 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 Director's report but does not include the financial statements and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information and 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.

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

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

## ROSELABS FINANCE LIMITED

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preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the Board of Directors 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 the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors is 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.

We give in "Annexure A" a detailed description of auditor's responsibilities for audit of the financial statements.

### **Report on Other Legal and Regulatory Requirements**

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in "Annexure B" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143(3) of the Act, 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 Profit and Loss (including other comprehensive income), the Statement of Changes in Equity and the Statement of Cash Flow dealt with by this Report are in agreement with the books of account.
  - (d) In our opinion, the aforesaid financial statements comply with the Indian Accounting Standards specified under Section 133 of the Act.
  - (e) On the basis of the written representations received from the directors as on March 31, 2023 taken on record by the Board of Directors, none of the directors are disqualified as on March 31, 2023 from being appointed as a director in terms of Section 164 (2) of the Act.
  - (f) With respect to the adequacy of the internal financial controls with reference to financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure C".
  - (g) 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.
    1. The Management has represented that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities (“Intermediaries”), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
    2. The Management has represented, that, to the best of its knowledge and belief, 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, as on the date of this audit report, that the Company shall, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
    3. Based on the audit procedures performed that have been considered reasonable and appropriate in the circumstances, and according to the information and explanations provided to us by the Management in this regard, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e) as provided under (1) and (2) above, contain any material mis-statement.
  - v. The Company has neither declared nor paid dividend during the year.
  - vi. As proviso to rule 3(1) of the Companies (Accounts) Rules, 2014 is applicable for the Company only w.e.f. April 1, 2023, reporting under this clause is not applicable.
3. In our opinion, according to information, explanations given to us, the remuneration paid by the Company to its directors is within the limits prescribed under Section 197 of the Act and the rules thereunder.

**For M S K A & Associates**

**Chartered Accountants**

ICAI Firm Registration No. 105047W

**Bhavik L. Shah**

Partner

Membership No. 122071

UDIN: 23122071BGXNPU2817

Place: Mumbai

Date: April 13, 2023



## ROSELABS FINANCE LIMITED

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### ANNEXURE A TO THE INDEPENDENT AUDITOR'S REPORT ON EVEN DATE ON THE FINANCIAL STATEMENTS OF ROSELABS FINANCE LIMITED

#### Auditor's Responsibilities for the Audit of the Financial Statements

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

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

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

For M S K A & Associates  
Chartered Accountants  
ICAI Firm Registration No. 105047W

**Bhavik L. Shah**  
Partner  
Membership No. 122071  
UDIN: 23122071BGXNPU2817

Place: Mumbai  
Date: April 13, 2023

### ANNEXURE B TO INDEPENDENT AUDITORS' REPORT OF EVEN DATE ON THE FINANCIAL STATEMENTS OF ROSELABS FINANCE LIMITED FOR THE YEAR ENDED MARCH 31, 2023

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

- i. The Company had no Property, Plant and Equipment as on March 31, 2023 nor at any time during the year ended March 31, 2023. Accordingly, the provisions stated in paragraph 3(i)(a) to (e) of the Order are not applicable to the Company.
- ii. The Company does not have inventory in the books. Accordingly, the provisions stated in paragraph 3(ii) of the Order are not applicable to the Company.
- iii. According to the information and explanation provided to us, the Company has not made any investments in, provided any guarantee or security, or granted any loans or advances in the nature of loans, secured or unsecured, to companies, firms, limited liability partnerships or any other parties. Hence, the requirements under paragraph 3(iii) of the Order are not applicable to the Company.
- iv. In our opinion and according to the information and explanation given to us, the Company has neither, directly or indirectly, granted any loan, or provided guarantee or security to any its directors or to any other person in whom the director is interested, in accordance with the provisions of section 185 of the Act nor made investments through more than two layers of investment companies in accordance with the provisions of Section 186 of the Act. Accordingly, provision stated in paragraph 3(iv) of the Order are not applicable to the Company.
- v. According to the information and explanations given to us, the Company has not accepted any deposits from the public within the meaning of Sections 73, 74, 75 and 76 of the Act and the rules framed there under.
- vi. The provisions of sub-Section (1) of Section 148 of the Act are not applicable to the Company as the Central Government of India has not specified the maintenance of cost records for any of the products of the Company. Accordingly, the provisions stated in paragraph 3(vi) of the Order are not applicable to the Company.
- vii. (a) According to the information and explanations given to us and the records of the Company examined by us, in our opinion, undisputed statutory dues including goods and services tax, income tax and other statutory dues have generally been regularly deposited with the appropriate authorities during the year. The Company's operations during the year did not give rise to any liability for provident fund, employees' state insurance, sales-tax, service tax, duty of customs, duty of excise, value added tax.  
  
Further, no undisputed statutory dues were in arrears as at March 31, 2023 for a period of more than six months from the date they became payable.  
  
(b) There are no statutory dues referred to in sub- clause (a) above which have not been deposited as- on March 31, 2023 on account of any dispute.
- viii. According to the information and explanations given to us, there are no transactions which are not accounted in the books of account which have been surrendered or disclosed as income during the year in Tax Assessment of the Company. Also, there are no previously unrecorded income which has been now recorded in the books of account. Hence, the provision stated in paragraph 3(viii) of the Order is not applicable to the Company.
- 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 borrowings or in payment of interest thereon to any lender.  
  
(b) According to the information and explanations given to us and on the basis of our audit procedures, we report that the Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.

## ROSELABS FINANCE LIMITED

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- (c) In our opinion and according to the information and explanation provided to us, money raised by way of term loans during the year have been applied for the purpose for which they were raised.
  - (d) According to the information and explanations given to us, and the procedures performed by us, and on an overall examination of the financial statements of the Company, we report that no funds raised on short-term basis have been used for long-term purposes by the Company.
  - (e) The Company does not have any subsidiary, associate, or joint venture. Hence reporting under the paragraph 3(ix)(e) of the Order is not applicable to the Company.
  - (f) The Company does not have any subsidiary, associate, or joint venture. Hence, reporting under the paragraph 3(ix)(f) of the Order is not applicable to the Company.
- x. (a) In our opinion and according to the information and explanation given to us, the Company did not raise any money by way of initial public offer or further public offer (including debt instruments) during the year. Hence, the provisions stated in paragraph 3(x)(a) of the Order are not applicable to the Company.
- (b) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully, partly, or optionally convertible debentures during the year. Hence, the provisions stated in paragraph 3(x)(b) of the Order are not applicable to the Company.
- xi. (a) Based on our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we report that no material fraud by the Company nor on the Company has been noticed or reported during the course of our audit.
- (b) We have not come across of any instance of material fraud by the Company or on the Company during the course of audit of the financial statement for the year ended March 31, 2023, accordingly the provisions stated in paragraph 3(xi)(b) of the Order is not applicable to the Company.
- (c) As represented to us by the Management, there are no whistle-blower complaints received by the Company during the year.
- xii. The Company is not a Nidhi Company. Accordingly, the provisions stated in paragraph 3(xii)(a) to (c) of the Order are not applicable to the Company.
- xiii. According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with Sections 177 and 188 of the Act, where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.
- xiv. (a) In our opinion and based on our examination, the Company has an internal audit system commensurate with the size and nature of its business.
- (b) We have considered internal audit reports of the Company issued till date, for the period under audit.
- xv. According to the information and explanations given to us, in our opinion, during the year the Company has not entered into non-cash transactions with directors or persons connected with its directors and hence, provisions of Section 192 of the Act are not applicable to Company.
- xvi. (a) The Company is not required to be registered under Section 45 IA of the Reserve Bank of India Act, 1934 and accordingly, the provisions stated in paragraph 3(xvi)(a) of the Order are not applicable to the Company.

- (b) The Company has not conducted any Non-Banking Financial or Housing Finance activities without any valid Certificate of Registration from Reserve Bank of India. Hence, the reporting under paragraph 3 (xvi)(b) of the Order are not applicable to the Company.
- (c) The Company is not a Core investment Company (CIC) as defined in the regulations made by Reserve Bank of India. Hence, the reporting under paragraph 3(xvi)(c) of the Order are not applicable to the Company.
- (d) According to the information and explanation provided to us, as per the definition of Group under Core Investment Companies (Reserve Bank) Directions 2016, there are two Core Investment Company (CIC) within the Group which are not required to be registered with the Reserve Bank of India.
- xvii. Based on the overall review of financial statements, Company has incurred cash losses amounting to Rs. 43.66 lakhs during the immediately preceding financial year but has not incurred any cash losses during the current financial year.
- xviii. There has been no resignation of the statutory auditors during the year. Hence, the provisions stated in paragraph 3(xviii) of the Order are not applicable to the Company.
- xix. According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
- xx. According to the information and explanations given to us and based on our verification, the provisions of Section 135 of the Act are not applicable to the Company. Hence, reporting under paragraph 3(xx)(a) and (b) of the Order is not applicable to the Company.
- xxi. According to the information and explanations given to us, the Company does not have any subsidiary, associate or joint venture. Accordingly, reporting under paragraph 3(xxi) of the Order is not applicable.

**For M S K A & Associates**  
**Chartered Accountants**

ICAI Firm Registration No. 105047W

**Bhavik L.Shah**

Partner

Membership No. 122071

UDIN: 23122071BGXNPU2817

Place: April 13, 2023

Date: Mumbai

## ROSELABS FINANCE LIMITED

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### ANNEXURE C TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE FINANCIAL STATEMENTS OF ROSELABS FINANCE LIMITED

[Referred to in paragraph 2(f) under 'Report on Other Legal and Regulatory Requirements' in the Independent Auditors' Report of even date to the Members of Roselabs Finance Limited on the Financial Statements for the year ended March 31, 2023]

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

##### Opinion

We have audited the internal financial controls with reference to financial statements of Roselabs Finance 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.

In our opinion, the Company has, in all material respects, an adequate 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 on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI) (the "Guidance Note").

##### 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. 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 adequate 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 adequacy of the internal financial controls with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements included obtaining an understanding of internal financial controls with reference to financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's 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.

### **For M S K A & Associates**

#### **Chartered Accountants**

ICAI Firm Registration No. 105047W

### **Bhavik L. Shah**

Partner

Membership No. 122071

UDIN: 23122071BGXNPU2817

Place: Mumbai

Date: April 13, 2023

# ROSELABS FINANCE LIMITED

## BALANCE SHEET AS AT 31<sup>ST</sup> MARCH, 2023

	Notes	As at 31 <sup>st</sup> March 23 ₹ in Lakhs	As at 31 <sup>st</sup> March 22 ₹ in Lakhs
<b>ASSETS</b>			
<b>Non-Current Assets</b>			
Non - Current Tax Assets (Net)	2	-	4.69
Deferred Tax Assets (Net)	14	10.92	10.92
<b>Total Non-Current Assets</b>		<b>10.92</b>	<b>15.61</b>
<b>Current Assets</b>			
Financial Assets			
Cash and Cash Equivalents	3	0.38	2.77
<b>Total Current Assets</b>		<b>0.38</b>	<b>2.77</b>
		<b>11.30</b>	<b>18.38</b>
<b>EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
Equity Share Capital	4	1,000.00	1,000.00
Other Equity			
Retained Earnings	5	(1,430.39)	(1,631.98)
Equity attributable to owners of the Company		<b>(430.39)</b>	<b>(631.98)</b>
<b>Non-Current Liabilities</b>			
Financial liabilities			
Borrowings	6	432.56	492.57
		<b>432.56</b>	<b>492.57</b>
<b>Current Liabilities</b>			
<b>Financial Liabilities</b>			
Trade Payables	7		
Due to Micro and Small Enterprises		-	-
Due to Others		8.81	8.20
Other Financial Liabilities	8	-	0.68
Provisions	9	-	148.57
Other Current Liabilities	10	0.32	0.34
<b>Total Current Liabilities</b>		<b>9.13</b>	<b>157.79</b>
<b>Total Liabilities</b>		<b>441.69</b>	<b>650.36</b>
<b>Total Equity and Liabilities</b>		<b>11.30</b>	<b>18.38</b>
<b>Significant Accounting Policies</b>	1		
<b>See accompanying notes to the Financial Statements</b>	1 - 29		

As per our attached Report of even date  
For M S K A & Associates  
Chartered Accountants  
Firm Registration Number: 105047W

Bhavik L. Shah  
Partner  
Membership No. 122071

Place : Mumbai  
Date : 13-April-2023

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

Sanjyot Rangnekar  
(Chairperson)  
(DIN : 07128992)

Abhijeet Shinde  
(Company Secretary)  
Membership No. A33077

Raghava Reddy  
(Managing Director)  
(DIN: 09185972)

Pravin Kumar Kabra  
(Chief Financial Officer)

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2023

	Notes	For the Year ended 31 <sup>st</sup> March 23 ₹ in Lakhs	For the Year ended 31 <sup>st</sup> March 22 ₹ in Lakhs
<b>I INCOME</b>			
Other Income	11	15.08	-
<b>Total Income</b>		<b>15.08</b>	<b>-</b>
<b>II EXPENSES</b>			
Employee Benefits Expense	12	5.05	5.09
Other Expenses	13	64.16	38.68
<b>Total Expense</b>		<b>69.21</b>	<b>43.77</b>
<b>III Loss Before Exceptional Item (I-II)</b>		<b>(54.13)</b>	<b>(43.77)</b>
Exceptional Items	23	260.41	-
<b>Profit/(Loss) Before Tax</b>		<b>206.28</b>	<b>(43.77)</b>
<b>IV Tax Credit/(Expense)</b>			
Current Tax	14	(4.69)	-
Deferred Tax		-	0.11
<b>Total Tax Credit/(Expense)</b>		<b>(4.69)</b>	<b>0.11</b>
<b>V Profit/(Loss) for the year (III-IV)</b>		<b>201.59</b>	<b>(43.66)</b>
<b>VI Other Comprehensive Income (OCI)</b>		<b>-</b>	<b>-</b>
<b>VII Total Comprehensive Income/(Loss) for the year (V + VI)</b>		<b>201.59</b>	<b>(43.66)</b>
<b>VIII Earnings per Equity Share (in ₹)</b>			
(Face value of ₹ 10 per Equity Share)			
Basic	22	2.02	(0.44)
Diluted		2.02	(0.44)

## Significant Accounting Policies

See accompanying notes to the Financial Statements

1  
1 - 29

As per our attached Report of even date  
For M S K A & Associates  
Chartered Accountants  
Firm Registration Number: 105047W

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

Bhavik L. Shah  
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(DIN: 09185972)

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(Company Secretary)  
Membership No. A33077

Pravin Kumar Kabra  
(Chief Financial Officer)

Place : Mumbai  
Date : 13-Apr-2023



# ROSELABS FINANCE LIMITED

## STATEMENT OF CASH FLOWS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2023

	Notes	For the Year ended 31 <sup>st</sup> March 23 ₹ in Lakhs	For the Year ended 31 <sup>st</sup> March 22 ₹ in Lakhs
<b>(A) Operating Activities</b>			
Profit/(Loss) Before Tax		206.28	(43.77)
<b>Adjustments for:</b>			
Sundry Balances written back		(7.41)	-
<b>Operating Profit / (Loss) before working capital changes</b>		<b>198.87</b>	<b>(43.77)</b>
<b>Working Capital Adjustments:</b>			
Increase / (Decrease) in Trade and Other Payables		(141.25)	5.67
<b>Cash generated from/ (used in) Operating Activities</b>		<b>57.62</b>	<b>(38.10)</b>
Income Tax paid / (refund)		-	(0.02)
<b>Net Cash Flows from/(used) in Operating Activities</b>		<b>57.62</b>	<b>(38.12)</b>
<b>(B) Investing Activities</b>			
Divestment in Fixed Deposits with Bank		-	0.10
<b>Net Cash Flows from Investing Activities</b>		<b>-</b>	<b>0.10</b>
<b>(C) Financing Activities</b>			
Proceeds from/(Repayment of) Borrowings (Net)		(60.01)	35.76
<b>Net Cash flow from/(used in) Financing Activities</b>		<b>(60.01)</b>	<b>35.76</b>
<b>(D) Net Decrease in Cash and Cash Equivalents (A+B+C) :</b>			
Cash and Cash Equivalents at the beginning of the year		2.77	5.03
<b>Cash and Cash Equivalents at end of the year (Refer Note 3)</b>		<b>0.38</b>	<b>2.77</b>

### NOTES:

- Cash flow statement has been prepared under the indirect method as set out in IND AS-7 specified under the Section 133 of the Act.
- Reconciliation of liabilities arising from financing activities under IND AS 7

	31-March-23	31-March-22
<b>Borrowings</b>		
Balance at the beginning of the year	492.57	456.81
Cash flow	(60.01)	35.76
Non cash changes	-	-
<b>Balance at the end of the year</b>	<b>432.56</b>	<b>492.57</b>

### Significant Accounting Policies

See accompanying notes to the Financial Statements

1

1 - 29

As per our attached Report of even date  
For M S K A & Associates  
Chartered Accountants  
Firm Registration Number: 105047W

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

Bhavik L. Shah  
Partner  
Membership No. 122071

Sanjyot Rangnekar  
(Chairperson)  
(DIN : 07128992)

Raghava Reddy  
(Managing Director)  
(DIN: 09185972)

Abhijeet Shinde  
(Company Secretary)  
Membership No. A33077

Pravin Kumar Kabra  
(Chief Financial Officer)

Place : Mumbai  
Date : 13-Apr-2023

STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2023

## (A) EQUITY SHARE CAPITAL

₹ in Lakhs

Particulars	As at 31 <sup>st</sup> March 23	As at 31 <sup>st</sup> March 22
Balance at the beginning of the reporting year	1,000.00	1,000.00
Changes in Equity Share Capital on account of prior period errors	-	-
<b>Restated Balance at the beginning of the reporting year</b>	<b>1,000.00</b>	<b>1,000.00</b>
Issued during the year	-	-
<b>Balance at the end of the reporting year</b>	<b>1,000.00</b>	<b>1,000.00</b>

## (B) OTHER EQUITY

₹ in Lakhs

Particulars	Reserves and Surplus	Total
	Retained Earnings	
As at 01-April -22	(1,631.98)	(1,631.98)
Profit for the year	201.59	201.59
Other Comprehensive Income	-	-
<b>As at 31-March-23</b>	<b>(1,430.39)</b>	<b>(1,430.39)</b>

₹ in Lakhs

Particulars	Reserves and Surplus	Total
	Retained Earnings	
As at 01-April -21	(1,588.32)	(1,588.32)
Loss for the year	(43.66)	(43.66)
Other Comprehensive Income	-	-
<b>As at 31-March -22</b>	<b>(1,631.98)</b>	<b>(1,631.98)</b>

As per our attached Report of even date  
For M S K A & Associates  
Chartered Accountants  
Firm Registration Number: 105047W

Bhavik L. Shah  
Partner  
Membership No. 122071

Place : Mumbai  
Date : 13-Apr-2023

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

Sanjyot Rangnekar  
(Chairperson)  
(DIN : 07128992)

Abhijeet Shinde  
(Company Secretary)  
Membership No. A33077

Raghava Reddy  
(Managing Director)  
(DIN: 09185972)

Pravin Kumar Kabra  
(Chief Financial Officer)

# ROSELABS FINANCE LIMITED

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## Notes to Financial Statement for the year ended 31<sup>st</sup> March, 2023

### 1 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

#### A Company's Background

Roselabs Finance Ltd. (the Company) is a public limited Company domiciled and incorporated in India under the Indian Companies Act, 1956 Vide CIN - L70100MH1995PLC318333. The Company's registered office is located at 412, Floor-4, 17G Vardhaman Chamber, Cawasji Patel Road, Horniman Circle, Fort, Mumbai - 400 001. The Company is primarily engaged in the business of real estate development.

The Financial Statements are approved by the Company's Board of Directors at its meeting held on 13-April-23.

#### B Significant Accounting Policies

##### I Basis of preparation

The financial statements of the Company have been prepared in accordance with Indian Accounting Standards ('Ind AS') notified under section 133 of the Companies Act 2013, read together with the Companies (Indian Accounting Standards) Rules, 2015 and amendment if any.

These financial statements have been prepared and presented under the historical cost convention, on the accrual basis of accounting, except for certain financial assets and financial liabilities that are measured at fair values at the end of each reporting period, as stated in the accounting policies set out below. The accounting policies have been applied consistently over all the periods presented in these financial statements.

The statements are presented in Indian Rupees (₹) and all values are rounded to the nearest lakhs except when otherwise indicated.

##### II Summary of Significant Accounting Policies

###### 1 Current and Non-Current Classification

The Company presents assets and liabilities in the Balance Sheet based on current/ non-current classification. An asset is treated as current when it is:

- i) Expected to be realised or intended to be sold or consumed in normal operating cycle.
- ii) Held primarily for the purpose of trading
- iii) Expected to be realised within twelve months after the reporting period, or
- iv) Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

A liability is current when:

- i) It is expected to be settled in normal operating cycle
- ii) It is held primarily for the purpose of trading
- iii) It is due to be settled within twelve months after the reporting period, or
- iv) There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

## Notes to Financial Statement for the year ended 31<sup>st</sup> March, 2023

The Company classifies all other liabilities as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities respectively.

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents.

The operating cycle of the Company's real estate operations varies from project to project depending on the size of the project, type of development, project complexities and related approvals. Accordingly, project related assets and liabilities are classified into current and non-current based on the operating cycle of the project. All other assets and liabilities have been classified into current and non-current based on a period of twelve months.

### 2 Provisions and Contingencies

The Company recognizes provisions when a present obligation (legal or constructive) as a result of a past event exists and it is probable that an outflow of resources embodying economic benefits will be required to settle such obligation and the amount of such obligation can be reliably estimated.

If the effect of time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognized as a finance cost.

A disclosure of contingent liability is also made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. Where there is possible obligation or a present obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made.

### 3 Financial instruments

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

#### Financial Assets

##### Initial recognition and measurement

The Company classifies its financial assets in the following measurement categories.

- those to be measured subsequently at fair value (either through other comprehensive income, or through profit or loss)
- those measured at amortised cost

All financial assets are recognised initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset.

##### Subsequent measurement

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

- i) Debt instruments at amortised cost
- ii) Debt instruments at fair value through other comprehensive income (FVTOCI)

### Notes to Financial Statement for the year ended 31<sup>st</sup> March, 2023

- iii) Debt instruments, derivatives and equity instruments at fair value through profit or loss (FVTPL)
- iv) Equity instruments measured at fair value through other comprehensive income (FVTOCI)

#### Debt instruments at amortised cost

A 'debt instrument' is measured at the amortised cost if both the following conditions are met:

- a) The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and
- b) Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in finance income in the profit or loss. The losses arising from impairment are recognised in the statement of profit or loss.

#### Debt instruments at FVTOCI

A 'debt instrument' is classified as at the FVTOCI if both of the following criteria are met:

- a) The objective of the business model is achieved both by collecting contractual cash flows and selling the financial assets, and
- b) The asset's contractual cash flows represent Solely payments of principal and interest.

Debt instruments included within the FVTOCI category are measured initially as well as at each reporting date at fair value. Fair value movements are recognized in the other comprehensive income (OCI). However, the Company does not have any debt instruments which meets the criteria for measuring the debt instrument at FVTOCI.

#### Debt instrument at FVTPL

Any debt instrument, which does not meet the criteria for categorization as at amortized cost or as FVTOCI, is classified as at FVTPL.

In addition, the Company may elect to designate a debt instrument, which otherwise meets amortized cost or FVTOCI criteria, as at FVTPL. However, such election is allowed only if doing so reduces or eliminates a measurement or recognition inconsistency (referred to as 'accounting mismatch'). The Company has not designated any debt instrument as at FVTPL.

Debt instruments included within the FVTPL category are measured at fair value with all changes recognized in the P&L.

#### Equity investments

All equity investments in scope of Ind AS 109 are measured at fair value. The Company may make an irrevocable election to present in other comprehensive income subsequent changes in the fair value. The Company makes such election on an instrument-by-instrument basis. The classification is made on initial recognition and is irrevocable.

**Notes to Financial Statement for the year ended 31<sup>st</sup> March, 2023****Derecognition of Financial Assets**

A financial asset (or, where applicable, a part of a financial asset or part of a Company of similar financial assets) is primarily derecognised (i.e. removed from the Company's balance sheet) when:

- i) The rights to receive cash flows from the asset have expired, or
- ii) The Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either (a) the Company has transferred substantially all the risks and rewards of the asset, or (b) the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Company has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Company continues to recognise the transferred asset to the extent of the Company's continuing involvement. In that case, the Company also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Company has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Company could be required to repay.

**Impairment of Financial Assets**

The Company assess on a forward looking basis the expected credit losses associated with its financial assets carried at amortised cost and FVTOCI debts instruments. The impairment methodology applied depends on whether there has been significant increase in credit risk. For trade receivables, the Company is not exposed to any credit risk as the legal ownership of residential and commercial units are transferred to the buyer only after all the installments are recovered.

For financial assets carried at amortised cost, the carrying amount is reduced and the amount of the loss is recognised in the statement of profit and loss. Interest income on such financial assets continues to be accrued on the reduced carrying amount and is accrued using the rate of interest used to discount the future cash flows for the purpose of measuring the impairment loss. The interest income is recorded as part of finance income. Financial asset together with the associated allowance are written off when there is no realistic prospect of future recovery and all collateral has been realised or has been transferred to the Company. If, in a subsequent year, the amount of the estimated impairment loss increases or decreases because of an event occurring after the impairment was recognised, the previously recognised impairment loss is increased or decreased. If a write-off is later recovered, the recovery is credited to finance costs.

**Financial Liabilities**Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, or payables, as appropriate.

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

The Company's financial liabilities include trade and other payables, loans and borrowings including bank overdrafts and financial guarantee contracts.

### Notes to Financial Statement for the year ended 31<sup>st</sup> March, 2023

#### Subsequent measurement

The measurement of financial liabilities depends on their classification, as described below:

#### Financial liabilities at fair value through profit or loss

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss. Separated embedded derivatives are also classified as held for trading unless they are designated as effective hedging instruments.

Gains or losses on liabilities held for trading are recognised in the profit or loss.

Financial liabilities designated upon initial recognition at fair value through profit or loss are designated as such at the initial date of recognition, and only if the criteria in Ind AS 109 are satisfied. For liabilities designated as FVTPL, fair value gains/ losses attributable to changes in own credit risk are recognized in OCI. These gains/ loss are not subsequently transferred to Statement of Profit and loss. However, the Company may transfer the cumulative gain or loss within equity. All other changes in fair value of such liability are recognised in the statement of profit or loss. The Company has not designated any financial liability as at fair value through profit and loss.

#### Loans and borrowings

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the EIR amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the statement of profit and loss.

#### **Derecognition of Financial Liabilities**

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the Statement of Profit and Loss.

#### **Reclassification of Financial Assets and Financial Liabilities**

The Company determines classification of financial assets and liabilities on initial recognition. After initial recognition, no reclassification is made for financial assets which are equity instruments and financial liabilities. For financial assets which are debt instruments, a reclassification is made only if there is a change in the business model for managing those assets. Changes to the business model are expected to be infrequent. The Company's management determines change in the business model as a result of external or internal changes which are significant to the Company's operations. Such changes are evident to external parties. A change in the business model occurs when the Company either begins or ceases to perform an activity that is significant to its operations. If the Company reclassifies financial assets, it applies the reclassification prospectively from the reclassification date which is the first day of the immediately next reporting period following the change in business model. The Company does not restate any previously recognised gains, losses (including impairment gains or losses) or interest.

## Notes to Financial Statement for the year ended 31<sup>st</sup> March, 2023

### Offsetting of Financial Instruments

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

### 4 Fair Value Measurement

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- i) In the principal market for the asset or liability, or-
- ii) In the absence of a principal market, in the most advantageous market for the asset or liability

The principal or the most advantageous market must be accessible by the Company.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

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

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

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- i) Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities
- ii) Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable
- iii) Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

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

### 5 Cash and Cash Equivalents

Cash and cash equivalent in the Balance Sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

### 6 Revenue Recognition

The Company has applied five step model as set out in Ind AS 115 to recognise revenue in the Financial Statements. The Company satisfies a performance obligation and recognises revenue over time, if one of the following criteria is met:



### Notes to Financial Statement for the year ended 31<sup>st</sup> March, 2023

- a. The customer simultaneously receives and consumes the benefits provided by the Company's performance as the Company performs; or
- b. The Company's performance creates or enhances an asset that the customer controls as the asset is created or enhanced; or
- c. The Company's performance does not create an asset with an alternative use to the Company and the entity has an enforceable right to payment for performance completed to date.

For performance obligations where any of the above conditions are not met, revenue is recognised at the point in time at which the performance obligation is satisfied.

Revenue is recognised either at point of time and over a period of time based on the conditions in the contracts with customers.

The specific revenue recognition criteria are described below:

#### (I) Income from Property Development

The Company has determined that the existing terms of the contract with customers does not meet the criteria to recognise revenue over a period of time. Revenue is recognized at point in time with respect to contracts for sale of residential and commercial units as and when the control is passed on to the customers which is linked to the application and receipt of occupancy certificate.

The Company provides rebates to the customers. Rebates are adjusted against customer dues and the revenue to be recognized. To estimate the variable consideration for the expected future rebates the company uses the "most-likely amount" method or "expected value method".

#### (II) Contract Balances

##### Contract Assets

The Company is entitled to invoice customers for construction of residential and commercial properties based on achieving a series of construction-linked milestones. A contract asset is the right to consideration in exchange for goods or services transferred to the customer. If the company performs by transferring goods or services to a customer before the payment is due, a contract asset is recognized for the earned consideration that is conditional. Any receivable which represents the Company's right to the consideration that is unconditional is treated as a trade receivable.

##### Contract Liabilities

A contract liability is the obligation to transfer goods or services to a customer for which the Company has received consideration from the customer. If a customer pays consideration before the Company transfers goods or services to the customer, a contract liability is recognised when the payment is made. Contract liabilities are recognised as revenue when the Company performs under the contract.

#### (III) Interest Income

For all debt instruments measured at amortised cost. Interest income is recorded using the effective interest rate (EIR).

## Notes to Financial Statement for the year ended 31<sup>st</sup> March, 2023

### (IV) Dividends

Revenue is recognised when the Company's right to receive the payment is established.

### 7 Current Income Tax

Current income tax for the current and prior periods are measured at the amount expected to be recovered from or paid to the taxation authorities based on the taxable profit for the period. The tax rates and tax laws used to compute the amount are those that are enacted by the reporting date and applicable for the period.

### Deferred Tax

Deferred tax is recognized using the balance sheet approach. Deferred tax assets and liabilities are recognized for all deductible and taxable temporary differences arising between the tax bases of assets and liabilities and their carrying amount in financial statements, except when the deferred tax arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and affects neither accounting nor taxable profits or loss at the time of transaction.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period when the asset is realized or the liability is settled, based on tax rates that have been enacted or substantively enacted at the reporting date.

Deferred tax asset in respect of carry forward of unused tax credits and unused tax losses are recognized to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilized.

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

Minimum Alternate Tax (MAT) credit is recognised as an asset only when and to the extent there is convincing evidence that the Company will pay normal tax during the specified period. Such asset is reviewed at each Balance Sheet date and the carrying amount of the MAT credit asset is written down to the extent there is no longer a convincing evidence to the effect that the Company will pay normal tax during the specified period.

### Presentation of Current and Deferred Tax:

Current and deferred tax are recognized as income or an expense in the Statement of Profit and Loss, except when they relate to items that are recognized in OCI, in which case, the current and deferred tax income/ expense are recognized in OCI. The Company offsets current tax assets and current tax liabilities, where it has a legally enforceable right to set off the recognized amounts and where it intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously. In case of deferred tax assets and deferred tax liabilities, the same are offset if the Company has a legally enforceable right to set off corresponding current tax assets against current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same tax authority on the Company.

### 8 Borrowing Costs

Borrowing costs that are directly attributable to long term project development activities are inventorised / capitalized as part of project cost.

All other borrowing costs are expensed in the period in which they occur. Borrowing costs consist of interest and other costs that the Company incurs in connection with the borrowing of funds.

## ROSELABS FINANCE LIMITED

### Notes to Financial Statement for the year ended 31<sup>st</sup> March, 2023

#### 9 Earnings Per Share

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

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

	As at 31 <sup>st</sup> March 23 ₹ in Lakhs	As at 31 <sup>st</sup> March 22 ₹ in Lakhs
<b>2 Non - Current Tax Assets (Net)</b>		
Advance Income Tax (Net of Provision)	-	4.69
<b>Total</b>	<b>-</b>	<b>4.69</b>
<b>3 Cash and Cash Equivalents</b>		
Balances with Banks	0.38	2.77
<b>Total</b>	<b>0.38</b>	<b>2.77</b>
<b>4 Equity Share Capital</b>		
<b>A) Authorised Share Capital</b>		
<b>Equity Shares of ₹ 10 each</b>		
<b>Numbers</b>		
Balance at the beginning of the year	1,10,00,000	1,10,00,000
Increase/(Decrease) during the year	-	-
<b>Balance at the end of the year</b>	<b>1,10,00,000</b>	<b>1,10,00,000</b>
<b>Amount</b>		
Balance at the beginning of the year	1,100.00	1,100.00
Increase/(Decrease) during the year	-	-
<b>Balance at the end of the year</b>	<b>1,100.00</b>	<b>1,100.00</b>
<b>B) Issued Equity Capital</b>		
<b>Equity Shares of ₹ 10 each issued, subscribed and fully paid up</b>		
<b>Numbers</b>		
Balance at the beginning of the year	1,00,00,000	1,00,00,000
Increase/(Decrease) during the year	-	-
<b>Balance at the end of the year</b>	<b>1,00,00,000</b>	<b>1,00,00,000</b>
<b>Amount</b>		
Balance at the beginning of the year	1,000.00	1,000.00
Increase/(Decrease) during the year	-	-
<b>Balance at the end of the year</b>	<b>1,000.00</b>	<b>1,000.00</b>

Notes to Financial Statement for the year ended 31<sup>st</sup> March, 2023

## C) Terms/ rights attached to Equity Shares

The company has only class of equity shares having par value of ₹ 10 per share.

Each Shareholder is entitled for one vote per share. The Shareholders have the right to receive interim dividends declared by the Board of Directors and final dividend proposed by the Board of Directors and approved by the Shareholders.

In the event of liquidation, the Shareholders will be entitled, in proportion to the number of Equity Shares held by them, to receive remaining assets of the Company, after distribution of all preferential amounts.

	As at 31 <sup>st</sup> March 23 ₹ in Lakhs	As at 31 <sup>st</sup> March 22 ₹ in Lakhs
<b>D) Shares held by Holding Company</b>		
Macrotech Developers Limited		
Numbers	74,24,670	74,24,670
Amount	742.47	742.47
<b>E) Details of Shareholders holding more than 5% shares in the Company</b>		
Macrotech Developers Limited		
Numbers	74,24,670	74,24,670
% of Holding	74.25%	74.25%

## F) Shares held by Promoters

	As at 31 <sup>st</sup> March 23		
	Number of shares	% of total shares	% change during the year
Macrotech Developers Limited	74,24,670	74.25%	Nil
	As at 31 <sup>st</sup> March 22		
	Number of shares	% of total shares	% change during the year
Macrotech Developers Limited	74,24,670	74.25%	Nil

G) There are no shares issued for consideration other than cash during the period of five years.

	As at 31 <sup>st</sup> March 23 ₹ in Lakhs	As at 31 <sup>st</sup> March 22 ₹ in Lakhs
<b>5 Retained Earnings</b>		
Balance at the beginning of the year	(1,631.98)	(1,588.32)
Increase/ (Decrease) during the year	201.59	(43.66)
<b>Balance at the end of the year</b>	<b>(1,430.39)</b>	<b>(1,631.98)</b>

## ROSELABS FINANCE LIMITED

### Notes to Financial Statement for the year ended 31<sup>st</sup> March, 2023

	As at 31 <sup>st</sup> March 23 ₹ in Lakhs	As at 31 <sup>st</sup> March 22 ₹ in Lakhs
<b>6 Non-Current Liabilities</b>		
<b>Borrowing</b>		
Unsecured		
<b>Loans/ Inter Corporate Deposits from Related Parties (Refer Note 17)*</b>	432.56	492.57
<b>Total</b>	<b>432.56</b>	<b>492.57</b>
* Interest free and Repayment ending on September-2024. Company has unutilised credit line available from the holding company and can avail the facility as and when needed to meets its obligations.		
<b>7 Current Trade Payables</b>		
Due to Micro and Small Enterprises	-	-
Due to Others	8.81	8.20
<b>Total</b>	<b>8.81</b>	<b>8.20</b>
Note: Disclosure of outstanding dues of Micro and Small Enterprise under Trade Payables is based on the information available with the Company regarding the status of the suppliers as defined under the Micro, Small and Medium Enterprises Development Act, 2006 and relied upon by the auditor.		
<b>8 Other Current Financial Liabilities</b>		
Payable to Related Party (Refer Note 17)	-	0.68
<b>Total</b>	<b>-</b>	<b>0.68</b>
<b>9 Provisions</b>		
Payable against Demand (Refer Note 23)	-	148.57
<b>Total</b>	<b>-</b>	<b>148.57</b>
<b>10 Other Current Liabilities</b>		
Duties and Taxes	0.32	0.34
<b>Total</b>	<b>0.32</b>	<b>0.34</b>
	For the Year ended 31 <sup>st</sup> March-23 ₹ in Lakhs	For the Year ended 31 <sup>st</sup> March-22 ₹ in Lakhs
<b>11 Other Income</b>		
Sundry Balances / Excess Provision Written Back	7.41	-
Interest Income on:		
Income Tax refund	7.67	-
<b>Total</b>	<b>15.08</b>	<b>-</b>
<b>12 Employee Benefits Expense</b>		
Salaries and Wages*	5.05	5.09
<b>Total</b>	<b>5.05</b>	<b>5.09</b>

\*Salaries and Wages of ₹ 3.60 Lakhs (31-March-22 ₹ 3.94 Lakhs) reimbursable to Holding Company

Notes to Financial Statement for the year ended 31<sup>st</sup> March, 2023

	For the Year ended 31 <sup>st</sup> March-23 ₹ in Lakhs	For the Year ended 31 <sup>st</sup> March-22 ₹ in Lakhs
<b>13 Other Expenses</b>		
Rates and Taxes	16.90	8.92
Printing and Stationery	0.09	-
Postage / Telephone / Internet	-	0.10
Legal and Professional	43.27	25.62
Payment to Auditors as:		
Audit Fees	2.00	2.00
Other Services	1.00	1.00
Advertising Expenses	0.73	0.86
Bank Charges	0.12	-
Miscellaneous Expenses	0.05	0.18
<b>Total</b>	<b>64.16</b>	<b>38.68</b>
<b>14 Tax Expense:</b>		
<b>a. The major components of Income Tax Expense are as follows</b>		
<b>(i) Income Tax recognized in the Statement of Profit and Loss</b>		
<b>Current Income Tax (Expense)/ Benefit:</b>		
Current Income Tax	-	-
Adjustments in respect of Current Income Tax of previous year	(4.69)	(0.11)
<b>Total</b>	<b>(4.69)</b>	<b>(0.11)</b>
<b>Income Tax Expense reported in the Statement of Profit or Loss</b>	<b>(4.69)</b>	<b>(0.11)</b>
<b>b. Reconciliation of tax expense and the accounting profit multiplied by India's tax rates :</b>		
<b>Accounting Profit / (Loss) before Tax</b>	<b>(206.28)</b>	<b>(43.77)</b>
<b>Income tax expense calculated at corporate tax rate</b>	<b>(51.92)</b>	<b>11.02</b>
<b>Deductible expenses for tax purposes:</b>		
Deferred Tax Assets not recognised	51.92	(11.02)
<b>Non-deductible expenses for tax purposes:</b>		
Adjustments in respect of Current Income Tax of previous year	(4.69)	(0.11)
<b>Total</b>	<b>(4.69)</b>	<b>(0.11)</b>

## ROSELABS FINANCE LIMITED

### Notes to Financial Statement for the year ended 31<sup>st</sup> March, 2023

- c. The major components of Deferred Tax (Liabilities)/Assets arising on account of temporary differences are as follows:

Deferred Tax relates to the following	Balance Sheet	
	31 <sup>st</sup> March-23 ₹ in Lakhs	31 <sup>st</sup> March-22 ₹ in Lakhs
MAT Credit	10.92	10.92
<b>Net Deferred Tax Assets</b>	<b>10.92</b>	<b>10.92</b>
<b>d. Reconciliation of Deferred Tax</b>		
Opening Balance	10.92	10.81
Tax Income during the year recognised in Statement of Profit and Loss	-	0.11
<b>Closing balance</b>	<b>10.92</b>	<b>10.92</b>

#### 15 Category wise classification of Financial Instruments

₹ in Lakhs

	Carrying Value			Fair value measurement using		
	Fair Value through Profit & Loss (FVTPL)	Amortized Cost	Total	Quoted prices in active markets (Level 1)	Significant observable inputs (Level 2)	Significant unobservable inputs (Level 3)
<b>As at 31-March-2023</b>						
<b>Financial Assets</b>						
Cash and Cash Equivalents	-	0.38	0.38	-	-	-
	-	<b>0.38</b>	<b>0.38</b>	-	-	-
<b>Financial Liabilities</b>						
Borrowings	-	432.56	432.56	-	-	-
Trade Payables	-	8.81	8.81	-	-	-
Other Financial Liabilities	-	-	-	-	-	-
	-	441.37	441.37	-	-	-
<b>As at 31-March-2022</b>						
<b>Financial Assets</b>						
Cash and Cash Equivalents	-	2.77	2.77	-	-	-
	-	<b>2.77</b>	<b>2.77</b>	-	-	-
<b>Financial Liabilities</b>						
Borrowings	-	492.57	492.57	-	-	-
Trade Payables	-	8.20	8.20	-	-	-
Other Financial Liabilities	-	0.68	0.68	-	-	-
	-	<b>501.45</b>	<b>501.45</b>	-	-	-

## Notes to Financial Statement for the year ended 31<sup>st</sup> March, 2023

### 16 Significant Accounting Judgements, Estimates and Assumptions

#### Judgements, Estimates and Assumptions

The Company makes certain judgement, estimates and assumptions regarding the future. Actual experience may differ from these judgements, estimates and assumptions. The estimates and assumptions that have significant risk of causing material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below.

#### (i) Income Taxes

Significant judgments are involved in estimating budgeted profits for the purpose of paying advance tax, determining the provision for income taxes, including amount expected to be paid/recovered for uncertain tax positions.

#### (ii) Fair Value Measurement of Financial Instruments

When the fair values of financial assets and financial liabilities recorded in the Balance Sheet cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques, including the discounted cash flow model, which involve various judgements and assumptions.

### 17 Related party transactions

Information on Related Party Transactions as required by IND-AS 24 'Related Party Disclosure'.

#### A. List of related parties: (As identified by the management)

##### I Person having Control or joint control or significant influence

Abhishek Lodha

##### II Ultimate Holding Company

Sambhavnath Infrabuild and Farms Pvt. Ltd.

##### III Holding Company

Macrotech Developers Ltd.

##### IV Key Management Personnel

- 1 Nilesh Rawat - Managing Director (Upto 31-May-21)
- 2 Raghava Reddy- Managing Director (w.e.f. 31-May-21)
- 3 Sanjyot Rangnekar- Director
- 4 Pravin Kumar Kabra - Chief Financial Officer
- 5 Prakash Vaghela- Independent Director
- 6 Mayank Padiya - Independent Director



## ROSELABS FINANCE LIMITED

### Notes to Financial Statement for the year ended 31<sup>st</sup> March, 2023

#### B. Outstanding Balances with related parties and Transactions during the year ended are as follows:

##### (i) Outstanding Balances:

₹ in Lakhs

Sr. No.	Nature of Transactions	As on	Holding Company
1	Loans taken	31-March-23	432.56
		31-March-22	492.57
2	Other Financial Liabilities	31-March-23	-
		31-March-22	0.68

##### (ii) Disclosure in respect of transactions with parties:

₹ in Lakhs

Sr. No.	Nature of Transactions	Particulars	Relationship	For the year ended	
				31-March-23	31-March-22
1	Loans/ Advances Taken/(returned)(Net)	Macrotech Developers Ltd.	Holding Company	(60.01)	35.76
2	Salaries and Wages*	Macrotech Developers Ltd.	Holding Company	4.25	4.65

\* Inclusive of taxes

#### C. Terms and conditions of outstanding balances with related parties

##### a) Receivables from Related parties

The trade receivables from related parties arise mainly from sale transactions and services rendered and are received as per agreed terms. The receivables are unsecured in nature. No provisions are held against receivables from related parties.

##### b) Payable to related parties

The payables to related parties arise mainly from purchase transactions and services received and are paid as per agreed terms.

##### c) Loans to related party

The loans to related parties are unsecured bearing effective interest rate.

#### 18 Segment information

For management purposes, the Company is into one reportable segment i.e. Real Estate development.

For management purposes, the Company has only one reportable segments namely, Development of real estate property. The Board of Directors of the Company acts as the Chief Operating Decision Maker ("CODM"). The CODM evaluates the Company's performance and allocates resources based on an analysis of various performance indicators.

#### 19 Financial Instrument measured at Amortised Cost

The carrying amount of financial assets and financial liabilities measured at amortised cost in the financial statements are a reasonable approximation of their fair values since the Company does not anticipate that the carrying amounts would be significantly different from the values that would eventually be received or settled.

## Notes to Financial Statement for the year ended 31<sup>st</sup> March, 2023

### 20 Financial risk management objectives and policies

The Company's principal financial liabilities comprise mainly of trade and other financial liabilities. The main purpose of these financial liabilities is to finance the Company's operations. The Company's principal financial assets include cash and cash equivalents.

The Company is exposed through its operations to the following financial risks:

- Market risk
- Credit risk, and
- Liquidity risk.

The Company has evolved a risk mitigation framework to identify, assess and mitigate financial risk in order to minimize potential adverse effects on the company's financial performance. There have been no substantive changes in the company's exposure to financial instrument risks, its objectives, policies and processes for managing those risks or the methods used to measure them from previous periods unless otherwise stated herein."

#### (a) Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risks: interest rate risk, currency risk and other price risk. Financial instruments affected by market risk includes borrowings, investments, trade payables, trade receivables, loans and derivative financial instruments. The Company is not exposed to interest rate risk or foreign currency risk.

#### b) Credit risk

Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Company is exposed to credit risk from its operating activities.

The Company's exposure to credit risk is influenced mainly by the individual characteristics of each customer. The demographics of the Company's customer base, including the default risk of the industry and country, in which customers operate, has less influence on the credit risk.

Credit risk from balances with banks and financial institutions is managed by Company's treasury in accordance with the Company's policy. The company limits its exposure to credit risk by only placing balances with local banks and international banks of good repute. Given the profile of its bankers, management does not expect any counterparty to fail in meeting its obligations.

#### c) Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in raising funds to meet commitments associated with financial instruments that are settled by delivering cash or another financial asset. Liquidity risk may result from an inability to sell a financial asset quickly at close to its fair value. The Company has an established liquidity risk management framework for managing its short term, medium term and long term funding and liquidity management requirements. The Company's exposure to liquidity risk arises primarily from mismatches of the maturities of financial assets and liabilities. The Company manages the liquidity risk by maintaining adequate funds in cash and cash equivalents. The Company is in the process of making necessary arrangement and expects to meet its financial commitments in a timely and cost-effective manner.

## ROSELABS FINANCE LIMITED

### Notes to Financial Statement for the year ended 31<sup>st</sup> March, 2023

The table below summarises the maturity profile of the Company's financial liabilities based on contractual undiscounted payments.

	Less than 1 years	1 to 5 years	> 5 years	Total
	₹ in Lakhs	₹ in Lakhs	₹ in Lakhs	₹ in Lakhs
<b>As at 31-March-23</b>				
Borrowings	-	432.56	-	432.56
Trade Payables	8.81	-	-	8.81
Other Financial Liabilities	-	-	-	-
	<b>8.81</b>	<b>432.56</b>	<b>-</b>	<b>441.37</b>
<b>As at 31-March-22</b>				
Borrowings	-	492.57	-	492.57
Trade Payables	8.20	-	-	8.20
Other Financial Liabilities	0.68	-	-	0.68
	<b>8.88</b>	<b>492.57</b>	<b>-</b>	<b>501.45</b>

#### 21 Capital management

For the purpose of the Company's capital management, capital includes issued equity share capital and other equity reserves attributable to Shareholders of the Company. The primary objective of the Company's capital management is to maximise the shareholder value.

The Company manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants.

#### 22 Basic and Diluted Earnings Per Share:

		For the Year ended 31 <sup>st</sup> March-23	For the Year ended 31 <sup>st</sup> March-22
(a) Net Profit/(Loss) for the year	₹ in Lakhs	201.59	(43.66)
(b) Weighted Average number of Equity Shares outstanding during the year		1,00,00,000	1,00,00,000
(c) Face Value of Equity Shares	(₹)	10	10
(d) Basic and Diluted Earnings Per Share	(₹)	2.02	(0.44)

**23** SEBI had imposed a penalty including interest of ₹ 275.41 lakhs on the Company for alleged violations of certain SEBI regulations during the financial year 2003-04, when the Company was managed by the erstwhile promoters. Pursuant to the appeal filed by the Company, the Securities Appellate Tribunal had set aside the SEBI Order and the matter was remanded to SEBI to recalculate the penalty. On 13-January-23, SEBI passed an Order reducing the penalty to ₹ 15.00 lakhs, which has been paid by the Company. Excess provision no longer required has been reversed and shown under Exceptional Items.

Notes to Financial Statement for the year ended 31<sup>st</sup> March, 2023

## 24 a) Trade Payables Ageing Schedule

₹ in Lakhs

Particulars	MSME	Others	Disputed dues – MSME	Disputed dues – Others
<b>As at 31st-March-23</b>				
Unbilled	-	-	-	-
Not due	-	-	-	-
Less than 1 year	-	3.49	-	-
1 - 2 years	-	4.10	-	-
2 - 3 years	-	0.63	-	-
More than 3 years	-	0.59	-	-
<b>Total</b>	-	<b>8.81</b>	-	-
<b>As at 31-March-22</b>				
Unbilled	-	-	-	-
Not due	-	-	-	-
Less than 1 year	-	7.25	-	-
1 - 2 years	-	0.61	-	-
2 - 3 years	-	0.21	-	-
More than 3 years	-	0.13	-	-
<b>Total</b>	-	<b>8.20</b>	-	-

b) There is no outstanding due of MSME Supplier and therefore disclosure required under MSME Act 2006 is not applicable.

25 The Company had applied to BSE Limited (where its shares are listed), for approving a Scheme of merger by absorption of the Company with Macrotech Developers Limited, the holding company, pursuant to approval granted by Board of Directors of the Company, at its meeting held on 25-January-22. As more than a year has elapsed from the filing of the Scheme, the Company will take fresh approvals as applicable for the merger.

## 26 Ratios analysis and its element:

₹ in Lakhs

Sr. No.	Particulars	31 <sup>st</sup> March-23			31 <sup>st</sup> March-22			% Change	Reason for Change
		Numerator	Denominator	Ratio	Numerator	Denominator	Ratio		
1	<b>Current Ratio</b> - (Current Asset / Current Liability)	0.38	9.13	0.04	2.77	157.79	0.02	137.09%	Improvement in Current ratio is due to reductions in Current Liabilities.
2	<b>Debt-Equity Ratio</b> - (Borrowings / Total Equity)	432.56	(430.39)	(1.01)	492.57	(631.98)	(0.78)	28.95%	Improvement in debt equity ratio is due to decrease in debt and increase in profits.
3	<b>Return on Equity Ratio</b> - (Profit / (Loss) after tax / Average of total Equity)	201.59	(531.19)	(0.38)	(43.66)	(610.15)	0.07	-630.37%	Change in Return on Equity Ratio is due to decrease in loss after tax compare to last year.

## ROSELABS FINANCE LIMITED

### Notes to Financial Statement for the year ended 31<sup>st</sup> March, 2023

Sr. No.	Particulars	31 <sup>st</sup> March-23			31 <sup>st</sup> March-22			% Change	Reason for Change
		Numerator	Denominator	Ratio	Numerator	Denominator	Ratio		
4	Return on Capital Employed - ((Profit / (Loss) before tax (+) finance costs) / (Total Equity (+) Borrowings (-) Deferred Tax Asset))	206.28	(8.75)	(23.58)	(43.77)	(150.33)	0.29	-8197.02%	Change in Return on Capital employed is due to decrease in loss after tax compare to last year.

Ratios which are not applicable to the company as there are no such transaction/balances : 1. Inventory Turnover Ratio 2. Trade Receivables Turnover Ratio, 3. Trade Payables Turnover Ratio ,4. Net Capital Turnover Ratio, 5. Return on Investment

#### 27 Other Information

- (i) The Company does not have any Benami property, where any proceeding has been initiated or pending against the Company for holding any Benami property.
- (ii) The Company does not have any transactions with companies struck off.
- (iii) The Company does not have any secured borrowings, hence registration of charges or satisfaction is not applicable.
- (iv) The Company has not traded or invested in Crypto currency or Virtual Currency during the period/year.
- (v) The Company has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:
  - (a) 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
  - (b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
- (vi) The Company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:
  - (a) 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
  - (b) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- (vii) The Company does not have any transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961.
- (viii) Submission of quarterly return or statement is not applicable as the company does not have borrowings from Banks or financial institutions.

## Notes to Financial Statement for the year ended 31<sup>st</sup> March, 2023

### 28 (i) Recent Development

The Ministry of Corporate Affairs (MCA) has notified, Companies (Indian Accounting Standard) Amendment Rules, 2023 on 31-March-2023 to amend certain Ind AS's which are effective from 01-April-2023. Summary of such amendments are given below:

- (a) **Amendment to Ind AS 1 Presentation of financial statements - Disclosure of Accounting Policies:** The amendment replaces the requirement to disclose 'significant accounting policies' with 'material accounting policy information'. The amendments also provide guidance under what circumstance, the accounting policy information is likely to be considered material and therefore requiring disclosure. The Company is currently revisiting their accounting policy information disclosures to ensure consistency with the amended requirements.
- (b) **Amendments to Ind AS 8 Accounting policies, changes in accounting estimates and errors: Definition of Accounting Estimates:** The amendment added the definition of accounting estimates, clarifies that the effects of a change in an input or measurement technique are changes in accounting estimates, unless resulting from the correction of prior period errors. These amendments clarify how entities make the distinction between changes in accounting estimate, changes in accounting policy and prior period errors. The distinction is important, because changes in accounting estimates are applied prospectively to future transactions and other future events, but changes in accounting policies are generally applied retrospectively to past transactions and other past events as well as the current period. The amendments are not expected to have a material impact on the Company's financial statements.
- (c) **Amendments to Ind AS 12 Income taxes - Deferred Tax related to Assets and Liabilities arising from a Single Transaction:** The amendment to Ind AS 12, requires to recognise deferred tax on transactions that, on initial recognition, give rise to equal amounts of taxable and deductible temporary differences. They will typically apply to transactions such as leases of lessees and decommissioning obligations and will require the recognition of additional deferred tax assets and liabilities.

The amendment should be applied to transactions that occur on or after the beginning of the earliest comparative period presented. In addition, entities should recognise deferred tax assets (to the extent that it is probable that they can be utilised) and deferred tax liabilities at the beginning of the earliest comparative period for all deductible and taxable temporary differences associated with (i) right-of-use assets and lease liabilities, and (ii) decommissioning, restoration and similar liabilities, and the corresponding amounts recognised as part of the cost of the related assets.

The cumulative effect of recognising these adjustments is recognised in retained earnings, or another component of equity, as appropriate.

The Company is currently assessing the impact of the amendments.

- (d) **The other amendments to Ind AS notified by these rules are primarily in the nature of clarifications."**

### (ii) Subsequent Events

There are no subsequent events which require disclosure or adjustment to the financial statements.

## ROSELABS FINANCE LIMITED

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### Notes to Financial Statement for the year ended 31<sup>st</sup> March, 2023

29 The figures for the corresponding previous year have been regrouped/ reclassified, wherever considered necessary, to make them comparable with current years classification.

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As per our attached Report of even date  
For M S K A & Associates  
Chartered Accountants  
Firm Registration Number: 105047W

Bhavik L. Shah  
Partner  
Membership No. 122071

Place : Mumbai  
Date : 13-Apr-2023

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

Sanjyot Rangnekar  
(Chairperson)  
(DIN : 07128992)

Raghava Reddy  
(Managing Director)  
(DIN: 09185972)

Abhijeet Shinde  
(Company Secretary)  
Membership No. A33077

Pravin Kumar Kabra  
(Chief Financial Officer)





if undelivered, please return to:

**ROSELLABS FINANCE LIMITED**  
10<sup>th</sup> Floor, Lodha Excelus, N.M.Joshi Marg,  
Mahalaxmi, Mumbai- 400011, India