

SARASWATI COMMERCIAL (INDIA) LTD.

Regd.Off.:209-210, Arcadia Building, 2nd Floor, 195, Nariman Point, Mumbai-400021.

Tel:40198600 Fax:40198650 E-mail:saraswati.investor@gcvl.in,

Web:www.saraswaticommercial.com CIN:L51909MH1983PLC166605

Date: 01.09.2023

To,
Corporate Relationship Department
BSE Limited
P.J. Towers, 1st Floor,
Dalal Street,
Mumbai - 400 001

Ref: BSE Code: 512020

Regulation 34 (1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sir/Madam,

Sub: Submission of Annual Report for the financial year 2022-2023

Pursuant to Regulation 34(1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, enclosed herewith please find 40th Annual Report of the Company for the financial year 2022-23, which is being sent today i.e. 1st September, 2023 to those Members whose e-mail addresses are registered with the Company/Registrar and Transfer Agent/Depositories.

The 40th Annual Report has been uploaded on the Company's website viz. <https://www.saraswaticommercial.com/>

You are requested to kindly acknowledge receipt of the same.

Thanking You,

Yours faithfully

For **SARASWATI COMMERCIAL (INDIA) LIMITED**

Avani Sanghavi

Company Secretary & Compliance Officer

Encl: As above



SARASWATI

COMMERCIAL (INDIA) LIMITED

40TH
ANNUAL
REPORT
2022 - 2023

CORPORATE INFORMATION

BOARD OF DIRECTORS AS ON 31ST MARCH, 2023

Mr. Ritesh Zaveri	Non-Executive Director
Mr. Sandeep Kumar Kejariwal	Non-Executive Director
Mr. Hetal Khalpada	Non-Executive Director
Mr. Ketan Desai	Independent Director
Mrs. Rupal Vora	Independent Director
Mr. Vallabh Prasad Biyani	Independent Director

BANKERS

HDFC Bank Limited
Credit Agricole Corporate & Investmest Bank

REGISTERED OFFICE

209-210, Arcadia Building,
2nd Floor, Plot No. 195,
Nariman Point, Mumbai – 400021
Tele. : 022-40198600, Fax: 022-40198650

BOARD COMMITTEES AS ON 31ST MARCH, 2023

Audit Committee

Mrs. Rupal Vora - Chairperson
Mr. Hetal Khalpada - Member
Mr. Vallabh Prasad Biyani - Member

Stakeholder Relationship Committee

Mr. Ketan Desai - Chairperson
Mr. Ritesh Zaveri - Member
Mrs. Rupal Vora - Member

Corporate Social Responsibility Committee

Mr. Ketan Desai - Chairperson
Mr. Ritesh Zaveri - Member
Mrs. Rupal Vora - Member

Nomination & Remuneration Committee

Mrs. Rupal Vora - Chairperson
Mr. Ritesh Zaveri - Member
Mr. Ketan Desai - Member

Asset Liability Management Committee

Mr. Sandeep Kumar Kejariwal - Chairperson
Mrs. Rupal Vora - Member
Mr. Ritesh Zaveri - Member
Mr. Rajiv Pathak - Member

Risk Management Committee

Mr. Ritesh Zaveri - Chairperson
Mrs. Rupal Vora - Member
Mr. Sandeep Kumar Kejariwal - Member

IT Strategy Committee

Mrs. Rupal Vora - Chairperson
Mr. Sanket Baheti - Member
Mr. Shamim Ahmed - Member

KEY MANAGERIAL PERSONNEL AS ON 31ST MARCH, 2023

Mr. Rajiv Pathak	Chief Executive Officer
Mrs. Vaishali Dhuri	Chief Financial Officer
Ms. Avani Sanghavi	Company Secretary & Compliance Officer

SECRETARIAL AUDITORS

M/s. Nishant Jawasa & Associates
Company Secretaries
A/103, New Ankur CHS Ltd.
Andheri (West), Mumbai - 400058

STATUTORY AUDITORS

M/s. Ajmera Ajmera & Associates
Chartered Accountants
2/334, 3rd Floor,
New Sonal Link Industrial Estate (Service),
Link Road, Malad (West),
Mumbai – 400 064

INTERNAL AUDITORS

M/s. Rajiv A Gupta & Associates
Chartered Accountants
1/234/3230, Tagore Nagar,
Vikhroli (East), Mumbai - 400083

REGISTRAR & SHARE TRANSFER AGENT

TSR Consultants Private Limited
C-101, 1st Floor, 247 Park,
Lal Bahadur Shastri Marg,
Vikhroli West, Mumbai- 400 083
Telephone: +91-8108118484
Fax: +91-22-66568494

WEBSITE:

www.saraswaticommercial.com

CORPORATE IDENTIFICATION NUMBER

L51909MH1983PLC166605

INVESTORS RELATIONS EMAIL ID

saraswati.investor@gcvl.in

STOCK EXCHANGE'S WHERE COMPANY'S SHARES ARE LISTED

BSE Limited

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NOTICE

NOTICE IS HEREBY GIVEN THAT THE FORTIETH ('40TH') ANNUAL GENERAL MEETING ('AGM') OF THE MEMBERS OF SARASWATI COMMERCIAL (INDIA) LIMITED ('COMPANY') WILL BE HELD ON WEDNESDAY, 27TH DAY OF SEPTEMBER, 2023 AT 2:30 P.M. THROUGH VIDEO CONFERENCING (VC) FACILITY/OTHER AUDIO VISUAL MEANS (OAVM), TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

1. To receive, consider and adopt:
 - (a) the Audited Standalone Financial Statements of the Company for the year ended March 31, 2023, together with the Reports of the Board of Directors and the Auditors thereon; and
 - (b) the Audited Consolidated Financial Statements of the Company for the year ended March 31, 2023, together with the Reports of the Auditors thereon.
2. To appoint a Director in place of Mr. Ritesh Zaveri (holding DIN: 00054741) Non-Executive Director, who retires by rotation and being eligible, seeks re-appointment.

SPECIAL BUSINESS:

3. Approval of Material Related Party Transaction(s) to be entered into with GeeCee Ventures Limited:
To consider and if thought fit, to pass the following resolution as an **ORDINARY RESOLUTION:**

"RESOLVED THAT pursuant to Regulation 23 and such other applicable Regulations, if any, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and Section 188 and other applicable provisions, if any, of the Companies Act, 2013 read with applicable Rules under Companies (Meetings of Board and its Powers) Rules, 2014, the approval of the Members of the Company be and is hereby accorded for carrying out and / or continuing with transactions (transactions includes availing & rendering revolving loan facility) (whether individual transaction or transactions taken together or series of transactions or otherwise), with GeeCee Ventures Limited, being a related party of the Company, whether by way of continuation(s) or renewal(s) or extension(s) or modification(s) of earlier transactions or as fresh and independent transaction(s) or notwithstanding the fact that all such transactions, whether individual and/or the aggregate value of all such material related party transactions remaining outstanding shall not, at any point of time, exceed Rs. 150 Crore (Rupees One Hundred & Fifty Crore only) (sanctioned limit) on such terms and conditions as the Board/ Audit Committee, in its absolute discretion may deem fit, from the ensuing Annual General Meeting till next Annual General Meeting of the Company or for a period of fifteen months, whichever is earlier;

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, and things as may be necessary, proper, expedient or incidental including making necessary intimations/filings, signing all documents, papers or forms for the purpose of giving effect to this resolution."

4. Approval of Material Related Party Transaction(s) to be entered into with Winro Commercial (India) Limited:
To consider, and if thought fit, to pass the following Resolution as an **ORDINARY RESOLUTION:**

"RESOLVED THAT pursuant to Regulation 23 and such other applicable Regulations, if any, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and Section 188 and other applicable provisions, if any, of the Companies Act, 2013 read with applicable Rules under Companies (Meetings of Board and its Powers) Rules, 2014, the approval of the Members of the Company be and is hereby accorded for carrying out and / or continuing with transactions (transactions includes availing & rendering revolving loan facility and availing & providing security by way of pledging shares) (whether individual transaction or transactions taken together or series of transactions or otherwise), with Winro Commercial (India) Limited, being a related party of the Company, whether by way of continuation(s) or renewal(s) or extension(s) or modification(s) of earlier transactions or as fresh and independent transaction(s) or notwithstanding the fact that all such transactions, whether individual and/or the aggregate value of all such material related party transactions remaining outstanding shall not, at any point of time, exceed Rs. 150 Crore (Rupees One Hundred & Fifty Crore only) (sanctioned limit) on such terms and conditions as the Board/ Audit Committee, in its absolute discretion may deem fit, from the ensuing Annual General Meeting till next Annual General Meeting of the Company or for a period of fifteen months, whichever is earlier;

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, and things as may be necessary, proper, expedient or incidental including making necessary intimations/filings, signing all documents, papers or forms for the purpose of giving effect to this resolution.”

5. Approval of Material Related Party Transaction(s) to be entered into with Singularity Holdings Limited:
To consider, and if thought fit, to pass the following Resolution as an **ORDINARY RESOLUTION**:

“RESOLVED THAT pursuant to Regulation 23 and such other applicable Regulations, if any, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and Section 188 and other applicable provisions, if any, of the Companies Act, 2013 read with applicable Rules under Companies (Meetings of Board and its Powers) Rules, 2014, the approval of the Members of the Company be and is hereby accorded for carrying out and / or continuing with transactions (transactions includes availing & rendering revolving loan facility and availing & providing security by way of pledging shares) (whether individual transaction or transactions taken together or series of transactions or otherwise), with Singularity Holdings Limited, being a related party of the Company, whether by way of continuation(s) or renewal(s) or extension(s) or modification(s) of earlier transactions or as fresh and independent transaction(s) or notwithstanding the fact that all such transactions, whether individual and/or the aggregate value of all such material related party transactions remaining outstanding shall not, at any point of time, exceed Rs. 150 Crore (Rupees One Hundred & Fifty Crore only) (sanctioned limit) on such terms and conditions as the Board/ Audit Committee, in its absolute discretion may deem fit, from the ensuing Annual General Meeting till next Annual General Meeting of the Company or for a period of fifteen months, whichever is earlier;

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, and things as may be necessary, proper, expedient or incidental including making necessary intimations/filings, signing all documents, papers or forms for the purpose of giving effect to this resolution.”

6. Approval of Material Related Party Transaction(s) to be entered into with Four Dimensions Securities (India) Limited:
To consider, and if thought fit, to pass the following Resolution as an **ORDINARY RESOLUTION**:

“RESOLVED THAT pursuant to Regulation 23 and such other applicable Regulations, if any, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and Section 188 and other applicable provisions, if any, of the Companies Act, 2013 read with applicable Rules under Companies (Meetings of Board and its Powers) Rules, 2014, the approval of the Members of the Company be and is hereby accorded for carrying out and / or continuing with transactions (transactions includes rendering revolving loan facility & availing broking services) (whether individual transaction or transactions taken together or series of transactions or otherwise), with Four Dimensions Securities (India) Limited, being a related party of the Company, whether by way of continuation(s) or renewal(s) or extension(s) or modification(s) of earlier transactions or as fresh and independent transaction(s) or notwithstanding the fact that all such transactions, whether individual and/or the aggregate value of all such material related party transactions remaining outstanding shall not, at any point of time, exceed Rs. 150 Crore (Rupees One Hundred & Fifty Crore only) (sanctioned limit) for rendering revolving loan facility & payment in the nature of brokerage (aggregate for the year) is Rs. 5 Crores (Rupees Five Crore only) on such terms and conditions as the Board/ Audit Committee, in its absolute discretion may deem fit, from the ensuing Annual General Meeting till next Annual General Meeting of the Company or for a period of fifteen months, whichever is earlier;

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, and things as may be necessary, proper, expedient or incidental including making necessary intimations/filings, signing all documents, papers or forms for the purpose of giving effect to this resolution.”

7. Approval of Material Related Party Transaction(s) to be entered into with Urudavan Investment & Trading Private Limited:
To consider, and if thought fit, to pass the following Resolution as an **ORDINARY RESOLUTION**:

“RESOLVED THAT pursuant to Regulation 23 and such other applicable Regulations, if any, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and Section 188 and other applicable provisions, if any, of the Companies Act, 2013 read with applicable Rules under Companies (Meetings of Board and its Powers) Rules, 2014, the approval of the Members of the Company be and is hereby accorded for carrying out and / or continuing with transactions (transactions includes rendering revolving loan facility & providing security by way of pledging shares) (whether individual transaction or transactions taken together or series of transactions or otherwise), with Urudavan Investment & Trading Private Limited, being a related party of the Company, whether by way of continuation(s) or renewal(s) or extension(s) or modification(s) of earlier transactions or as fresh and independent transaction(s) or notwithstanding the fact that all such transactions, whether individual and/or the aggregate value of all such material related party transactions remaining outstanding shall not, at any point of time,

exceed Rs. 100 Crore (Rupees One Hundred Crore only) (sanctioned limit) on such terms and conditions as the Board/ Audit Committee, in its absolute discretion may deem fit, from the ensuing Annual General Meeting till next Annual General Meeting of the Company or for a period of fifteen months, whichever is earlier;

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, and things as may be necessary, proper, expedient or incidental including making necessary intimations/filings, signing all documents, papers or forms for the purpose of giving effect to this resolution.”

8. Approval of Material Related Party Transaction(s) to be entered into with Sam-Jag-Deep Investments Private Limited: To consider, and if thought fit, to pass the following Resolution as an **ORDINARY RESOLUTION**:

“RESOLVED THAT pursuant to Regulation 23 and such other applicable Regulations, if any, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and Section 188 and other applicable provisions, if any, of the Companies Act, 2013 read with applicable Rules under Companies (Meetings of Board and its Powers) Rules, 2014, the approval of the Members of the Company be and is hereby accorded for carrying out and / or continuing with transactions (transactions includes availing & rendering revolving loan facility) (whether individual transaction or transactions taken together or series of transactions or otherwise), with Sam-Jag-Deep Investments Private Limited, being a related party of the Company, whether by way of continuation(s) or renewal(s) or extension(s) or modification(s) of earlier transactions or as fresh and independent transaction(s) or notwithstanding the fact that all such transactions, whether individual and/or the aggregate value of all such material related party transactions remaining outstanding shall not, at any point of time, exceed Rs. 150 Crore (Rupees One Hundred & Fifty Crore only) (sanctioned limit) on such terms and conditions as the Board/ Audit Committee, in its absolute discretion may deem fit, from the ensuing Annual General Meeting till next Annual General Meeting of the Company or for a period of fifteen months, whichever is earlier;

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, and things as may be necessary, proper, expedient or incidental including making necessary intimations/filings, signing all documents, papers or forms for the purpose of giving effect to this resolution.”

9. Approval of Material Related Party Transaction(s) to be entered into with Four Dimensions Advisors Private Limited: To consider, and if thought fit, to pass the following Resolution as an **ORDINARY RESOLUTION**:

“RESOLVED THAT pursuant to Regulation 23 and such other applicable Regulations, if any, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and Section 188 and other applicable provisions, if any, of the Companies Act, 2013 read with applicable Rules under Companies (Meetings of Board and its Powers) Rules, 2014, the approval of the Members of the Company be and is hereby accorded for carrying out and / or continuing with transactions (transactions includes rendering revolving loan facility) (whether individual transaction or transactions taken together or series of transactions or otherwise), with Four Dimensions Advisors Private Limited, being a related party of the Company, whether by way of continuation(s) or renewal(s) or extension(s) or modification(s) of earlier transactions or as fresh and independent transaction(s) or notwithstanding the fact that all such transactions, whether individual and/or the aggregate value of all such material related party transactions remaining outstanding shall not, at any point of time, exceed Rs. 50 Crore (Rupees Fifty Crore only) (sanctioned limit) on such terms and conditions as the Board/ Audit Committee, in its absolute discretion may deem fit, from the ensuing Annual General Meeting till next Annual General Meeting of the Company or for a period of fifteen months, whichever is earlier;

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, and things as may be necessary, proper, expedient or incidental including making necessary intimations/filings, signing all documents, papers or forms for the purpose of giving effect to this resolution.”

10. Approval of Material Related Party Transaction(s) to be entered into with Better Time Realtors Private Limited: To consider, and if thought fit, to pass the following Resolution as an **ORDINARY RESOLUTION**:

“RESOLVED THAT pursuant to Regulation 23 and such other applicable Regulations, if any, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and Section 188 and other applicable provisions, if any, of the Companies Act, 2013 read with applicable Rules under Companies (Meetings of Board and its Powers) Rules, 2014, the approval of the Members of the Company be and is hereby accorded for carrying out and / or continuing with transactions (transactions includes rendering revolving loan facility) (whether individual transaction or transactions taken together or series of transactions

or otherwise), with Better Time Realtors Private Limited, being a related party of the Company, whether by way of continuation(s) or renewal(s) or extension(s) or modification(s) of earlier transactions or as fresh and independent transaction(s) or notwithstanding the fact that all such transactions, whether individual and/or the aggregate value of all such material related party transactions remaining outstanding shall not, at any point of time, exceed Rs. 15 Crore (Rupees Fifteen Crore only) (sanctioned limit) on such terms and conditions as the Board/ Audit Committee, in its absolute discretion may deem fit, from the ensuing Annual General Meeting till next Annual General Meeting of the Company or for a period of fifteen months, whichever is earlier;

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, and things as may be necessary, proper, expedient or incidental including making necessary intimations/filings, signing all documents, papers or forms for the purpose of giving effect to this resolution.”

11. Approval of Material Related Party Transaction(s) to be entered into with GeeCee Holdings LLP:
To consider, and if thought fit, to pass the following Resolution as an **ORDINARY RESOLUTION**:

“**RESOLVED THAT** pursuant to Regulation 23 and such other applicable Regulations, if any, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and Section 188 and other applicable provisions, if any, of the Companies Act, 2013 read with applicable Rules under Companies (Meetings of Board and its Powers) Rules, 2014, the approval of the Members of the Company be and is hereby accorded for carrying out and / or continuing with transactions (transactions includes rendering revolving loan facility) (whether individual transaction or transactions taken together or series of transactions or otherwise), with GeeCee Holdings LLP, being a related party of the Company, whether by way of continuation(s) or renewal(s) or extension(s) or modification(s) of earlier transactions or as fresh and independent transaction(s) or notwithstanding the fact that all such transactions whether individual and/or the aggregate value of all such material related party transactions remaining outstanding shall not, at any point of time, exceed Rs. 25 Crore (Rupees Twenty Five Crore only) (sanctioned limit) on such terms and conditions as the Board/ Audit Committee, in its absolute discretion may deem fit, from the ensuing Annual General Meeting till next Annual General Meeting of the Company or for a period of fifteen months, whichever is earlier;

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, and things as may be necessary, proper, expedient or incidental including making necessary intimations/filings, signing all documents, papers or forms for the purpose of giving effect to this resolution.”

**By order of the Board of Directors
For Saraswati Commercial (India) Limited**

**Place: Mumbai
Date : 10th August, 2023**

Registered Office:
209-210, Arcadia Building, 195,
Nariman Point, Mumbai – 400 021.

**Avani Sanghavi
Company Secretary & Compliance Officer
Membership No.: A29108**

NOTES:

1. The relative explanatory statement pursuant to Section 102 of the Companies Act, 2013 (“Act”), setting out material facts concerning the business under Item Nos. 3 to 11 set out above and details under Regulations 26(4) and 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and Paragraph 1.2.5 of the Secretarial Standard on General Meetings, in respect of the Director seeking re-appointment at the AGM are annexed hereto.
2. The Ministry of Corporate Affairs (“MCA”) has, vide its General Circular Nos. 14/2020, 17/2020, 20/2020, 02/2021, 20/2021, 21/2021, 3/2022 and 10/2022 dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 8, 2021, December 14, 2021, May 5, 2022 and December 28, 2022 respectively, (collectively referred to as “MCA Circulars”) and Securities Exchange Board of India (“SEBI”) vide its Circular No. SEBI/HQ/CFD/ CMD2/CIRP/P/2022/62 dated May 13, 2022 & Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 and other applicable notifications in this regard have permitted convening the AGM through Video Conferencing (“VC”) or Other Audio Visual Means (“OAVM”), without physical presence of the members at a common venue till September 30, 2023. Accordingly, the AGM of the Company is being held through VC / OAVM. The deemed venue for the AGM shall be the Registered Office of the Company.
3. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/ her behalf and the proxy need not be a Member of the Company. Since 40th AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the 40th AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.

However, in pursuance of Sections 112 and 113 of the Act, Corporate Members are entitled to appoint their authorized representatives to attend the AGM through VC/OAVM on their behalf and to vote through electronic means.

4. As per the provisions under the MCA Circulars, Members attending the 40th AGM through VC shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. In terms of Section 136 of the Companies Act, 2013 (the ‘Act’) read with the rules made thereunder, Regulation 36 of the Listing Regulations and in terms of MCA circular dated May 5, 2022 and December 28, 2022 and SEBI circular dated May 13, 2022 and January 5, 2023 the listed companies may send the notice of e-AGM and the annual report, including financial statements, boards’ report, etc. by electronic mode in case the meeting is conducted through VC/OAVM. Accordingly, Notice of the 40th AGM along with the Annual Report for the year 2022-23 are being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories unless the Members have requested for a physical copy of the same. Members may note that this Notice and Annual Report 2022-23 will also be available on the Company’s website www.saraswaticommercial.com and websites of BSE Limited at www.bseindia.com and on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
6. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Regulation 44 of Listing Regulations (as amended), and the Circulars issued by the Ministry of Corporate Affairs, the members are provided with the facility to cast their vote electronically, through the e-voting services provided by NSDL, on all the resolutions set forth in this Notice. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The instructions for participation by Members are given in the subsequent paragraphs. Participation at the AGM through VC shall be allowed on a first-come-first-served basis.
7. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
8. The Company has provided the facility to Members to exercise their right to vote by electronic means both through remote e-voting and e-voting during the AGM. The process of remote e-voting with necessary user id and password is given in the subsequent paragraphs. Such remote e-voting facility is in addition to voting that will take place at the 40th AGM being held through VC.

9. Members joining the meeting through VC, who have not already cast their vote by means of remote e-voting, shall be able to exercise their right to vote through e-voting at the AGM. The Members who have cast their vote by remote e-voting prior to the AGM may also join the AGM through VC but shall not be entitled to cast their vote again.
10. Corporate Members are required to send email of certified copy of the Board resolution to the Scrutinizer at njawasa@yahoo.co.in with a copy marked to evoting@nsdl.co.in authorizing their representative to attend the AGM through VC and vote on their behalf.
11. Members who have not registered their e-mail address are requested to register the same in respect of shares held in electronic form with the Depository through their Depository Participant(s) and in respect of shares held in physical form by writing to the Company's Registrar and Share Transfer Agent, TSR Consultants Private Limited at C-101, 1st Floor, 247 Park, Lal Bahadur Shashtri Marg, Vikhroli West, Mumbai- 400083 or may write to company secretary at saraswati.investor@gcvl.in.
12. In case of joint holders attending the AGM, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
13. All documents referred to in the accompanying Notice and the Explanatory Statement shall be available for inspection electronically. Members seeking to inspect such documents can send an email to saraswati.investor@gcvl.in.
14. Further, as required under regulation 36(3) of the Listing Regulations and the provisions of the Secretarial Standard on General Meetings, details of the director, who is being appointed/re-appointed is annexed hereto. The Company has received the requisite consents/declarations for the appointment/re-appointment under the Companies Act, 2013 and the rules made thereunder.
15. Members are requested to send all their documents and communications pertaining to shares to TSR Consultants Private Limited at C-101, 1st Floor, 247 Park, Lal Bahadur Shashtri Marg, Vikhroli West, Mumbai- 400083, (Maharashtra), Telephone: +91-8108118484, Fax: +91-22-66568494 for both physical and demat segments of Equity Shares. Please quote on all such correspondence - "Unit – Saraswati Commercial (India) Limited."
16. Members holding physical securities in the Company are requested to furnish/update their KYC viz., PAN, Nomination, Contact details, Bank A/c details and Specimen signature by submitting Form ISR-1, Form ISR-2 and Form No. SH-13/ Form ISR 3, as SEBI vide its circular SEBI/HO/MIRSD/ MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023 states the folios wherein any one of the above cited are not available on or after October 01, 2023, shall be frozen by the RTA. The RTA shall revert the frozen folios to normal status only upon receipt of all the documents/details. If the folios continue to remain frozen as on December 31, 2025, they shall be referred by the RTA / Company to the administering authority under the Benami Transactions (Prohibitions) Act, 1988 and/or Prevention of Money Laundering Act, 2002. The link for downloading the forms is available on the Company's website <https://saraswaticommercial.com/investor-services.asp>
17. SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_ RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the Listed Companies to issue securities in demat form only while processing service requests viz. Issue of duplicate securities certificate; claim from Unclaimed Suspense Account; Renewal/ Exchange of securities certificate; Endorsement; Sub-division/ Splitting of securities certificate; Consolidation of securities certificates/ folios; Transmission and Transposition. Accordingly, members are requested to make service requests by submitting a duly filled and signed Form ISR – 4, the format of which is available on the Company's website under the web link at <https://saraswaticommercial.com/investor-services.asp>

Benefits of Dematerialization: Shares held in dematerialized form have several advantages like immediate transfer of shares, faster settlement cycle, faster disbursement of non-cash corporate benefits like rights, etc., lower brokerage, ease in portfolio monitoring, etc. In view of the above and to eliminate the risks associated with physical shares, members holding equity shares of the Company in physical form are requested to kindly get their equity shares converted into demat/electronic form to get inherent benefits of dematerialization and also considering that physical transfer of equity shares/ issuance of equity shares in physical form have been disallowed by SEBI.

Members may note that, in terms of the Listing Regulations equity shares of the Company can only be transferred in dematerialized form.

To support "Green Initiative", Members who have not registered their e-mail addresses are requested to register the same with M/s. TSR Consultants Private Limited/ their Depository Participants, in respect of shares held in physical or electronic mode respectively.

18. **Loss of Shares:** In case of loss/misplacement of share certificates, members should immediately lodge a complaint/FIR with the police and inform the Company's Registrar and Transfer Agent, Integrated for the procedure of obtaining the duplicate share certificates.
19. **Nomination Facility:** As per the provisions of Section 72 of the Act and Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014, as amended, members holding shares in physical form may file nomination in the prescribed Form SH-13 with Company's Registrar and Transfer Agent. In respect of shares held in dematerialized form, the nomination form may be filed with the respective Depository Participant.
20. **Non-Resident shareholders:** Non-Resident shareholders are requested to immediately notify the following to the Company in respect of shares held in physical form and to their Depository Participant in respect of shares held in dematerialized form:
- Indian address for sending all communications, if not provided so far;
 - Change in their residential status on return to India for permanent settlement;
 - Particulars of the Bank Account maintained with a bank in India, if not furnished earlier; and
 - RBI Permission number with date to facilitate prompt credit of dividend in their Bank Accounts
21. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified from time to time.
22. Since the 40th AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
23. Register of Directors and Key Managerial Personnel and their shareholding, and the Register of Contracts or Arrangements in which the Directors are interested, as maintained under the Companies Act, 2013 will be available for inspection by the Members electronically during the 40th AGM. Members seeking to inspect such documents can send an email to saraswati.investor@gcvl.in.

24. Information and instructions relating to E-voting are as under:

In compliance with provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the Listing Regulations, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the AGM by electronic means. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities and Depositories Limited (NSDL).

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

The remote e-voting period begins on Saturday, 23rd September, 2023 at 09:00 A.M. and ends on Tuesday, 26th September, 2023 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 20th September, 2023, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 20th September, 2023.

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


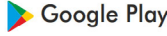


The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

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

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

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

Type of shareholders	Login Method
<p>Individual Shareholders holding securities in demat mode with NSDL.</p>	<ol style="list-style-type: none"> Existing IDEAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDEAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. If you are not registered for IDEAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDEAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <div style="text-align: center;"> <p>NSDL Mobile App is available on</p>     </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> Users who have opted for CDSL Easi / Easiest facility, can login through their existing user ID and Password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.

Type of shareholders	Login Method
	<p>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.</p> <p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

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 :

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

c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 125156 then user ID is 1251560001***
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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 mail-box. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "[Forgot User Details/Password?](#)" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) "[Physical User Reset Password?](#)" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

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

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

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

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of

the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail njawasa@yahoo.co.in with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login..

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on Tel. no. 022 48867000 and 022 24997000 or send a request at evoting@nsdl.co.in.

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

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

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE 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.
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 EGM/AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM link" placed under "**Join 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.
5. Shareholders, who would like to express their views/have questions may send their questions in advance mentioning their name, demat account number/folio number, email id, mobile number at saraswati.investor@gcvl.in. The same will be replied by the company suitably.

The Scrutinizer will submit his report to the Chairperson after completion of the scrutiny. The result of the voting on the Resolutions at the Meeting shall be announced by the Chairperson or any other person authorized by him immediately after the results are declared.

The results declared along with the Scrutinizer's report, will be displayed on the website of the Company at www.saraswaticommercial.com and on the website of NSDL immediately after the declaration of the result by the Chairperson or any person authorized by him and communicated to the Stock Exchanges.

Other Information:

1. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on www.evoting.nsdl.com to reset the password.
2. The remote e-voting period commences on Saturday, 23rd September, 2023 (09:00 a.m. IST) and ends on Tuesday, 26th September, 2023 (05:00 p.m. IST). During this period Members of the Company, holding shares either in physical form or in dematerialized form, as on cutoff date i.e. Wednesday, 20th September, 2023 may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Members, he shall not be allowed to change it subsequently.
3. The venue of the meeting shall be deemed to be the Registered Office of the Company at 209 / 210, Arcadia Building, 2nd Floor, 195, Nariman Point, Mumbai, Maharashtra, 400021.
4. The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company as on cut-off date i.e. Wednesday, 20th September, 2023. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the meeting.
5. Members who would like to express their views or ask questions during the AGM may register themselves as speakers by sending their request from their registered email address mentioning their name, DP ID and Client ID/ folio number, PAN, mobile number at saraswati.investor@gcvl.in from Wednesday, 20th September, 2023, 9:00 a.m. (IST) to Friday, 22nd September, 2023, 5:00 p.m. (IST). A Member who has registered as a speaker will only be allowed to express views/ask questions during the AGM. The Company reserves the right to restrict the number of questions and number of speakers, as appropriate for smooth conduct of the AGM.
6. Nishant Jawasa, Practicing Company Secretary (Membership No. F6557) of M/s. Nishant Jawasa & Associates, Practicing Company Secretaries, have been appointed as the Scrutinizer to scrutinize the remote e-voting process as well as voting at the meeting, in a fair and transparent manner.
7. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.saraswaticommercial.com immediately after the results are declared and the same shall be communicated to BSE Limited where the shares of the Company are listed.

**By order of the Board of Directors
For Saraswati Commercial (India) Limited**

**Place: Mumbai
Date : 10th August, 2023**

**Registered Office:
209-210, Arcadia Building, 195,
Nariman Point, Mumbai – 400 021.**

**Avani Sanghavi
Company Secretary & Compliance Officer
Membership No.: A29108**

ANNEXURE TO THE NOTICE

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

Item No. 3 to 11

The members are requested to note that the provisions of Regulation 23 of the Listing Regulations as amended by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Sixth Amendment) Regulations, 2021, effective from April 1, 2022, mandates prior approval of Members by means of an ordinary resolution for all material related party transactions, even if such transactions are in the ordinary course of business of the concerned company and at an arm's length basis. A transaction with a related party shall be considered material if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceed(s) Rs. 1,000 Crore or 10% of the annual consolidated turnover as per the last audited financial statements of the listed entity, whichever is lower.

Further no related party shall vote to approve such resolution whether an entity is a related party to the particular transaction or not.

The Company is proposing to enter into certain business transactions with the following related parties which are estimated to exceed the threshold limit prescribed above in the amended definition of Material Related Party Transaction and therefore it is a Material Related Party Transaction. All transactions to be entered into by the Company with the prescribed related parties are in the ordinary course of business and are at arm's length basis and necessary approvals as required in compliance of the provisions under the Act/ Listing Regulations have already been obtained from the Audit Committee/Board.

Sr. No.	Name of the Related Parties	Nature of transactions
1.	GeeCee Ventures Limited	Rendering & Availing Revolving Loan facility
2.	Winro Commercial (India) Limited	Rendering & Availing Revolving Loan facility and availing & providing security by way of pledging shares
3.	Singularity Holdings Limited	Rendering & Availing Revolving Loan facility and availing & providing security by way of pledging shares
4.	Four Dimensions Securities (India) Limited	Rendering Revolving Loan facility & availing Broking Services
5.	Urudavan Investment & Trading Private Limited	Rendering Revolving Loan Facility & providing security by way of pledging shares
6.	Sam-jag-deep Investments Private Limited	Rendering & Availing Revolving Loan facility
7.	Four Dimensions Advisors Private Limited	Rendering Revolving Loan facility
8.	Better Time Realtors Private Limited	Rendering Revolving Loan facility
9.	GeeCee Holdings LLP	Rendering Revolving Loan facility

Approval of the Members of the Company is therefore required for item no. 3 to 11 in terms of Regulation 23 of the Listing Regulations by way of passing of an Ordinary Resolutions for approval to the aforesaid Material Related Party Transactions to be entered from this AGM till next AGM of the Company or for a period of fifteen months, whichever is earlier.

The Members may please note that in terms of the provisions of the Listing Regulations, the related parties as defined thereunder (whether such related Party/(ies) is a party to the aforesaid transaction or not), shall not vote to approve resolutions under this Item No. 3 to 11.

The Directors, Key Managerial Personnel or their relatives holding shares of the Company may be deemed to be concerned or otherwise interested in the said Ordinary Resolutions only to the extent of their shareholding.

Details to be placed before Members in line with the SEBI/HO/CFD/CMD1/CIR/P /2021/662 dated 22nd November, 2021 are given below:

Particulars	GeeCee Ventures Limited	Winro Commercial (India) Limited	Singularity Holdings Limited	Four Dimensions Securities (India) Limited	Urudavan Investment & Trading Private Limited	Sam-Jag-Deep Investments Private Limited	Four Dimensions Advisors Private Limited	Better Time Realtors Private Limited	GeeCee Holdings LLP	Four Dimensions Securities (India) Limited
Type, material terms and particulars of the proposed transaction;	Rendering & Availing revolving loan facility (fixed interest rate)	Rendering and Availing revolving loan facility (fixed interest rate) & availing and providing security by way of pledging shares	Rendering and Availing revolving loan facility (fixed interest rate) & availing and providing security by way of pledging shares	Rendering revolving loan facility (fixed interest rate)	Rendering revolving loan facility (fixed interest rate) & providing security by way of pledging shares	Rendering and Availing revolving loan facility (fixed interest rate)	Rendering revolving loan facility (fixed interest rate)	Rendering revolving loan facility (fixed interest rate)	Rendering revolving loan facility (fixed interest rate)	Availing Broking Services
Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise);	GeeCee Ventures Limited-Group Company	Winro Commercial (India) Limited-Group Company	Singularity Holdings Limited-Group Company	Four Dimensions Securities (India) Limited-Group Company	Urudavan Investment & Trading Private Limited-Group Company	Sam-Jag-Deep Investments Private Limited-Group Company	Four Dimensions Advisors Private Limited-Group Company	Better Time Realtors Private Limited-Group Company	GeeCee Holdings LLP-Group entity	Four Dimensions Securities (India) Limited-Group Company
Tenure of the proposed transaction (particular tenure shall be specified);	From this Annual General Meeting till next Annual General Meeting of the Company or for a period of fifteen months, whichever is earlier.									
Value of the proposed transaction;	Rs. 150 Crores (sanctioned Limit)	Rs. 150 Crores (sanctioned Limit)	Rs. 150 Crores (sanctioned Limit)	Rs. 150 Crores (sanctioned Limit)	Rs. 100 Crores (sanctioned Limit)	Rs. 150 Crores (sanctioned Limit)	Rs. 50 Crores (sanctioned Limit)	Rs. 15 Crores (sanctioned Limit)	Rs. 25 Crores (sanctioned Limit)	Rs. 5 Crores (aggregate for the year)
The percentage of the listed entity's annual Consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction;	237.40%	237.40%	237.40%	237.40%	158.27%	237.40%	79.13%	23.74%	39.57%	7.91%
where any financial indebtedness is incurred to make or give loans, inter corporate deposits, advances or investments	Company may avail temporary loan from other NBFs/ Corporates/ Financial Institutions Nature of Indebtness: Inter Corporate Deposits/ Loan against Shares/ Revolving Loan Facility Tenure: Less than 1 year									Not Applicable

Particulars	GeeCee Ventures Limited	Winro Commercial (India) Limited	Singularity Holdings Limited	Four Dimensions Securities (India) Limited	Urudavan Investment & Trading Private Limited	Sam-Jag-Deep Investments Private Limited	Four Dimensions Advisors Private Limited	Better Time Realtors Private Limited	GeeCee Holdings LLP	Four Dimensions Securities (India) Limited
Terms of Loan, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security	<p>Terms of Loan: As per agreement</p> <p>Tenure: Less than 1 year</p> <p>Interest Rate: Rate on the date of disbursement/ borrowing</p> <p>Repayment schedule: On Demand</p> <p>Whether secured or unsecured: Unsecured</p>									Not Applicable
The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	For Business Operations									
Justification as to why the RPT is in the interest of the listed entity	<p>➤ Rendering Revolving Loan facility repayable on demand</p> <ul style="list-style-type: none"> • Interest rate as per arm's length basis with prevailing market rate • Contains low default risk <p>➤ Availing Revolving Loan Facility repayable on demand</p> <ul style="list-style-type: none"> • Unsecured Loans are easily available at prevailing market rate 									Low brokerage rate & confidentiality of transactions
The indicative base price or current contracted price and the formula for variation in the price, if any.	Interest Receivable/ Payable at Arm's Length Basis.									Brokerage is payable at Arm's Length Basis.
Instrument for Transaction	Agreement									
A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through the registered email address of the shareholders	Not Applicable									

The details required pursuant to clause 1.2.5 of Secretarial Standard 2 (SS 2) pertaining to the extent of shareholding of the Promoter of the Company holding more than 2 % interest is as follows:

Sr. No.	Name of the Promoter holding more than 2 % in the Related party	Name of Company	% of holding
1.	Ashwin Kumar Kothari	Winro Commercial (India) Limited	2.28
		GeeCee Ventures Limited	4.72
2.	Rohit Kothari	Sam-Jag-Deep Investments Private Limited	34.00
		GeeCee Holdings LLP	25.00
		Better Time Realtors Private Limited	2.92
3.	Ashwin Kumar Kothari (HUF)	Sam-Jag-Deep Investments Private Limited	6.00
4.	Ashwin Kumar Kothari (Smaller) (HUF)	Sam-Jag-Deep Investments Private Limited	5.80
5.	Pannalal C Kothari (HUF)	Urudavan Investment and Trading Private Limited	16.22
		Sam-Jag-Deep Investments Private Limited	8.00
6.	Meena Kothari	GeeCee Ventures Limited	20.56
7.	Harisingh Shyamsukha	GeeCee Ventures Limited	3.76
8.	Four Dimensions Securities (India) Limited	Winro Commercial (India) Limited	25.95
		Singularity Holdings Limited	8.45
		GeeCee Ventures Limited	2.35
		GeeCee Holdings LLP	50.00
9.	Winro Commercial (India) Limited	Singularity Holdings Limited	40.47
		Four Dimensions Securities (India) Limited	39.52
		Four Dimensions Advisors Private Limited	16.40
		Urudavan Investment and Trading Private Limited	16.61
		Better Time Realtors Private Limited	48.54
10.	Four Dimensions Advisors Private Limited	Singularity Holdings Limited	3.47
11.	Singularity Holdings Limited	Winro Commercial (India) Limited	8.79
		Urudavan Investment and Trading Private Limited	48.50
		Better Time Realtors Private Limited	48.54
		GeeCee Ventures Limited	2.35
		Four Dimensions Advisors Private Limited	4.55
		Sam-Jag-Deep Investments Private Limited	4.00

ADDITIONAL INFORMATION OF DIRECTORS SEEKING RE-APPOINTMENT(S) AT THE 40TH AGM PURSUANT TO REGULATION 36 OF THE LISTING REGULATIONS AND CLAUSE 1.2.5 OF SECRETARIAL STANDARDS ON GENERAL MEETINGS:

Name	Mr. Ritesh Zaveri
Date of Birth/Age	27 th July, 1974/ 49 years
Qualification	Bachelors degree in commerce (B. Com)
Brief Profile	Mr. Ritesh Zaveri holds a Bachelors degree in Commerce from Mumbai University. He is specialized in the field of Accounting and Finance and he has been serving on the Board of several companies.
Expertise in specific functional areas	He has over 20 years of experience in the field of Accounting and Finance.
Name of Companies in which also holds Directorship as on March 31, 2023	<ul style="list-style-type: none"> • Singularity Holdings Limited • G T Z Bombay Private Limited • Yashvi Farms And Plantation Private Limited • Sandeep Farming Private Limited • Urudavan Investment and Trading Private Limited
Date of First appointment (appointment as an additional director on the Board)	13 th November, 2017

Membership / Chairmanship of Committees of other Boards as on March 31, 2023	Mr. Ritesh Zaveri is a member/ chairperson in the following committees of any other companies: <ul style="list-style-type: none"> • Singularity Holdings Limited ➤ Nomination and Remuneration Committee – Member ➤ Asset Liability Management Committee- Chairman ➤ Risk Management Committee - Member ➤ Corporate Social Responsibility Committee - Member
Shares held in the company (including shareholding as a beneficial owner)	Nil
Listed entities from which the person has resigned from the directorship in the past three years	None
Relationship with other Directors, Managers and other KMP	Mr. Ritesh Zaveri is not related to any Director, Managers and Key Managerial Personnel of the company.
No. of Board Meeting attended	4/4
Terms and conditions of re-appointment including details of remuneration	Re-appointment as a Non-executive Director of the company liable to retire by rotation to comply with the provisions of section 152 of the Companies Act, 2013. No remuneration is being paid to him.

**By order of the Board of Directors
For Saraswati Commercial (India) Limited**

Place: Mumbai
Date : 10th August, 2023

Registered Office:
209-210, Arcadia Building, 195,
Nariman Point, Mumbai – 400 021.

Avani Sanghavi
Company Secretary & Compliance Officer
Membership No.: A29108

DIRECTORS' REPORT

The Members,

The Directors of the Company are pleased to present their 40th Annual Report together with the annual audited consolidated and standalone financial for the financial year ended 31st March, 2023.

1. FINANCIAL PERFORMANCE:

The summary of the Company's financial performance for the year under review along with previous year figures are given hereunder:

(Rs. in Lakhs except EPS)

Particulars	Standalone		Consolidated {Consolidation with Subsidiaries & Associate}	
	Year ended 31.03.2023	Year ended 31.03.2022	Year ended 31.03.2023	Year ended 31.03.2022
Total Income (I)	2,398.21	8,680.78	2,402.70	8,691.59
Total Expenses (II)	492.15	318.76	493.20	319.58
Profit before tax (I-II=III)	1,906.06	8,362.02	1,909.51	8,372.01
Less: Tax Expenses (IV)	739.66	1,874.12	739.18	1,876.77
Profit after Tax (III-IV=V)	1,166.40	6,487.90	1,170.33	6,495.23
Share in profit/(loss) of associates (VI)	-	-	-	-
Profit after Tax & share in profit/(loss) of associates (V+VI=VII)	1,166.40	6,487.90	1,170.33	6,495.23
Other Comprehensive Income before share in profit/(loss) of associates and tax (VIII)	(19.57)	7,836.59	4.41	8,064.11
Less: Tax Expenses on Other Comprehensive Income (IX)	18.25	761.79	20.90	790.19
Share in other comprehensive income of associates (X)	-	-	-	-
Other Comprehensive Income for the year (VIII-IX+X= XI)	(37.82)	7,074.80	(16.49)	7,273.92
Total Comprehensive Income (VII+XI= XII)	1,128.58	13,562.70	1,153.84	13,769.16
Net Profit attributable to:				
Owners of the company	-	-	1,168.81	6,492.35
Non-controlling interest	-	-	1.52	2.88
Other comprehensive Income attributable to:				
Owners of the company	-	-	(24.78)	7,196.58
Non-controlling interests	-	-	8.29	77.34
Total comprehensive Income attributable to:				
Owners of the company	-	-	1,144.03	13,688.93
Non-controlling interests	-	-	9.81	80.22
Earnings per share (EPS)				
Basic	113.25	631.25	113.48	631.69
Diluted	113.25	631.25	113.48	631.69

Note: figures are represented in Ind-AS

2. OPERATIONS AND OVERVIEW OF FINANCIAL PERFORMANCE:

The financial statements have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under section 133 of the Companies Act, 2013 ('the Act') read together with the Companies (Indian Accounting Standards) Rules, 2015, as amended from time to time, other relevant provisions of the Act on an accrual basis. During the financial year 2022-2023, the stock market was in the negative zone. The Nifty 50 index declined by 1.76% and S&P BSE Sensex declined by 0.48%. Even though the market conditions were adverse, the Company has managed to sustain profitability.

- **Revenues – Standalone:**

The standalone revenue from operations and other income of the Company stood at Rs. 2,398.21 Lakhs for the financial year ended 31st March, 2023 as against Rs. 8,680.78 Lakhs in the previous financial year. After providing for Depreciation the Company has earned a profit before tax of Rs. 1,906.06 Lakhs as against Rs. 8,362.02 lakhs. After making provision for tax for the year; the profit for the year amounted to Rs. 1,166.40 Lakhs as against Rs. 6,487.90 lakhs.

The Company's other comprehensive income (net of tax) for the financial year ended 31st March, 2023 was Rs. (37.82) lakhs compared to Rs. 7,074.80 Lakhs in previous year. The company's total comprehensive income for the financial year ended 31st March, 2023 was profit of Rs. 1,128.58 Lakhs as against Rs. 13,562.70 Lakhs in the previous financial year.

- **Revenues – Consolidated:**

The Company has consolidated its subsidiaries in the financial statement as per Ind AS 110 "Consolidated Financial Statement" & of its associate Companies in accordance with Ind AS 28 "Accounting for - Investments in Associates and Joint Ventures" by using "Equity Method" of consolidation.

The consolidated revenue from operations and other income of the Company stood at Rs. 2,402.70 Lakhs for the financial year ended 31st March, 2023 as against Rs. 8,691.59 Lakhs in the previous financial year. After providing for Depreciation the Company has earned a profit before tax of Rs. 1,909.51 Lakhs as against Rs. 8,372.01 Lakhs. After making provision for tax for the year; the profit for the year amounted to Rs. 1,170.33 Lakhs as against profit of Rs. 6,495.23 Lakhs in previous financial year.

Company's other comprehensive income (net of tax) for the financial year ended 31st March, 2023 was profit of Rs. (16.49) Lakhs compared to profit of Rs. 7,273.92 Lakhs in previous year. The company's total comprehensive income for the financial year ended 31st March, 2023 was profit of Rs. 1,153.84 Lakhs as against Rs. 13,769.16 Lakhs in the previous financial year.

3. DIVIDEND:

Your Directors do not recommend any dividend for the year ended on 31st March 2023 with a view to conserve the resources for future.

4. TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND:

The provisions of Section 125(2) of the Companies Act, 2013 do not apply as there was no dividend declared and paid last year.

5. TRANSFER TO RESERVE:

Under section 45-IC(1) of the Reserve Bank of India Act, 1934, Non-Banking Financial Companies (NBFCs) are required to transfer a sum of not less than 20% of its net profit every year to the reserve fund. Your Company has transferred a sum of Rs. 233.28 Lakhs to Reserves u/s. 45 IC(1) of the Reserve Bank of India Act.

6. CHANGE IN THE NATURE OF BUSINESS, IF ANY

There were no changes in nature of the business of the Company done during the year.

7. SUBSIDIARIES, JOINT VENTURES AND ASSOCIATES:

- **Subsidiaries:**

The following Companies are the Subsidiaries:

Sr. No.	Name of the subsidiaries	% of holding
1	Sareshwar Trading and Finance Private Limited	60.77
2	Arkaya Commercial Private Limited	61.83

• **Associates:**

The Company has the following Associate:

Sr. No.	Name of the associate	% of holding
1	Arcies Laboratories Limited	31.03

Financial Highlights of Subsidiaries & Associates:

(Rs. in Lakhs – Except EPS)

Particulars	Subsidiaries		Associate
	Sareshwar Trading and Finance Private Limited	Arkaya Commercial Private Limited	Arcies Laboratories Limited
	Year ended 31 st March, 2023 {Standalone figures}		
Total Income (I)	1.49	3.00	7.01
Total Expenses (II)	0.42	0.62	4.42
Profit before share in profit/(loss) before tax (I-II= III)	1.07	2.38	2.59
Less: Tax expenses (IV)	(0.48)	-	1.37
Profit/ (loss) for the year (III-IV= V)	1.55	2.38	1.22
Other Comprehensive Income before tax (VI)	15.40	8.58	-
Less: Tax Expenses on other Comprehensive Income (VII)	(1.76)	(0.89)	-
Other Comprehensive Income (VI-VII= VIII) (Net of Tax)	13.64	7.69	-
Total Comprehensive Income (V+VIII= IX)	15.19	10.07	1.22
Earnings per Share (EPS)			
Basic	1.01	8.25	15.19
Diluted	1.01	8.25	15.19

• **Joint Ventures:**

The company has no Joint Ventures.

• **Salient Features of Subsidiaries and Associates:**

Pursuant to Section 129 (3) of the Companies Act, 2013 read with the Rules (5) of the Companies (Accounts) Rules, 2014 the salient feature of Financial Statement of Associates in Form AOC 1 which forms part of the annual report.

8. BOARD OF DIRECTORS & KEY MANAGERIAL PERSONNEL:

The composition of the Board is in accordance with provisions of Section 149 of the Companies Act, 2013 and Regulation 17 of the Listing Regulations, with an appropriate combination of Non-executive and Independent Directors.

The Company has the following 6 (six) directors on its Board, 3 (three) of whom are Independent Directors.

Name of the Director	Date of appointment	Date of Resignation	Position held
Mr. Ritesh Zaveri	13.11.2017	-	Chairman, Non- Executive Director
Mr. Hetal Khalpada	14.05.2021	-	Non- Executive Director
Mr. Sandeep Kumar Kejariwal	25.07.2019	-	Non- Executive Director
Mr. Ketan Desai	13.02.2015	-	Non- Executive Independent Director
Mrs. Rupal Vora	28.04.2021	-	Non- Executive Independent Director
Mr. Vallabh Prasad Biyani	11.02.2022	-	Non- Executive Independent Director

- **Women Director:**

In terms of the provision of Section 149 of the Companies Act, 2013 and Regulation 17 (1) of Listing Regulations a Company shall have at least one woman director on the board of the Company. Your Company has one women director on the Board.

Sr. No.	Name of the Director	Date of appointment
1	Mrs. Rupal Vora	Mrs. Rupal Vora was appointed as a Non-Executive Independent Director w.e.f. 23 rd September, 2021

- **Retirement by rotation:**

In terms of the provisions of the Companies Act, 2013 Mr. Ritesh Zaveri, Director, retires by rotation and being eligible, offers himself for re-appointment at the ensuing AGM. A brief profile of Director proposed to be re-appointed is given in the notes to the Notice of the ensuing AGM.

- **Appointment and re-appointment:**

During the year under review, Mr. Vallabh Prasad Biyani (DIN: 00043358) who was appointed as an Additional (Non-Executive) Independent Director w.e.f. 11th February, 2022 was regularized as a Non-Executive Independent Director w.e.f. 8th May, 2022 through Postal Ballot. Further, in terms of the SEBI Listing Regulations and the amendment thereof, any Non-Executive Director who has attained the age of seventy five years has to take the prior approval of shareholders by way of passing a Special Resolution for continuation his directorship in the Company. Mr. Vallabh Prasad Biyani had attained the age of 75 years on 31st March, 2023, hence approval by way of Special Resolution was taken through Postal Ballot on 17th March, 2023.

Mr. Vallabh Prasad Biyani is a person of integrity and considering his qualifications, extensive knowledge and rich experience in the field of Finance & Accounts, his appointment is in the interest of the Company. His association with the Company is of immense benefit and value to the Company. He is independent of the management of the Company and fulfils the conditions specified in the Act, and the rules made thereunder for appointment as an Independent Director.

The Company has devised a policy on directors' appointment and remuneration including criteria for deeming qualifications, independence of director and other matter provided under sub-section (3) of section 178. Such Nomination & Remuneration policy devised by the company can be accessed on the website of the company- www.saraswaticommercial.com.

- **Evaluation of Board, its committees & Directors:**

Pursuant to the provisions of Companies Act, 2013 and Regulation 17 of the Listing Regulations, the Board carried out evaluation of its own as well as performance of that of its committees. The Board also carried out performance evaluation of all the individual directors. Additionally, the Nomination and Remuneration committee of the Board also carried out the evaluation of the performance of the individual directors. The performance evaluation was carried out by the way of obtaining feedback from the directors through a structured questionnaire prepared in accordance with the Board evaluation policy.

The structured questionnaire prepared to evaluate the performance of individual directors, the Board and committees contained various different parameters.

The performance evaluation of the Non-Independent directors was carried out by the Independent Directors at their separate meeting held on 31st January, 2023.

- **Declaration from Independent Directors:**

All the Independent Directors have confirmed to the Board they meet the criteria of Independence as specified under section 149(6) of the Companies Act, 2013, and that they qualify to be the Independent Directors pursuant to Rule 5 of the Companies (Appointment and Qualification of Directors) Rules, 2014. Further, they have also confirmed that they meet the requirements of Independent directors as mentioned under Regulation 16(1)(b) of the Listing Regulations.

- **Key Managerial Personnel & Senior Management Personnel:**

Pursuant to the provisions of Section 203 of the Companies Act, 2013, the Key Managerial Personnel of the company are as follows:

Sr. No.	Name	Designation
1	Mr. Rajiv Pathak	Chief Executive Officer
2	Mrs. Vaishali Dhuri	Chief Financial Officer
3	Ms. Avani Sanghavi	Company Secretary & Compliance Officer
4	Ms. Meenakshi Bishnoi	Chief Compliance Officer* (Appointed w.e.f. 10.08.2023)

*In compliance with the requirement of Reserve Bank of India - Scale Based Regulatory Framework, the Company has appointed Ms. Meenakshi Bishnoi as Chief Compliance Officer of the Company with effect from 10th August, 2023.

There has been no change in the KMP during the year under review.

Pursuant to the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Second Amendment) Regulations, 2023, the Senior Management personnel (SMP) of the Company is as follows:

Sr. No.	Name	Designation
1	Mr. Sanket Baheti	Chief Information Officer

There has been no change in the SMP during the year under review.

9. RBI GUIDELINES:

RBI vide notification RBI/2022-23/129 DOR.CRE.REC.No.78/03.10.001/2022-23 dated October 11, 2022 clarified that applicable NBFCs that are part of a common Group or are floated by a common set of promoters should not be viewed on a standalone basis and thus to determine the layer in which the Company would be classified total assets of all the NBFC's in a group would be considered. Thus in view of both the notifications of RBI dated October 22, 2021 & October 11, 2022, your Company would be classified under Middle Layer as the total asset size of all the Companies in the Group exceeds Rs. 1000 crore. The NBFC Companies in the group that were taken into consideration for classification include Winro Commercial (India) Limited, Singularity Holdings Limited & GeeCee Fincap Limited.

The Company continues to comply with the Master Direction for Non-Banking Financial Company - Systemically Important Non-Deposit taking Company and Deposit taking Company (Reserve Bank) Directions, 2016 and all the applicable laws, regulations, guidelines, etc. prescribed by RBI from time to time. In compliance with the requirement of Scale Based Regulatory Framework read with Notification dated April 11, 2022 for Compliance Function and Role of Chief Compliance Officer (CCO) – NBFCs, the Company has appointed Ms. Meenakshi Bishnoi as Chief Compliance Officer of the Company for a period of 3(three) years with effect from August 10, 2023. The Board periodically reviews the policies and approves amendments in lines with RBI guidelines as and when necessary.

10. DIRECTORS' RESPONSIBILITY STATEMENT:

Pursuant to the requirements of Section 134 (3) (c) of the Companies Act, 2013, your Directors confirm the following that:

- in the preparation of the annual accounts for the year ended on 31st March, 2023, the applicable accounting standards have been followed;
- the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31st March, 2023 and of the profit of the Company as on that date;
- the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- the Directors have prepared the annual accounts for the year ended 31st March, 2023 on a going concern basis.

- e) the Directors have laid down Internal Financial Controls to be followed by the company and that such Internal Financial Controls are adequate and are operating effectively.
- f) the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

11. CORPORATE GOVERNANCE:

The Company is committed to adhere to the Corporate Governance Requirements set out by the Securities and Exchange Board of India (SEBI).

The report on Corporate Governance as stipulated under the Listing Regulations forms an integral part of this report.

The requisite certificate from M/s. Nishant Jawa & Associates, Company Secretaries confirming compliance with the conditions of Corporate Governance as stipulated under Regulation 27 of the Listing Regulations is included as a part of this report.

12. COMMITTEES OF THE BOARD:

The Company has various Committees which have been constituted as a part of good corporate governance practices and the same are in compliance with the requirements of the relevant provisions of applicable laws and statutes.

Details of the following Committees constituted by the Board along with their composition, terms of reference and meetings held during the year are provided in the Report on Corporate Governance which forms a part of this Annual Report:

- i) Audit Committee
- ii) Nomination and Remuneration Committee
- iii) Stakeholders Relationship Committee
- iv) Corporate Social Responsibility Committee
- v) Risk Management Committee
- vi) Asset Liability Management Committee
- vii) IT Strategy Committee

The details with respect to the composition, powers, roles, terms of reference, meetings held and attendance of the Directors at such Meetings of the relevant Committees are given in detail in the Report on Corporate Governance of the Company which forms part of this Annual Report.

13. NOMINATION AND REMUNERATION POLICY:

The Board of Directors has framed a policy which lays down a framework in relation to Remuneration of Directors, Key Managerial Personnel and Senior Management of the Company. This policy also lays down criteria for selection and appointment of Board Members.

The policy is displayed on the website of the Company at –

<https://www.saraswaticommercial.com/policies/Policy%20-%20Nomination%20&%20Remuneration.pdf>

14. AUDITOR AND AUDITORS REPORT:

STATUTORY AUDIT:

In accordance with section 139 of Companies Act, 2013, M/s. Ajmera Ajmera & Associates, Chartered Accountants, (FRN: 123989W), were appointed as Statutory Auditors of the Company at the 39th Annual General meeting (AGM) to hold office for a period of five years from the conclusion of the 39th AGM until the conclusion of 44th AGM. Members may note that the first provision to section 139 of the Companies Act, 2013 which requires ratification of the appointment of Statutory Auditors by the Members at every AGM has been omitted by the Companies (Amendment) Act, 2017 with effect from 7th May, 2018. Accordingly, matter for ratification of appointment of statutory auditors at the ensuing AGM has been withdrawn from the Statute. Hence, the resolution seeking ratification of the Members for continuance of their appointment at this AGM is not being sought.

There are no qualifications, reservations or adverse remarks made by M/s Ajmera Ajmera & Associates, Statutory Auditors in their report for the financial year ended 31st March, 2023. The Auditors Report is enclosed with the financial statements in this Annual Report.

SECRETARIAL AUDIT:

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014, and Regulation 24A of the Listing Regulations, the Board of Directors of the Company had appointed M/s Nishant Jawa & Associates, a firm of the Company Secretaries in Practice (C.P. No 6993) to conduct Secretarial Audit of the Company for the financial year ended 31st March, 2023. The Secretarial Audit Report for the financial year ended 31st March, 2023 is appended to this Report in Form MR-3.

The Secretarial Audit Report does not contain any qualifications, reservations or adverse remark. The Secretarial Audit Report (MR-3) forms part of this Annual Report as “(Annexure-1)” to the Directors Report.

Pursuant to Regulation 24A(2) of the SEBI Listing Regulations, a report on secretarial compliance has been issued by M/s Nishant Jawa & Associates for the financial year ended 31st March 2023 and the same has been submitted to stock exchanges. There are no observations, reservations or qualifications in the said report.

The Company does not have any material subsidiaries, therefore, the provisions of Regulation 24A of the SEBI Listing Regulations pertaining to secretarial audit is not applicable with respect to the subsidiaries of the Company.

INTERNAL AUDIT:

During the year under review, M/s. Rajiv A. Gupta & Associates, Chartered Accountants, were re-appointed as the Internal Auditors of the Company in accordance with the applicable provisions of the Act.

COST AUDIT AND MAINTANANCE OF COST RECORDS:

The Cost Audit as specified by the Central Government under sub-section (1) of Section 148 of the Companies Act, 2013, is not required and accordingly no such cost accounts and records are made and maintained by the Company.

SECRETARIAL STANDARDS:

The company has complied with the applicable secretarial standards issued by the Institute of Companies Secretaries of India on meeting of the Board of Directors and General Meeting.

15. DISCLOSURE AS PER SEXUAL HARRASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013:

The Company has zero tolerance for sexual harassment at workplace and has adopted a policy on prevention, prohibition and redressal of sexual harassment at workplace in line with the provisions of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the rules framed thereunder. The policy is displayed on the website of the company at –

<http://www.saraswaticommercial.com/policies/Policy%20On%20Prevention%20of%20Sexual%20Harassment.pdf>.

The provisions and guidelines of the Internal Complaints committee are not applicable to the Company. However, during the financial year 2022-23, the Company has not received any complaints on sexual harassment and no complaints remain pending as of 31st March, 2023.

16. PUBLIC DEPOSITS:

The Company has not accepted any deposit from the public under Chapter V of the Companies Act, 2013 or under the corresponding provisions of Section 58A of the Companies Act, 1956 and as such, no amount on account of principal or interest on deposits from public was outstanding as on the date of balance sheet.

17. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO:**A] Conservation of Energy and Technology Absorption:**

- i) The step taken or impacts on conservation of energy – The operation of your Company are not energy intensive. However, adequate measures have been initiated for conservation of energy.
- ii) The steps taken by the Company for utilizing alternative sources of energy – though the operations of the Company are not energy intensive, the Company shall explore alternative sources of energy, as and when necessity arises.
- iii) The capital investment on energy conservation equipments - NIL

B] Foreign Exchange Earnings & Outgo:**(Rs. In Lakhs)**

PARTICULARS	2022-2023	2021-2022
Foreign Exchange Earning	Nil	Nil
Foreign Exchange Outgo	Nil	Nil

C] Technology Absorption:

- The Company primarily being an investment company and not involved in any industrial or manufacturing activities, has no particulars to report regarding technology absorption as required under section 134 of the Act and Rules made thereunder.
- The benefits derived like product improvement, cost reduction, product development: Not Applicable
- The Expenditure incurred in Research & Development: Nil

18. PARTICULARS OF REMUNERATION

The information required under Section 197(12) of the Companies Act, 2013 and the Rules made there-under, in respect of the employees of the company

- The ratio of the remuneration of each director to the median remuneration of the employee of the company for the financial year:

No remuneration is been paid to the Directors of the company. However the Independent Directors are paid sitting fees for attending the meeting of the Board & committees and the details of the same are furnished in Form MGT- 7, which is available on the Company's website.

- The percentage of increase/ (decrease) in remuneration of each Director, Chief Executive Officer (CEO), Chief Financial Officer(CFO) and Company Secretary (CS) if any, in the financial year-

Kindly note that no remuneration is been paid to the Directors of the Company.

Name of the Person	% of increase/(decrease)
Rajiv Pathak (CEO)	9.91%
Vaishali Dhuri (CFO)	8.05%
Avani Sanghavi (CS)	13.07%

- The percentage increase/ (decrease) in the median remuneration of employees in the financial year – 3.36%
- The number of permanent employees on the rolls of company as on 31st March, 2023 – 9 (Nine)
- Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:
The average increase in salaries of employees other than managerial personnel in 2022-23 was 7.19%. Percentage increase in the managerial remuneration for the year was 10.34%.
- The key parameters for any variable component of remuneration availed by the directors:
No variable component of remuneration has been availed by the directors.
- Affirmation that the remuneration is as per the remuneration policy of the Company.
The Company's remuneration policy is driven by the success and performance of the individual employees and the Company. Through the compensation package, the Company endeavours to attract, retain, develop and motivate a high performance staff. The Company follows a compensation mix of fixed pay, benefits and performance based variable pay. Individual performance pay is determined by business performance and the performance of the individuals measured through the annual appraisal process. The Company affirms remuneration is as per the remuneration policy of the Company.
- Details Pertaining to remuneration as required under Section 197 (12) of the Companies Act, 2013 read with Rule 5(2) and (3) of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 and forming part of the directors report for the year ended 31st March, 2023.

The statement containing names of top ten employees in terms of remuneration drawn and the particulars of employees as required under Section 197(12) of the Act read with Rule 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is provided in a separate annexure forming part of this report. In terms of the proviso to Section 136(1) of the Act, the Report and Accounts are being sent to the Members excluding the aforesaid annexure. The said statement is available for inspection with the Company. Any Member interested in obtaining a copy of the same may write to the Company Secretary at saraswati.investor@gcvl.in.

19. EXTRACT OF ANNUAL RETURN:

Pursuant to Section 134(3)(a) and Section 92(3) of the Companies Act, 2013 read with Rule 12(1) of the Companies (Management and Administration) Rules, 2014, the Annual Return as on 31st March, 2023 in Form No. MGT-7, is available on the Company's website and can be accessed -

https://saraswaticommercial.com/corporate/Form_MGT_7%20for%20the%20y.e.%2031.03.2023.pdf

20. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS MADE UNDER SECTION 186 OF THE COMPANIES ACT, 2013:

The loan made, guarantee given or security provided in the ordinary course of business by a NBFC registered with RBI are exempt from the applicability of the provisions of Section 186 of the Act. However, the details of Loans, Guarantees and Investments made are given in the Notes to the Financial Statements.

21. INDEPENDENT DIRECTORS' DECLARATION:

The Independent Directors hold office for a fixed term of five years and are not liable to retire by Rotation. In accordance with Section 149(7) of the Companies Act, 2013 ('Act') and Regulation 25(8) of the Listing Regulations, Mr. Ketan Desai, Mrs. Rupal Vora and Mr. Vallabh Prasad Biyani have given a written declaration to the Company confirming that they meet the criteria of Independence as mentioned under Section 149(6) of the Companies Act, 2013 and SEBI Listing Regulations and the same have been considered and taken on record by the Board. Further, there has been no change in the circumstances which may affect their status as independent director during the year.

In terms of Section 150 of the Act read with Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended, Independent Directors of the Company have confirmed that they have registered themselves with the databank maintained by the Indian Institute of Corporate Affairs, Manesar ('IICA'). The Independent Directors are also required to undertake online proficiency self-assessment test conducted by the IICA within a period of 2 (two) years from the date of inclusion of their names in the data bank, unless they meet the criteria specified for exemption.

All the Independent Directors of the Company are exempt from the requirement to undertake the online proficiency self-assessment test conducted by IICA.

22. FAMILIARISATION PROGRAMME FOR INDEPENDENT DIRECTORS:

The Company has familiarized its independent Directors to provide insights into the Company and to enable them to understand the Company's business in depth, to familiarize them with the processes and functionalities of the Company to assist them in understanding their roles and responsibilities. Further, the Independent Directors are provided with opportunity to interact with the Management of the Company and help them to understand the Company's strategy, their roles, rights, responsibilities in the Company, nature of the industry in which the company operates, business model of the company and such other areas as may arise from time to time through various programmes.

The said program was conducted for the familiarization of Independent directors. The details of the same can found on the website of the company –

https://saraswaticommercial.com/policies/final%20Details_of_Familiarisation_Programme_Saraswati%2031.01.2023.pdf

23. DISCLOSURES:**● RELATED PARTY TRANSACTIONS:**

All related party transactions that were entered into during the financial year were on an arm's length basis and were in the ordinary course of business. The details regarding materially significant related party transactions made by the Company which may have a potential conflict with the interest of the Company at large are disclosed in **Form AOC-2 (Annexure-3)** which forms a part of this Annual report.

The Board has formulated Policy on Related Party Transactions, pursuant to the applicable provisions of the Companies Act, 2013 and SEBI Listing Regulations and the same is displayed on the Company's website at <https://www.saraswaticommercial.com/policies/Saraswati-Related%20Party%20Transaction%20Policy.pdf>.

Further, the details on the transactions with related parties are provided in the accompanying financial statements.

- **CEO AND CFO CERTIFICATION:**

The Chief Executive Officer and the Chief Financial Officer of the Company have given a Certificate to the Board as contemplated in Regulation 17 of the SEBI Listing Regulations. The Certificate forms a part of this Annual Report.

- **CODE OF CONDUCT:**

The Board of Directors have laid-down a “Code of Conduct” (Code) for all the Board Members and the senior management personnel of the Company and the same Code is displayed on the Website of the Company – www.saraswaticommercial.com. Annual declaration is obtained from every person covered by the Code.

- **MANAGEMENT DISCUSSION AND ANALYSIS REPORT:**

Management Discussion and Analysis report as stipulated in Regulation 34 and Schedule V of Listing Regulations is presented in a separate section forming part of this Annual Report.

24. POLICIES AND PROGRAMMES:

The Listing Regulations mandated the formulation of certain policies for all listed companies. All such policies which are applicable to the company are available on our website (<https://saraswaticommercial.com/policies-and-code.asp>). The policies are reviewed by the Board and updated based on need and new compliance requirements.

The policies and programmes adopted by the company along with their web links are as follows:

Sr. No.	Name of the policy	Web link
1	Document Retention and Archival Policy	https://saraswaticommercial.com/policies/Policy%20-%20Document%20Retention%20and%20Archival%20Policy.pdf
2	Policy for determination of Materiality	https://saraswaticommercial.com/policies/Policy%20-%20Materiality.pdf
3	Policy on prevention of sexual harassment	https://saraswaticommercial.com/policies/Policy%20On%20Prevention%20of%20Sexual%20Harassment.pdf
4	Nomination & Remuneration Policy	https://saraswaticommercial.com/policies/Policy%20-%20Nomination%20&%20Remuneration.pdf
5	CSR Policy	https://saraswaticommercial.com/policies/CSR%20Policy-Saraswati%202021.pdf
6	Vigil Mechanism Policy	https://saraswaticommercial.com/policies/Policy%20-%20Whistle%20blower%20&%20Vigil%20Mechanism.pdf
7	Related Party Transaction Policy	https://saraswaticommercial.com/policies/Saraswati-Related%20Party%20Transaction%20Policy.pdf
8	Board Evaluation Policy	https://saraswaticommercial.com/policies/Policy%20-%20Board%20Evaluation.pdf
9	Board Diversity	https://saraswaticommercial.com/policies/Policy%20-%20Diversity%20of%20the%20Board.pdf
10	Succession Policy	https://saraswaticommercial.com/policies/Policy%20-%20Succession%20Policy.pdf
11	Familiarisation Programme for Independent Directors	https://saraswaticommercial.com/policies/final%20Details_of_Familiarisation_Programme_Saraswati%2031.01.2023.pdf
12	Code for Prevention of Insider Trading	https://saraswaticommercial.com/policies/Saraswati%20-%20Insider%20Trading%20Code%20-%202004.04.2019.pdf

25. NUMBER OF MEETINGS OF THE BOARD, ANNUAL GENERAL MEETING AND EXTRA ORDINARY GENERAL MEETINGS & POSTAL BALLOTS:

During the year, Four (4) meetings of the Board of Directors were held. The maximum time gap between any two Meetings was not more than one hundred and twenty days. These Meetings were well attended.

The 39th Annual General Meeting of the Company was held on 22nd September, 2022. However, During the year under review, no Extraordinary General Meeting were held.

During the financial year 2022-23, ordinary as well as special resolutions were passed with the requisite majority through postal ballot on 8th May, 2022 and 17th March, 2023 by the members of the Company in accordance with the applicable provisions of the Act and the SEBI Listing Regulations.

Detailed information on the Meetings of the Board, its Committees, the AGM/ EGM & Postal Ballots is included in the Report on Corporate Governance, which forms part of this Annual Report.

26. RISK MANAGEMENT & INTERNAL FINANCIAL CONTROLS:

- Risk is an integral part of the business and almost every business decision requires the management to balance risk and reward. The Company has in place Risk Management committee and Risk Management Policy framed in accordance with the Risk Management framework as issued by Reserve Bank of India ("RBI") vide Master Direction DNBR. PD. 008/03.10.119/2016-17 dated September 01, 2016 ("RBI Circular") and Master Direction issued by the Reserve Bank of India for Non-Banking Financial Company (Systemically Important Non-Deposit taking Company and Deposit taking Company (Reserve Bank) Directions, 2016) and amendments thereon.
- The Company has in place adequate Internal Financial Controls with reference to financial statements. During the year, no material or serious observations have been highlighted for inefficiency or inadequacy of such controls.

Report of the Statutory Auditors on the Internal Financial Controls with reference to the financial statements as required under clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act") forms part of this Annual Report as Annexure-A to the Auditors Report.

27. INSURANCE:

The company has adequately insured all its Assets and properties.

28. CORPORATE SOCIAL RESPONSIBILITY:

The Corporate Social Responsibility (CSR) committee is established by the Board in accordance with section 135 of the Companies Act, 2013.

As per the provisions of Section 135 of the Companies Act, 2013, during the year 2022-2023 the Company has spent Rs. 70,00,000/- as against Rs. 33,49,891/- on Corporate Social Responsibility activities and that no amount remained unspent for the financial year 2022-23.

The Annual report on the CSR Activities of the Company during the year is enclosed as "Annexure 2" and forms part of this report in the format prescribed in the Companies (Corporate Social Responsibility Policy) Rules, 2014.

The Company has in place Corporate Social Responsibility policy which is displayed on the website of the Company at (<https://saraswaticommercial.com/>).

29. BOARD EVALUATION:

The Board evaluated the effectiveness of its functioning and that of the Committees and of individual directors by seeking their inputs on various aspects of Board/Committee. The aspects covered in the evaluation included the contribution to and monitoring of corporate governance practices, participation in the long-term strategic planning and the fulfillment of Directors' obligations and fiduciary responsibilities, including but not limited to, active participation at the Board and Committee meetings.

The performance evaluation of the Independent Directors was completed. The performance evaluation of the Chairman and the Non-Independent Director was carried out by the Independent Directors. The Board of Directors expressed their satisfaction with the evaluation process.

The Nomination and Remuneration Committee and the Board of Directors have laid down criteria for performance evaluation of Directors, Chairperson, Board Level Committees and Board as a whole and also the evaluation process for the same. The performances of the members of the Board, the Board level Committees and the Board as a whole were evaluated at the meeting of the Independent Directors held on 31st January, 2023. The Board of Directors expressed their satisfaction with the evaluation process.

30. SIGNIFICANT AND MATERIAL ORDERS PASSED BY REGULATORS OR COURTS:

During the financial year 2022-2023, there were no significant and material orders passed by any Regulator/ Court that would impact the 'going concern' status of the Company and its future operations.

31. VIGIL MECHANISM POLICY:

The Company promotes ethical behaviour in all its business activities and has established a vigil mechanism for its Directors, Employees and Stakeholders associated with the Company to report their genuine concerns. The Vigil Mechanism as envisaged in the Companies Act, 2013 and the Rules prescribed thereunder and the SEBI Listing

Regulations is implemented through the Whistle Blower Policy, to provide for adequate safeguards against victimisation of persons who use such mechanism and make provision for direct access to the Chairperson of the Audit Committee.

As per the Whistle Blower Policy implemented by the Company, the Employees, Directors, customers, dealers, vendors, suppliers, or any Stakeholders associated with the Company are free to report illegal or unethical behaviour, actual or suspected fraud or violation of the Company's Codes of Conduct or Corporate Governance Policies or any improper activity to the Ethics Helpline Provider or the Chairperson of the Audit Committee of the Company or the Code of Conduct Committee.

The Company has a Vigil Mechanism/ Whistle Blower policy to report genuine concerns or grievances pursuant to Section 177 of Companies Act, 2013 and Regulation 22 of the SEBI Listing Regulations. The Vigil Mechanism/Whistle Blower policy has been posted on the website of the Company

<https://www.saraswaticommercial.com/policies/Policy%20-%20Whistle%20blower%20&%20Vigil%20Mechanism.pdf>

32. MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY:

There have been no material changes and commitments affecting the financial position of the Company between the end of the financial year and date of this Report. There has been no change in the nature of the business of the Company.

33. GENERAL:

Your Directors state that no disclosure or reporting is required in respect of the following items as there were no transactions on these items during the year under the review:

1. Details relating to deposits covered under Chapter V of the Act.
2. Changes in Share Capital.
3. Issue of equity shares with differential rights as to dividend, voting or otherwise.
4. Issue of share (including sweat equity shares) to employees of the Company under any scheme.
5. None of the Directors of the company receives any remuneration or commission from the Company as well as from any of its subsidiaries except sitting fees paid to Independent Directors.
6. There was no application made or proceeding pending against the Company under the Insolvency and Bankruptcy Code, 2016.
7. Pursuant to provisions of the Section 143(12) of the Companies Act, 2013, neither the Statutory Auditors nor the Secretarial Auditor has reported any incident of fraud to the Audit Committee during the year under review.
8. During the year under review, there was no instance of one-time settlement with Banks or Financial Institutions. Therefore reasons of difference in the valuation at the time of one-time settlement and valuation done while taking loan from the Banks or Financial Institutions are not reported.

34. ACKNOWLEDGEMENTS:

Your Directors take this opportunity to express their gratitude for the support and co-operation from the Investors, Banks and Statutory Authorities. Your Directors express their deep appreciation to the Company's employees at all levels for their unstinted efforts and valuable contributions during the year.

**By order of the Board of Directors
For Saraswati Commercial (India) Limited**

**Place: Mumbai
Date : 10th August, 2023**

**Ritesh Zaveri
Chairman
DIN: 00054741**

Registered Office:
209-210, Arcadia Building, 195,
Nariman Point, Mumbai – 400 021.

ANNEXURES TO THE DIRECTORS REPORT:

ANNEXURE 1

Form No. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2023

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

To,

The Members,

Saraswati Commercial (India) Limited

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Saraswati Commercial (India) Limited** (hereinafter called the Company) for the financial year ended 31st March 2023. Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, the explanations and clarifications given to us and the representations made by the Management and considering the relaxations granted by the Ministry of Corporate Affairs and Securities and Exchange Board of India warranted due to spread of the Covid-19 pandemic, we hereby report that in our opinion, the company has, during the audit period covering the financial year ended on 31st March, 2023 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

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

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder.
- (iv) 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 (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - d) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (v) Other laws applicable specifically to the Company namely:
 - a) Reserve Bank of India Act, 1934 to the extent it is applicability for a Non-Banking Finance Company

We report that, there was no actions/events in pursuance of:

- a) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings
- b) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021

- c) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021
- d) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021
- e) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018
- f) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 requiring compliance thereof by the Company during the financial year.

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

- (i) Secretarial Standards issued by the Institute of Company Secretaries of India
- (ii) The Listing Agreements entered into by the Company with The Stock Exchanges.

We report that during the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

We further report that based on the information provided by the Company, its officer and authorized representatives during the conduct of Audit, and also review of the quarterly compliances report by respective departmental head/ Company Secretary taken on record by the Board of Directors of the Company, in our opinion adequate system and processes and control mechanism exists in the Company to monitor and ensure compliance with applicable general laws like labour laws.

We further report that the compliance by the Company of applicable financial laws like direct and indirect tax laws, has not been reviewed in this audit since the same have been subject to review by statutory financial auditor and other designated professionals.

We further report that the Board of Directors of the Company is constituted with proper balance of Executive Directors and Non-Executive Directors and Independent Directors. There were no changes in the composition of the Board of Directors during the period under review.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

As per the minutes of the meetings of the Board of Directors and committees thereof all decisions were unanimous and no dissenting views have been recorded.

We further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period there was no other specific events/action in pursuance of the above referred laws, rules, regulations, guidelines, etc., having a major bearing on the Company's affairs.

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

Place: Mumbai
Date : 24th June, 2023
UDIN: F006557E000493043

For Nishant Jawasa & Associates
Company Secretaries

Nishant Jawasa
Proprietor
FCS-6557
C.P. No. 6993
Peer Review No: 1706/2021

Annexure A

To,

The Members,

Saraswati Commercial (India) Limited

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

1. The compliance of provisions of all laws, rules, regulations, standards applicable to Saraswati Commercial (India) Limited (the 'Company') is the responsibility of the management of the Company. Our examination was limited to the verification of records and procedures on test check basis for the purpose of issue of the Secretarial Audit Report.
2. Maintenance of secretarial and other records of applicable laws is the responsibility of the management of the Company. Our responsibility is to issue Secretarial Audit Report, based on the audit of the relevant records maintained and furnished to us by the Company, along with explanations where so required.
3. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial and other legal records, legal compliance mechanism and corporate conduct. The verification was done on test check basis to ensure that correct facts are reflected in secretarial records produced to us. We believe that the processes and practices we followed, provides a reasonable basis for our opinion for the purpose of issue of the Secretarial Audit Report.
4. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
5. Wherever required, we have obtained the management representation about the compliance of laws, rules and regulations and major events during the audit period.
6. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Place: Mumbai

Date : 24th June, 2023

UDIN: F006557E000493043

**For Nishant Jawasa & Associates
Company Secretaries**

**Nishant Jawasa
Proprietor
FCS-6557**

C.P. No. 6993

Peer Review No: 1706/2021

ANNEXURE 2

ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY ('CSR') ACTIVITIES

1. A brief outline of the company's CSR policy:

The CSR Committee framed and recommended a CSR Policy based on betterment of society, communities, health care and education to the Board for adoption and instituted a transparent monitoring mechanism for ensuring implementation of the projects / activities to be undertaken by the Company. The said Policy was reviewed and revised by the Board on 26th June, 2021 considering the amendments in Section 135 of the Companies Act, 2013 as well in the CSR Rules as notified by the Ministry of Corporate Affairs on 22nd January 2021.

The CSR policy applies to the projects as provided in Schedule VII of the Companies Act, 2013.

2. The Composition of CSR Committee:

Sl. No	Name of the Director	Designation / Nature of Directorship	Number of Meetings of CSR Committee held during the year	Number of Meetings of CSR Committee attended during the year
1	Ketan Desai	Chairman (Non-executive Independent Director)	1	1
2	Ritesh Zaveri	Member (Non-executive Director)	1	1
3	Rupal Vora	Member (Non-executive Independent Director)	1	1

3. Provide the web-link where Composition of CSR Committee, CSR Policy and CSR projects approved by the board are disclosed on the website of the company:

The details of the same are available on website of the Company at- <https://saraswaticommercial.com/>

4. Provide the executive summary along with web-link(s) of Impact Assessment of CSR Projects carried out in pursuance of sub-rule (3) of rule 8, if applicable:

Not applicable as the Company's average CSR obligation has not more than 10 Cr. in the three immediately preceding financial year as per Section 135 (5) of the Act.

5.
 - a. Average net profit of the company as per section 135(5): INR 16,74,94,533/-
 - b. Two percent of average net profit of the company as per section 135(5): INR 33,49,891/-
 - c. Surplus arising out of the CSR projects or programmes or activities of the previous financial years: N.A.
 - d. Amount required to be set off for the financial year, if any: N.A.
 - e. Total CSR obligation for the financial year (b + c - d): INR 33,49,891/-
6.
 - a. Amount spent on CSR Projects (both Ongoing Project and other than Ongoing Project): INR 70,00,000/-
 - b. Amount spent in Administrative overheads: N.A.
 - c. Amount spent on Impact Assessment, if applicable: N.A.
 - d. Total amount spent for the financial year [(a)+(b)+(c)]: INR 70,00,000/-
 - e. CSR amount spent or unspent for the financial year

Total Amount Spent for the Financial Year. (in Rs.)	Amount Unspent (in Rs.)				
	Total Amount transferred to Unspent CSR Account as per section 135(6).		Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5).		
	Amount.	Date of transfer.	Name of the Fund	Amount.	Date of transfer.
70,00,000/-	-	-	-	-	-

f. Excess amount for set off, if any

Sl. No.	Particulars	Amount (in Rs.)
(i)	Two percent of average net profit of the company as per section 135(5)	INR 33,49,891/-
(ii)	Total amount spent for the Financial Year	INR 70,00,000/-
(iii)	Excess amount spent for the financial year [(ii)-(i)]	INR 36,50,109/-
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	-
(v)	Amount available for set off in succeeding financial years [(iii)-(iv)]	INR 36,50,109/-

7. Details of Unspent CSR amount for the preceding financial years:

Sl. No.	Preceding Financial Year	Amount Transferred to Unspent CSR Account under Section 135 (6) (In Rs.)	Balance Amount in unspent CSR Account under section 135 (6) (In Rs.)	Amount Spent in the Reporting Financial Year (In Rs.)	Amount transferred to any Fund Specified under Schedule VII as per Section 135(6), if any		Amount remaining to be spent in Succeeding Financial Years. (In Rs.)	Deficiency, if any
					Amount (In Rs.)	Date of Transfer		
					Not Applicable			

8. Whether any capital assets have been created or acquired through CSR amount spent in the Financial Year: **No.**

9. Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per section 135(5): **NA**

**By order of the Board of Directors
For Saraswati Commercial (India) Limited**

Place: Mumbai
Date : 10th August, 2023

Rajiv Pathak
Chief Executive Officer

Ketan Desai
Chairman of CSR Committee
DIN: 07092422

ANNEXURE 3**FORM NO. AOC - 2**

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

Form for Disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in Sub Section (1) of Section 188 of the Companies Act, 2013 including certain arm's length transaction under third proviso thereto.

1. Details of contracts or arrangements or transactions not at Arm's length basis:

There were no contracts or arrangements or transactions entered into during the year ended 31st March, 2023, which were not at arm's length basis.

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

The details of material contracts, arrangement or transactions at arm's length basis and in the ordinary course of business during the financial year 2022-2023 are as follows:

Name of the related party and Nature of relationship	Nature of contract/ arrangements/ transactions	Duration of contract/ arrangements/ transactions	Salient terms of the contracts or arrangements or transactions including the value	Date(s) of approval by the Board, if any	Amount paid as advances, if any
Singularity Holdings Limited Group Company	Availing and/or Rendering of services	1 year (renewed every year)	Availing and/or rendering revolving loan facility (fixed interest rate)	31.03.2022	-
Winro Commercial (India) Limited Group Company	Availing and/or Rendering of services	1 year (renewed every year)	Availing and/or rendering revolving loan facility (fixed interest rate)	31.03.2022	-

For and on behalf of Saraswati Commercial (India) Limited

Place: Mumbai
Date : 10th August, 2023

Ritesh Zaveri
Chairman
DIN: 00054741

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Saraswati Commercial (India) Limited ('SCIL' or 'the Company') is a Non deposit-taking Non-Banking Financial Company registered with the Reserve Bank of India (RBI) engaged in the business of investment in shares and securities and lending activities. SCIL has two subsidiaries namely; Arkaya Commercials Pvt Ltd. and Sareshwar Finance and Trading Pvt Ltd.

The Company has been identified for categorisation as NBFC-Middle Layer under Scale Based Regulation (SBR), a Revised Regulatory Framework for NBFCs as per the list issued by RBI in its Press Release 2022-2023/975 dated September 30, 2022, as the total asset size of all the Companies in the Group exceeds Rs. 1000 crore.

Since the asset size of the Company along with its group Companies is more than rupees 1000 crores, the Company is following Prudential norms as per Non-Banking Financial Company - Systemically Important Non Deposit-taking Company (Reserve Bank) Directions, 2016.

Economy and Markets

(a) Economic review:

- **Global economy**

Financial year 2022-2023 began with uncertainties while steering through challenges. On the positive side, after inflicting chaos for almost two years, the impact of the COVID-19 pandemic on lives and livelihoods started retreating. This was assisted by a mass immunization programme and the arrival of a less infectious variant called omicron. However, the flip side was the escalation of Russia-Ukraine war, continuous disruption in global supply chain leading to inflation globally due to closing down of China were amongst the major events that provided maximum volatility to the markets. Since then, the different world economies are struggling to combat inflationary pressures, causing them to constantly hike rates, causing in a slowdown in growth. IMF too lowered its growth forecast for 2022 and 2023. In January 2023, the World Economic Outlook Update projects that global growth slowdown will be more pronounced for Advanced economies than Emerging and Developing economies. Advanced economies Real GDP growth is projected at 1.3% in 2023 vis-à-vis 3.9% for Emerging and Developing economies.

- **Indian Economy**

As stated by the World Bank in its India Development Update, India's growth continues to be resilient despite some signs of moderation in growth. Although significant challenges remain in the global environment, India was one of the fastest growing economies in the world. The overall growth remains robust and is estimated to be 6.9 percent for the full year with real GDP growing 7.7 percent year-on-year during the first three quarters of fiscal year 2022-2023. There were some signs of moderation in the second half of financial year 2022-2023. Growth was underpinned by strong investment activity bolstered by the government's capex push and buoyant private consumption, particularly among higher income earners. Inflation remained high, averaging around 6.7 percent in financial year 2022-2023 but the current-account deficit narrowed in Q3 on the back of strong growth in service exports and easing global commodity prices.

The Reserve Bank of India's has withdrawn accommodative measures to rein in inflation by hiking the policy interest rate. India's financial sector also remains strong, buoyed by improvements in asset quality and robust private-sector credit growth. As per the projections by the World Bank - 'India to remain the fastest growing major economy in the world during 2021-24'.

(b) Outlook:

The global economy is currently bracing itself for slower growth, primarily due to the unsettling impact of the Russia Ukraine conflict and the tightening of monetary policy. These factors have led to significant supply-side disruptions, creating challenges for economies around the world. However, amidst this uncertain outlook, certain economies are expected to exhibit resilience and drive global growth. The widening of the Current Account Deficits (CAD) in net importing economies, agencies worldwide continue to project India as the fastest-growing major economy at 6.5-7.0 per cent in financial year 2022-2023.

Given the crisis and despite concerns surrounding the sector, NBFCs with robust business models, strong liquidity mechanisms, governance and risk management standards are well positioned to take benefit of the market opportunity.

India is further expected to witness a growth of 6.0% in FY 2023-24. RBI projects CPI inflation for Q1 – financial year 2023-24 at 5.0% and for Q2 – financial year 2023-24 at 5.4% on the assumption of a normal monsoon. Whereas on the inflationary front, it is anticipated that the rates would remain moderate somewhere between 5-6%, due to the Government's adherence to calibrated monetary policies.

The Company is mainly into the business of investment in shares and securities. The revenue of Company is generated from Trading in Shares and Securities and Lending activities. Considering the above positive factors, if there is a better performance in the equity market, then the Company is expected to accomplish better performance compared to the previous year.

(c) Industry structure and developments:

India has a diversified financial sector undergoing rapid expansion with many new entities entering the market along with the existing financial services firms. The sector comprises commercial banks, insurance companies, NBFCs, housing finance companies, co-operatives, pension funds, mutual funds and other smaller financial entities. After the COVID-19 impact gradually tapers off, the financial services sector is poised to grow eventually on the back of strong fundamentals, adequate liquidity in the economy, significant government and regulatory support, and the increasing pace of digital adoption. In fact, digital transactions will play a larger role in the financial eco-system than hitherto witnessed.

- **Non-Banking Financial Companies:**

India's financial services sector comprises of commercial banks/co-operative banks, non-banking financial companies, insurance companies, pension / mutual funds and other various entities. India is expected to be fourth largest private wealth market globally by 2028.

NBFCs have become increasingly important in recent years as they have played a critical role in providing credit to individuals and businesses that are underserved by traditional banks. This is especially true in rural and semi-urban areas, where NBFCs have been able to fill the gap left by banks. One of the key advantages of NBFCs is their ability to be flexible in their lending practices. Unlike banks, which have a rigid set of guidelines for lending, NBFCs can tailor their lending practices to meet the specific needs of their clients. This has made them an attractive option for those who are looking for more personalised financial services. They are financial institutions that provide a wide range of banking services like loans, credit facilities, investments, and other financial products. NBFCs have played a significant role in the Indian economy's growth story, especially in the rural and semi-urban areas. They cater to the financial needs of small and medium-sized businesses, entrepreneurs, farmers, and individuals who do not have access to traditional banking services. In this article, we will explore the future of NBFCs in India.

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

NBFCs have become important components of India's financial sector and have been recording higher credit growth than scheduled commercial banks (SCBs) over the past few years. Non-Banking Financial (NBFC) sector has played a crucial role in bridging the credit gap and supporting the growth of various sectors such as micro, small and medium enterprises (MSMEs), agriculture and affordable housing, among others. NBFCs continue to leverage their superior understanding of regional dynamics and customised products and services to expedite financial inclusion in India. NBFCs have emerged as the principal institutions providing credit financing to the unorganised and underserved sectors. NBFCs have revolutionised the lending system in India by providing financial inclusion for those who lack easy access to credit. Lower transaction costs, innovative products, quick decision making, customer orientation and prompt service standards have typically differentiated NBFCs from banks. Considering the reach and expanse of NBFCs, these are well-suited to bridge the financing gap in a large country like India. Systemically important NBFCs have demonstrated agility, innovation and frugality to provide formal financial services to millions of Indians. The growing importance of NBFCs is reflected in the consistent rise of their credit as a proportion to GDP as well as in relation to credit extended by SCBs to the NBFC sector.

- **Equity Markets:**

In 2021-2022, equity investors reaped handsome rewards as their wealth grew nearly ₹78 lakh crore while Sensex gained 10,502 points or 22%. However, the financial year 2022-2023 saw the outperformance of the Indian markets. In a year in which S&P 500 is down by 20% and most markets are down between 10 to 20 %, Nifty is up by 4.8%. This outperformance is the result of mainly two factors: One, India's superior economic growth; two, domestic investors support the market by buying every dip caused by FII selling.

On the flipside, elevated inflation levels triggered by the Russia-Ukraine war was the biggest negative catalyst for the equity market. Moreover, the COVID-19 lockdown in China caused supply chain constraints globally, which impacted economic activities in certain sectors. To tame the elevated inflation levels, central banks across the globe, including RBI, hiked interest rates. The higher prices and borrowing costs have raised recession fears in the U.S. and other major economies. This, in turn, has darkened the outlook for global growth as it could have a spillover effect on the Indian economy and other parts of the world.

FPIs turned net sellers to the tune of Rs 38,334 crore during the financial year, being wary of expensive valuations. However, strong domestic participation cushioned some losses as investors showed confidence in India's long-term growth story backed by the resilience shown by the Indian economy and India Inc.

The Company believes that given the volatile nature of the equity markets, it is advisable to maintain a diversified portfolio at all times by taking into account your risk profile, financial goals, and investment horizon.

(d) Opportunities and threats:

Indian Economy provides excellent growth opportunities as the increased thrust to power, road, ports, telecom and other infrastructure projects will create a positive environment for the Investment and Financial Services Industry in India. Further, growth of service sector also presents new opportunities for Investment and Financial Services Industry in India.

With increasing globalization, integration of world markets, it not only provides new avenues for earning opportunities for our investment business but is also impacted / threatened by domestic and global events. The Company believes that it has to adopt robust risk management practices and continuously monitor and adapt to changing dynamics to not only take advantage of the earnings opportunities but also mitigate the risks and threats posed by the local and global events.

The most significant threat for any lending activity is to constantly exhibit operational excellence and contain the loss given defaults within the acceptable limits. The Company believes that this task is to be worked upon continuously through a very sharp learning and unlearning in order to achieve operational excellence. NBFCs rely on external funding to fulfill the financing needs of their customers. A liquidity crunch arising from reduced loan recovery, external funding or other unforeseen events could adversely impact the loan disbursement cycle of the NBFCs leading to subdued performance.

India being an emerging global economy, faces notable risks due to global relations. A shift in developed and emerging countries' interest rates, policies and protectionism along with trade and capital market conditions may hamper businesses locally. Geopolitical and trade tensions in the global market post further risk to the Indian NBFC industry. There also exists Risk of investment or Market risk which arising from the adverse movements in market price of various securities and it similarly depends on the global markets, which may impact value of portfolio of investment in securities.

External Risks associated with liquidity stress, political uncertainties, fiscal slippage concerns, etc. Regulatory and compliance-related changes in the sector affecting NBFCs

Any stringent regulatory change or unfavorable policy change can pose a threat to the industry players in the short run.

(e) Risks and Concerns:

The Financial services industry is subject to continuously evolving regulatory requirements due to increasing globalization, integration of world markets. Risk is an integral part of the business and almost every business decision requires the management to balance risk and reward. The Company is exposed to the market risk, liquidity risk, operational risk, compliance risk, cyber security risk and credit risk. It is further exposed to risk of economic cycle. The company manages these risks by remaining very conservative and following requisite risk management practices.

(f) Internal Control Systems and their adequacy:

As a part of the effort to evaluate the effectiveness of the internal control systems, your Company's internal audit system reviews all the control measures on a periodic basis and recommends improvements, wherever appropriate. The Company has in place adequate internal control systems and procedures commensurate with the size, scale, complexity and nature of its business. These systems and procedures provide reasonable assurance of adherence to the accounting procedures and policies, maintenance of proper accounting records, reliability of financial information, compliance with regulatory directives, efficacy of its operating systems, protection of resources and safeguarding of assets against unauthorized use. The management regularly reviews the internal control systems and procedures, undertake corrective actions, in their respective areas and thereby strengthen the controls.

(g) Segment-wise or product-wise performance:

The Company is engaged in the business of investment, trading in shares and securities & Lending Activities. As per Ind AS 108 "Operating Segments", specified under Section 133 of the Companies Act, 2013, there are no reportable operating or geographical segments applicable to the Company.

The gross revenue from such Financing and Investment activities considered in profit & loss account (including unrealised gain) for the year is Rs. 2,397.56 Lakhs and considered in other comprehensive income (including unrealised gain) is Rs. (19.57) Lakhs.

(h) Discussions on Consolidated Financial Performance with respect to Operational Performance:**(Rs. in Lakhs)**

Particulars	Saraswati Commercial (India) Limited		% changes
	Consolidated		
	31.03.2023	31.03.2022	
Total Income (I)	2,402.70	8,691.50	(72.36)
Total Expenses (II)	493.20	319.50	54.37
Profit before tax (I-II=III)	1,909.51	8,372.01	(77.19)
Less: Tax Expenses (IV)	739.18	1,876.77	(60.61)
Profit after Tax (III-IV=V)	1,170.33	6,495.23	(81.98)
Share in profit/(loss) of associates	-	-	-
Profit after Tax & share in profit/(loss) of associates (V+VI=VII)	1,170.33	6,495.23	(81.98)
Other Comprehensive Income before share in profit/(loss) of associates and tax (VIII)	4.41	8,064.11	(99.95)
Less: Tax expenses on Other Comprehensive Income (IX)	20.90	790.19	(97.35)
Share in other comprehensive income of associates (X)	-	-	-
Other Comprehensive Income for the year (VIII-IX+X= XI)	(16.49)	7,273.92	(100.23)
Total Comprehensive Income (VII+XI= XII)	1,153.84	13,769.16	(91.62)
Earnings per share (EPS)			
Basic	113.48	631.69	(82.03)
Diluted	113.48	631.69	(82.03)

(i) Key Financial Ratios:

Ratios	Standalone		Consolidation	
	2022-2023	2021-2022	2022-2023	2021-2022
Interest Coverage Ratio	11.84	102.05	11.84	102.04
Current Ratio	0.01	0.47	0.01	0.47
Debt Equity Ratio	0.09	0.12	0.09	0.12
Net Profit Margin	48.63%	76.90%	48.70%	76.89%
Return on Net Worth	4.89%	32.20%	4.90%	32.22%
CRAR (capital-to-risk weighted assets ratio) (%)	63.35%	81.15%	0.00%	0.00%
CRAR- Tier I Capital (%)	63.35%	81.15%	0.00%	0.00%
CRAR- Tier II Capital (%)	0.00%	0.00%	0.00%	0.00%

The Parent Company & its group is mainly engaged in the business of investment and trading in shares and securities hence its profitability is directly link to and impacted by equity market volatility.

Ratios where there has been significant change (i.e. change of 25% or more as compared to the immediately previous financial year): All the figures mentioned hereunder are Rs. in Lakhs.

Interest Coverage Ratio:

On a standalone basis, Interest coverage ratio as on March 31, 2023 stood at 11.84 against 102.05 as on March 31, 2022. The decrease in ratios is due to decrease in profit as compared to previous year. The Earnings before interest and taxes stood at 2081.04 as on 31st March, 2023 visa-vis 9,273.58 as on 31st March, 2022.

On a consolidated basis, Interest coverage ratio as on March 31, 2023 stood at 11.84 against 102.04 as on March 31, 2022. The decrease in ratios is due to decrease in profit as compared to previous year. The Earnings before interest and taxes stood at 2084.81 as on 31st March, 2023 visa-vis 9,283.68 as on 31st March, 2022.

Current Ratio:

On a standalone basis, the current ratio stood at 0.01 as on 31st March, 2023 visa-vis 0.47 as on 31st March, 2022.

On a consolidated basis, the current ratio stood at 0.01 as on 31st March, 2023 visa-vis 0.47 as on 31st March, 2022.

The decrease in current ratio is primarily due to decrease in current assets.

Net Profit Margin and Return on Net Worth:

On Standalone basis, the Net profit margin stood at 48.63% as on 31st March, 2023 visa-vis 76.90% as on 31st March, 2022.

On Standalone basis, the Return on Networth stood at 4.89% as on 31st March, 2023 visa-vis 32.20% as on 31st March, 2022.

The decrease in ratios is due to decrease in profit after tax i.e. 1,160.40 as on 31st March, 2023 visa-vis net profit after tax 6,487.90 as on 31st March, 2022.

On Consolidated basis, the Net profit margin stood at 48.70% as on 31st March, 2023 visa-vis 76.89% as on 31st March, 2022. On Consolidated basis, the Return on Networth stood at 4.90% as on 31st March, 2023 visa-vis 32.22% as on 31st March, 2022.

The decrease in ratios is due to decrease in profit after tax i.e. 1170.33 as on 31st March, 2023 visa-vis net profit after tax of 6,495.23 as on 31st March, 2022.

CRAR (capital-to-risk weighted assets ratio) (%):

The CRAR 63.35 % as on 31st March, 2023 visa-vis 81.15 % as on 31st March, 2022. This Ratio is decreased due to decrease in regulatory capital and increase in risk weighted assets.

(j) Human Resource Development:

The Company believes that the human resources are vital resource in giving the Company a competitive edge in the current business environment. The Company's philosophy is to provide congenial work environment, performance oriented work culture, knowledge acquisition/dissemination, creativity and responsibility. As in the past, the Company enjoyed cordial relations with the employees at all levels. Training plans for employees are developed based on needs identified in consultation with the employees and their departmental heads.

(k) Cautionary Statements:

Statements in this report on Management Discussion and Analysis describing the Company's objectives, projections, estimates and expectations may be "forward looking statements" within the meaning of applicable laws and regulations. Actual results might differ substantially or materially from those expressed or implied due to risk and uncertainties. These risks and uncertainties include significant changes in political and economic conditions in India and internationally, volatility in interest rates and in the securities market, new regulations and Government policies that may impact the company's business as well as the ability to implement strategies. The Company assumes no responsibility nor is under any obligation to publicly amend, modify or revise any forward looking statements on the basis of any subsequent developments, information or events.

CORPORATE GOVERNANCE REPORT

Corporate Governance is about promoting the fairness, transparency, accountability, commitment to values, ethical business conduct and about considering all stakeholders' interests while conducting the business. It represents the value framework, principles, rules, practices by which a company conducts its business activities. Corporate Governance essentially involves balancing the interests of a Company's shareholders, management, customers, suppliers, financiers, government and the community.

This Corporate Governance Report is pursuant to Regulation 34 read with Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as 'Listing Regulations') and Master Direction for Non-Banking Financial Company - Systemically Important Non-Deposit taking Company and Deposit taking Company (Reserve Bank) Directions, 2016.

(A) Company's Philosophy on Code of Corporate Governance

Saraswati Commercial (India) Limited is fully committed to and continues to practice good Corporate Governance. The Company continuously strives at improving and adhering to the good governance practice as stipulated in various legislations viz. Listing Regulations, Master Direction for Non-Banking Financial Company - Systemically Important Non-Deposit taking Company and Deposit taking Company (Reserve Bank) Directions, 2016 and all other applicable rules and regulations. The Company believes that good Corporate Governance practice generates goodwill among business partners, customers and investors, facilitates effective management and control of business and generates competitive returns for the investors. In addition to the basic governance practice, the Company lays significant emphasis on the principles of trusteeship, transparency, empowerment, accountability and integrity. The Company, through its Board and Committees, endeavors to strike and deliver the highest governing standards for the benefit of its stakeholders.

The Company has complied with all the regulations stipulated by the Securities Exchange Board of India (SEBI) in the Listing Regulations.

GOVERNANCE STRUCTURE

The Company's Governance structure consists of

- Board of Directors,
- Committees of Board,
- The Management.

The Board of Directors of the Company are pleased to present the Corporate Governance Report for the year ended 31st March, 2023.

(B) Board of Directors

(i) Board Composition

- The composition of the Board is in accordance with the requirements of the Regulation 17 of SEBI (LODR) Regulations, 2015. The Board of Directors consists of optimal combination of Non-Executive and Independent Directors. As on 31st March, 2023, the Board comprised of Six Non – Executive Directors of which three are Independent Directors. The Independent Directors are Non-Executive Directors, as defined under Regulation 16(1) (b) of the SEBI Listing Regulations as amended from time to time. The maximum tenure of the Independent Directors is in compliance with the act. The Chairperson of the Board is a Non-Executive Director.
- None of the Directors is a director in more than 10 (ten) public limited companies or acts as an independent director in more than 7 (seven) listed companies. Further, none of the Directors on the Company's Board is a member of more than 10 (ten) committees and chairperson of more than 5 (five) committees (committees being, audit committee and stakeholders' relationship committee) across all the companies in which he/she is a Director.

- The constitution of the Board as on 31.03.2023 is as given below:

Director	Category of Directorship	Date of Appointment	Number of Directorships in other companies*				Number of positions held in other companies	
			Listed	Unlisted	Name of the entity	Category	Committee Memberships#	Committee Chairpersonships#
Mr. Ritesh Zaveri (DIN: 00054741)	Non-Executive Director	13.11.2017	-	1	Singularity Holdings Limited (Unlisted)	Non-Executive Director	-	-
Mr. Sandeep Kumar Kejariwal (DIN: 00053755)	Non-Executive Director	25.07.2019	1	2	Winro Commercial (India) Limited (Listed)	Non-Executive Director	-	-
					Four Dimensions Securities (India) Limited (Unlisted)	Whole Time Director		
					Arcies Laboratories Limited (Unlisted)	Additional Non-Executive Director		
Mr. Hetal Khalpada (DIN: 00055823)	Non-Executive Director	14.05.2021	1	1	Winro Commercial (India) Limited (Listed)	Non-Executive Director	3	-
					Singularity Holdings Limited (Unlisted)	Whole Time Director		
Mr. Ketan Desai (DIN: 07092422)	Non-Executive Independent Director	13.02.2015	1	-	Winro Commercial (India) Limited (Listed)	Independent Director	2	1
Mrs. Rupal Vora (DIN: 07096253)	Non-Executive Independent Director	28.04.2021	5	3	Winro Commercial (India) Limited (Listed)	Independent Director	7	4
					GeeCee Ventures Limited (Listed)	Independent Director		
					Walchandnagar Industries Limited (Listed)	Independent Director		
					Bombay Cycle and Motor Agency Limited (Listed)	Independent Director		
					Four Dimensions Securities (India) Limited (Unlisted)	Independent Director		
					Singularity Holdings Limited (Unlisted)	Independent Director		
					Aarti Pharmalabs Limited (Listed)	Independent Director		
					Sanathan Textiles Limited (Unlisted)	Additional Independent Director		

Director	Category of Directorship	Date of Appointment	Number of Directorships in other companies*				Number of positions held in other companies	
			Listed	Unlisted	Name of the entity	Category	Committee Memberships#	Committee Chairpersonships#
Mr. Vallabh Prasad Biyani (DIN: 00043358)	Non-Executive Independent Director	11.02.2022	2	2	Winro Commercial (India) Limited (Listed)	Independent Director	3	-
					GeeCee Ventures Limited (Listed)	Independent Director		
					Four Dimensions Securities (India) Limited (Unlisted)	Independent Director		
					Singularity Holdings Limited (Unlisted)	Independent Director		

* Other Directorships exclude Directorships held in Private Limited Companies and in Saraswati Commercial (India) Limited (SCIL).

#Committee of Directors includes Audit Committee and Stakeholders Relationship Committee of Directors only. Committee Membership does not include Membership in Committee of Directors of SCIL.

- Changes in the composition of Board during the financial year 2022-23:

There has been no change in the composition of Board of Directors during the financial year 2022-23.

- Changes in the composition of Board during the financial year 2021-22:

Changes in the composition of Board during the financial year 2021-22 are given as below:

Sr. No.	Name of Director	Capacity	Nature of Change	Effective Date
1.	Mr. Hetal Khalpada (DIN: 00055823)	Non- Executive Director	Appointment	14.05.2021
2.	Mrs. Rupal Vora (DIN: 07096253)	Non- Executive Independent Director	Appointment	28.04.2021
3.	Mrs. Babita Thakar (DIN: 06934171)	Non- Executive Independent Director	Resignation*	11.02.2022
4.	Mr. Vallabh Prasad Biyani (DIN: 00043358)	Non- Executive Independent Director	Appointment	11.02.2022

*Mrs. Babita Thakar has tendered her resignation as Non-Executive Independent Director of the company due to her other prior commitments. She also confirmed that there is no other material reason for resignation other than those mentioned in her resignation letter.

The following Table give details of the skills/expertise/competence identified by the Board of Directors pursuant to Regulation 34(3) read with Schedule V Part (C) (2)(h)(ii) of Listing Regulations and currently available with the Board:

Name of Directors	Skills / Expertise / Competencies						
	Leadership knowledge of NBFC sector	Strategic & Business Planning	Governance, Ethics & Regulatory Oversight	Audit & Risk Management	Sustainability	Human Resource	Information Technology knowledge
Mr. Ritesh Zaveri	√	√	√	√	√	√	-
Mr. Sandeep Kumar Kejariwal	√	√	√	√	√	√	√
Mr. Hetal Khalpada	√	√	√	√	√	√	√
Mr. Ketan Desai	√	√	√	√	√	-	-
Mrs. Rupal Vora	√	√	√	√	√	√	√
Mr. Vallabh Prasad Biyani	√	√	√	√	√	√	-

- There is no relationship between the directors inter-se.
- All the Independent Directors of the Company have provided declaration to the Board confirming satisfaction of the conditions of their Independence as laid down under Section 149(6) of the Act read with Rule 5 of the Companies (Appointment and Qualification of Directors) Rules, 2014 and the Regulation 16(1)(b) of the Listing Regulations during the year under review i.e. financial year 2022-23. Further, in opinion of the Board, all the Independent Directors of the Company fulfill the conditions specified under both the aforementioned statutes and are Independent of the management.

(ii) Board Meetings and Attendance of Directors

The Board meets at least once in a quarter to consider amongst other business the performance of the Company and quarterly financial results. When necessary, additional meetings are held. All the Board meetings were held through Video Conference. Agenda for each meeting along with explanatory notes are drafted and distributed well in advance to the Directors. Every Board Member is free to suggest the inclusion of items on the agenda.

The senior officials of the Company are invited to the Board meetings in respect of the items concerning them to provide additional inputs as and when necessary. The Board periodically reviews and takes note of, inter alia, the compliance confirmations in respect of laws and regulations applicable to the Company. The draft minutes of the Board and Committee meetings are circulated amongst the Directors/Members for their perusal and comments in accordance with Secretarial Standard-1 (SS-1) issued by the Institute of Company Secretaries of India. Suggestions, if any, received from the Directors/Members are suitably incorporated in the draft minutes, in consultation with the Chairman of the Board/Committee. Minutes are signed by the Chairman of the Board/Committee at the next meeting.

Four (4) Board Meetings were held during the year ended 31st March, 2023. The dates of such Board Meetings are 26th May, 2022, 10th August, 2022, 11th November, 2022 and 10th February, 2023. The meetings were held once in every quarter. The required quorum was present at all the above meetings. In addition to the Board Meetings, Sixteen (16) Circular Resolutions were passed during the year in compliance with section 175 of the Companies Act, 2013. The details of attendance of the Directors at the Board meetings held during the financial year 2022-2023 and at the last AGM are given below:

Name of the Directors	Number of Board Meetings held	Number of Board Meetings attended	Whether attended the AGM held on 22 nd September, 2022
Mr. Ritesh Zaveri	4	4	Yes
Mr. Sandeep Kumar Kejariwal	4	3	Yes
Mr. Hetal Khalpada	4	4	Yes
Mr. Ketan Desai	4	4	Yes
Mrs. Rupal Vora	4	4	Yes
Mr. Vallabh Prasad Biyani	4	4	Yes

All the Directors have informed the Company periodically about their Directorship and Membership on the Board/ Committees of the Board of other Companies. None of the directors are related with any directors of the Board.

(iii) Shares held by Non-Executive Directors as on 31st March, 2023:

Name of the Non-Executive Director	Number of Equity shares held
Mr. Ritesh Zaveri	NIL
Mr. Sandeep Kumar Kejariwal	NIL
Mr. Hetal Khalpada	NIL
Mr. Ketan Desai	NIL
Mrs. Rupal Vora	NIL
Mr. Vallabh Prasad Biyani	NIL

(iv) Familiarisation Programme for Independent Directors:

Pursuant to Regulation 25(7) of the SEBI Listing Regulations, the Company has put in place a system to familiarize its Independent Directors about the Company. The Company has familiarized its Independent Directors to provide insights into the Company and to enable them to understand the Company's business in depth, to familiarize them with the processes and functionalities of the Company to assist them in understanding their roles and responsibilities. Further, the Independent Directors are provided with opportunity to interact with the Management of the Company and help them to understand the Company's strategy, their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company and such other areas as may arise from time to time through various programmes.

The said program was conducted for the familiarization of Independent Directors. The details of the same can be found on the website of the Company – www.saraswaticommercial.com & through the following link: https://saraswaticommercial.com/policies/final%20Details_of_Familiarisation_Programme_Saraswati%2031.01.2023.pdf

(v) Succession planning:

Succession planning is an essential component for the survival and growth of any business as it ensures continuity of business process. It provides a way to identify key roles, people with the right skills/talent and filling up the vacancy, as and when required.

(C) Board Committees

The Board Committees play a vital role in ensuring sound corporate governance practices. To enable better and more focused attention on the affairs of the Company, the Board has delegated particular matters to the committees set up for that purpose. The Committees have oversight of operational issues assigned to them by the Board. The Board Committees are set up under the formal approval of the Board to carry out clearly defined roles, under which are considered to be performed by the members of the Board as part of good governance practice.

As on 31st March, 2023, there were Seven (7) core Committees constituted by the Board. They are as follows:

- I. Audit Committee
- II. Stakeholder Relationship Committee.
- III. Nomination and Remuneration Committee
- IV. Corporate Social Responsibility Committee
- V. Risk Management Committee
- VI. Asset Liability Management Committee
- VII. IT Strategy Committee

The Board is responsible for the constitution, co-opting and fixing the terms of reference for Committee members of the said Committees. The details of various Committees are as under:

I. Audit Committee

The Audit Committee has a well defined composition and is constituted pursuant to Section 177 of the Companies Act, 2013, Rule 6 & 7 of Companies (Meetings of Board and its Powers) Rules, 2014, Regulation 18 of the Listing Regulations and Master Direction issued by the Reserve Bank of India for Non-Banking Financial Company (Systemically Important Non-Deposit taking Company and Deposit taking Company (Reserve Bank) Directions, 2016. The details of Audit Committee are given below:

Composition of the Audit Committee

The Audit Committee comprises of three Non-Executive Directors of which two are Independent Directors. The quorum for the Audit Committee Meeting is two members with at least 2 Independent Directors.

The composition of the Audit Committee as on 31st March, 2023 is as follows:

Sr. No.	Name of Member	Designation	Date of Appointment	No of Shares Held in the Company
1.	Mrs. Rupal Vora	Chairperson (Non-Executive Independent Director)	26.06.2021	NIL
2.	Mr. Hetal Khalpada	Member (Non-Executive Director)	13.08.2021	NIL
3.	Mr. Vallabh Prasad Biyani	Member (Non-Executive Independent Director)	11.02.2022	NIL

All members of the Committee are financially literate, learned and experienced in their respective fields. The Committee acts as a link between the Statutory Auditors, the Internal Auditors and the Board of Directors of the Company to oversee the financial reporting process of the Company. The Company Secretary acts as the Secretary to the Committee. The Meetings of the Audit Committee are also attended by the Chief Financial Officer and the Statutory Auditors as invitees. The minutes of each Audit Committee meeting are circulated amongst the members for their approval. The minutes as approved by the members are generally signed by the Chairman of the Committee at its next meeting.

Attendance of the Audit Committee Meetings during the financial year ended 31st March, 2023:

During the financial year ended 31st March, 2023, Five (5) Audit Committee Meetings were held on 26th May, 2022, 16th July, 2022, 10th August, 2022, 11th November, 2022 and 10th February, 2023.

The required quorum was present for all the Audit Committee meetings. The gap between two meetings did not exceed 120 days.

The table hereunder gives the attendance record of the Audit Committee members:

Name of the Member	No. of meetings held	No. of meetings attended
Mrs. Rupal Vora	5	5
Mr. Hetal Khalpada	5	5
Mr. Vallabh Prasad Biyani	5	5

(i) Primary objectives of the Audit Committee

The Audit Committee inter-alia provides assurance to the Board on the adequacy of the internal control systems and financial disclosures. The primary objective of the Audit Committee (the “Committee”) is to monitor and provide effective supervision of the management’s financial reporting process with a view to ensure accurate, timely and proper disclosures and the transparency, integrity and quality of financial reporting.

The Committee oversees the work carried out in the financial reporting process – by the management, including the independent auditor – and notes the process and safeguards employed by each.

(ii) Terms of Reference

The terms of reference of the Audit Committee are in accordance with the provisions of Section 177 of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014, Regulation 18 read with Part C of Schedule II of Listing Regulations and Master Direction issued by the Reserve Bank of India for Non-Banking Financial Company (Systemically Important Non-Deposit taking Company and Deposit taking Company (Reserve Bank) Directions, 2016 inter alia includes the following:

1. Oversight of the Company’s financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
2. Recommendation for appointment, remuneration and terms of appointment of auditors of the Company;
3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
4. Reviewing and examining, with the management, the annual financial statements and auditor’s report thereon before submission to the board for approval, with particular reference to:
 - Matters required to be included in the Director’s Responsibility Statement to be included in the Board’s Report in terms of clause (c) of Sub-section 3 of Section 134 of the Companies Act, 2013;

- Changes, if any, in accounting policies and practices and reasons for the same;
 - Major accounting entries involving estimates based on the exercise of judgment by management;
 - Significant adjustments made in the financial statements arising out of audit findings;
 - Compliance with listing and other legal requirements relating to financial statements;
 - Disclosure of any related party transactions;
 - Modified opinion(s) in the draft audit report, if any.
5. Reviewing, with the management, the quarterly financial statements before submission to the board for approval;
 6. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the board to take up steps in this matter;
 7. Reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;
 8. Approval or any subsequent modification of transactions of the listed entity with related parties;
 9. Scrutiny of inter-corporate loans and investments;
 10. Valuation of undertakings or assets of the listed entity, wherever it is necessary;
 11. Evaluation of internal financial controls and risk management systems;
 12. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
 13. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
 14. Discussion with internal auditors of any significant findings and follow up there on;
 15. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
 16. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
 17. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
 18. To review the functioning of the whistle blower mechanism;
 19. Approval of appointment of Chief Financial Officer after assessing the qualifications, experience and background, etc. of the candidate;
 20. Carrying out any other function as is mentioned in the terms of reference of the audit committee.
 21. To ensure that an Information System Audit of the internal systems and processes is conducted at least once in two years to assess operational risks.
 22. The audit committee shall mandatorily review the following information:
 - Management discussion and analysis of financial condition and results of operations;
 - Statement of significant related party transactions (as defined by the Audit Committee), submitted by management;
 - Management letters / letters of internal control weaknesses issued by the statutory auditors;

- Internal audit reports relating to internal control weaknesses and
- The appointment, removal and terms of remuneration of the Chief Internal Auditor shall be subject to review by the Audit Committee.
- Statement of deviations:
 - a) Quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1).
 - b) Annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7).

II. Stakeholders Relationship Committee:

Stakeholders Relationship Committee (SRC) redresses the grievances of shareholders and other stakeholders of the Company including complaints related to the unnecessary delay in transfer of shares, non-receipt of balance sheet, non- receipt of declared dividends, and to recommend measures to improve the level of investor services etc.

The Stakeholder Relationship Committee (SRC) is headed by a Non-Executive Independent Director and consisted of the following members as on date of this report:

Composition of SRC as on 31st March, 2023 is as follows:

Sr. No.	Name of Member	Designation	Date of Appointment	No of Shares Held in the Company
1.	Mr. Ketan Desai	Chairperson (Non-Executive Independent Director)	13.02.2015	NIL
2.	Mr. Ritesh Zaveri	Member (Non-Executive Director)	13.11.2017	NIL
3.	Mrs. Rupal Vora	Member (Non-Executive Independent Director)	26.06.2021	NIL

Ms. Avani Sanghavi is the Company Secretary & Compliance Officer of the Company. The Company appointed “TSR Consultants Private Limited” as its Registrar and Share Transfer Agent for the redressal of investor’s grievance and share transfer process. The RTA has acted upon all valid share transfers received during the year 2022-2023.

The Company has a designated Email Id saraswati.investor@gcvl.in for handling investor grievances on which investors can lodge their complaints.

During the Financial Year ended 31st March, 2023, the aforesaid Committee met 4 times dated 26th May, 2022, 10th August, 2022, 11th November, 2022 and 10th February, 2023.

Name of the Members	No. of meetings held	No. of meetings attended
Mr. Ketan Desai	4	4
Mr. Ritesh Zaveri	4	4
Mrs. Rupal Vora	4	4

Scope of the Stakeholders Relationship Committee:

The Stakeholders’ Relationship Committee deals with matters relating to shareholders/investors grievances viz. non-receipt of Annual Reports, non-receipt of declared Dividend and its redressal etc.

Terms of reference of SRC includes the following:

1. To take on record the transfer/transmission of shares and deletion of name in the Register of members;
2. Letters if any received from Stock Exchanges, MCA, SEBI;
3. To look into redressing shareholders/investors complaints like unnecessary delay in transfer of shares, non receipt of balance sheets, and non-receipt of declared dividends etc.

Details of Shareholders' complaints received and redressed during the FY 2022 - 2023 are as follows:

Sr. No.	Particulars	No. of Complaints
1	Number of Investor complaints pending at the beginning of the year (i.e. as on 01.04.2022)	NIL
2	Number of Investor complaints received during the year (01.04.2022 - 31.03.2023)	NIL
3	Number of Investor complaints redressed during the year (01.04.2022 - 31.03.2023)	NIL
4	Number of Investor complaints remaining unresolved at the end of the year (i.e. as on 31.03.2023)	NIL

III. Nomination and Remuneration Committee

The Nomination and Remuneration Committee (NRC) of the company is constituted in accordance with the provisions of Regulation 19 of Listing Regulations read with Section 178 of the Act. The NRC of the Company is entrusted with responsibilities concerning the nomination for appointment or removal of Directors and Senior Management including Key Managerial Personal, determination of performance evaluation of individual directors, the Board as a whole as well as the Board Committees.

The Nomination & Remuneration Committee is headed by a Non-Executive Independent Director and consisted of the following members as on date of this report:

Composition of NRC as on 31st March, 2023 is as follows:

Sr. No.	Name of Member	Designation	Date of Appointment	No of Shares Held in the Company
1.	Mrs. Rupal Vora	Chairperson (Non-Executive Independent Director)	26.06.2021	NIL
2.	Mr. Ritesh Zaveri	Member (Non-Executive Director)	13.11.2017	NIL
3.	Mr. Ketan Desai	Member (Non-Executive Independent Director)	13.02.2015	NIL

The powers, role and terms of reference of the Nomination & Remuneration Committee covers the areas as contemplated under Regulation 19 read with Part D of Schedule II of the Listing Regulations and Section 178 of the Companies Act, 2013, besides other terms as may be referred to by the Board of Directors.

Terms of Reference:

This includes:

1. Formulation of criteria for determining qualifications, positive attributes and independence of a director;
2. Recommending to the Board a policy, relating to the remuneration for the Directors, Key Managerial Personnel and other employees;
3. Formulation of criteria for evaluation of Independent Directors and the Board;
4. Devising a policy on Board diversity and identification of persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down; and recommend to the Board their appointment and removal.

The aforesaid Committee met 2 times dated 26th May, 2022 and 10th February, 2023, during the year 31st March, 2023.

Name of the Members	No. of meetings held	No. of meetings attended
Mrs. Rupal Vora	2	2
Mr. Ketan Desai	2	2
Mr. Ritesh Zaveri	2	2

Criteria for evaluation of the performance of Non-Executive Directors and Independent Directors:

The Company has in place a Board Evaluation policy for Performance evaluation of the Board as a whole, its Committees, and Individual Directors (including Independent Directors).

An annual performance evaluation was carried out for the financial year 2022-2023 in a fair manner in accordance with the aforementioned policy.

IV. Corporate Social Responsibility Committee

The Corporate Social Responsibility (CSR) Committee has been constituted in line with the provisions of Section 135 of the Act and the rules as amended made thereunder. The CSR Committee is constituted by the Board of Directors of the Company to promote a culture that emphasizes and sets high standards for social responsibility of the Company and reviews corporate performance against those standards. Section 135 of the Companies Act, 2013 casts the duty of formulation of CSR Policy upon the CSR Committee.

Composition of CSR Committee as on 31st March, 2023 is as follows:

Sr. No.	Name of Member	Designation	Date of Appointment	No of Shares Held in the Company
1.	Mr. Ketan Desai	Chairperson (Non-Executive Independent Director)	13.02.2015	NIL
2.	Mr. Ritesh Zaveri	Member (Non-Executive Director)	13.11.2017	NIL
3.	Mrs. Rupal Vora	Member (Non-Executive Independent Director)	26.06.2021	NIL

The aforesaid Committee met one time dated 26th May, 2022 during the Financial Year from 1st April, 2022 to 31st March, 2023.

Name of the Members	No. of meetings held	No. of meetings attended
Mr. Ketan Desai	1	1
Mr. Ritesh Zaveri	1	1
Mrs. Rupal Vora	1	1

The terms of reference of the CSR Committee are in accordance with Section 135 (3) of the Companies Act, 2013 and are as under:

1. Formulate and recommend to the board, a corporate social responsibility (CSR) policy;
2. Recommend the amount of expenditure to be incurred on the activities referred to above;
3. Monitor the CSR policy of the Company from time to time;
4. Oversee the Company's conduct with regard to its corporate and societal obligations and its reputation as a responsible corporate citizen.

The Company has spent Rs. 70,00,000/- in the current year towards Corporate Social Responsibility. The detailed report of the same forms the part of this report.

V. Risk Management Committee

As per Master Direction issued by the Reserve Bank of India for Non-Banking Financial Company (Systemically Important Non-Deposit taking Company and Deposit taking Company (Reserve Bank) Directions, 2016), a NBFC is required to constitute a Risk Management Committee (RMC) to manage the integrated risk. The Company has a RMC and a Policy to ensure sustainable business growth with stability and to promote a pro-active approach in reporting, evaluating and resolving risks associated with the business.

The Risk Management committee is headed by Non-Executive Director and consisted of the following members:

Composition of RMC as on 31st March, 2023 is as follows:

Sr. No.	Name of Member	Designation	Date of Appointment	No of Shares Held in the Company
1.	Mr. Ritesh Zaveri	Chairperson (Non-Executive Director)	13.11.2017	NIL
2.	Mr. Sandeep Kumar Kejariwal	Member (Non-Executive Director)	13.08.2019	NIL
3.	Mrs. Rupal Vora	Member (Non-Executive Independent Director)	26.06.2021	NIL

Note: Mr. Rajiv Pathak, CEO of the Company has been appointed as a Member of the committee w.e.f. 10.08.2023.

The aforesaid Committee met 4 times dated 26th May, 2022, 10th August, 2022, 11th November, 2022 and 10th February, 2023, during the Financial Year from 1st April, 2022 to 31st March, 2023.

Name of the Members	No. of meetings held	No. of meetings attended
Mr. Ritesh Zaveri	4	4
Mr. Sandeep Kumar Kejariwal	4	4
Mrs. Rupal Vora	4	4

The Risk Management Committee is responsible for framing, implementing and monitoring the risk management plan for the Company, overseeing the management of the integrated risk which includes liquidity risk and interest rate risk.

Terms of reference of Risk Management Committee includes the following:

1. To monitor and oversee implementation of the risk management policy, including evaluating the adequacy of risk management systems during normal as well as stress scenarios;
2. To implement measures for risk mitigation including systems and processes for comprehensive internal controls to mitigate the identified risks;
3. To periodically review the risk management policy, including by considering the changing industry dynamics, evolving complexity and emerging risks;
4. The risk management committee approves the design of the Company's enterprise-wide risk management framework, including supporting methods and risk policies;
5. The committee review and advise the board on the risk impact of strategic business decisions and assess strategic alignment with the Company's IT risk appetite;
6. Review significant aggregate risk concentration and other escalations and approve significant corrective actions recommended by management;
7. Report to the full Board on the Company's most significant risk, risk trends, as well as related risk response strategies and the performance of the Company's risk management capabilities;
8. Frequent review of risk assessment;
9. To carry out such other functions as mentioned in the terms of reference of the RMC or prescribed under applicable statutory / regulatory requirements from time to time;
10. To Monitor and review the outcomes and keep the board of directors informed about the nature and content of its discussions, recommendations and actions to be taken.

VI. ASSET LIABILITY MANAGEMENT COMMITTEE

The Asset Liability Management (ALM) Committee of the Company is entrusted with the task of reviewing the asset liability mismatches and to report to the Board with respect thereto.

The Asset Liability Management committee consisted of the following members:

Composition of ALM Committee as on 31st March, 2023 is as follows:

Sr. No.	Name of Member	Designation	Date of Appointment	No of Shares Held in the Company
1.	Mr. Sandeep Kumar Kejariwal*	Chairperson (Non-Executive Director)	13.08.2019	NIL
2.	Mr. Ritesh Zaveri	Member (Non-Executive Director)	13.11.2017	NIL
3.	Mrs. Rupal Vora	Member (Non-Executive Independent Director)	26.06.2021	NIL
4.	Mr. Rajiv Pathak*	Member (Chief Executive Officer)	24.07.2017	NIL

*Mr. Rajiv Pathak has been designated as a Chairperson of the Committee and Mr. Sandeep Kumar Kejariwal as a member of the Committee w.e.f. 10.08.2023.

The aforesaid Committee met 4 times dated 26th May, 2022, 10th August, 2022, 11th November, 2022 and 10th February, 2023, during the Financial Year from 1st April, 2022 to 31st March, 2023.

Name of the Member	No. of meetings held	No. of meetings attended
Mr. Sandeep Kumar Kejariwal	4	4
Mr. Ritesh Zaveri	4	4
Mr. Rajiv Pathak	4	3
Mrs. Rupal Vora	4	4

Role of Asset Liability Management Committee:

1. The broad terms of reference of ALCO inter alia, includes monitoring and implementing the Asset Liability Management Policy of the Company and to provide a comprehensive and dynamic framework for measuring, monitoring, accepting and managing the interest rate and liquidity risk and carry out such other functions as mentioned or prescribed under applicable statutory / regulatory requirements from time to time and periodical review of policy thereof;
2. Successful implementation of the liquidity risk management framework as follows:
 - Governance of Liquidity Risk Management framework
 - Determining Liquidity risk Tolerance
 - Ascertaining Liquidity Costs, Benefits and Risks in the Internal Pricing
 - Determining Off-balance Sheet Exposures and Contingent Liabilities
 - Determining Funding Strategy - Diversified Funding
 - Determining Collateral Position Management
 - Determining Stress Testing
 - Determining Contingency Funding Plan.

VII. IT STRATEGY COMMITTEE

As per the Master Direction - Information Technology Framework for the NBFC Sector dated 8th June, 2017 (Ref. Master Direction DNBS.PPD.No.04/66.15.001/2016-17), NBFC's are required to form IT Strategy Committee. Therefore the Board constituted the IT Strategy Committee on 28th May, 2018. The said Committee will be responsible for review and amend the IT strategies in line with the corporate strategies, Board Policy Reviews, cyber security arrangements and any other matter related to IT Governance.

The Composition of the IT Strategy Committee as on 31st March, 2023 is as follows:

Sr. No.	Name of Member	Designation	Date of Appointment	No of Shares Held in the Company
1.	Mrs. Rupal Vora	Chairperson (Non-Executive Independent Director)	26.06.2021	NIL
2.	Mr. Sanket Baheti	Member (Chief Information Officer)	28.05.2018	NIL
3.	Mr. Shamim Ahmed	Member (Group Chief Technology Officer)	28.05.2018	NIL

The aforesaid Committee met 2 times dated 22nd August, 2022 & 31st January, 2023, during the Financial Year from 1st April, 2022 to 31st March, 2023.

Name of the Members	No. of meetings held	No. of meetings attended
Mrs. Rupal Vora	2	2
Mr. Sanket Baheti	2	2
Mr. Shamim Ahmed	2	2

(D) Remuneration of Directors:

The Directors of the Company may receive sitting fees and/or such other remuneration as may be permissible under the provisions of Companies Act, 2013 and rules made thereunder or any other enactment for the time being in force. The amount of sitting fees shall be such as may be recommended by the Nomination and Remuneration committee and approved by the Board of Directors.

Details of Remuneration paid to Directors during the year:

Sr. No.	Name of Director	Salary & other Compensation (Amount in Rs.)	Sitting Fees (Amount in Rs.)	Commission (Amount in Rs.)
1.	Mr. Ritesh Zaveri	NIL	NIL	NIL
2.	Mr. Sandeep Kumar Kejariwal	NIL	NIL	NIL
3.	Mr. Hetal Khalpada	NIL	NIL	NIL
4.	Mr. Ketan Desai	NIL	18,000	NIL
5.	Mrs. Rupal Vora	NIL	33,000	NIL
6.	Mr. Vallabh Prasad Biyani	NIL	16,000	NIL

During the year under review,

- The Non-Executive Independent Directors of the Company had no pecuniary relationship or transactions with the Company, other than sitting fees for the purpose of attending meetings of the Board/Committee of the Company.
- None of the directors were paid any remuneration during the year 2022-2023.
- The Company does not have any stock option plan or performance linked incentives for its directors.

(E) Separate Meeting of Independent Directors of the Company:

A separate meeting of Independent Directors of the company without the attendance of Non-Independent Directors and members of management was held on 31st January, 2023 as required under Schedule IV of Companies Act, 2013 (Code for Independent Directors) and Regulation 25(3) of the Listing Regulations. The Independent Directors, inter alia reviewed the performance of Non-Independent Directors, Board as a whole and Chairman of the Company, taking into account the views of other Non-Executive directors.

(F) Code of Conduct:

The Company has adopted the Code of Conduct for its directors and senior management personnel (the "Code of Conduct") in accordance with applicable provisions of the Listing Regulations and the Act and the same is available on the website of the Company at <https://saraswaticommercial.com/policies/CODE-OF-CONDUCT.pdf>

The Company through its Code of Conduct provides guiding principles of conduct to promote ethical business practice, fair dealing, managing situations of conflict of interest and compliance with applicable laws and regulations. It is the responsibility of all the board members and senior management personnel to familiarise themselves with the Code and comply with its provisions.

All the board members and senior management personnel have affirmed compliance with the Code of Conduct a declaration signed by the Chief Executive Officer to this effect is reproduced below.

(G) General Body Meetings:

Details of General Meetings held in last **three** years are given hereunder:

Particulars	Year	Date	Venue	Time	Details of Special Resolution
37 th AGM	2019-2020	16/12/2020	The Company conducted meeting through VC / OAVM pursuant to the MCA Circular dated May 5, 2020 and as such there was no requirement to have a venue for the AGM	2.30 p.m.	Re-Appointment of Mr. Ketan Desai (DIN:07092422) as an Independent Director Non-Executive Director for another (second) term for five consecutive years
38 th AGM	2020-2021	23/09/2021	The Company conducted meeting through VC / OAVM pursuant to the MCA Circulars dated April 08, 2020, April 13, 2020, May 5, 2020 & January 13, 2021 and as such there was no requirement to have a venue for the AGM	11.30 a.m.	No Special Resolution was passed
39 th AGM	2021-2022	22/09/2022	The Company conducted meeting through VC / OAVM pursuant to the MCA Circulars dated April 08, 2020, April 13, 2020, May 5, 2020, January 13, 2021 & May 5, 2022 and as such there was no requirement to have a venue for the AGM	2.30 p.m.	<ul style="list-style-type: none"> • Increase the borrowing limit under section 180 (1) (c) of the Companies Act, 2013 • Creation of Mortgage/ Charge on The Assets of the Company

Extra Ordinary General Meeting:

No Extra Ordinary General meeting of the Company was held during the year under review.

Postal ballots

During 2022-23, the Company sought the approval of the shareholders by way of postal ballot, the details of which are given below.

1. Postal Ballot vide notice dated April 6, 2022, on the following Resolution(s):

Sr. No.	Type of Resolution	Description of the Resolution(s)
1.	Special Resolution	Appointment of Mr. Vallabh Prasad Biyani (DIN: 00043358) as a Non-Executive Independent Director of the Company.
2.	Ordinary Resolution	Approval of Material Related Party Transaction(s) to be entered into with Singularity Holdings Limited during Financial Year 2022-2023.
3.		Approval of Material Related Party Transaction(s) to be entered into with Four Dimensions Securities (India) Limited during Financial Year 2022-2023.
4.		Approval of Material Related Party Transaction(s) to be entered into with Sam-Jag-Deep Investments Private Limited during Financial Year 2022-2023.

The Voting period was from Saturday, April 09, 2022 to Sunday, May 08, 2022 (inclusive of both the days). The consolidated report on the result of the postal ballot through remote e-voting for approving the aforementioned resolutions was provided by the Scrutiniser on Monday, May 09, 2022.

The details of e-voting on the aforementioned resolution(s) are provided hereunder:

Description of the Resolution	Votes in favour of the Resolution(s)			Votes against the Resolution(s)			Invalid Votes	
	Number of Members voted	Number of valid Votes cast (shares)	% of total number of valid votes cast	Number of Members voted	Number of valid Votes cast (shares)	% of total Number of valid votes cast	Total number of members whose votes were declared invalid	Total number of invalid votes cast (shares)
Appointment of Mr. Vallabh Prasad Biyani (DIN: 00043358) as a Non-Executive Independent Director of the Company	62	917085	100.00%	0	0	0.00%	0	0
Approval of Material Related Party Transaction(s) to be entered into with Singularity Holdings Limited during Financial Year 2022-2023	43	172230	99.99%	1	5	0.01%	0	0
Approval of Material Related Party Transaction(s) to be entered into with Four Dimensions Securities (India) Limited during Financial Year 2022-2023	43	172230	99.99%	1	5	0.01%	0	0
Approval of Material Related Party Transaction(s) to be entered into with Sam-Jag-Deep Investments Private Limited during Financial Year 2022-2023	43	172230	99.99%	1	5	0.01%	0	0

2. Postal Ballot vide notice dated February 10, 2023, on the following Resolution:

Sr. No.	Type of Resolution	Description of the Resolution
1.	Special Resolution	Continuation of Directorship of Mr. Vallabh Prasad Biyani (DIN: 00043358) as a Non-Executive Independent Director of the Company on attaining age of 75 years.

The Voting period was from Thursday, February 16, 2023 to Friday, March 17, 2023 (inclusive of both the days). The consolidated report on the result of the postal ballot through remote e-voting for approving the aforementioned resolutions was provided by the Scrutiniser on Friday, March 17, 2023.

The details of e-voting on the aforementioned resolution is provided hereunder:

Description of the Resolution	Votes in favour of the Resolution(s)			Votes against the Resolution(s)			Invalid Votes	
	Number of Members voted	Number of valid Votes cast (shares)	% of total number of valid votes cast	Number of Members voted	Number of valid Votes cast (shares)	% of total Number of valid votes cast	Total number of members whose votes were declared invalid	Total number of invalid votes cast (shares)
Continuation of Directorship of Mr. Vallabh Prasad Biyani (DIN: 00043358) as a Non-Executive Independent Director of the Company on attaining age of 75 years	59	917039	100.00%	0	0	0.00%	0	0

Procedure for Postal Ballot:

1. Pursuant to the provisions of the Companies Act, 2013 and Listing Regulations, the Company provided the facility to the members to exercise their votes through electronic voting system ('remote e-voting').
2. As per the General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, and 3/2022 dated May 5, 2022 issued by the Ministry of Corporate Affairs, physical copies of the Notice, postal ballot forms and pre-paid business reply envelopes were not sent to the members for the postal ballots conducted during the year under review. Members were requested to provide their assent or dissent through e-voting only.
3. The Company also published notice in the newspapers for the information of the members. Voting rights were reckoned on the equity shares held by the members as on the cut-off date.
4. The Company had appointed Mr. Nishant Jawasa, Company Secretary, Proprietor of M/s. Nishant Jawasa & Associates, Company Secretaries, Mumbai, as Scrutiniser to conduct the Postal Ballot process in a fair and transparent manner. The resolutions mentioned above were passed by the members/shareholders with the requisite majority in favour of the Company.
5. The Company has adhered to the procedure as prescribed under the Act, the Rules made thereunder, the Secretarial Standard on General Meetings (SS-2) and other applicable statutes, if any, for conducting the above postal ballot process.
6. Resolutions, if any, to be passed through Postal Ballot during the current financial year will be taken up as and when necessary.

Details of Special Resolution proposed to be conducted through postal ballot:

None of the businesses proposed to be transacted at the ensuing AGM requires passing of a Special Resolution through Postal Ballot.

(H) Other Disclosures:

(i) Related Party Transactions:

All related party transactions that were entered into during the financial year were in the ordinary and normal course of the business and at arm's length basis. The details regarding materially significant related party transactions made by the Company which may have a potential conflict with the interest of the Company at large are disclosed in Form AOC-2 which forms a part of this Annual report. Transactions with the related parties are disclosed in 'Notes on Accounts' annexed to the Financial Statements for the year under review. Pursuant to Regulation 23 of the Listing Regulations, the Board of Directors of the Company has adopted the policy on dealing with related party transactions and the said policy is available at -

<https://saraswaticommercial.com/policies/Saraswati-Related%20Party%20Transaction%20Policy.pdf>

All the Related Party Transactions are placed on a quarterly basis before the Audit Committee and Board for approval. Prior omnibus approval of the Audit Committee and the Board is obtained for the transactions which are foreseeable and are repetitive in nature. Also prior approval of the members is obtained for all the material related party transactions, even if such transactions are in the ordinary course of business of the concerned company and at an arm's length basis.

Pursuant to Regulation 23(9) of the Listing Regulations, your Company has filed the reports on related party transactions with the Stock Exchanges.

(ii) Details of Subsidiaries, Associates & Joint Ventures:

● **Subsidiaries:**

The following Companies are the Subsidiaries:

Sr. No.	Name of the associate	% of holding
1	Sareshwar Trading and Finance Private Limited	60.77
2	Arkaya Commercial Private Limited	61.83

The Company does not have any material unlisted subsidiary companies as defined in Regulation 16 of the Listing Regulations. Accordingly, the requirement of appointment of Independent Director of the Company

on the Board of Directors of the material unlisted subsidiary companies as per Regulation 24 of the Listing Regulations does not apply.

The Board of Directors of the Company periodically review the statement of all significant transactions and arrangements entered into by the unlisted subsidiary companies. Copies of the Minutes of the Board Meeting of the unlisted subsidiary Company were placed at the Board Meeting of the Company held during the year.

- **Associates:**

The Company has the following Associate:

Sr. No.	Name of the associate	% of holding
1	Arcies Laboratories Limited	31.03

- **Joint Ventures:**

The company has no Joint ventures.

(iii) Details of Non-Compliances by the Company:

There has been no non-compliance by the Company and no penalties or strictures were imposed on the Company by the BSE Limited, Securities and Exchange Board of India or any other statutory authority on any matter related to capital markets, during the last three years/period.

(iv) Vigil Mechanism/ Whistle Blower Policy:

The Company has already put in place a mechanism for employees to report to the Management, concerns about unethical behaviour, actual or suspected fraud or violation of the Companies Code of Conduct or Ethics Policy. The said Policy provides for adequate safeguards against victimization of employees who avail of the mechanism and also provides for direct access to the higher levels of supervisors, managers including the Audit Committee. We confirm that during the financial year 2022-23 no employee of the Company was denied access to the Audit Committee. The Whistle Blower Policy is displayed on the Company's website viz

<https://saraswaticommercial.com/policies/Policy%20-%20Whistle%20blower%20&%20Vigil%20Mechanism.pdf>

(v) Compliance with the Mandatory requirements and Implementation of the Non-mandatory requirements:

The Company has complied with the mandatory requirement of the Corporate Governance as stipulated under Regulation 27 of the Listing Regulations. The Company has not implemented the non-mandatory requirements except stated otherwise in this Annual Report.

(vi) Reconciliation of Share Capital Audit Report:

M/s. Nishant Jawa & Associates, Company Secretary in Practice carried out Share Capital Audit to reconcile the total admitted equity share capital with the NSDL and CDSL and total issued and listed equity share capital.

The Audit Report confirms that the total issued or paid-up capital is in conformity with the total number of shares in physical form and the total number of dematerialized shares held with NSDL and CDSL.

(vii) Secretarial Audit:

M/s. Nishant Jawa & Associates, Practicing Company Secretaries have conducted the Secretarial Audit of the Company for the year 2022-2023. Their Audit Report confirms that the Company has complied with the applicable provisions of the Act and the Rules made there under, Listing Regulations, applicable SEBI Regulations, Secretarial Standards and other laws applicable to the Company. The Secretarial Audit Report forms part of the Board's Report.

(viii) Recommendation of the Committees:

During the financial year ended March 31, 2023 the Board of Directors has accepted recommendations of the committees of the Board.

(ix) Policy on Determination of Materiality of Events:

The Company has adopted Policy for Determination of Materiality of Events / Information for Disclosures and Policy on Preservation of Document and Archival Policy. The policies have been uploaded on our website at the link <https://www.saraswaticommercial.com/policies/Policy%20-%20Materiality.pdf>

(x) Imposition of Penalty:

There have been no instances or occurrences of non-compliance by the Company and no penalties have been issued by the Stock Exchange or Securities and Exchange Board of India.

(xi) Disclosure on compliance with Corporate Governance Requirements:

The Company has complied with Corporate Governance requirements specified in Regulation 17 to 27 and clauses (b) to (i) of sub-regulation (2) of Regulation 46 of the Listing Regulations. The Company has complied with the requirements of Part C (Corporate Governance Report) of sub- paras (2) to (10) of Schedule V of the Listing Regulations.

(xii) Code For Prevention of Insider Trading:

On December 31, 2018, Securities and Exchange Board of India amended the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, prescribing various new requirements with effect from April 1, 2019. In accordance with the amendment, the Company has amended the Insider Trading Policy and Corporate Policy Statement on Investor Relations in line with the SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018. This policy includes policy and procedures for inquiry in case of leak of UPSI or suspected leak of UPSI. The Board reviews the policy on a periodical basis. The amended policy is available on our website, at

<https://www.saraswaticommercial.com/policies/Saraswati%20-%20Insider%20Trading%20Code%20-%2004.04.2019.pdf>

(xiii) Company Secretary in Practice Certification:

In accordance with the Listing Regulations, the Company has obtained the certificate from M/s. Nishant Jawa and Associates, Company Secretaries, confirming that as on 31st March, 2023, none of the Directors on the Board of the Company are debarred or disqualified from being appointed or continuing as directors by Securities and Exchange Board of India/ Ministry of Corporate Affairs or any such authority and the same is annexed to this Report.

(xiv) Total fees paid to Statutory Auditors:

The total amount of fees paid to M/s. Ajmera Ajmera & Associates, Statutory Auditors of the Company during the financial year 2022-2023 on a consolidated basis, including all entities in their network firm/entity of which they are a part, is given below:

(in Rs.)

Sr. No.	Particulars	Amount
1	Audit Fees	75,000
2	Other Services	25,000

(xv) Internal Complaints Committee:

The Company is not required to constitute Internal Complaints Committee since it has less than 10 employees.

(xvi) Details of Utilisation of Funds raised through Preferential Allotment/Qualified Institutional Placement:

The Company has not raised any funds through Preferential Allotment/ Qualified Institutional Placement.

(xvii) Disclosures related to Sexual Harassment of Women at work place (Prevention, Prohibition and Redressal) Act, 2013:

Sr. No.	Particulars	No. of complaints
1	Number of complaints filed during the financial year	0
2	Number of complaints disposed of during the financial year	0
3	Number of complaints pending as on end of the financial year	0

(xviii) Disclosure by Listed Entity & its Subsidiaries of 'Loans & advances in the nature of loans to firms/ companies in which Directors are interested:

The details pertaining to the disclosure by listed entity & its subsidiaries of 'Loans & advances in the nature of loans to firms/ companies in which Directors are interested has been given in note 40 of Standalone Financial Statements of the Company which forms the part of this Annual Report.

(xix) Green Initiative:

To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register their e-mail address with their Depository Participant (s) in case the shares are held by them in electronic

form and with Company's Registrar and Transfer Agent, M/s. TSR Consultants Private Limited in case the shares are held by them in physical form for receiving all communication including Annual Report, Notices, Financial Results etc. from the Company electronically.

(I) Means of Communication:

- (i) Your company maintains a website www.saraswaticommercial.com, wherein the investors can avail all the information required by them about the company, directors, quarterly financial results, annual reports, material events or information, quarterly compliances, contact details, etc.
- (ii) The quarterly/annual financial results of the Company are duly submitted to the Stock Exchange in accordance with the Listing Regulations and are published in the following newspapers in compliance with the provisions of the Regulation 47 of the said Regulations:
 1. Financial Express (Nationwide edition)
 2. Mumbai Lakshadeep (in Mumbai)

The quarterly results as well as the proceedings of the AGM were uploaded on the portal of BSE Limited i.e. <https://listing.bseindia.com> immediately after the conclusion of the respective meetings.

The results are also displayed on the Company's website at www.saraswaticommercial.com

- (iii) As per the Listing Regulations all periodical information, including the statutory filings and disclosures, all price sensitive information and other information which is material for the investors are intimated to BSE Limited and the filings required to be made under the same are also filed on BSE Listing Centre.
- (iv) No presentations were made to the institutional investors or to analysts during the year under review.
- (v) The company has designated email ID for its shareholders viz. saraswati.investor@gcvl.in and the same is displayed on the Company's website.
- (vi) Further, the annual reports containing audited standalone and consolidated financial statements of the Company together with Directors' Report, Auditors' Report and other important information are circulated to the members and others entitled thereto. However, the Ministry of Corporate Affairs ("MCA") has vide its circulars dated May 5, 2022 and December 28, 2022 and SEBI circular dated May 13, 2022 and January 5, 2023 directed the Companies to send the Annual Report by e-mail to all the Members of the Company. Therefore, the Annual Report for FY 2022-23 and Notice of 40th AGM of the Company is being sent to the Members at their registered e-mail addresses in accordance with said circular.

(vii) Redressal of Investor Grievances through SEBI Complaints Redressal System (SCORES)

SCORES (SEBI Complaints and Redressal System) is a centralized web based grievance redressal system launched by SEBI <https://scores.gov.in/scores/Welcome.html>. SCORES provide a platform for aggrieved investors, whose grievances, pertaining to securities market, remain unresolved by the concerned Listed Company or registered intermediary after a direct approach. This enables the market intermediaries and Listed Companies to check the complaints online from investors, redress such complaints and report redressal online. All the activities starting from lodging of a complaint till its closure by SEBI would be handled in an automated environment and the complainant can view the status of his complaint online. An investor, who is not familiar with SCORES or does not have access to SCORES, can lodge complaints in physical form at any of the offices of SEBI. Such complaints would be scanned and also uploaded in SCORES for processing.

Pursuant to SEBI circular SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/131 & SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/135 dated 31st July, 2023 & 4th August, 2023 respectively, all listed companies shall in consultation with their empaneled ODR Institutions, establish and operate a common Online Dispute Resolution Portal ("ODR Portal") for online resolution of Disputes in the Indian Securities Market. The listed companies have to register themselves on the ODR Portal should be done by 15th September, 2023.

An investor/client shall first take up his/her/their grievance with the Market Participant by lodging a complaint directly with the concerned Market Participant. If the grievance is not redressed satisfactorily, the investor/client may, in accordance with the SCORES guidelines, escalate the same through the SCORES Portal in accordance with the process laid out therein. After exhausting these options for resolution of the grievance, if the investor/client is still not satisfied with the outcome, he/she/they can initiate dispute resolution through the ODR Portal.

(J) General Shareholders' Information:

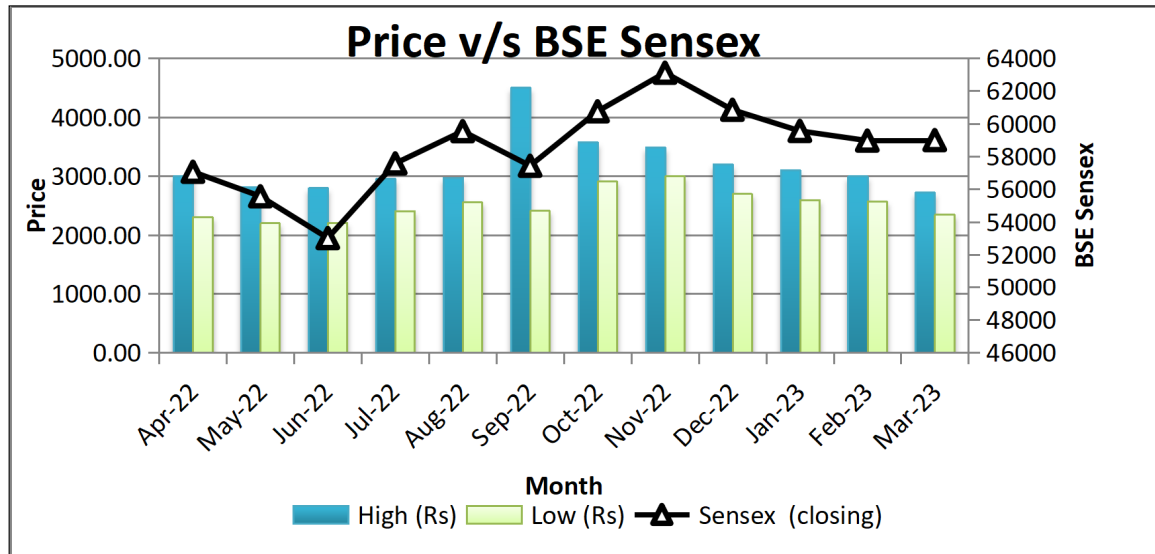
(i)	CIN	L51909MH1983PLC166605
(ii)	Registered Office	209-210, Arcadia Building, 2 nd Floor, Plot No.195, Nariman Point, Mumbai - 400021 Tel. No.: 022 – 40198600 Fax No.: 022 – 40198650
(iii)	Date, time and venue of Annual General Meeting of Shareholders	27th September, 2023 02:30 P.M The Company is conducting meeting through VC / OAVM pursuant to the MCA Circular dated 28 th December, 2022 and as such there is no requirement to have a venue for the AGM. For details please refer to the Notice of this AGM.
(iv)	Financial Year/Calendar	The financial year of the Company starts from April 1 st and ends on March 31 st of the succeeding year. Tentative calendar of Board meetings for the Financial year 2023-2024 First quarter ending 30 th June, 2023 (Unaudited)- On 10 th August, 2023 Second quarter and half year ending 30 th September, 2023 (Unaudited)- On or before 14 th November, 2023 Third quarter and nine months ending 31 st December, 2023 (Unaudited)- On or before 14 th February, 2024 Last quarter and financial year ending 31 st March, 2024 (Audited)- On or before 30 th May, 2024 Annual General Meeting for year ended 31 st March, 2024- By 30 th September, 2024.
(v)	Dates of book closures	20 th September, 2023 to 27 th September, 2023 (both days inclusive)
(vi)	Listing on stock exchanges	The Equity Shares of the Company are listed on: - BSE Limited - Annual Listing Fees as prescribed has been paid to the said Stock Exchange for the year 2022 – 2023.
(vii)	Stock Exchange Code	512020 (BSE Limited)

(viii) Stock Market price data

Monthly high and low at the BSE Limited for financial year ended 31st March, 2023:

Month	High (Rs.)	Low (Rs.)	BSE Sensex (Closing)
April 2022	3000.00	2310.10	57060.87
May 2022	2820.00	2205.00	55566.41
June 2022	2800.00	2211.15	53018.94
July 2022	2955.00	2411.05	57570.25
August 2022	2975.00	2560.00	59537.07
September 2022	4498.80	2414.00	57426.92
October 2022	3575.00	2911.60	60746.59
November 2022	3490.00	3000.00	63099.65
December 2022	3200.00	2700.00	60840.74
January 2023	3100.00	2600.00	59549.90
February 2023	2999.00	2575.30	58962.12
March 2023	2724.45	2351.00	58991.52

(ix) Performance in comparison to BSE Sensex:



(x) Registrar and Share Transfer Agents:

The details of the Registrar and Share Transfer Agents are:-

TSR Consultants Private Limited

C-101, 1st Floor, 247 Park,
Lal Bahadur Shastri Marg,
Vikhroli West, Mumbai- 400083.

Tel. No.: +91-8108118484

Fax No.: +91-22- 66568494

Email-id: accounts@tcplindia.co.in

Website: <https://www.tcplindia.co.in>

(xi) Share Transfer System:

The Stakeholders' Relationship Committee examines and redresses investors' grievances. The status of investors' grievances and share transfers are reported to the Board.

As mandated by SEBI, securities of the Company can be transferred /traded only in dematerialised form. Further, SEBI vide its circular dated 25th January, 2022, mandated that all service requests for issue of duplicate certificate, claim from unclaimed suspense account, renewal/exchange of securities certificate, endorsement, sub-division/splitting/consolidation of certificate, transmission and transposition which were allowed in physical form should be processed in dematerialized form only.

The shareholders who continue to hold shares and other types of securities of Listed Companies in physical form even after this date, will not be able to lodge the shares with Company / its RTA for further transfer. They will need to convert them to demat form compulsorily if they wish to effect any transfer. Only the requests for transmission and transposition of securities in physical form, will be accepted by the Listed Companies / their RTAs.

During the year under review, the Company obtained following certificate(s) from a Practicing Company Secretary and submitted the same to the stock exchanges within stipulated time.

1. Certificate confirming due compliance of share transfer formalities by the Company pursuant to Regulation 40(9) of the SEBI Listing Regulations for year ended 31st March, 2023 respectively with the Stock Exchanges; and
2. Certificate regarding reconciliation of the share capital audit of the Company on quarterly basis.

All share transfer and other communication regarding share certificates, change of address, dividend etc. should be addressed to R&T Agents of the Company at the address given above.

(xii) Distribution of Shareholding as on 31st March, 2023:

No. of Equity Shares held	Shareholders		Shares	
	Number	% to total Shareholders	Number	% to total Capital
1 - 5000	1807	98.37	58,665	5.70
5001 - 10,000	12	0.65	100,427	9.75
10,001 - 20,000	6	0.33	85,132	8.26
20,001 - 30,000	3	0.16	66,856	6.49
30,001 - 40,000	2	0.11	67,935	6.60
40,001 - 50,000	2	0.11	92,062	8.94
50,001 – 1,00,000	3	0.16	169,535	16.46
1,00,001 & above	2	0.11	389,316	37.80
Total	1837	100.00	1,029,928	100.00

(xiii) Categories of Shareholding as on 31st March, 2023:

Category	Shares	
	Number of Shares	% to total Capital
PROMOTERS HOLDING		
Indian Promoters	722,850	70.18
Foreign Promoters	22,000	2.14
Total of promoter holding	744,850	72.32
NON-PROMOTER HOLDING		
Institutional Investors	0	0.00
FIs	0	0.00
Others	0	0.00
Corporate Bodies/LLPs	179,797	17.46
Indian Public	101,773	9.88
NRIs / OCBs	686	0.07
Clearing Member	5	0.00
HUF	2,817	0.27
Total of non-promoter holding	285,078	27.68
Grand Total	1,029,928	100.00

(xiv) Dematerialization of shares and liquidity as on 31st March, 2023:

The equity shares of the Company are tradable in compulsory dematerialized segment of the Stock Exchanges and are available in depository system of National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL).

ISIN for Dematerialization is INE967G01019

Name of Depository	Position as on 31 st March, 2023 (No. of shares)	% of Total Issued Capital
NSDL	800,543	77.73%
CDSL	163,760	15.90%
Physical	65,625	6.37%
Total No. of shares	1,029,928	100.00%

Reconciliation of Share Capital Audit Report

As stipulated by SEBI, a qualified Practicing Company Secretary carries out Secretarial Audit to reconcile the total admitted capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and the total issued and listed capital. The audit is carried out every quarter and the report thereon is submitted to the stock exchange where the Company's shares are listed. The audit confirms that the total listed and paid-up capital is in agreement with the aggregate of the total number of shares in dematerialized form (held with NSDL and CDSL) and total number of shares in physical form.

M/s. Nishant Jawaas & Associates, Company Secretary in Practice carried out Share Capital Audit to reconcile the total admitted equity share capital with the NSDL and CDSL and total issued and listed equity share capital.

(xv) Outstanding GDRs/ADRs/Warrants or any Convertible Instruments, conversion date and likely impact on equity:

There are no GDR/ADR/Warrant or any Convertible Instruments pending conversion or any other instrument likely to impact the equity share capital of the Company.

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

The Company does not deal with any commodity and hence not exposed to any direct commodity price risk. However, the Company, in the capacity of an investor may be exposed to indirect commodity risk on account of its investee Company who are dealing in commodities. The Company does not have any foreign exchange receivable and foreign exchange payable.

(xvii) List of all credit ratings obtained by the entity along with any revisions thereto during the relevant financial year, for all debt instruments of such entity or any fixed deposit programme or any scheme or proposal of the listed entity involving mobilization of funds, whether in India or abroad:

The Company is not required to avail any credit ratings and hence not obtain any credit ratings.

(xviii) Disclosure of certain types of agreements binding listed entities:

Information required to be disclosed under clause 5A of paragraph A of Part A of Schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:

The Company has not entered into such agreements as which could impact the management or control of the listed entity or impose any restriction or create any liability upon the listed entity.

(xix) Registration/Updation of PAN, KYC & Nomination details:

SEBI vide circular no. SEBI/HO/MIRSD/ MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023, has provided the norms for furnishing PAN, KYC details and Nomination by holders of physical securities. Pursuant to aforesaid SEBI Circular, the Company has sent individual communications to all the Members holding shares of the Company in physical form. In case of physical shareholders who have not updated their KYC details may please submit Form ISR-1, Form ISR-2 and Form No. SH-13/Form ISR 3. The link for downloading the forms is available on the Company's website

<https://www.saraswaticommercial.com/investor-services.asp>

In terms of the above aforementioned SEBI Circular, the folios wherein certain details like PAN, Nomination, Contact details, Bank A/c details and Specimen signature are not made available, are required to be frozen by the RTA with effect from October 01, 2023. The RTA shall revert the frozen folios to normal status only upon receipt of all the documents/details. If the folios continue to remain frozen as on December 31, 2025, they shall be referred by the RTA / Company to the administering authority under the Benami Transactions (Prohibitions) Act, 1988 and/or Prevention of Money Laundering Act, 2002.

(xx) Disclosures with respect to demat suspense account/ unclaimed suspense account:

In according with the requirement of Regulation 34 (3) and Part F of the Schedule V of the Listing Regulations 2015, the Company report the following details in respect of equity shares lying in the Suspense account:

Sr. no.	Particulars	Details
a	aggregate number of shareholders and the outstanding shares in the suspense account lying at the beginning of the year	NIL
b	number of shareholders who approached listed entity for transfer of shares from suspense account during the year;	NIL
c	number of shareholders to whom shares were transferred from suspense account during the year	NIL
d	aggregate number of shareholders and the outstanding shares in the suspense account lying at the end of the year;	NIL
e	that the voting rights on these shares shall remain frozen till the rightful owner of such shares claims the shares	NIL

(xxi) Plant location:

The Company does not have any plant.

(xxii) Address for Correspondence:

TSR Consultants Private Limited
 C-101, 1st Floor, 247 Park,
 Lal Bahadur Shastri Marg, Vikhroli West,
 Mumbai- 400 083
 Tel. No.: +91-8108118484
 Fax No.: +91-22- 66568494
 Email: accounts@tcplindia.co.in

Ms. Avani Sanghavi
Company Secretary & Compliance Officer
 209-210 Arcadia Building, 2nd Floor,
 195, Nariman Point, Mumbai-400021,
 Tel. No.: 022-4019 8600
 Fax No.: 022-4019 8650
 Email: saraswati.investor@gcvl.in

CERTIFICATE ON CORPORATE GOVERNANCE

To,
The Members of
Saraswati Commercial (India) Limited

1. We have examined the compliance of conditions of Corporate Governance by **Saraswati Commercial (India) Limited** ("the Company"), for the year ended on March 31, 2023, as stipulated in Regulations 17 to 27 and clauses (b) to (i) of regulation 46 (2) and paragraphs C, D and E of Schedule V of the SEBI Listing Regulations.
2. The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination was limited to a review of the procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.
3. In our opinion and to the best of our information and according to our examination of the relevant records and the explanations given to us and the representations made by the Directors and the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in regulation 17 to 27 and clauses (b) to (i) of regulation 46(2) and paragraphs C, D and E of Schedule V of the SEBI Listing Regulations for the year ended March 31, 2023.
4. We state that such compliance is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Place: Mumbai
Date: 26th June, 2023
UDIN: F006557E000501799

For Nishant Jawasa & Associates
Company Secretaries

Nishant Jawasa
Proprietor
FCS-6557
C.P. No. 6993
Peer Review No: 1706/2021

CERTIFICATE ON NON-DISQUALIFICATION OF DIRECTORS

To,
The Members,
Saraswati Commercial (India) Ltd

We have examined the registers, records, books and papers of **Saraswati Commercial (India) Ltd** (the Company) having CIN: L51909MH1983PLC166605 as particularly required to be maintained under the Companies Act, 2013, (the Act) and the rules made thereunder. In our opinion, and to the best of our information and according to the examinations carried out by us and explanations furnished to us by the Company, its officers and agents, we hereby certify that none of the directors on the board of the company have been debarred or disqualified from being appointed or continuing as directors of the company by the Board/ Ministry of Corporate Affairs or any such statutory authority.

Place: Mumbai
Date: 26th June, 2023
UDIN: F006557E000501788

For Nishant Jawasa & Associates
Company Secretaries

Nishant Jawasa
Proprietor
FCS-6557
C.P. No. 6993
Peer Review No: 1706/2021

DECLARATION REGARDING COMPANY'S CODE OF CONDUCT

To
The Board of Directors
Saraswati Commercial (India) Limited

I confirm that the Company has received from the members of the Board and Senior Management team of the Company, declarations of compliance with the Code of Conduct as applicable to them during the financial year ended 31st March, 2023.

Place: Mumbai
Date: 24th May, 2023

Rajiv Pathak
Chief Executive Officer

CONFIRMATION CERTIFICATE

To
The Members
Saraswati Commercial (India) Limited

I confirm that the Company has received from all the Directors, a declaration of compliance in accordance with the provisions of Section 165 of the Companies Act, 2013 and Regulation 17 (A) & 26 (1) SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for the financial year ended 31st March, 2023.

Place: Mumbai
Date: 24th May, 2023

Rajiv Pathak
Chief Executive Officer

COMPLIANCE CERTIFICATE

To,
The Board of Directors
Saraswati Commercial (India) Limited

I, Rajiv Pathak, Chief Executive Officer and I, Vaishali Dhuri, Chief Financial Officer of Saraswati Commercial (India) Limited hereby certify that

- (a) We have reviewed financial statements and the cash flow statement for the year ended 31st March, 2023 and that to the best of our knowledge and belief:
 - (i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - (ii) these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- (b) There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's code of conduct.
- (c) We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- (d) We have indicated to the auditors and the Audit committee
 - (i) that there are no significant changes in internal control over financial reporting during the year;
 - (ii) that there are no significant changes in accounting policies during the year; and
 - (iii) that there are no instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

Place: Mumbai
Date: 24th May, 2023

Rajiv Pathak
Chief Executive Officer

Vaishali Dhuri
Chief Financial Officer

**STANDALONE
FINANCIAL
STATEMENTS**

INDEPENDENT AUDITOR'S REPORT

To

The Members of

Saraswati Commercial (India) Limited

Report on the audit of the Standalone financial statements

Opinion

We have audited the accompanying standalone financial statements of **Saraswati Commercial (India) Limited** ("the Company"), which comprise the balance sheet as at 31st March, 2023, and the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Cash Flow Statement for the year ended, and notes to the standalone financial statements, including a summary of significant accounting policies and other explanatory information (Herein after referred to as "standalone financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the **Companies Act, 2013, as amended** ('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 the Companies (Indian Accounting Standards) Rules, 2015, as amended and accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2023 and total comprehensive income (comprising of profit and other comprehensive income), changes in equity and its cash flows for year ended on that date.

Basis for opinion

We conducted our audit of the standalone financial statements in accordance with the standards on auditing (SAs) specified under section 143 (10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the auditor's responsibilities for the audit of the standalone financial statements section of our report. We are independent of the Company in accordance with the "Code of Ethics" issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the code of ethics.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the standalone financial statements.

Key audit matters

Key audit matters are those matters that, in our professional judgments, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and informing our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

Key Audit Matters	How our audit addressed the key audit matter
(a) Fair Valuation of Financial Instruments	
The Company's investments (other than investment in Subsidiaries & Associate) are measured at fair value at each reporting date and these fair value measurements significantly impact the Company's results.	<p>We have assessed the Company's process to compute the fair value of various investments. For quoted instruments we have independently obtained market quotations and calculated the fair valuations. For the unquoted instruments, we have obtained an understanding of the valuation methods used by management and analysed the reasonableness of the principal assumptions made for estimating the fair values and various other data used while arriving at the fair value measurement.</p> <p>We have verified that all investments are held in the name of Company. Our audit procedures over the valuation of the Investments included reviewing valuation of all Investments held as at 31st March, 2023. Based on the audit procedures performed we are satisfied with existence and valuation of investments.</p>

Information other than the Standalone financial statements and auditors' report thereon

The Company's management and boards of directors are responsible for the preparation of the other information. The other information comprises the information included in the Board's Report including Annexures to Board's Report, Management Discussion and Analysis, Corporate Governance Report in Annual Report of The Company for the Financial Year 2022-23, but does not include the Standalone financial statements and our auditor's report thereon.

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

In connection with our audit of the Standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated. If, based on the work we have performed on the other information that we obtained prior to the date of this auditor's report, 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 Standalone Financial Statements

The Company's management and board of directors are responsible for the matters stated in section 134 (5) of the Act with respect to the preparation of these standalone 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 Indian Accounting Standards specified under section 133 of the Act read with the Companies (Indian Accounting Standard) Rules 2015, as amended. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

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

Auditor's responsibilities for the audit of the Standalone financial statements

Our objectives are to obtain reasonable assurance about whether the Standalone 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 Standalone financial statements.

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

- Identify and assess the risks of material misstatement of the Standalone 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 Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

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

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

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

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

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

Report on other legal and regulatory requirements

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 Companies Act, 2013, we give in the **Annexure "A"**, a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by 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 standalone balance sheet, the statement of standalone profit and loss (including other comprehensive income), the Statement of changes in Equity and the standalone Cash flow statement dealt with by this report are in agreement with the books of account;
 - d) In our opinion, the aforesaid Standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act.
 - e) On the basis of the written representations received from the directors as on 31st March, 2023 taken on record by the board of directors, none of the directors is disqualified as on 31st March, 2023 from being appointed as a director in terms of Section 164 (2) of the Act;
 - f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in **"Annexure B"**. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting;
 - g) In our opinion and to the best of our information and according to the explanations given to us, the Company has not paid any remuneration to any director of the Company. However sitting fees paid to Independent directors are within the limit prescribed under section 197 of the Act.

- h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us;
- i. The Company has disclosed the impact of pending litigations on its financial position in its standalone financial statements – **Refer Note no. 30** to the Standalone financial statements;
 - ii. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts
 - iii. There were no amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.
 - iv.
 - a. The Management has represented that, to the best of its knowledge and belief, as disclosed in **Note 51** to the accounts, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other persons or entities, 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') by or on behalf of the Company or;
 - provide any guarantee, security or the like on behalf of the ultimate beneficiaries.
 - b. The management has represented, that, to the best of its knowledge and belief, as disclosed in **Note 51** to the accounts, no funds have been received by the Company from any persons or entities, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall:
 - directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever ("Ultimate Beneficiaries") by or on behalf of the Funding Party or;
 - provide any guarantee, security or the like from or on behalf of the Ultimate Beneficiaries.
 - c. Based on the audit procedures that has been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations, as provided under (a) and (b) above, contain any material misstatement
 - v. The Company has not declared or paid any dividend during the year ended 31st March 2023.
 - vi. Proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 for maintaining books of account using accounting software which has a feature of recording audit trail (edit log) facility is applicable to the Company with effect from April 1, 2023, and accordingly, reporting under Rule 11(g) of Companies (Audit and Auditors) Rules, 2014 is not applicable for the financial year ended March 31, 2023.

For Ajmera Ajmera and Associates

Firm Registration No. 123989W

Chartered Accountants

Sandeep Ajmera

Partner

Membership No. 048277

UDIN: 23048277BGWGPN7932

Place: Mumbai

Dated: 24th May, 2023

Annexure 'A' to the Independent Auditors' Report

The Annexure A referred to in our Independent Auditors' Report to the members of the Company on the standalone financial statements for the year ended 31st March 2023, we report that:

1. (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of property, plant and equipment.
(B) The Company does not have any Intangible Assets. Hence, reporting under clause 3(i)(a)(B) is not applicable.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, physical verification of property, plant and equipment has been carried out once during the year and no material discrepancies were noticed on such verification. In our opinion, the frequency of verification is reasonable, having regard to the size of the company and nature of its business.
- (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, we report that, the title deed of below the immovable property, disclosed in the financial statements included in property, plant and equipment are not held in the name of the Company as at the balance sheet date. The details of the same is as below;

Description of item of property	Gross carrying value (Rs. In Lakhs)	Title deeds held in the name of	Whether title deed holder is a promoter, director or relative of promoter /director or employee of promoter /director	Property held since which date	Reason for not being held in the name of the company
Land	0.59	Aroni Commercials Limited (previously known as Aroni Chemicals Industries Limited)	No	5 th November, 1999	The Title of asset transferred pursuant to the scheme of amalgamation is in process of being transferred in the name of the company.

- (d) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not revalued its property, plant and equipment during the year. Accordingly, paragraph 3(i)(d), of the Order is not applicable.
- (e) According to the information and explanations given to us and on the basis of our examination of the records of the Company, no proceedings have been initiated during the year or are pending against the Company as at 31st March 2023 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder.
2. (a) Stock in trade (shares held for trading) consists of equity shares held in dematerialized form, Physical form Share certificates. The Company verifies the balances in Depository Participant Account and physical certificates with Books at regular interval. In our opinion the frequency of verification is reasonable. On the basis of our examination of inventory records, in our opinion the company is maintaining proper records of inventory and there are no material discrepancies noticed.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, during the year, the Company has not availed working capital limit from Banks or Financial Institutions on the Security of the Current Assets. Accordingly, clause 3(ii)(b) of the Order is not applicable.
3. As explained in note no. 1 to the financial statements, the Company is a Non-Deposit-taking Non-Banking Financial Company ('NBFC') registered with the Reserve Bank of India ('RBI') and as a part of its business activities is also engaged in the business of lending.
 - (a) The provisions of paragraph 3(iii)(a) of the Order are not applicable to the Company as its principal business is to give loans;
 - (b) According to the information and explanations given to us and based on the audit procedures conducted by us, in our opinion the investments made during the year and the terms and conditions of the grant of loans and advances in the nature of loans and guarantees provided during the year are, prima facie, not prejudicial to the interest of the Company;

- (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, in the case of any loans & advances in nature of loans given, the repayments of principal and interest have been regular.
- (d) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there is no overdue amount for more than ninety days in respect of loan or advance in the nature of loan given.
- (e) The provisions of paragraph 3(iii) (e) of the Order are not applicable to the Company as its principal business is also to give loans.
- (f) According to the information and explanations given to us and on the basis of our examination of the records of the Company, The Company has granted loans or advances in the nature of loans are granted to related party during the year that are repayable on demand. The details are as below;

Particulars	Rs. In Lakhs		
	All Parties	Promoters	Related Parties*
Aggregate amount of loans/ advances in nature of loans			
- Repayable on demand (A)	35,281.50	-	35,281.50
- Agreement does not specify any terms or period of Repayment (B)	-	-	-
Total (A+B)	35,281.50	-	35,281.50
Percentage of loans/advances in nature of loans to the total loans	100.00%	-	100.00%

*includes promoter group companies

4. According to the information and explanation given to us, the Company has not granted any loans, made investments or provided guarantees in contravention of provisions of Section 185 of the Act. The Company has complied with the provisions of Section 186(1) of the Act; the other provisions of Section 186 of the Act are not applicable to the Company.
5. In our opinion and according to the information and explanations given to us the Company has not accepted any deposits from the public and hence the directives issued by the Reserve Bank of India and the provisions of Sections 73 to 76 or any other relevant provisions of the Act and the Companies (Acceptance of Deposit) Rules, 2015 with regard to the deposits accepted from the public are not applicable.
6. According to the information and explanations given to us, the maintenance of Cost Records has not been specified by the Central Government under sub-section (1) of Section 148 of the Act, in respect of the activities carried out by the company. Hence reporting under paragraph 3 (vi) of the Order is not applicable.
7. According to the information and explanations given to us and the books and records examined by us, in respect of statutory dues:
- (a) According to the information and explanations given to us and the records examined by us, the company is regular in depositing with appropriate authorities undisputed statutory dues including income-tax, goods and service tax, duty of customs, duty excise, cess and other statutory dues wherever applicable.

According to the information and explanations given to us, no undisputed amounts payable in respect of income tax, goods and service tax, custom duty, excise duty, cess were in arrears as 31st March 2023 for a period of more than six months from the date they became payable.

- (b) According to the information and explanations given to us, the following dues have not been deposited by the company on account of dispute:

Sr. No.	Name of the statue	Nature of the due	Amount (Rs in Lakhs)	Period to which the amount relates	Forum where the dispute is pending	Amount paid under protest/ refund adjusted (Rs. in Lakhs)
1.	Madhya Pradesh Sales Tax Act	Sale Tax liabilities due to rejection of "C" form and Pending "C" form	80.23	AY 1996-97	The Deputy Commissioner has redirected case to Assessing Officers for Reassessment.	NIL

Sr. No.	Name of the statute	Nature of the due	Amount (Rs in Lakhs)	Period to which the amount relates	Forum where the dispute is pending	Amount paid under protest/ refund adjusted (Rs. in Lakhs)
2.	Income Tax Act, 1961	Demand raised u/s 143(3) of Income Tax Act, 1961	0.72	AY 2010-11	CIT(A) Order giving effect is pending	NIL
3.	Income Tax Act, 1961	Demand raised u/s 143(3) of Income Tax Act, 1961	9.05	AY 2016-17	Rectification request against said order is pending before Assessing officer.	44.50

8. According to the information and explanations given to us and on the basis of our examination of the records of the Company, there were no transactions relating to previously unrecorded income that were surrendered or disclosed as income in the tax assessments under the Income Tax Act, 1961 (43 of 1961) during the year.
9. (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, The Company has not defaulted in the repayment of loans or other borrowings or in the payment of interest thereon to any lender during the year.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, The Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.
- (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, term loans availed by the Company during the year, were applied by the Company for the purposes for which the loans were obtained.
- (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, prima facie, been used for long term purposes by the Company.
- (e) 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, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries and associates.
- (f) According to the information and explanations given to us and procedures performed by us, the Company has not raised any loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies (as defined under the Act).
10. (a) Based upon the audit procedures performed and the information and explanations given by the management, The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) during the year and hence reporting under paragraph 3(x)(a) of the Order is not applicable.
- (b) Based upon the audit procedures performed and the information and explanations given by the management, the Company has not made preferential allotment or private placement of shares or convertible debentures (fully or partly or optionally) during the year under review and hence reporting under paragraph 3(x)(b) of the Order is not applicable to the Company.
11. (a) Based upon the audit procedures performed and the information and explanations given by the management, no material fraud by the Company and no material fraud on the Company has been noticed or reported during the year.
- (b) Based upon the audit procedures performed and the information and explanations given by the management, No report under section 143(12) of the Companies Act, 2013, has been filed in form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and up to the date of this report.
- (c) As represented to us by the management, no whistle blower complaints were received by the company during the year.
12. According to the information and explanations given to us, the Company is not a Nidhi company and hence reporting under paragraph 3(xii) of the Order is not applicable.

13. According to the information and explanations given to us, all transactions with the related parties are in compliance with section 177 and 188 of Companies Act, 2013 and the details have been disclosed in the Standalone Financial Statements as required by the applicable Indian accounting standards.
14. (a) Based on information and explanations provided to us and our audit procedures, in our opinion, the Company has an internal audit system commensurate with the size and nature of its business.
(b) We have considered, the internal audit reports for the year under audit, issued to the Company during the year and till date, in determining the nature, timing and extent of our audit procedures.
15. In our opinion, during the year the Company has not entered into any non-cash transactions with its directors or persons connected with them and hence provisions of section 192 of the Companies Act, 2013 are not applicable to the Company.
16. (a) The Company is required to be registered under section 45-IA of the Reserve Bank of India Act, 1934 ('RBI Act') and it has obtained the registration.
(b) The Company has conducted non-banking financial activities with a valid Certificate of Registration ('CoR') from the RBI as per the Reserve Bank of India Act, 1934. The Company has not conducted any housing finance activities and is not required to obtain CoR for such activities from the RBI.
(c) The Company is not a Core Investment Company ('CIC') and hence, reporting under paragraph 3(xvi) (c) of the Order is not applicable to the company.
(d) The Group (as defined under Master Direction - Non-Banking Financial Company - Systemically Important Non-Deposit taking Company, 2016, as amended) does not have CICs. However there are 2 Unregistered CICs forming part of the Group.
17. The Company has not incurred cash losses during the financial year covered by our audit and in the immediately preceding financial year.
18. There has been no resignation of the statutory auditors of the Company during the year.
19. 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.
20. In our opinion and according to the information and explanations given to us, there is no unspent amount under sub-section (5) of section 135 of the Act pursuant to any project. Accordingly, clauses 3(xx)(a) and 3(xx)(b) of the Order are not applicable.
21. According to the information and explanations given to us and based on the reports issued by the auditors of the respective subsidiaries and associate included in the consolidated financial statements of the Company, to which reporting on matters specified in paragraph 3 and 4 of the Order is applicable, provided to us by the Management of the Company, we have not identified any qualifications or adverse remarks made by the auditors in their report on matters specified in paragraphs 3 and 4 of the Order.

For Ajmera Ajmera and Associates

Firm Registration No. 123989W
Chartered Accountants

Sandeep Ajmera

Partner
Membership No. 048277
UDIN: 23048277BGWGP7932

Place: Mumbai

Dated: 24th May, 2023

ANNEXURE “B” TO THE INDEPENDENT AUDITOR’S REPORT OF EVEN DATE ON THE IND AS STANDALONE FINANCIAL STATEMENTS OF SARASWATI COMMERCIAL (INDIA) LIMITED

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”) We have audited the internal financial controls over financial reporting of **Saraswati Commercial (India) Limited** (“the Company”) as of 31st March, 2023 in conjunction with our audit of the Standalone financial statements of the Company for the year ended on that date

Management’s Responsibility for Internal Financial Controls

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

Auditors’ Responsibility

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

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

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

Meaning of Internal Financial Controls Over Financial Reporting

A company’s internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company’s internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with 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 standalone financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

Opinion

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

For Ajmera Ajmera and Associates

Firm Registration No. 123989W

Chartered Accountants

Sandeep Ajmera

Partner

Membership No. 048277

UDIN: 23048277BGWGPN7932

Place: Mumbai

Dated: 24th May, 2023

STANDALONE BALANCE SHEET AS AT 31ST MARCH, 2023

(Rs. in Lakhs, unless otherwise stated)

Particulars		Note No.	As at 31 st March, 2023	As at 31 st March, 2022
A	ASSETS			
1	Financial Assets			
	(a) Cash and cash equivalents	3	12.81	183.43
	(b) Bank balance other than (a) above	4	3.76	3.76
	(c) Receivables	5		
	Trade receivables		-	91.39
	(d) Loans	6	13.81	75.08
	(e) Investments	7	48,038.45	46,526.50
	(f) Stock in trade (Securities held for trading)	8	9.38	975.59
	(g) Other financial assets	9	7.38	5.38
	Total Financial Assets		48,085.59	47,861.13
2	Non-Financial Assets			
	(a) Property, plant and equipment	10	3.73	4.93
	(b) Other non-financial assets	11	102.11	108.88
	Total Non- Financial Assets		105.84	113.81
	TOTAL ASSETS		48,191.43	47,974.94
B	LIABILITIES AND EQUITY			
I	LIABILITIES			
1	Financial Liabilities			
	(a) Payables	12		
	Trade payables			
	-total outstanding dues of micro enterprises and small enterprises		0.06	0.04
	-total outstanding dues of creditors other than micro enterprises and small enterprises		6.88	1.22
	(b) Borrowings (other than debt securities)	13	2,233.30	2,766.94
	(c) Other financial liabilities	14	42.46	35.75
	Total Financial Liabilities		2,282.69	2,803.96
2	Non-Financial Liabilities			
	(a) Current tax liabilities (net)	15	13.72	78.75
	(b) Provisions	16	16.06	16.08
	(c) Deferred tax liabilities (net)	17	2,528.37	2,854.46
	(d) Other non-financial liabilities	18	4.30	3.98
	Total Non-Financial Liabilities		2,562.45	2,953.27
II	EQUITY			
	(a) Equity share capital	19	102.99	102.99
	(b) Other equity	20	43,243.30	42,114.72
	Total Equity		43,346.29	42,217.71
	TOTAL LIABILITIES AND EQUITY		48,191.43	47,974.94
	Significant Accounting Policies	1-2		
	The accompanying notes are an integral part of the Standalone Financial Statements	3-56		

As per our report of even date

For Ajmera Ajmera and Associates

Chartered Accountants
Firm Reg. No: 123989W

Sandeep Ajmera

Partner
Membership No. 048277

Place : Mumbai

Date : 24th May, 2023

For and on behalf of the Board of Directors

Hetal Khalpada

Director
DIN:00055823

Rajiv Pathak

Chief Executive Officer

Avani Sanghavi

Company Secretary
Membership No. A29108

Place : Mumbai

Date : 24th May, 2023

Ritesh Zaveri

Director
DIN:00054741

Vaishali Rajesh Dhuri

Chief Financial Officer

STANDALONE STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2023
(Rs. in Lakhs, unless otherwise stated)

Particulars		Note No.	For the year ended 31 st March, 2023	For the year ended 31 st March, 2022
I	Revenue from operations			
	(a) Interest income	21	62.20	95.72
	(b) Dividend income	22	450.10	163.79
	(c) Net gain on fair value changes	23	1,884.99	8,418.72
	(d) Others	24	0.27	0.23
	Total Revenue from operations		2,397.56	8,678.46
II	Other income	25	0.65	2.33
III	Total income (I + II)		2,398.21	8,680.78
IV	Expenses			
	(a) Finance costs	26	175.83	90.87
	(b) Employee benefits expenses	27	169.13	148.83
	(c) Depreciation expenses	10	1.20	0.99
	(d) Other expenses	28	146.00	78.07
	Total expenses		492.15	318.76
V	Profit before tax (III - IV)		1,906.06	8,362.02
VI	Tax expense	29		
	(a) Current tax		1,084.00	872.01
	(b) Deferred tax	17	(344.34)	1,002.12
	Total tax expense		739.66	1,874.12
VII	Profit for the year (V - VI)		1,166.40	6,487.90
VIII	Other comprehensive income (OCI)			
	Items that will not be reclassified to profit or loss			
	(a) Fair value gain / (loss) on equity instruments (net)			
	Realised gain / (loss)		(0.85)	820.69
	Unrealised gain / (loss)		(18.72)	7,015.89
	(b) Tax impact on above	17 & 29	(18.25)	(761.79)
	Other comprehensive income (net of tax) (a+b)		(37.82)	7,074.80
IX	Total comprehensive income (VII + VIII)		1,128.58	13,562.70
X	Earnings per equity share (EPS)			
	(Nominal value per equity share Rs 10/-)	31		
	Basic (Rs.)		113.25	631.25
	Diluted (Rs.)		113.25	631.25
Significant Accounting Policies		1-2		
The accompanying notes are an integral part of the Standalone Financial Statements		3-56		

As per our report of even date
For Ajmera Ajmera and Associates

Chartered Accountants
Firm Reg. No: 123989W

Sandeep Ajmera

Partner
Membership No. 048277

Place : Mumbai

Date : 24th May, 2023

For and on behalf of the Board of Directors
Hetal Khalpada

Director
DIN:00055823

Rajiv Pathak

Chief Executive Officer

Avani Sanghavi

Company Secretary
Membership No. A29108

Place : Mumbai

Date : 24th May, 2023

Ritesh Zaveri

Director
DIN:00054741

Vaishali Rajesh Dhuri

Chief Financial Officer

STANDALONE STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31ST MARCH, 2023

(Rs. in Lakhs, unless otherwise stated)

A Equity share capital
Current reporting period

Particulars	Note No.	Balance as at 1 st April, 2022	Changes in equity Share capital due to prior period errors	Restated balance at the beginning of the current reporting period	Changes in equity share capital during the year	Balance as at 31 st March, 2023
Equity share capital	19	102.99	-	102.99	-	102.99
		102.99	-	102.99	-	102.99

Previous reporting period

Particulars	Note No.	Balance as at 1 st April, 2021	Changes in equity Share capital due to prior period errors	Restated balance at the beginning of the previous reporting period	Changes in equity share capital during the year	Balance as at 31 st March, 2022
Equity share capital	19	100.09	-	100.09	2.90	102.99
		100.09	-	100.09	2.90	102.99

B Other equity
Current reporting period

Particulars	Note No.	Capital reserve	Securities premium	Reserves and Surplus			Retained earnings	Other comprehensive income on equity securities	Total Other Equity
				Statutory reserve	Other Reserves General reserve	Capital redemption reserve			
Balance as at 1st April, 2022	20	303.42	1,059.30	2,900.27	1,890.26	2.97	16,428.99	19,529.52	42,114.72
Profit for the year		-	-	-	-	-	1,166.40	-	1,166.40
Other comprehensive income (net of tax)		-	-	-	-	-	-	(37.82)	(37.82)
Transfer to reserve fund in terms of section 45-1C(1) of the Reserve Bank of India Act, 1934		-	-	233.28	-	-	(233.28)	-	-
Transfer of realised gain/loss on sale of equity instruments from OCI to Retained earnings (net of tax)		-	-	-	-	-	(0.99)	0.99	-
Balance as at 31st March, 2023		303.42	1,059.30	3,133.55	1,890.26	2.97	17,361.12	19,492.69	43,243.30

STANDALONE STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31ST MARCH, 2023

(Rs. in Lakhs, unless otherwise stated)

Previous reporting period

Particulars	Note No.	Reserves and Surplus				Retained earnings	Other comprehensive income on equity securities	Total Other Equity
		Capital reserve	Securities premium	Other Reserves				
				Statutory reserve	General reserve			
Balance as at 1st April, 2021	20	303.42	-	1,602.69	1,890.26	2.97	10,384.27	27,492.72
Profit for the year		-	-	-	-	-	6,487.90	6,487.90
Other comprehensive income (net of tax)		-	-	-	-	-	-	-
Premium on preferential issue of equity shares		-	1,059.95	-	-	-	7,074.80	7,074.80
Expenses written off on preferential issue of equity shares		-	(0.65)	-	-	-	-	1,059.95
Transfer to reserve fund in terms of section 45-1C(1) of the Reserve Bank of India Act, 1934		-	-	1,297.58	-	-	(1,297.58)	-
Transfer of realised gain/loss on sale of equity instruments from OCI to Retained earnings (net of tax)		-	-	-	-	-	854.40	(854.40)
Balance as at 31st March, 2022		303.42	1,059.30	2,900.27	1,890.26	2.97	16,428.99	42,114.72
Significant Accounting Policies	1 - 2							
The accompanying notes are an integral part of the Standalone Financial Statements	3-56							

As per our report of even date

For Ajmera Ajmera and Associates

Chartered Accountants

Firm Reg. No: 123989W

Sandeep Ajmera

Partner

Membership No. 048277

Place : Mumbai

Date : 24th May, 2023

For and on behalf of the Board of Directors

Hetal Khalpada

Director

DIN:00055823

Ritesh Zaveri

Director

DIN:00054741

Rajiv Pathak

Chief Executive Officer

Vaishali Rajesh Dhuri

Chief Financial Officer

Avani Sanghavi

Company Secretary

Membership No. A29108

Place : Mumbai

Date : 24th May, 2023

STANDALONE STATEMENT OF CASH FLOW FOR THE YEAR ENDED 31ST MARCH, 2023

(Rs. in Lakhs, unless otherwise stated)

Particulars	For the year ended		For the year ended	
	31 st March, 2023	31 st March, 2023	31 st March, 2022	31 st March, 2022
A Cash flow from operating activities				
Profit before tax		1,906.06		8,362.02
Adjustments for:				
Depreciation expenses	1.20		0.99	
Provision for leave encashment	(0.02)		0.24	
Impairment/(Reversal) on financial instruments	(0.23)		(0.09)	
Realised gain on financial instruments	53.82		(294.96)	
Unrealised gain on financial instruments	1,924.59		(1,532.02)	
Finance costs	175.83		90.87	
Dividend income	(450.10)		(163.79)	
Sundry balance written off	0.00		-	
Interest on income tax refund	(0.65)		(2.33)	
		1,704.44		(1,901.08)
Operating profit before working capital changes		3,610.50		6,460.94
Changes in working capital:				
Adjustments for (increase) / decrease in assets:				
Stock in trade (securities held for trading)	79.84		(569.20)	
Receivables	91.39		(91.39)	
Loans	61.50		11.77	
Other financial assets	1.45		(4.27)	
Other non financial assets	6.76		(6.90)	
Adjustments for increase / (decrease) in liabilities:				
Payables	5.66		(82.36)	
Other financial liabilities	6.71		7.51	
Other non financial liabilities	0.32	253.64	2.26	(732.58)
Cash generated from operations		3,864.14		5,728.36
Net income tax paid (net of refunds, if any)		(1,169.88)		(706.57)
Net cash flow from operating activities (A)		2,694.26		5,021.79
B Cash flow from investing activities				
Aquisition of property, plant and equipment	-		(2.09)	
Purchase of investments	(1,07,986.69)		(1,05,763.13)	
Sale of investments	1,05,359.67		97,488.63	
Dividend received	450.10	(2,176.92)	162.69	(8,113.90)
Net cash flow from / (used in) investing activities (B)		(2,176.92)		(8,113.90)
C Cash flow from financing activities				
Borrowings (Other than debt securities)				
Proceeds	14,706.31		27,816.98	
Repayment	(15,256.31)		(25,555.18)	
Proceeds from preferential issue of equity shares	-		1,062.85	
Finance costs	(137.97)		(49.93)	
Expenses paid on preferential issue of equity shares	-		(0.65)	
		(687.97)		3,274.07
Net cash flow from / (used in) financing activities (C)		(687.97)		3,274.07
Net increase / (decrease) in Cash and cash equivalents (A+B+C)		(170.62)		181.95
Cash and cash equivalents at the beginning of the year		183.43		1.48
Cash and cash equivalents at the end of the year		12.81		183.43

STANDALONE STATEMENT OF CASH FLOW FOR THE YEAR ENDED 31ST MARCH, 2023

(Rs. in Lakhs, unless otherwise stated)

Particulars	For the year ended		For the year ended	
	31 st March, 2023	31 st March, 2023	31 st March, 2022	31 st March, 2022
Cash and cash equivalents at the end of the year *				
* Comprises:				
(a) Cash on hand		1.04		0.98
(b) Balances with banks				
(i) In current accounts		11.77		182.45
Total		12.81		183.43
Significant Accounting Policies	1-2			
The accompanying notes are an integral part of the Standalone Financial Statements	3-56			

Note :

1. Changes in liabilities arising from financing activities:

Particulars	1 st April, 2021	Cash Flow	Accrued interest movement	31 st March, 2022
Borrowings (other than debt securities) (Refer note no.13)	488.20	2,261.80	16.94	2,766.94

Particulars	1 st April, 2022	Cash Flow	Accrued interest movement	31 st March, 2023
Borrowings (other than debt securities) (Refer note no.13)	2,766.94	(550.00)	16.36	2,233.30

2. As the Company is an investment and credit company (NBFC-ICC), dividend received is considered as part of cash flow from investing activities. Purchase and Sale of investments has been classified into operating and investing activity based on the intention of the Management at the time of purchase of securities.

3. The above statement of cash flows has been prepared under the indirect method as set out in Ind AS 7 'Statement of Cash Flows.'

As per our report of even date

For Ajmera Ajmera and Associates

Chartered Accountants
Firm Reg. No: 123989W

Sandeep Ajmera

Partner
Membership No. 048277

Place : Mumbai
Date : 24th May, 2023

For and on behalf of the Board of Directors

Hetal Khalpada

Director
DIN:00055823

Rajiv Pathak

Chief Executive Officer

Avani Sanghavi

Company Secretary
Membership No. A29108

Place : Mumbai
Date : 24th May, 2023

Ritesh Zaveri

Director
DIN:00054741

Vaishali Rajesh Dhuri

Chief Financial Officer

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2023**1. CORPORATE INFORMATION :**

Saraswati Commercial (India) Limited referred to as (“The Company”) is a non-banking financial company (NBFC) registered with the Reserve Bank of India under the category of Investment and Credit Company ((NBFC-ICC) and has its registered office in Mumbai, Maharashtra, India.

The Company is engaged in the business of investment and trading in shares and securities and lending activities. The shares of the company are listed on the BSE (The Bombay Stock Exchange).

Under Scale Based Regulations (SBR), Company falls in middle layer (NBFC-ML), as amended as the asset size of the Company together with other NBFCs in a group (“Multiple NBFCs”) is more than 1000 crores. Hence the company follows the Systemically Important Non-Banking Financial (Non-Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2016, as amended.

The Standalone Financial Statements for the year ended 31st March, 2023 have been reviewed by the Audit Committee and approved by the Board of Directors at their meetings held on 24th May, 2023.

2. SIGNIFICANT ACCOUNTING POLICIES AND KEY ACCOUNTING ESTIMATES AND JUDGEMENTS**SIGNIFICANT ACCOUNTING POLICIES:****2.1 STATEMENT OF COMPLIANCE**

Standalone Financial Statements have been prepared in accordance with the accounting principles generally accepted in India including Indian Accounting Standards (Ind AS) prescribed under the Section 133 of the Companies Act, 2013 read with rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 as amended and relevant provisions of the Companies Act, 2013.

Accordingly, the Company has prepared these Standalone Financial Statements which comprise the Balance Sheet as at 31st March, 2023, the Statement of Profit and Loss for the year ended 31st March 2023, the Statement of Cash Flows for the year ended 31st March 2023 and the Statement of Changes in Equity for the year ended as on that date, and accounting policies and other explanatory information (together hereinafter referred to as ‘Standalone Financial Statements’ or ‘financial statements’).

2.2 BASIS OF PREPARATION AND PRESENTATION OF FINANCIAL STATEMENTS

These financial statements have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under section 133 of the Companies Act, 2013 (‘the Act’) read together with the Companies (Indian Accounting Standards) Rules, 2015, as amended from time to time, and other relevant provisions of the Act on an accrual basis. The financial statements have been prepared on a going concern basis. The financial statements have been prepared as per the guidelines issued by the RBI as applicable to a NBFCs and other accounting principles generally accepted in India. Any applicable guidance / clarifications / directions issued by RBI or other regulators are implemented as and when they are issued / applicable.

Historical Cost Convention

The financial statements have been prepared on a historical cost basis, except for certain financial assets and financial liabilities that are recognised at fair value at initial and subsequent measurement, as explained in the accounting policies below.

Historical cost is the consideration paid in exchange of goods and services or it is the amount paid for acquiring asset. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Company takes into account the characteristics of the asset or liability if, the market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement and/ or disclosure purposes in these financial statements is determined on such a basis.

The financial statements are presented in INR, which is also the Company’s functional currency and all values are rounded off to the nearest lakhs (INR 00,000), except when otherwise indicated.

Critical accounting estimates and judgments

The preparation of the Company's financial statements requires Management to make use of estimates and judgments. In view of the inherent uncertainties and a level of subjectivity involved in measurement of items, it is possible that the outcomes in the subsequent financial years could differ from those on which the Management's estimates are based. Accounting estimates and judgments are used in various line items in the financial statements for e.g.:

- Business model assessment (Refer Note No 2.5)
- Fair value of financial instruments (Refer Note No 2.5)
- Effective Interest Rate (EIR) (Refer Note No 2.5)
- Impairment on financial assets (Refer Note No 2.5)
- Provisions, contingent liabilities and Contingent assets (Refer Note No 2.13)
- Provision for tax expenses (Refer Note No 2.11)

Presentation of financial statements

The financial statements of the Company are presented as per Schedule III (division III) of the Companies Act, 2013 applicable to non-banking Finance Companies (NBFCs), as notified by the MCA. The Statement of Cash Flows is presented as per the requirements of Ind AS 7 Statement of Cash Flows. The Company classifies its assets and liabilities as financial and non-financial and presents them in the order of liquidity. An analysis regarding expected recovery or settlement within 12 months after the reporting date and more than 12 months after the reporting date is presented in Note no. 32 of the financial statements.

The Company generally reports financial assets and financial liabilities on a gross basis in the Balance Sheet. They are offset and reported net only when Ind AS specifically permits the same or it has an unconditional legally enforceable right to offset the recognised amounts without being contingent on a future event. Similarly, the Company offsets incomes and expenses and reports the same on a net basis when permitted by Ind AS specifically unless they are material in nature.

2.3 PROPERTY, PLANT & EQUIPMENT (PPE) :**Recognition and initial measurement**

Property, plant and equipment are stated at cost less accumulated depreciation/amortization and impairment losses, if any.

Cost comprises the purchase price and any attributable / allocable cost of bringing the asset to its working condition for its intended use. The cost also includes direct cost and other related incidental expenses. Revenue earned, if any, during trial run of assets is adjusted against cost of the assets. Cost also includes the cost of replacing part of the plant and equipment.

Borrowing costs relating to acquisition / construction / development of tangible assets, if any, which takes substantial period of time to get ready for its intended use are also included to the extent they relate to the period till such assets are ready to be put to use.

Subsequent measurement (depreciation and useful lives)

When significant components of property and equipment are required to be replaced at intervals, recognition is made for such replacement of components as individual assets with specific useful life and depreciation, if these components are initially recognized as separate asset. All other repairs and maintenance costs are recognized in the statement of profit and loss as and when incurred

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2023

Depreciation / amortization are recognized on a written-down basis as under:

Assets	Useful life
1. Land	
2. Computers	3 years
3. Vehicles	10 years
4. Telephone	5 years
5. Mobile	3 years

Assets costing less than Rs. 5,000/- are fully depreciated in the year of purchase.

Depreciation method, useful life and residual value are reviewed periodically.

The carrying amount of PPE is reviewed periodically for impairment based on internal / external factors. An impairment loss is recognized wherever the carrying amount of assets exceeds its recoverable amount. The recoverable amount is the greater of the asset's net selling price and value in use.

When an impairment loss subsequently reverses, the carrying amount of the asset (or a cash-generating unit) is increased to the revised estimate of its recoverable amount, so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognized for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognized immediately in the statement of profit and loss.

De-recognition

PPE are de-recognized either when they have been disposed of or when they are permanently withdrawn from use and no future economic benefit is expected from their disposal. The difference between the net disposal proceeds and the carrying amount of the asset is recognized in the statement of profit and loss in the period of de-recognition.

2.4 INVESTMENTS IN ASSOCIATE & SUBSIDIARIES :

Associate:

An associate is an entity over which the Company has significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the investee but does not have control or joint control over those policies.

Subsidiaries:

A subsidiary is an entity over which the Company has a control. Control is achieved when only if the Company:

- Has power over investee
- Is exposed or has right to variable return from its involvement with the investee, and
- Has ability to use its power over investee to affect its return.

Investments in subsidiaries and associate are recognized at cost and are not adjusted to fair value at the end of each reporting period as allowed by Ind AS 27 'Separate financial statement'. Cost of investments represents the amount paid for acquisition of the said investments. The same has been classified under Level 3 Investments.

2.5 FINANCIAL INSTRUMENTS :

Recognition of Financial Instruments

Financial instruments comprise of financial assets and financial liabilities. Financial assets and liabilities are recognised when the company becomes the party to the contractual provisions of the instruments.

Financial assets primarily comprise of Trade receivables, loan receivables, investment in securities etc.

Financial liabilities primarily comprise of borrowings, trade payables and other financial liabilities etc.

Initial Measurement of Financial Instruments

Recognised financial assets and financial liabilities are initially measured at fair value. Transaction costs and revenues that are directly attributable to the acquisition or issue of financial assets and financial liabilities

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2023

(other than financial assets and financial liabilities at Fair value through profit or loss (FVTPL)) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs and revenues directly attributable to the acquisition of financial assets or financial liabilities at FVTPL are recognised immediately in profit or loss.

If the transaction price differs from fair value at Initial recognition, the Company will account for such difference as follows:

- a. if fair value is evidenced by a quoted price in an active market for an identical asset or liability or based on a valuation technique that uses only data from observable markets, then the difference is recognised in profit or loss on initial recognition (i.e. day 1 profit or loss);
- b. in all other cases, the fair value will be adjusted to bring it in line with the transaction price (i.e. the recognition of profit or loss on day one will be deferred by including it in the initial carrying amount of the asset or liability).

After initial recognition, the deferred gain or loss will be released to the Statement of profit and loss on a rational basis, only to the extent that it arises from a change in a factor (including time) that market participants would take into account when pricing the asset or liability.

Subsequent Measurement of Financial Assets

All recognised financial assets that are within the scope of Ind AS 109 are required to be subsequently measured at amortised cost or fair value on the basis of the entity's business model for managing the financial assets and the contractual cash flow characteristics of the financial assets.

Company recognizes all the financial assets, other than measured at fair value or amortised cost, which are realized within 12 months, from reporting date, are recorded at cost & not at fair value or amortised cost but are tested for impairment.

Business model assessment

The Company determines its business model at the level that best reflects how it manages groups of financial assets to achieve its business objectives. The Company's business model is assessed on an instrument by instrument basis.

- **Classification of Financial Assets**

For the purpose of subsequent measurement, financial assets are classified into four categories:

- Debt instruments at amortised cost
- Debt instruments at Fair value through Other Comprehensive Income (FVTOCI)
- Debt and equity instruments at FVTPL
- Equity instruments designated at FVTOCI
- **Debt instruments at amortised cost :**

The Company measures its financial assets at amortised cost if both the following conditions are met:

- The asset is held within a business model of collecting contractual cash flows; and
- Contractual terms of the asset give rise to cash flows on specified dates that are Sole Payments of Principal and Interest (SPPI) on the principal amount outstanding.

To make the SPPI assessment, the Company applies judgment and considers relevant factors such as the nature of portfolio and the period for which the interest rate is set.

The business model of the Company for assets subsequently measured at amortised cost category is to hold and collect contractual cash flows. However, considering the economic viability of carrying the delinquent portfolios in the books of the Company, it may sell these portfolios to the other entities.

After initial measurement, such financial assets are subsequently measured at amortised cost on effective interest rate (EIR).

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2023➤ **Debt instruments at FVTOCI :**

The Company subsequently classifies its financial assets as FVTOCI, only if both of the following criteria are met:

- The objective of the business model is achieved both by collecting contractual cash flows and selling the financial assets; and
- Contractual terms of the asset give rise to cash flows on specified dates that are Solely Payments of Principal and Interest (SPPI) on the principal amount outstanding.

Debt instruments included within the FVTOCI category are measured at each reporting date at fair value with such changes being recognised in other comprehensive income (OCI) under the head items reclassify to profit or loss. The interest income on these assets is recognised in profit or loss.

On derecognition of the asset, cumulative gain or loss previously recognised in OCI is reclassified to profit or loss.

➤ **Debt / equity instruments at FVTPL:**

The Company classifies financial assets which are held for trading and has selected to classify some other instruments under FVTPL category. These instruments are recorded and measured in the standalone balance sheet at fair value. Interest income is recognized in profit & loss as per the terms of the contract. Dividend income is recognized in profit & loss when the right to receive the same has been established. Gains or losses on changes in fair value of these debt and equity instruments are recognised on net basis through profit or loss.

The Company's majority of investments into mutual funds, venture capital fund/alternative investment fund, preference shares, and equity shares have been classified under this category.

➤ **Equity instruments designated at FVTOCI:**

The Company's management has elected to classify irrevocably some of its equity investments as equity instruments at FVTOCI, when such instruments meet the definition of Equity under Ind AS 32 'Financial Instruments: Presentation' and are not held for trading & instruments classified under FVTPL category. Such classification is determined on an instrument-by-instrument basis.

Gains and losses on equity instruments measured through FVTOCI are never recycled to profit & loss, even on sale of investments. Dividends are recognised in profit or loss as dividend income, when the right of the payment has been established.

De-recognition of Financial Assets

A financial asset is de-recognised only when:

- The Company has transferred the right to receive cash flows from the financial assets; or
- The right to receive cash flows from the asset have expired; or
- Retains the contractual rights to receive the cash flows of the financial assets, but assumes contractual obligations to pay the cash flows to one or more recipients.

Where the entity has transferred an asset, the Company evaluates whether it has transferred substantially all risks and rewards of ownership of the financial asset. In such cases, the financial asset is de-recognised. Where the entity has not transferred substantially all risks and rewards of ownership of the financial asset, the financial asset is not de-recognised.

On de-recognition of a financial asset in its entirety, the difference between the asset's carrying amount and the sum of the consideration received or receivable in profit & loss in case financial assets classified under FVTPL category.

In case of financial assets classified under FVTOCI category, the cumulative gain or loss that had been recognised in other comprehensive income and accumulated in other equity is transferred to retained earnings as if such gain or loss would have otherwise been recognised in profit or loss on disposal of that financial asset.

Write-off

Loans and debt securities are written off when the Company has no reasonable expectations of recovering the financial asset (either in its entirety or a portion of it). This is the case when the Company determines that the borrower does not have assets or sources of income that could generate sufficient cash flows to repay the amounts subject to the write-off. A write-off constitutes a de-recognition event. The Company may apply enforcement activities to financial assets written off. Recoveries resulting from the Company's enforcement activities will result in impairment gains.

Reclassifications

If the business model under which the Company holds financial assets changes, the financial assets affected are reclassified. The classification and measurement requirements related to the new category apply prospectively from the first day of the first reporting period following the change in business model that result in reclassifying the Company's financial assets. Such reclassification needs to be approved by the Board of Directors of the Company.

Impairment of Financial Assets

The Company recognises loss allowances using the expected credit loss (ECL) model for the financial assets which are not FVTPL. Expected credit losses are measured at an amount equal to the 12-month ECL, unless there has been a significant increase in credit risk or the assets have become credit impaired from initial recognition in which case, those are measured at lifetime ECL. The amount of expected credit losses (or reversal) that is required to adjust the loss allowance at the reporting date is recognised as an impairment gain or loss in the Statement of Profit and Loss. Loss allowances for financial assets measured at amortised cost are deducted from the gross carrying amount of the assets.

Measurement of expected credit loss

Expected credit losses are a probability weighted estimate of credit losses. Credit losses are measured as the present value of all cash shortfalls (i.e. the difference between the cash flows due to the Company in accordance with the contract and the cash flows which the Company expects to receive).

Asset Classification and Provisioning

Loan asset classification and requisite provision made under RBI prudential norms are given below:

Particulars	Criteria	Provision
Standard asset	The asset in respect of which, no default in repayment of principal or payment of interest is perceived and which does not disclose any problem nor carry more than normal risk attached to the business.	0.40% of the outstanding loan portfolio of standard assets
Sub-standard assets	An asset for which, interest/principal payment has remained overdue for more than 3 months and less than 12 months.	10% of the outstanding loan portfolio of sub-standard assets
Loss assets	An asset for which, interest/principal payment has remained overdue for a period of 12 months or more	100% of the outstanding loan portfolio of loss assets.

The Company continuously monitors all financial assets subject to ECLs. In order to determine whether an instrument is subject to 12 month ECL (12m ECL) or life time ECL (LTECL), the Company assesses whether there has been a significant increase in credit risk or the asset has become credit impaired since initial recognition. The Company applies following quantitative and qualitative criteria to assess whether there is significant increase in credit risk or the asset has been credit impaired:

- Historical trend of collection from counterparty;
- Company's contractual rights with respect to recovery of dues from counterparty;
- Credit rating of counterparty and any relevant information available in public domain;

After applying the above criteria, Management has decided to make minimum ECL provision at the provisioning rates (as given in above table) as per RBI prudential norms unless higher provisioning is required as per above criteria.

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2023**Financial liabilities**

A financial liability is a contractual obligation to deliver cash or another financial asset or to exchange financial assets or financial liabilities with another entity under conditions that are potentially unfavorable to the Company or, a contract that will or may be settled in its own equity instruments and is a non-derivative contract for which the Company is or may be obliged to deliver a variable number of its own equity instruments, or a derivative contract over own equity that will or may be settled other than by the exchange of a fixed amount of cash (or another financial asset) for a fixed number of its own equity instruments.

All financial liabilities are subsequently measured at amortised cost using the effective interest method.

(a) Subsequent measurement

Financial liabilities are subsequently carried at amortized cost using the EIR method. For trade and other payables maturing within operating cycle, the carrying amounts approximate the fair value due to the short maturity of these instruments.

Interest-bearing loans and borrowings are subsequently measured at amortised cost using the Effective Interest Method (EIR) method. Gains or losses are recognized in Statement of Profit and Loss when the liabilities are derecognized.

Company recognizes all the financial liabilities, other than those measured at fair value or amortised cost, which are settled within 12 months from the reporting date, at cost & not at fair value or amortised cost.

Amortised cost is calculated by taking into account any discount or premium on acquisition and transaction cost. The EIR amortization is included as finance costs in the statement of Profit and Loss.

(b) De-recognition

A financial liability (or a part of a financial liability) is de-recognised from the Company's balance sheet when the obligation specified in the contract 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 De-recognition of the original liability and the recognition of a new liability. The difference between the carrying amount of the financial liability derecognized and the consideration paid is recognized in the Statement of Profit and Loss.

Fair value measurement

The Company measures financial instruments at fair value on initial recognition and 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 categorized 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:

Level 1 - Level 1 hierarchy includes financial instruments measured using quoted prices in an active market. This includes listed equity instruments, traded debentures and mutual funds that have quoted price. The fair value of all equity instruments (including debentures) which are traded on the stock exchanges is valued using the closing price as at the reporting period. The mutual funds are valued using the closing NAV as published on Association of Mutual Funds of India (AMFI).

Level 2 - Level 2 hierarchy includes financial instruments that are not traded in an active market (for example, traded bonds/debentures, over the counter derivatives). The fair value in this hierarchy is determined using valuation techniques which maximize the use of observable market data. If all significant inputs required to measure fair value of an instrument are observable, the instrument is included in level 2.

Level 3 - If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3. Fair values are determined in whole or in part using a valuation model, based on assumptions that are neither supported by prices from observable current market transactions in the same instrument, nor are they

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2023

based on the available market data. Financial instruments such as unlisted equity shares, loans are included in this hierarchy.

Fair value of quoted investment in Winro Commercial (India) Limited, which is covered in Level 2, are further adjusted on account of cross holding within the group of companies.

For unlisted group companies and other unlisted companies (other than classified as Level 2), for which latest standalone / consolidated audited balance sheet are available are classified under level 3. Accordingly, their fair value can be derived from the latest audited balance sheet by applying below formula:

“(Share capital + other equity - prepaid expenses) / no of equity shares = value per share.”

No of equity shares in above formula has been derived after reducing cross holding effect (if any).

For assets and liabilities that are recognized in the financial statements at fair value on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorization at the end of each reporting period and discloses the same.

Derivative financial instruments

The Company uses derivative financial instruments for trading purposes. Such derivative financial instruments are initially recognised at fair value on the date on which a derivative contract is entered into and are subsequently re-measured at fair value.

Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when the fair value is negative.

Any gains or losses arising from changes in the fair value of derivatives are taken directly to statement of profit and loss as “Gain / (Loss) from trading in securities (future and option segments)” under the head “Net gain on fair value changes.”

Offsetting of financial instruments

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

2.6 REVENUE RECOGNITION

A. Interest Income

Interest income on financial instruments at amortised cost is recognised on a time proportion basis taking into account the amount outstanding and the effective interest rate (EIR) applicable. The EIR is the rate that exactly discounts estimated future cash flows of the financial instrument through the expected life of the financial instrument or, where appropriate, a shorter period, to the net carrying amount. The future cash flows are estimated taking into account all the contractual terms of the instrument.

B. Dividend Income

Dividend income is recognized when the Company’s right to receive payment is established.

C. Net gain on fair value changes

The Company recognises gains/losses on fair value changes of financial assets measured at FVTPL in the statement of profit & loss, which are further bifurcated between realized & unrealized gain / (loss). Net gain of fair value changes includes gain / (loss) on trading of shares & securities held as Stock in trade, gain / (loss) from shares trading in derivatives segment and realized / unrealized gain or (loss) on other financial instruments fair value through profit & loss account (FVTPL).

D. Other revenue from operations

a. Fees

A fee on financial guarantee is recognized based on term of engagement, if any.

E. Other Income

Other incomes are accounted on accrual basis.

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2023**2.7 EXPENDITURES****A. Finance costs**

Borrowing costs on financial liabilities are recognised using the EIR.

B. Others

Other expenses are accounted on accrual basis.

2.8 FOREIGN CURRENCY TRANSACTIONS

In preparing the financial statements of the Company, transactions in currencies other than the entity's functional currency (i.e. foreign currencies) are recognized at the rate of exchange prevailing on the date of the transactions.

At the end of each reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing on that date. Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing on the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

All exchange differences are recognised in the Statement Profit and Loss in the period in which they arise.

2.9 CASH AND CASH EQUIVALENTS

Cash and cash equivalents include cash on hand & bank balance in current account and deposit in fixed account with original maturities of three months or less.

2.10 BORROWING COSTS

Borrowing costs that are attributable to the acquisition, construction or production of qualifying assets as defined in Ind AS 23 are capitalized as a part of costs of such assets. A qualifying asset is one that necessarily takes a substantial period of time to get ready for its intended use.

Interest expenses are calculated using the EIR and all other borrowing costs are recognized in the Statement of Profit and Loss in the period in which they are incurred.

2.11 INCOME TAXES**A) Current income tax**

Current income tax assets and liabilities are measured at the amount expected to be recovered from, or paid to the taxation authorities using the tax rates and tax laws that are in force at the reporting date.

Current income tax relating to items recognised outside the statement of profit and loss is recognized outside the statement of profit and loss (either in other comprehensive income or in equity). Such current income tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity. The Company offsets current tax assets and current tax liabilities where it has a legally enforceable right to set off the recognised amounts and where it intends either to settle on a net basis, or to realize the assets and settle the liability simultaneously.

B) Deferred tax

Deferred income tax is recognised using the balance sheet approach.

Deferred tax liabilities are recognised for all taxable temporary differences, except:

- a) When the deferred tax liability arises from the initial recognition of goodwill or an asset or a liability in a transaction that is not a business combination and, at the time of the transaction affects neither the accounting profit nor taxable profit or loss.
- b) In respect of taxable temporary differences associated with investments in subsidiaries and associates, when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred tax assets are recognised to the extent, it is probable that future taxable profit will be available against which, the deductible temporary differences, the carry forward of unused tax credits and unused tax losses can be utilised.

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2023

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 utilised.

Deferred taxes are not provided on the undistributed earnings of subsidiaries where it is expected that the earnings of the subsidiary will not be distributed in the foreseeable future. Deferred tax assets and liabilities are offset when they relate to income taxes levied by the same taxation authority and the relevant entity intends to settle its current tax assets and liabilities on a net basis.

Deferred tax relating to items recognized outside the statement of profit and loss is recognised outside the statement of profit and loss. Such deferred tax items are recognized in correlation to the underlying transaction either in other comprehensive income or directly in equity.

Deferred tax assets and liabilities are measured using substantively enacted tax rates expected to apply to taxable income in the years in which the temporary differences are expected to be received or settled.

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 Other Comprehensive Income, in which case, the current and deferred tax income/expense are recognized in Other Comprehensive Income.

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. Deferred tax assets and deferred tax liabilities are offset if a tax legally enforceable right exists to set off current assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

2.12 IMPAIRMENT OF NON-FINANCIAL ASSETS

An assessment is done at each Balance Sheet date to ascertain whether there is any indication that an asset may be impaired. If any such indication exists, an estimate of the recoverable amount of asset is determined. If the carrying value of relevant asset is higher than the recoverable amount, the carrying value is written down accordingly.

2.13 PROVISIONS, CONTINGENT LIABILITIES AND CONTINGENT ASSETS

The Company creates a provision when there is present obligation as a result of a past event that probably requires an outflow of resources and a reliable estimate can be made of the amount of the obligation.

A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. The Company also discloses present obligations for which a reliable estimate cannot be made. When there is a possible obligation or a present obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made.

Contingent Assets are not recognised in the financial statements.

2.14 STATEMENT OF CASH FLOWS

Statement of Cash Flows is prepared segregating the cash flows into operating, investing and financing activities. Cash flow from operating activities is reported using indirect method adjusting the net profit for the effects of:

- i. changes during the period in inventories, operating receivables, payables and transactions of a non-cash nature;
- ii. non-cash items such as depreciation, provisions, deferred taxes, unrealized foreign currency gains and losses and ;
- iii. all other items for which the cash effects are investing or financing cash flows. Cash and cash equivalents (including bank balances) shown in the Statement of Cash Flows exclude items, which are not available for general use as on the date of Balance Sheet.

2.15 EARNINGS PER SHARE

Basic earnings per share is calculated by dividing the net profit or loss (before Other Comprehensive Income) for the year attributable to equity shareholders (after deducting attributable taxes) by the weighted average number of equity shares outstanding during the year.

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2023

For the purpose of calculating diluted earnings per share, the net profit or loss (before Other Comprehensive Income) for the year attributable to equity shareholders and the weighted average number of shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares.

2.16 RETIREMENT BENEFITS**Short-Term Employee Benefits**

Liabilities for salaries and bonus, including non-monetary benefits, if any and accumulating leave balance in respect of employees' services up to the end of the reporting period, are recognised as liabilities and expenses.

Defined Contribution Plan and Defined Benefit Plan

Retirement benefits in the form of provident fund under the Employees Provident Fund (Misc. Provisions) Act, 1952 and gratuity under the Payment of Gratuity Act, 1972 are not applicable to the Company as the total numbers of employees are below the minimum required number of employees as specified in respective acts.

Other Long-Term Benefits

The expected costs of other long-term employee benefits such as accumulated leaves are accrued over the period of employment and same has been provided based on accrual basis at year end.

2.17 SHARE CAPITAL

Ordinary shares are classified as equity. Incremental costs directly attributable to the issuance of new ordinary shares, share options and buyback of ordinary shares are recognized as a deduction from other equity.

2.18 SEGMENT REPORTING

The Company is engaged primarily in the business of "Investments, trading in shares and securities & Lending Activities" and accordingly there are no separate reportable segments as per Ind AS 108 dealing with Operating Segment.

2.19 COMMITMENTS

Commitments are future liabilities for contractual payments, classified and disclosed as follows:

- i. estimated amount of contracts remaining to be executed on capital account and not provided for;
- ii. uncalled liability on partly paid shares and other investments;
- iii. other non-cancellable commitments, if any, to the extent they are considered material and relevant in the opinion of management.

2.20 RECENT ACCOUNTING PRONOUNCEMENTS

Ministry of Corporate Affairs ("MCA") vide notification dated 31 March 2023, has made the amendments to the existing standards, which are effective from 1st April, 2023.

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2023

(Rs. in Lakhs, unless otherwise stated)

Note 3: Cash and cash equivalents

Particulars	As at 31 st March, 2023	As at 31 st March, 2022
Cash and cash equivalents		
(a) Cash on hand	1.04	0.98
(b) Balances with banks		
(i) In current accounts	11.77	182.45
Total	12.81	183.43

Note 4: Bank Balance other than Cash and cash equivalents

Particulars	As at 31 st March, 2023	As at 31 st March, 2022
Balances with banks		
In deposit accounts (refer note 43)	3.76	3.76
Total	3.76	3.76

Note 5: Receivables

Particulars	As at 31 st March, 2023	As at 31 st March, 2022
Trade Receivable		
Considered good – unsecured	-	91.39
	-	91.39
Less: Impairment on financial instruments	-	-
Total	-	91.39
Receivable from related parties (Refer note 33)	-	91.39

Trade receivables ageing - As at 31st March, 2023

Particulars	Not Due	Outstanding for following periods from due date of payment					Total
		Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
1. Undisputed Trade receivables – considered good	-	-	-	-	-	-	-
2. Undisputed Trade receivables - significant increase in credit risk	-	-	-	-	-	-	-
3. Undisputed Trade receivables – credit impaired	-	-	-	-	-	-	-
4. Disputed Trade receivables– considered good	-	-	-	-	-	-	-
5. Disputed Trade receivables - significant increase in credit risk	-	-	-	-	-	-	-
6. Disputed Trade receivables – credit impaired	-	-	-	-	-	-	-

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2023

(Rs. in Lakhs, unless otherwise stated)

Trade receivables ageing - As at 31st March, 2022

Particulars	Not Due	Outstanding for following periods from due date of payment					Total
		Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
1. Undisputed Trade receivables – considered good	91.39	-	-	-	-	-	91.39
2. Undisputed Trade receivables - significant increase in credit risk	-	-	-	-	-	-	-
3. Undisputed Trade receivables – credit impaired	-	-	-	-	-	-	-
4. Disputed Trade receivables– considered good	-	-	-	-	-	-	-
5. Disputed Trade receivables - significant increase in credit risk	-	-	-	-	-	-	-
6. Disputed Trade receivables – credit impaired	-	-	-	-	-	-	-

Notes:

1. No trade or other receivables are due from directors or other officers of the Company either severally or jointly with any other person. Nor any trade or other receivables are due from firms or private companies respectively in which any director is a partner, a director or a member.
2. No trade receivables are interest bearing.
3. The management expects no default in receipt of trade receivables; also there is no history of default observed by the management. Hence, no ECL has been recognised on trade receivables.

Note 6: Loans

Particulars	As at 31 st March, 2023	As at 31 st March, 2022
At amortised cost		
Unsecured:		
(a) Loans repayable on Demand to related parties	-	56.50
(b) Others Loans to employees	13.81	18.81
	13.81	75.31
Less: impairment on financial instruments	-	0.23
Total	13.81	75.08

1. The loans are given in India and to other than public sectors.
2. All the above loans are classified into various stages as per Ind AS 109 as given in RBI/2019-20/170 DOR (NBFC).CC.PD. No.109/22.10.106/2019- 20, dated 13th March, 2020. The summary of classification of loans are below;

Particulars	Stage	As at 31 st March, 2023	As at 31 st March, 2022
Gross carrying amount	Stage 1	13.81	75.31
		13.81	75.31
Less: impairment on financial instruments	Stage 1	-	0.23
		-	0.23
Net carrying amount		13.81	75.08

Note 7: Investments

Particulars	As at 31 st March, 2023		As at 31 st March, 2022	
	No of Shares/ Units	Amount	No of Shares/ Units	Amount
(A) At fair value through other comprehensive income				
(i) Investment in other equity instruments				
Quoted equity shares				
Bajaj Finance Limited	1,050	58.98	1,050	76.23
Bharti Airtel Limited	22,600	169.27	22,600	170.62
Bharti Airtel Limited-Partly paid	5,89,248	2,160.77	1,648	6.53
Bharat Gears Limited	450	0.47	300	0.43
CSL Finance Limited	2,477	4.80	2,477	4.35
Dalmia Bharat Limited	14,500	285.40	14,500	216.86
Ess Dee Aluminium Limited	1	0.00	1	0.00
HDFC Bank Limited	8,600	138.42	8,650	127.19
Housing Development Finance Corporation Limited	9,000	236.30	9,000	215.14
ICICI Bank Limited	6	0.05	356	2.60
Prithvi exchange (India) Limited	10	0.01	10	0.00
Ramky Infrastructure Limited	1	0.00	1	0.00
Sadbhav Engineering Limited	9,04,617	78.25	9,04,617	239.27
Sadbhav Infrastructure Project Limited	37,547	1.13	37,547	3.38
SBI Life Insurance Company Limited	55,200	607.81	55,200	619.04
Shree Ganesh Forgings Limited	1	0.00	1	0.00
Welspun Enterprises Limited	8,000	10.04	8,000	5.84
		3,751.69		1,687.47
Unquoted equity shares				
National Stock Exchange of India Limited	1,50,000	4,070.15	1,50,000	4,225.50
Teracom Limited	81,500	-	81,500	8.88
		4,070.15		4,234.38
Less : Allowance for impairment loss		-		8.88
Total (i)		7,821.83		5,912.97
(ii) Investment in equity instrument of Group Companies				
Quoted equity Shares				
GeeCee Ventures Limited	7,93,043	1,013.51	7,93,043	1,190.36
Winro Commercial (India) Limited	1,00,150	248.36	1,00,150	248.36
		1,261.86		1,438.71
Unquoted equity shares				
Four Dimensions Advisors Private Limited	13,000	4.29	13,000	4.26
Four Dimensions Securities (India) Limited	18,89,193	16,129.12	18,89,193	16,034.28
GeeCee Business Private Limited	3,108	35.87	3,108	36.37
Urudavan Investment and Trading Private Limited	30,25,000	264.17	30,25,000	343.10
Singularity Holdings Limited	13,50,166	5,458.31	13,50,166	5,290.37
		21,891.77		21,708.38
Total (ii)		23,153.64		23,147.09
Total - (A) = (i + ii)		30,975.47		29,060.07
(B) At fair value through Profit or Loss				
(i) Investment in Venture Capital Funds/ Alternative Investment fund				
Unquoted				
Urban Infrastructure Opportunities Fund	-	-	540	35.05
Sixth Sense India Opportunities III	85,000	924.18	55,000	588.15
Anchorage Capital Scheme I	1,508	1,508.00	-	-
Kshitij Venture Capital Fund	10,000	0.69	10,000	1.18
		2,432.87		624.39
Less : Allowance for impairment loss		-		1.18
Total (i)		2,432.87		623.21

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2023

(Rs. in Lakhs, unless otherwise stated)

Particulars	As at 31 st March, 2023		As at 31 st March, 2022	
	No of Shares/ Units	Amount	No of Shares/ Units	Amount
(ii) Investment in Equity (quoted)				
Welspun India Limited	33,93,121	2,159.72	29,13,121	2,646.57
Laurus Labs Limited	3,15,000	922.79	3,15,000	1,858.82
Adani Enterprises Limited	110	1.93	10	0.20
Adani Ports And Special Economic Zone Limited	1,00,000	631.90	-	-
Automobile Corporation of Goa Limited	-	-	6,000	56.04
GMR Airports Infrastructure Limited	33,00,000	1,338.15	62,50,000	2,309.38
Gujarat Fluorochemicals Limited	10,000	302.02	-	-
Indusind Bank Limited	350	3.74	-	-
JSW Energy Limited	75,000	180.64	-	-
Kotak Mahindra Bank Limited	50,000	866.43	-	-
Macrotech Developers Limited	19,644	182.75	-	-
Religare Enterprise Limited	-	-	1,000	1.30
Cantabil Retail India Limited	80,000	664.76	80,000	736.68
Ambuja Cements Limited	6,72,000	2,456.50	-	-
Vedanta Limited	-	-	7,00,600	2,825.87
Patanjali Foods Limited	500	4.85	-	-
Quint Digital Media Limited	88,087	115.34	-	-
Welspun Corp Limited	1,00,000	200.50	-	-
Total (ii)		10,032.00		10,434.86
(iii) Investment in Equity (Unquoted)				
Chennai Super Kings Cricket Limited	1,00,000	173.00	-	-
Total (iii)		173.00		-
(iv) Investment in Compulsory Convertible Preference shares (Unquoted)				
Altigreen Propulsion Labs Private Limited	1,694	249.93	1,694	249.93
Total (iv)		249.93		249.93
(v) Investment in Mutual Funds (Unquoted)				
ICICI Prudential Overnight fund Direct plan-Growth option	86,140.06	1,040.99	19,22,484.03	2,203.32
HDFC Overnight fund Direct plan-Growth option	35,474.00	1,180.73	-	-
Kotak Overnight fund Direct plan-Growth option	1,61,063.63	1,925.99	3,46,414.32	3,927.64
Total (v)		4,147.70		6,130.96
Total - (B) = (i + ii + iii + iv + v)		17,035.50		17,438.95
(C) Others				
(i) At Cost				
Investment in equity instruments (Unquoted)				
(a) of Subsidiaries				
Arkaya Commercial Private Limited	17,820	1.78	17,820	1.78
Sareshwar Trading and Finance Private Limited	93,700	18.37	93,700	18.37
		20.15		20.15
(b) of Associate Company				
Arcies Laboratories Limited	2,500	0.25	2,500	0.25
		0.25		0.25
Total - (a + b)		20.40		20.40
(ii) Capital Contribution (Financial Guarantee)				
Urudavan Investment and Trading Private Limited		7.08		7.08
		7.08		7.08
Total - (C) = (i + ii)		27.48		27.48

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2023
(Rs. in Lakhs, unless otherwise stated)

Particulars	As at 31 st March, 2023		As at 31 st March, 2022	
	No of Shares/ Units	Amount	No of Shares/ Units	Amount
Total (A + B +C)		48,038.45		46,526.50
Out of above				
In India		48,038.45		46,526.50
Outside India		-		-
Total		48,038.45		46,526.50

Note :

- Investment in subsidiaries and associate are measured at cost as per Ind AS 27.
- Out of the above investments, company has pledged certain investments. The details are as below:

Name of Scripts	No of Shares	
	As at 31 st March, 2023	As at 31 st March, 2022
Margin Pledge with Four Dimensions Securities (India) Limited (Stock Broker)		
Bajaj Finance Limited	1,050	1,050
Bharti Airtel Limited	22,300	22,600
Cantabil Retail India Limited	-	80,000
Dalmia Bharat Limited	14,500	14,500
GMR Airport Infrastructure Limited	-	10,00,000
HDFC Bank Limited	-	8,650
Housing Development Finance Corporation Limited	-	9,000
ICICI Bank Limited	-	256
Laurus Labs Limited	50,000	1,15,000
Sadbhav Infrastructure Project Limited	-	9,00,000
SBI Life Insurance Company Limited	-	55,200
Welspun India Limited	22,00,000	24,00,000
Welspun Corp Limited	1,00,000	-
Ambuja Cements Limited	6,22,000	-
Margin Pledge with Antique Stock Broking Limited (Stock Broker)		
Macrotech Developers Limited	19,600	-
Laurus Labs Limited	50,000	-
Pledged With NBFC's		
Ambuja Cements Limited	50,000	-
GMR Airport Infrastructure Limited	13,00,000	50,00,000
Gujarat Fluorochemicals Limited	10,000	-
HDFC Bank Limited	8,600	-
Housing Development Finance Corporation Limited	9,000	-
SBI Life Insurance Company Limited	55,200	-
Laurus Labs Limited	2,15,000	2,00,000
Vedanta Limited	-	5,55,000
Welspun India Limited	7,12,600	5,12,600
Pledged With NBFC's on behalf of its group company [Refer note 30(4)]		
Vedanta Limited	-	1,45,000

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2023

(Rs. in Lakhs, unless otherwise stated)

Note 8: Stock in trade (Securities held for trading)

Particulars	No of Shares	As at 31 st March, 2023	No of Shares	As at 31 st March, 2022
(A) At fair value through Profit or Loss				
Investment in equity instruments				
Quoted				
SVP Global Ventures Limited	-	-	5,540	2.46
Shilpa medicare Limited	1,297	2.97	1,297	5.16
India Pesticides Limited	-	-	3,04,312	819.21
Just Dial Limited	-	-	20,000	142.28
		2.97		969.11
Unquoted				
Consolidated Fibers & Chemicals Limited	50	0.01	50	0.01
Auroplast India Limited	2,500	-	2,500	0.25
ARCL Organics Limited	5,000	1.97	5,000	1.97
East Aggle Plastic Limited	660	-	660	0.01
Meeraj Multiweb Industries Limited	24,000	4.44	24,000	4.50
		6.41		6.74
Less: Allowance for impairment loss		-		0.26
Total		9.38		975.59
Out of above				
In India		9.38		975.59
Outside India		-		-
Total		9.38		975.59

Note :

1. Out of the above stocks, the company has pledged certain stocks. The details are as below:

Name of Scripts	No of Shares	
	As at 31 st March, 2023	As at 31 st March, 2022
Margin Pledge with Four Dimensions Securities (India) Limited (Stock Broker)		
India Pesticides Limited	-	1,50,000
Pledged With NBFC's		
India Pesticides Limited	-	1,54,000
Just Dial Limited	-	20,000

Note 9: Other financial assets

Particulars	As at 31 st March, 2023	As at 31 st March, 2022
(a) Security deposits	0.01	0.01
(b) Dividend receivables	-	1.10
(c) Other receivable (Refer note 1 below)	7.37	4.27
Total	7.38	5.38

- Other receivable includes receivable from AIF and TDS receivable.
- Impairment allowance recognised on other financial assets is Rs. Nil (Previous year: Rs. Nil)

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2023

(Rs. in Lakhs, unless otherwise stated)

Note 10: Property, Plant and Equipment

Current Year

Particulars	Gross Block			Accumulated Depreciation			Net Block		
	As at 1 st April, 2022	Additions	(Disposals)	As at 31 st March, 2023	As at 1 st April, 2022	Depreciation charge for the year	(Disposals)	As at 31 st March, 2023	As at 31 st March, 2023
Land	0.59	-	-	0.59	-	-	-	-	0.59
Motor cycle	0.91	-	-	0.91	0.60	0.07	-	0.66	0.25
Motor vehicles	4.98	-	-	4.98	2.79	-	-	2.79	2.19
Telephone	0.00	-	-	0.00	-	-	-	-	0.00
Computers	3.76	-	-	3.76	1.92	1.13	-	3.05	0.71
Mobile	0.09	-	-	0.09	0.09	0.00	-	0.09	0.00
Total	10.33	-	-	10.33	5.39	1.20	-	6.59	3.73

Previous Year

Particulars	Gross Block			Accumulated Depreciation			Net Block		
	As at 1 st April, 2021	Addition	(Disposals)	As at 31 st March, 2022	As at 1 st April, 2021	Depreciation charge for the year	(Disposals)	As at 31 st March, 2022	As at 31 st March, 2022
Land	0.59	-	-	0.59	-	-	-	-	0.59
Motor cycle	0.91	-	-	0.91	0.51	0.09	-	0.60	0.31
Motor vehicles	4.98	-	-	4.98	2.79	-	-	2.79	2.19
Telephone	0.00	-	-	0.00	-	-	-	-	0.00
Computers	1.67	2.09	-	3.76	1.05	0.87	-	1.92	1.84
Mobile	0.09	-	-	0.09	0.06	0.03	-	0.09	0.00
Total	8.24	2.09	-	10.33	4.40	0.99	-	5.39	4.93

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2023

(Rs. in Lakhs, unless otherwise stated)

Note 11: Other non-financial assets

Particulars	As at 31 st March, 2023	As at 31 st March, 2022
(a) Security deposits against appeals (refer note 44)	101.05	101.05
(b) Prepaid expenses	1.06	0.83
(c) Others*	0.00	7.00
Total	102.11	108.88

*Others includes amount advanced for expenses.

Note 12: Payables

Particulars	As at 31 st March, 2023	As at 31 st March, 2022
Trade Payables		
-Total outstanding dues of micro enterprises and small enterprises	0.06	0.04
-Total outstanding dues of creditors other than micro enterprises and small enterprises	6.88	1.22
Total	6.93	1.27
Payable to related parties (Refer note 33)	5.49	-

Based on and to the extent of information received by the Company from the suppliers regarding their status under the Micro, Small and Medium Enterprises Development Act, 2006 (MSMED Act) and relied upon by the auditors, the relevant particulars as at the year-end are furnished below:

Particulars	As at 31 st March, 2023	As at 31 st March, 2022
(i) Principal amount remaining unpaid to any supplier as at the end of the accounting year.	0.06	0.04
(ii) Interest due thereon remaining unpaid to any supplier as at the end of the accounting year.	-	-
(iii) The amount of interest paid along with the amounts of the payment made to the supplier beyond the appointed day.	-	-
(iv) The amount of interest due and payable for the year.	-	-
(v) The amount of interest accrued and remaining unpaid at the end of the accounting year.	-	-
(vi) The amount of further interest due and payable even in the succeeding year, until such date when the interest dues as above are actually paid.	-	-

Trade Payables ageing - As at 31st March, 2023

Particulars	Unbilled	Not due	Outstanding for following periods from due date of payment					Total
			Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
(i) MSME	0.05	-	0.01	-	-	-	-	0.06
(ii) Others	1.26	1.05	4.56	-	-	-	-	6.88
(iii) Disputed dues - MSME	-	-	-	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-	-	-	-

Trade Payables ageing - As at 31st March, 2022

Particulars	Unbilled	Not due	Outstanding for following periods from due date of payment					Total
			Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
(i) MSME	-	-	0.04	-	-	-	-	0.04
(ii) Others	1.17	-	0.05	-	-	-	-	1.22
(iii) Disputed dues - MSME	-	-	-	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-	-	-	-

Note 13: Borrowings (Other than debt securities)

Particulars	As at 31 st March, 2023	As at 31 st March, 2022
At Amortised cost		
A. Term loan		
Secured		
From other parties	2,200.00	750.00
Add: Interest accrued	33.30	6.65
	2,233.30	756.65
B. Loan repayable on demand		
Secured		
From other parties	-	2,000.00
Add: Interest accrued	-	10.29
	-	2,010.29
Total (A + B)	2,233.30	2,766.94
Borrowings in India	2,233.30	2,766.94
Borrowings outside India	-	-

Notes:

- The company has used the borrowings from financial institutions for the specific purpose for which it was taken at the balance sheet date.
- During the financial year 2022-23, the company has taken secured loan from Barclays Investments and Loans Private Limited. This secured loan is taken against pledge of shares/securities of companies forming part of investments. Further the Promoter have also pledge shares of various companies held by them against the short term loan taken.

3. Nature of Security

Term loans as well as loan repayable on demand from financial institutions are secured by way of pledge of shares /securities.

4. Terms of Repayment as at March 31, 2023

Tenure (from the date of the Balance Sheet)	Rate of interest per annum	No of instalments	Amount
upto 2 months	9.00%	1	1,450.00
upto 2 months	9.10%	1	750.00

Terms of Repayment as at March 31, 2022

Tenure (from the date of the Balance Sheet)	Rate of interest per annum	No of instalments	Amount
upto 11 months	7.70%	1	750.00
On demand	8.00%	-	2,000.00

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2023

(Rs. in Lakhs, unless otherwise stated)

Note 14: Other financial liabilities

Particulars	As at 31 st March, 2023	As at 31 st March, 2022
(a) Employee benefits payable	42.39	35.67
(b) Others (Refer note 1 below)	0.08	0.08
Total	42.46	35.75
Payable to related parties (Refer note 33)	26.72	23.13

Note:

1. Others include provision for expenses.

Note 15: Current tax liabilities (net)

Particulars	As at 31 st March, 2023	As at 31 st March, 2022
Income tax provision [net of advance tax Rs 2142.21 lakhs (March 31, 2022 : Rs 971.69 lakhs)]	13.72	78.75
Total	13.72	78.75

Note 16: Provisions

Particulars	As at 31 st March, 2023	As at 31 st March, 2022
Provision for employee benefits		
Provision for leave encashment	16.06	16.08
Total	16.06	16.08

Note 17: Deferred Tax Liabilities /(Assets) (Net)

Particulars	As at 31 st March, 2023	As at 31 st March, 2022
Deferred tax relates to the following:		
(A) Deferred tax liabilities		
Financial instruments measured at fair value through OCI - Equity shares	2,336.66	2,318.55
Financial instruments measured at fair value through profit or loss		
- Equity shares	274.91	498.68
- Venture capital funds/ Alternative Investment funds	8.43	4.17
- Mutual funds	4.65	0.24
- Stock in trade (securities held for trading)	0.93	0.95
Dividend receivables	-	0.28
	2,625.58	2,822.87
(B) Deferred tax assets		
Marked to Market- (profit)/loss on open positions in derivative segment	(1.36)	77.27
Unused benefit of long term capital losses	(66.43)	(38.03)
Unused benefit of Short term capital losses	(22.19)	-
Impairment loss allowance on financial assets	(1.01)	(1.07)
Provision for leave encashment	(4.04)	(4.05)
Depreciation on property, plant and equipment	(2.17)	(2.54)
	(97.21)	31.59
Total Deferred tax liabilities/ (assets) (A + B)	2,528.37	2,854.46

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2023
(Rs. in Lakhs, unless otherwise stated)
Movement of Deferred tax liabilities/ (assets):
- For the year ended 31st March 2023

Deferred Tax liabilities /(assets)	Opening Balance as at 1 st April, 2022	Recognised in Profit & loss	Recognised in Other Comprehensive Income	Closing Balance as at 31 st March, 2023
Deferred tax liabilities in relation to:				
Financial instruments measured at fair value through OCI - Equity Shares	2,318.55	-	18.11	2,336.66
Financial instruments measured at fair value through profit or loss				
- Equity shares	498.68	(223.77)	-	274.91
- Venture capital funds/ Alternative Investment funds	4.17	4.26	-	8.43
- Mutual funds	0.24	4.41	-	4.65
-Stock in trade (securities held for trading)	0.95	(0.02)	-	0.93
Dividend receivables	0.28	(0.28)	-	-
Deferred tax assets in relation to:				
Marked to Market- (profit)/loss on open positions in derivative segment	77.27	(78.63)	-	(1.36)
Unused benefit of long term capital losses	(38.03)	(28.54)	0.14	(66.43)
Unused benefit of Short term capital losses	-	(22.19)	-	(22.19)
Impairment loss allowance on financial assets	(1.07)	0.06	-	(1.01)
Provision for leave encashment	(4.05)	0.00	-	(4.04)
Depreciation on property, plant and equipment	(2.54)	0.37	-	(2.17)
	2,854.46	(344.34)	18.25	2,528.37

- For the year ended 31st March 2022

Deferred Tax liabilities /(assets)	Opening Balance as at 1 st April, 2021	Recognised in Profit & loss	Recognised in Other Comprehensive Income	Closing Balance as at 31 st March, 2022
Deferred tax liabilities in relation to:				
Financial instruments measured at fair value through OCI - Equity Shares	1,523.06	-	795.49	2,318.55
Financial instruments measured at fair value through profit or loss				
-Equity shares	328.29	170.39	-	498.68
-Venture capital funds/ Alternative Investment funds	2.21	1.97	-	4.17
-Mutual funds	-	0.24	-	0.24
-Stock in trade (securities held for trading)	(0.32)	1.26	-	0.95
Dividend receivables	-	0.28	-	0.28
Deferred tax assets in relation to:				
Marked to Market- (profit)/loss on open positions in derivative segment	(28.17)	105.44	-	77.27
Unused benefit of business losses	(675.92)	675.92	-	-
Unused benefit of speculation losses	(9.62)	9.62	-	-

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2023

(Rs. in Lakhs, unless otherwise stated)

Deferred Tax liabilities /(assets)	Opening Balance as at 1 st April, 2021	Recognised in Profit & loss	Recognised in Other Comprehensive Income	Closing Balance as at 31 st March, 2022
Unused benefit of long term capital losses	(36.69)	35.34	(36.68)	(38.03)
Impairment loss allowance on financial assets	(0.08)	0.02	(1.02)	(1.07)
Provision for leave encashment	(3.99)	(0.06)	-	(4.05)
Amalgamation Expenses (Section 35DD of the Income Tax Act, 1961)	(1.19)	1.19	-	-
Depreciation on property, plant and equipment	(3.04)	0.50	-	(2.54)
	1,094.55	1,002.12	757.79	2,854.46

Note 18: Other non-financial liabilities

Particulars	As at 31 st March, 2023	As at 31 st March, 2022
Statutory dues	4.30	3.98
Total	4.30	3.98

Note 19: Equity Share Capital

Particulars	As at 31 st March, 2023		As at 31 st March, 2022	
	Number	Amount	Number	Amount
Authorised				
Equity shares of Rs. 10 each	82,50,000	825.00	82,50,000	825.00
Issued, Subscribed & Fully paid up				
Equity shares of Rs. 10 each (of the above 7,90,593 Shares were allotted pursuant to the Scheme of Amalgamation, without payment being received in cash.)	10,29,928	102.99	10,29,928	102.99
Total	10,29,928	102.99	10,29,928	102.99

(a) Rights of Equity Shareholders

The Company has only one class of equity shares. The shareholders are entitled to one vote per share, dividend, as and when declared by the Board of directors and approved by shareholders and residual assets, if any, after payment of all liabilities, in the event of liquidation of the Company.

(b) Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the reporting period:

Particulars	As at 31 st March, 2023		As at 31 st March, 2022	
	Number	Amount	Number	Amount
Shares outstanding at the beginning of the year	10,29,928	102.99	10,00,928	100.09
Add : Shares Issued during the year*	-	-	29,000	2.90
Less : Shares bought back during the year	-	-	-	-
Shares outstanding at the end of the year	10,29,928	102.99	10,29,928	102.99

*On April 28, 2021, the Company had allotted 29,000 Equity shares @ Rs 3665 per share (Including Premium of Rs 3655) on preferential basis to total 4 allottees of which two were Promoter group entities & remaining two were Public entities. The Company had received total amount of Rs 1062.85 lakhs by way of this preferential issue.

(c) Details of shareholders holding more than 5% shares in the Company

Name of Shareholder	As at 31 st March, 2023		As at 31 st March, 2022	
	Number	% of Holding	Number	% of Holding
Winro Commercial (India) Limited	1,83,529	17.82%	1,83,529	17.82%
Four Dimensions Securities (India) Limited	2,05,787	19.98%	2,05,787	19.98%
Ageless Capital and Finance Private Limited	63,930	6.21%	63,930	6.21%
Ashwin Kumar Kothari	61,081	5.93%	61,081	5.93%
Ashwin Kumar Kothari (HUF)	59,343	5.76%	59,343	5.76%
Ashwin Kumar Kothari (smaller) (HUF)	59,366	5.76%	59,366	5.76%

(d) The details of Shareholding of Promoters/Promoter Group

Name of Promoters/Promoter Group	Shares held by Promoters/Promoter Group				% Change during the year
	As at 31 st March, 2023		As at 31 st March, 2022		
	Number	% of total shares	Number	% of total shares	
Ashwin Kumar Kothari	61,081	5.93%	61,081	5.93%	-
Ashwin Kumar Kothari (smaller) (HUF)	59,366	5.76%	59,366	5.76%	-
Ashwin Kumar Kothari (HUF)	59,343	5.76%	59,343	5.76%	-
Pannalal C Kothari (HUF)	50,979	4.95%	50,979	4.95%	-
Rohit Ashwin Kothari	42,141	4.09%	42,141	4.09%	-
Harisingh Shyamsukha	11	0.00%	11	0.00%	-
Meena Ashwin Kothari	19,347	1.88%	19,347	1.88%	-
Four Dimensions Securities (India) Limited	2,05,787	19.98%	2,05,787	19.98%	-
Winro Commercial (India) Limited	1,83,529	17.82%	1,83,529	17.82%	-
Four Dimensions Advisors Private Limited	31,955	3.10%	31,955	3.10%	-
Singularity Holdings Limited	7,861	0.76%	7,861	0.76%	-
Sam-Jag-Deep Investments Private Limited	1,450	0.14%	1,450	0.14%	-
Niyati Parish Mehta	22,000	2.14%	22,000	2.14%	-

(e) The details of Aggregate number of equity shares issued for the period of five years immediately preceding the reporting date

- (i) Aggregate number and class of shares allotted as fully paid up pursuant to contract(s) without payment being received in cash. - Nil
- (ii) Aggregate number and class of shares allotted as fully paid up by way of bonus shares - Nil
- (iii) Aggregate number and class of shares bought back - Nil

(f) Capital management for the Company's objectives, policies and processes for managing capital - Refer Note 35

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2023

(Rs. in Lakhs, unless otherwise stated)

Note 20: Other Equity

Particulars	As at 31 st March, 2023	As at 31 st March, 2022
1) Reserves and Surplus		
(a) Capital Redemption Reserve		
Opening balance	2.97	2.97
Closing balance	2.97	2.97
(b) Statutory Reserve		
Reserve fund in terms of section 45-IC(1) of the Reserve Bank of India Act, 1934		
Opening balance	2,900.27	1,602.69
Add: Transfer from Retained earnings	233.28	1,297.58
Closing balance	3,133.55	2,900.27
(c) General Reserve		
Opening balance	1,890.26	1,890.26
Closing balance	1,890.26	1,890.26
(d) Retained Earnings		
Opening balance	16,428.99	10,384.27
Add: Profit for the year	1,166.40	6,487.90
Add: Transferred from other comprehensive income		
Realised gain/(loss) on equity shares (net of tax)	(0.99)	854.40
Less: Transferred to reserve fund in terms of section 45-IC(1) of the Reserve Bank of India Act, 1934	(233.28)	(1,297.58)
Closing balance	17,361.12	16,428.99
(e) Capital Reserve		
Opening balance	303.42	303.42
Closing balance	303.42	303.42
(f) Securities Premium		
Opening balance	1,059.30	-
Add: On preferential issue of equity shares	-	1,059.95
Less: Expenses written off on preferential issue of equity shares	-	(0.65)
Closing balance	1,059.30	1,059.30
2) Other comprehensive income on equity securities		
Opening balance	19,529.52	13,309.12
Add: Addition during the year	(37.82)	7,074.80
Less: Transferred to Retained earnings		
Realised gain/loss on equity shares (net of tax)	0.99	(854.40)
Closing balance	19,492.69	19,529.52
Total	43,243.30	42,114.72

Nature and Purpose of other equity**a) Capital Redemption Reserve**

It represents the reserve which is created on buy back of equity shares made out of free reserve. The redemption value equivalent to the nominal value of shares so purchased is transferred to this reserve out of profit of the company. This reserve can be utilised for issuing fully paid-up bonus shares..

b) Statutory Reserve under Sec 45 IC of The RBI Act, 1934

Every year the Company transfers a sum of not less than twenty per cent of net profit of that year as disclosed in the statement of profit and loss to its Statutory Reserve pursuant to Section 45-IC of the RBI Act, 1934..

The conditions and restrictions for distribution attached to statutory reserve as specified in Section 45-IC(1) in The Reserve Bank of India Act, 1934:

1. Every non-banking financial company (NBFC) shall create a reserve fund and transfer therein a sum not less than twenty per cent of its net profit every year as disclosed in the profit and loss account and before any dividend is declared.
2. No appropriation of any sum from the statutory reserve fund shall be made by the NBFC except for the purpose as may be specified by the RBI from time to time and every such appropriation shall be reported to the RBI within twenty-one days from the date of such withdrawal

Provided that the RBI may, in any particular case and for sufficient cause being shown, extend the period of twenty one days by such further period as it thinks fit or condone any delay in making such report.

3. Notwithstanding anything contained in sub-section (1), the Central Government may, on the recommendation of the RBI and having regard to the adequacy of the paid-up capital and reserves of a NBFC in relation to its deposit liabilities, declare by order in writing that the provisions of sub-section (1) shall not be applicable to the NBFC for such period as may be specified in the order.

Provided that no such order shall be made unless the amount in the reserve fund under sub-section (1) together with the amount in the share premium account is not less than the paid-up capital of the NBFC.

c) General Reserve

Amounts set aside from retained earning as a reserve to be utilised for permissible general purpose as per applicable Law.

d) Retained Earnings

Retained earnings represents profits that the company earned till date including impact of changes in fair value of investments which are classified as FVTPL category, realised profit/(loss) on derecognition of equity shares classified as FVTOCI, less any transfers to General reserve, Statutory reserve, Dividends and other distributions paid to the shareholders.

e) Capital Reserve

Capital reserve represents reserve created pursuant to the business combination.

f) Securities Premium

Securities Premium reserve represents premium received on equity shares issued, which can be utilised only in accordance with the provisions of the Companies Act, 2013 for specified purposes.

g) Other comprehensive income on equity securities

The Company has elected to recognise changes in the fair value of certain investments in equity shares in other comprehensive income. These changes are accumulated in the Other comprehensive income-equity investments reserve. The Company transfers amounts (net of tax) from this reserve to retained earnings when the relevant equity shares are derecognised.

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2023

(Rs. in Lakhs, unless otherwise stated)

Note 21: Interest income

Particulars	For the year ended 31 st March, 2023	For the year ended 31 st March, 2022
On financial assets measured at amortised cost		
(a) Interest on loans		
- Related parties	61.25	63.75
- Others	-	20.51
(b) Interest on deposits with banks	0.71	11.46
On financial assets measured at fair value through profit or loss accounts		
(a) Interest income from investments	0.23	-
Total	62.20	95.72
Income from related parties (Refer note 33)	61.25	63.75

Note 22: Dividend income

Particulars	For the year ended 31 st March, 2023	For the year ended 31 st March, 2022
Dividend income		
From group companies	-	15.07
From other companies	450.10	148.72
Total	450.10	163.79
Income from related parties (Refer note 33)	-	15.07

Note 23: Net gain on fair value changes

Particulars	For the year ended 31 st March, 2023	For the year ended 31 st March, 2022
Net gain on financial instruments measured at fair value through profit or loss		
(A) On trading portfolio :		
Stock-in trade		
Trading gain /(loss) on financial instruments (refer note (a) below)	(320.47)	(413.15)
(B) Others		
Realised gain/(loss) on financial instruments	(53.82)	296.62
Unrealised gain/(loss) on financial instruments	(1,924.59)	1,532.02
Gain/ (loss) from trading in securities (future and option segments)	4,165.99	6,958.07
Gain from speculation in equity shares - cash segment	17.88	45.14
Total	1,884.99	8,418.72
Net gain on fair value changes		
Realised	3,814.97	6,579.66
Unrealised	(1,929.98)	1,839.06
Total	1,884.99	8,418.72
(a) On trading portfolio		
Sale of shares	786.36	3,415.51
Add: Reclassification from stock-in trade to investments	886.36	-
Less: Purchases of shares	1,026.99	4,397.86
Less: Changes in inventories (refer note (i) below)	966.20	(569.20)
Total	(320.47)	(413.15)

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2023

(Rs. in Lakhs, unless otherwise stated)

Particulars		For the year ended 31 st March, 2023	For the year ended 31 st March, 2022
(i)	Changes in inventories		
	<u>Inventories at the end of the year:</u>		
	Stock-in-trade	9.38	975.59
		9.38	975.59
	<u>Inventories at the beginning of the year:</u>		
	Stock-in-trade	975.59	406.38
		975.59	406.38
	Net (increase) / decrease	966.20	(569.20)

Note 24: Others

Particulars		For the year ended 31 st March, 2023	For the year ended 31 st March, 2022
(i)	Reversal of provision on Standard assets	0.23	0.09
(ii)	Fees charged on financial guarantee given for group company	0.04	0.14
	Total	0.27	0.23
	Income from related parties (Refer note 33)	0.04	0.14

Note 25: Other income

Particulars		For the year ended 31 st March, 2023	For the year ended 31 st March, 2022
	Interest received on		
	Income tax refund	0.65	2.33
	Total	0.65	2.33

Note 26: Finance costs

Particulars		For the year ended 31 st March, 2023	For the year ended 31 st March, 2022
	On financial liabilities measured at amortised cost		
	Interest on borrowings		
	other parties	154.33	66.87
	Other Interest expense		
	Interest on short payment of advance tax	21.50	24.00
	Total	175.83	90.87

Note 27: Employee benefits expenses

Particulars		For the year ended 31 st March, 2023	For the year ended 31 st March, 2022
	Salaries, wages and bonus to employees	167.50	147.12
	Staff welfare expenses	1.63	1.71
	Total	169.13	148.83
	Payment to related parties (Refer note 33)	89.50	81.35

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2023

(Rs. in Lakhs, unless otherwise stated)

Note 28: Other expenses

Particulars	For the year ended 31 st March, 2023	For the year ended 31 st March, 2022
Rates and taxes, excluding taxes on income	41.89	60.60
Legal and professional fees	4.05	7.91
Director's fees	0.67	0.72
Advertisement and publicity	1.86	1.12
Printing and stationery	0.52	0.32
Insurance	0.27	0.30
Auditor's fees & expenses (refer note (i) below)	1.00	1.13
Expenditure towards Corporate Social Responsibility (Refer note (ii) below)	70.00	-
Other expenditure	25.73	5.98
Total	146.00	78.07
Payment to related parties (Refer note 33)	5.01	0.81

Note (i)

Particulars	For the year ended 31 st March, 2023	For the year ended 31 st March, 2022
(i) Auditor's fees & expenses comprises of:		
As auditors - Statutory audit	0.75	0.75
for other services	0.25	0.38
Total	1.00	1.13

Note: Amount of Auditors' remuneration above is excluding Goods and Service Tax.

Note (ii)

Particulars	For the year ended 31 st March, 2023	For the year ended 31 st March, 2022
Corporate Social Responsibility expenditure (CSR)		
(a) Gross amount required to be spent by the Company during the year	33.50	-
(b) Amount spent during the year on:		
(i) Construction/acquisition of any asset	-	-
(ii) On purpose other than (i) above	70.00	-
(c) shortfall at the end of the year	-	-
(d) total of previous years shortfall	-	-
(e) reason for shortfall	NA	-

The Company undertakes the following activities in the nature of Corporate social responsibility (CSR):

- Promoting education for poor & needy, especially for poor girls.
- Promoting preventive health care and sanitation in rural areas.
- Assisting poor & needy people for Medical expense such as hospitalization, medicines etc.
- Eradicating hunger and poverty.
- Upliftment of the weaker section of the society.

Note:

- With respect to CSR, there have been no related party transactions during the year ended 31st March 2023

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2023
(Rs. in Lakhs, unless otherwise stated)
Note 29: Tax expenses

Particulars	For the year ended 31 st March, 2023	For the year ended 31 st March, 2022
i) Amounts recognised in Profit and Loss		
In respect of the current year income tax	1,084.00	872.01
in respect of deferred tax	(344.34)	1,002.12
	739.66	1,874.12
ii) Amounts recognised in Other Comprehensive Income		
In respect of the current year income tax	(0.14)	3.99
in respect of deferred tax	18.39	757.79
	18.25	761.79
Total Income tax expenses for the year (i+ii)	757.91	2,635.91

Particulars	For the year ended 31 st March, 2023	For the year ended 31 st March, 2022
Income tax expense for the year reconciled to the accounting profit:		
Profit before tax	1,906.06	8,361.42
Realised gain on equity instruments recognised through Other Comprehensive Income	1.09	825.12
Total	1,907.15	9,186.54
Income tax rate	25.17%	25.17%
Income tax expense	479.99	2,312.07
Tax Effect of :		
- Amounts which are not deductible (taxable) in calculating taxable income:		
Disallowance of 14A	-	0.09
Disallowance of Corporate social responsibility expenditure	17.62	-
Disallowances of STT on investments	4.51	4.91
Disallowance of Interest on income tax under sec 234C	5.41	6.04
- Amounts which are deductible (non taxable) in calculating taxable income :		
Unrealised gain/Loss on financial instruments recognised through profit or loss	269.27	(213.99)
Long term capital gain	(14.23)	(268.00)
- Loss/ (Income) taxable at differential rate (net)	(22.76)	(0.70)
	739.80	1,840.42
Deferred tax on unrealised gain on investments measured at fair value through OCI	18.11	795.49
Total Income tax expenses for the year	757.91	2,635.91

Note

The evaluation of uncertain tax positions involves an interpretation of relevant tax laws which could be subject to challenge by the tax authorities and an assessment of whether the tax authorities will accept the position taken. The Company does not currently consider that assumptions or judgements made in assessing tax liabilities have a significant risk resulting in a material adjustment within the next financial year. (Refer note 30)

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2023

(Rs. in Lakhs, unless otherwise stated)

Note 30 : Contingent Liabilities and Commitments :**A. Contingent Liabilities**

Aroni Commercials Limited (transferor company) was Amalgamated with Saraswati Commercial (India) Limited (transferee company) vide NCLT order dated 16th March, 2017. Hence all the contingent liabilities of Aroni commercials limited have been considered as contingent liability of Saraswati Commercial (India) Limited.

- During F.Y. 2004-05, The Aroni Commercials Limited had kept Rs 100.70 lakhs in Escrow account with Calyon Bank, Nariman Point Branch for any demands of stamp duty, penalties and liabilities that may arise on the scheme of arrangement as approved by the High Court of Judicature at Mumbai in terms of which company has transferred its Aluminium Chloride undertaking and wind mill undertaking to Nagda Orgo Chem Private Limited under Section 391 to Section 394 of the companies Act, 1956. On 1st October, 2012, The High court of Indore (Single Judge) has given decision in favour of the Company. Revenue had filed an writ appeal against the said order with the Hon'ble The High court of M.P., Indore. (Double Judge), wherein order dated 26th September, 2014 states that the appeal be listed for final hearing in due course.
- NEPC India Limited had instituted a suit against the Aroni Commercials Limited in the court of II FAST TRACK JUDGE Madras for deferment of payment to the NEPC India Limited the sum of Rs 20.47 lakhs together with interest at 24% p.a on Rs 10.53 lakhs Vide order dated 13th February, 2012, court has given decision in favour of NEPC India limited. In the result the suit is decreed in favour of NEPC India Limited for Rs 10.53 lakhs, with interest at the rate of 12% p.a. from august 1998 till realisation, with costs. Aroni commercials limited has filed an appeal with the High court of Madras against the said order.

3. Income tax and sales tax:

Particulars	As at 31 st March, 2023	As at 31 st March, 2022
(i) Income Tax Matters under dispute The company has filed appeal / rectification against above dispute. However, amount paid under protest / refund adjusted is of Rs 54.50 lakhs (previous year Rs 54.50 lakhs).	23.03	18.51
(ii) Sales Tax Matters under dispute: Demand for AY 1996-97 is pending under Madhya Pradesh Sales Tax Act against which appeals had been filed with Deputy Commissioner of Commercial Tax. The Deputy Commissioner of Commercial tax has redirected the case to Assessing Officer for reassessment. The reassessment proceedings has not yet initiated.	80.23	80.23

In respect of above mentioned disputed demand, outflow is not probable and hence not provided by the Company.

4. Guarantee:

During the year the company has pledged some of its shares from investments with NBFC's on behalf of its group company "**Urudavan Investment & Trading Private Limited ("Urudavan")**". The Urudavan has availed short term Loans against said pledged shares. The Contingent liability for the same is **Nil**. (Previous year **Rs 273.21 lakhs**).

B. Capital Commitments

- The Company holds 5,89,248 (Previous year 1,648) partly paid equity shares of Bharti Airtel Limited as an investment as on 31st March, 2023. The uncalled liability of these partly paid shares is 2364.36 lakhs at Rs 401.25 per share (Previous year 6.61 lakhs). Said investment is measured at fair value through profit or loss.
- The company has given total commitment of Rs 1,000 lakhs to Sixth Sense India Opportunities III (Category II AIF). Out of said commitment, fund has raised demand of Rs 850 lakhs & same has been paid by company. Balance uncalled capital commitment in Sixth Sense India Opportunities III as on balance sheet date is Rs 150 lakhs. (Previous year 450 lakhs).

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2023

(Rs. in Lakhs, unless otherwise stated)

3. The company has given total commitment of Rs 7,500 lakhs to Anchorage Capital Scheme I (Category II AIF). Out of said commitment, fund has raised demand of Rs 1,508 lakhs and balance uncalled capital commitment in Anchorage Capital Scheme I as on balance sheet date is Rs 5,992 lakhs (Previous year Nil).

Note 31: Earnings Per share (EPS)

In accordance with the Indian Accounting Standard (Ind AS) 33 on 'Earnings Per Share':

Basic Earnings Per Share (EPS) is calculated in accordance with Ind AS 33 'Earnings Per Share' by dividing the net profit for the year attributable to equity holders of Company by the weighted average number of equity shares outstanding during the year.

Diluted EPS (DPS) is calculated by dividing the net profit attributable to equity holders of Company (after adjusting any items related to dilutive potential ordinary shares, net of tax) by the weighted average number of equity shares outstanding during the year plus the weighted average number of equity shares that would be issued on the conversion of all the dilutive potential ordinary shares into ordinary equity shares of the company.

Particulars	For the year ended 31 st March, 2023	For the year ended 31 st March, 2022
Net profit attributable to equity shareholders	1,166.40	6,487.90
Weighted average number of Equity shares used as denominator for calculating Basic EPS & DPS (Nos.)	10,29,928	10,27,783
Earnings Per Share (EPS / DPS) (Rs.)	113.25	631.25
Face value per share (Rs.)	10.00	10.00

Note 32 : Maturity Analysis of Assets and Liabilities

The table below shows an analysis of assets and liabilities analysed according to when they are expected to be recovered or settled.

Particulars	For the year ended 31 st March, 2023		
	Within 12 Months	After 12 months	Total
ASSETS			
Financial Assets			
(a) Cash and cash equivalents	12.81	-	12.81
(b) Bank balance other than (a) above	3.76	-	3.76
(c) Receivables			
Trade receivables	-	-	-
(d) Loans	4.70	9.11	13.81
(e) Investments	5,149.75	42,888.71	48,038.45
(f) Stock in trade (Securities held for trading)	9.38	-	9.38
(g) Other financial assets	1.68	5.70	7.38
Non -Financial Assets			
(a) Property, plant and equipment	-	3.73	3.73
(b) Other non-financial assets	0.96	101.15	102.11
TOTAL ASSETS	5,183.03	43,008.41	48,191.43
LIABILITIES			
Financial Liabilities			
(a) Payables			
Trade Payables			
- total outstanding dues of micro enterprises and small enterprises	0.06	-	0.06
- total outstanding dues of creditors other than micro enterprises and small enterprises	6.88	-	6.88

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2023

(Rs. in Lakhs, unless otherwise stated)

Particulars	For the year ended 31 st March, 2023		
	Within 12 Months	After 12 months	Total
(b) Borrowings (other than debt Securities)	2,233.30	-	2,233.30
(c) Other financial liabilities	42.46	-	42.46
Non-Financial Liabilities			
(a) Current tax liabilities (net)	13.72	-	13.72
(b) Provisions	-	16.06	16.06
(c) Deferred tax liabilities (net)	-	2,528.37	2,528.37
(d) Other non-financial liabilities	4.30	-	4.30
TOTAL LIABILITIES	2,300.71	2,544.43	4,845.15

Particulars	For the year ended 31 st March, 2022		
	Within 12 Months	After 12 months	Total
ASSETS			
Financial Assets			
(a) Cash and cash equivalents	183.43	-	183.43
(b) Bank balance other than (a) above	-	3.76	3.76
(c) Receivables			
Trade receivables	91.39	-	91.39
(d) Loans	64.62	10.46	75.08
(e) Investments	7,051.97	39,474.53	46,526.50
(f) Stock in trade (Securities held for trading)	975.59	-	975.59
(g) Other financial assets	3.73	1.65	5.38
Non -Financial Assets			
(a) Property, plant and equipment	-	4.93	4.93
(b) Other non-financial assets	7.79	101.09	108.88
TOTAL ASSETS	8,378.52	39,596.42	47,974.94
LIABILITIES			
Financial Liabilities			
(a) Payables			
Trade Payables			
- total outstanding dues of micro enterprises and small enterprises	0.04	-	0.04
- total outstanding dues of creditors other than micro enterprises and small enterprises	1.22	-	1.22
(b) Borrowings (Other than debt securities)	2,766.94	-	2,766.94
(c) Other financial liabilities	35.75	-	35.75
Non-Financial Liabilities			
(a) Current tax liabilities (net)	78.75	-	78.75
(b) Provisions	-	16.08	16.08
(c) Deferred tax liabilities (net)	-	2,854.46	2,854.46
(d) Other non-financial liabilities	3.98	-	3.98
TOTAL LIABILITIES	2,886.69	2,870.54	5,757.23

Note

Information on maturity pattern is based on the reasonable assumptions made by the Management.

Note 33: Details of related parties & their relationship (Ind AS 24)

Description of relationship	Names of related parties
a) Subsidiaries	Sareshwar Trading and Finance Private Limited Arkaya Commercials Private Limited
b) Associate	Arcies Laboratories Limited
c) Other related parties	Four Dimensions Advisors Private Limited Four Dimensions Securities (India) Limited GeeCee Ventures Limited Singularity Holdings Limited GeeCee Business Private Limited Better time realtors private Limited Sam-Jag-Deep Investments Private Limited Urudavan Investment and Trading Private Limited Winro Commercial (India) Limited GTZ (Bombay) Private Limited Ashwin Kumar Kothari (smaller) (HUF) Ashwin Kumar Kothari (HUF) Pannalal C Kothari (HUF) Mrs Tejal Rohit Kothari Mr Rohit Ashwin Kothari Mr Ashwin Kumar Kothari Mrs Meena Kothari Mr Harisingh Shyamsukha
d) Key Management Personnel (KMP)	Mr Ritesh Zaveri - Non-executive Director Mr Sandeep Kumar Kejariwal - Non-executive Director Mr Hetal Khalpada - Non-executive Director Mrs Rupal Vora - Independent Director Mr Vallabh Prasad Biyani - Additional Non-executive Independent Director Mr Ketan Desai - Independent Director Mr Rajiv Pathak - Chief Executive Officer Mrs Vaishali Rajesh Dhuri - Chief Financial Officer Mrs Avani Sanghavi - Company Secretary & Compliance officer

Details of related party transactions during the year ended 31st March, 2023 and balances outstanding as at 31st March, 2023

Sr. No.	Particulars	Subsidiaries	Associate	KMP	Other related parties	Total
a	Brokerage Paid	- (-)	- (-)	- (-)	61.56 (135.92)	61.56 (135.92)
b	Employee benefits expenses	- (-)	- (-)	89.50 (81.35)	- (-)	89.50 (81.35)
c	Director's Sitting fees	- (-)	- (-)	0.67 (0.61)	- (-)	0.67 (0.61)
d	Interest on loans	- (0.20)	2.90 (0.07)	- (-)	58.36 (63.48)	61.25 (63.75)
e	Fees charged on financial guarantee given for Group Company	- (-)	- (-)	- (-)	0.04 (0.14)	0.04 (0.14)

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2023

(Rs. in Lakhs, unless otherwise stated)

Details of related party transactions during the year ended 31 st March, 2023 and balances outstanding as at 31 st March, 2023						
Sr. No.	Particulars	Subsidiaries	Associate	KMP	Other related parties	Total
f	Dividend income	- (-)	- (-)	- (-)	- (15.07)	- (15.07)
g	Reimbursement of expenses	- (-)	- (-)	0.23 (0.21)	- (-)	0.23 (0.21)
h	Business support services	- (-)	- (-)	- (-)	4.10 (-)	4.10 (-)
i	Purchase of shares and securities	- (-)	- (-)	- (-)	- (975.00)	- (975.00)
j	Sale of shares and securities	- (-)	- (-)	- (-)	- (733.78)	- (733.78)
Finance & Investment						
k	Loans taken	- (-)	- (-)	- (-)	4,506.31 (4,066.50)	4,506.31 (4,066.50)
l	Loans repaid	- (-)	- (-)	- (-)	4,506.31 (4,554.70)	4,506.31 (4,554.70)
m	Loans given	- (2.00)	1.50 (41.00)	- (-)	35,280.00 (46,932.00)	35,281.50 (46,975.00)
n	Loan repayment received	- (5.00)	37.50 (5.00)	- (-)	35,300.50 (46,944.50)	35,338.00 (46,954.50)
o	Issue of Equity shares	- (-)	- (-)	- (-)	- (252.89)	- (252.89)
Balances outstanding at the end of the year						
p	Trade Payables	- (-)	- (-)	- (-)	5.49 (-)	5.49 (-)
q	Other Financial Liabilities	- (-)	- (-)	26.72 (23.13)	- (-)	26.72 (23.13)
r	Trade Receivables	- (-)	- (-)	- (-)	- (91.39)	- (91.39)
s	Other Non Financial Asset	- (-)	- (-)	- (-)	0.02 (-)	0.02 (-)
t	loans	- (-)	- (36.00)	- (-)	- (20.50)	- (56.50)
u	Investments	20.15 (20.15)	0.25 (0.25)	- (-)	23,160.72 (23,154.17)	23,181.12 (23,174.58)

Note: Figures in bracket relates to the previous year. Such figures have been regrouped/ reclassified to corresponds with the current year classification/ disclosures.

Disclosure in respect of Related Party Transactions during the year

Sr. No.	Particulars	Relation	2022-23	2021-22
a	Brokerage Paid Four Dimensions Securities (India) Limited	Other related party	61.56	135.92

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2023
(Rs. in Lakhs, unless otherwise stated)

Sr. No.	Particulars	Relation	2022-23	2021-22
b	Employee benefits expenses			
	Mrs Vaishali Dhuri	KMP	13.03	12.06
	Mr Rajiv Pathak	KMP	65.23	59.35
	Mrs Avani Sanghavi	KMP	11.24	9.94
c	Directors Sitting Fees			
	Mrs Babita Thakar	KMP	-	0.18
	Mr Ketan Desai	KMP	0.18	0.13
	Mrs Rupal Vora	KMP	0.33	0.29
	Mr Vallabh Prasad Biyani	KMP	0.16	0.01
d	Interest on loans			
	Four Dimensions Securities (India) Limited	Other related party	0.31	26.02
	Urudavan Investment and Trading Private Limited	Other related party	-	0.05
	Arkaya Commercial Private Limited	Subsidiary	-	0.20
	Arcies Laboratories Limited	Associate	2.90	0.07
	Better time realtors private Limited	Other related party	-	3.21
	Sam-Jag-Deep Investments Private Limited	Other related party	-	1.66
	GTZ (Bombay) Private Limited	Other related party	0.45	0.01
	Four Dimensions Advisors Private Limited	Other related party	0.32	0.03
	Winro Commercial (India) Limited	Other related party	56.81	32.06
	Singularity Holdings Limited	Other related party	0.46	0.45
e	Fees charged on financial guarantee given for Group Company			
	Urudavan Investment and Trading Private Limited	Other related party	0.04	0.14
f	Dividend income			
	GeeCee Ventures Limited	Other related party	-	15.07
g	Reimbursement of expenses			
	Mrs Vaishali Dhuri	KMP	0.15	0.14
	Mrs Avani Sanghavi	KMP	0.08	0.07
h	Business support Services			
	GeeCee Business Private Limited	Other related party	4.10	-
i	Purchase of shares and securities			
	Mr Harisingh Shyamsukha	Other related party	-	975.00
j	Sale of Shares/debentures/Bonds			
	Mrs Tejal Rohit Kothari	Other related party	-	733.78
k	Finance & Investment			
	Loans Taken			
	Singularity Holdings Limited	Other related party	2,443.00	2,932.00
	Winro Commercial (India) Limited	Other related party	2,063.31	1,134.50
l	Loans Repaid			
	Singularity Holdings Limited	Other related party	2,443.00	3,420.20
	Winro Commercial (India) Limited	Other related party	2,063.31	1,134.50

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2023

(Rs. in Lakhs, unless otherwise stated)

Sr. No.	Particulars	Relation	2022-23	2021-22
m	Loans given			
	Singularity Holdings Limited	Other related party	2,297.00	2,053.50
	Four Dimensions Securities (India) Limited	Other related party	2,058.00	15,804.75
	Winro Commercial (India) Limited	Other related party	30,919.50	28,988.50
	Urudavan Investment and Trading Private Limited	Other related party	-	57.00
	Sam-Jag-Deep Investments Private Limited	Other related party	-	5.50
	GTZ (Bombay) Private Limited	Other related party	1.00	7.00
	Better time realtors private Limited	Other related party	-	0.25
	Four Dimensions Advisors Private Limited	Other related party	4.50	15.50
	Sareshwar Trading and Finance Private Limited	Subsidiary	-	2.00
	Arcies Laboratories Limited	Associate	1.50	41.00
n	Loan repayment received			
	Singularity Holdings Limited	Other related party	2,297.00	2,053.50
	Four Dimensions Securities (India) Limited	Other related party	2,058.00	15,804.75
	Winro Commercial (India) Limited	Other related party	30,919.50	28,988.50
	Urudavan Investment and Trading Private Limited	Other related party	-	57.00
	Sam-Jag-Deep Investments Private Limited	Other related party	-	33.50
	GTZ (Bombay) Private Limited	Other related party	6.00	7.00
	Better time realtors private Limited	Other related party	-	0.25
	Sareshwar Trading and Finance Private Limited	Subsidiary	-	2.00
	Four Dimensions Advisors Private Limited	Other related party	20.00	-
	Arkaya Commercial Private Limited	Subsidiary	-	3.00
	Arcies Laboratories Limited	Associate	37.50	5.00
o	Issue of Equity shares			
	Four Dimensions Advisors Private Limited	Other related party	-	35.00
	Winro Commercial (India) Limited	Other related party	-	217.88
p	<u>Balances outstanding at the end of the year</u>			
	Trade Payable			
	Four Dimensions Securities (India) Limited	Other related party	1.05	-
	GeeCee Business Private Limited	Other related party	4.43	-
q	Other Financial Liabilities			
	Mrs Vaishali Dhuri	KMP	1.62	1.50
	Mr Rajiv Pathak	KMP	24.00	20.63
	Mrs Avani Sanghavi	KMP	1.10	1.00
r	Trade Receivables			
	Four Dimensions Securities (India) Limited	Other related party	-	91.39
s	Other Non Financial Asset			
	Mrs Vaishali Dhuri	KMP	0.01	-
	Mrs Avani Sanghavi	KMP	0.00	-

Sr. No.	Particulars	Relation	2022-23	2021-22
t	Loans			
	Arcies Laboratories Limited	Associate	-	36.00
	GTZ (Bombay) Private Limited	Other related party	-	5.00
	Four Dimensions Advisors Private Limited	Other related party	-	15.50
u	Investments			
	Arkaya Commercial Private Limited	Subsidiary	1.78	1.78
	Sareshwar Trading and Finance Private Limited	Subsidiary	18.37	18.37
	Arcies Laboratories Limited	Associate	0.25	0.25
	Four Dimensions Advisors Private Limited	Other related party	4.29	4.26
	Four Dimensions Securities (India) Limited	Other related party	16,129.12	16,034.28
	GeeCee Business Private Limited	Other related party	35.87	36.37
	Singularity Holdings Limited	Other related party	5,458.31	5,290.37
	GeeCee Ventures Limited	Other related party	1,013.51	1,190.36
	Urudavan Investment and Trading Private Limited	Other related party	271.25	350.18
	Winro Commercial (India) Limited	Other related party	248.36	248.36

Note:

- 1 Name of the related party and nature of the related party relationship where control exists, if any, have been disclosed irrespective of whether or not there have been transactions between the related parties. In other cases, disclosure has been made only when there have been transactions with those parties.
- 2 Related parties as defined under para 9 of Ind AS 24 'Related Party Disclosures' have been identified based on representations made by key managerial personnel and information available with the Company.
- 3 Figures of Income /expenses are presented excluding GST (if any).
- 4 Amount of Trade payable and Trade receivable represents gross value of securities purchased & sold through Four Dimensions Securities (India) Limited being Share broker through whom trade was executed, which includes brokerage payable to Four Dimensions Securities (India) Limited for availing its broking services.

Note 34 : Financial Instruments

A Financial Risk Management (Ind AS 107)

The Company has operations in India. Whilst risk is inherent in the Company's activities, it is managed through a risk management framework, including ongoing identification, measurement and monitoring subject to risk limits and other controls. The Company's activities expose it to credit risk, liquidity risk and market risk.

This note explains the sources of risk which the Company is exposed to and how the entity manages the risk. The Company has exposure to the following risks arising from financial instruments:

- Credit risk
- Liquidity risk
- Market risk (including Interest rate risk & Price risk)
- Currency risk

Risk management framework

Risk management forms an integral part of the business. The Company's board of directors has overall responsibility for the establishment and oversight of the Company's risk management framework. The board of directors are responsible for developing and monitoring the Company's risk management policies. The Company's Risk Management committee reports regularly to the board of directors on its activities.

The Company's risk management policies are established to identify and analyse the risks faced by the Company, to set appropriate risk limits and controls and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Company's activities.

1. Credit Risk

Credit risk refers to the risk of default on its obligation by the counterparty resulting in a financial loss. Credit risk arises primarily from financial assets such as trade receivables, investments, other balances with banks, loans and other receivables.

The Company has adopted a Policy of dealing with counter parties that have sufficiently high credit rating. The Company's exposure and credit ratings of its counter parties are continuously monitored. Credit risk arising from trade receivables are reviewed periodically and based on past experience and history. Management is confident of recovering all the dues. Credit risk arising from balances with banks is limited. The counter parties are bank with high credit ratings assigned by the credit rating agencies.

Trade receivables and other receivables

Exposures of trade receivables are reviewed at the end of each reporting period by the Company to determine expected credit losses. Historical trends of collection from counterparties on timely basis reflects low level of credit risk. Company's credit period with respect to receivables ranges from 1 to 5 days. However, company has created impairment wherever required.

Investment in various instruments

Credit risk on investment in debt instruments is limited as company generally invests in debt instruments like mutual funds, preference shares with high credit ratings assigned by international and domestic credit rating agencies.

Loans

The Company considers default in all cases when the borrower becomes 90 days past due on its contractual payments. All the loans are classified under Stage 1 loan i.e. Performing Standard Assets as per RBI prudential norm.

Expected Credit Loss (ECL) on Financial Assets

The Company continuously monitors all financial assets subject to ECLs. In order to determine whether an instrument is subject to 12 month ECL (12m ECL) or life time ECL (LTECL), the Company assesses whether there has been a significant increase in credit risk or the asset has become credit impaired since initial recognition. The Company applies following quantitative and qualitative criteria to assess whether there is significant increase in credit risk or the asset has been credit impaired:

- (a) Historical trend of collection from counterparty
- (b) Company's contractual rights with respect to recovery of dues from counterparty
- (c) Credit rating of counterparty and any relevant information available in public domain

ECL is a probability weighted estimate of credit losses. It is measured as the present value of cash shortfalls (i.e. the difference between the cash flows due to the Company in accordance with contract and the cash flows that the Company expects to receive). The Company has following types of financial assets that are subject to the expected credit loss:

- (a) Cash and cash equivalents
- (b) Bank balance other than (a) above
- (c) Loans
- (d) Trade receivables
- (e) Investment in Unquoted securities
- (f) Other financial assets

After applying above criteria, Management has decided to make minimum ECL provision as the provisioning rates as per RBI prudential norms unless higher provisioning is required as per above criteria.

2. Liquidity Risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset.

The Company's principal sources of liquidity are cash and cash equivalents, investment in mutual fund / other listed securities which are short term in natures and the cash flow that is generated from operations. In case of any shortfall, company avails revolving loan facilities from its Group Companies and other NBFC'S & Sale of listed equity shares.

As at 31st March, 2023, the Company had a cash and cash equivalents of Rs 12.81 lakhs and As at 31st March, 2022, the Company had a cash and cash equivalents of Rs 183.43 lakhs. Value of listed equity shares as on 31st March, 2023 is Rs 15,048.52 lakhs and as on 31st March, 2022 is Rs 14,530.15 lakhs.

- Financial Risk Management (Ind AS 107)

Exposure to liquidity risk

The table below summaries the maturity profile remaining contractual maturity period at the balance sheet date for its financial liabilities as at 31st March, 2023 are as follows:

Particulars	On Demand	Less than 1 year	1-5 years	More than 5 years	Total
Financial Liabilities					
(a) Payables	-	6.93	-	-	6.93
(b) Borrowings (other than debt securities)	-	2,233.30	-	-	2,233.30
(c) Other financial liabilities	-	42.46	-	-	42.46
Total	-	2,282.69	-	-	2,282.69
Financial Assets					
(a) Cash and cash equivalents	-	12.81	-	-	12.81
(b) Bank balance other than (a) above	-	3.76	-	-	3.76
(c) Receivables	-	-	-	-	-
(d) Loans	-	4.70	9.11	-	13.81
(e) Investments	-	5,149.75	-	42,888.71	48,038.45
(f) Stock in trade (securities held for trading)	-	9.38	-	-	9.38
(g) Other financial assets	-	1.68	5.70	-	7.38
Total	-	5,182.07	14.81	42,888.71	48,085.59

The table below summaries the maturity profile remaining contractual maturity period at the balance sheet date for its financial liabilities as at 31st March, 2022 are as follows:

Particulars	On Demand	Less than 1 year	1-5 years	More than 5 years	Total
Financial Liabilities					
(a) Payables	-	1.27	-	-	1.27
(b) Borrowings (other than debt securities)	2,010.29	756.65	-	-	2,766.94
(c) Other financial liabilities	-	35.75	-	-	35.75
Total	2,010.29	793.67	-	-	2,803.96
Financial Assets					
(a) Cash and cash equivalents	-	183.43	-	-	183.43
(b) Bank balance other than (a) above	-	-	3.76	-	3.76
(c) Receivables	-	91.39	-	-	91.39
(d) Loans	56.50	8.12	10.46	-	75.08
(e) Investments	-	7,051.97	-	39,474.53	46,526.50
(f) Stock in trade (securities held for trading)	-	975.59	-	-	975.59
(g) Other financial assets	-	3.73	1.65	-	5.38
Total	56.50	8,314.24	15.87	39,474.53	47,861.13

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2023

(Rs. in Lakhs, unless otherwise stated)

3. Market risk

Market risk is the risk that changes in market prices such as interest rates, security prices and commodity prices will affect the Company's income or the value of its holdings of financial instruments. Market risk is attributable to all market risk sensitive financial instruments including payables and debt. Company's market risk is primary related to its investments in securities. Thus, Company's exposure to market risk is a function of investing activities and revenue generating and operating activities. The objective of market risk management is to mitigate market risk by diversification. The company's activities exposes it primarily to currency risk, equity price risk and interest rate risk.

a. Interest rate risk

Interest rate risk can be either fair value interest rate risk or cash flow interest rate risk. Fair value interest rate risk is the risk of changes in fair values of fixed interest bearing investments because of fluctuations in the interest rates. Cash flow interest rate risk is the risk that the future cash flows of floating interest bearing investments will fluctuate because of fluctuations in the interest rates. The Company do have following financial instruments bearing interest rate risk as on 31st March, 2023 and 31st March, 2022.

Particulars	31 st March, 2023	31 st March, 2022
Financial Assets		
Investment in mutual funds	4,147.70	6,130.96
Loans	-	56.50
Financial Liabilities		
Borrowings (other than debt securities)	2,200.00	2,750.00

The Company mitigate the risk by adopts funding strategies to ensure diversified resource-raising options to minimize cost and maximize stability of funds.

Sensitivity Analysis

The table below sets out the effect on statement of profit and loss due to reasonable possible weakening / strengthening on Interest rates

Particulars	31 st March, 2023	31 st March, 2022
Effect of Financial Assets		
0.5% increase in the Interest rate	(20.74)	(30.94)
0.5% decrease in the Interest rate	20.74	30.94
Effect of Financial Liabilities		
0.5% increase in the Interest rate	11.00	13.75
0.5% decrease in the Interest rate	(11.00)	(13.75)

b. Price risk

Price risk is related to the change in market reference price of the instruments in quoted and unquoted securities. The fair value of some of the Company's investments and derivative instruments exposes to company to price risks. The majority of the Company's investments are listed on the BSE Limited and the National Stock Exchange of India Limited (NSE) in India. To manage its price risk arising from investment in securities, the Company diversifies its portfolio.

The Company's exposure to price risk arises from investments in equity shares (other than investment in subsidiary, associates & joint venture), Derivative financial instrument and debts securities are as follows:

Particulars	31 st March, 2023	31 st March, 2022
Maximum exposure to price risk	51,351.67	65,532.68

Sensitivity Analysis

The table below sets out the effect on statement of profit & loss due to reasonable possible weakening / strengthening

Particulars	31 st March, 2023	31 st March, 2022
Effect on profit and loss		
5% increase in the prices	1,018.81	1,823.28
5% decrease in the prices	(1,018.81)	(1,823.28)
Effect on other comprehensive income		
5% increase in the prices	1,548.77	1,453.00
5% decrease in the prices	(1,548.77)	(1,453.00)

4. Currency risk

The Company's primary business activities are within India and does not have any direct exposure in foreign currency except indirect currency risk associated with its investee companies.

Financial Instruments measurements and disclosures (Ind AS 113)
a. Accounting Classification

Particulars	31 st March, 2023			31 st March, 2022		
	Fair value through profit or loss (FVTPL)	Fair value through other comprehensive income (FVTOCI)	Cost/ Amortised Cost	Fair value through profit or loss (FVTPL)	Fair value through other comprehensive income (FVTOCI)	Cost/ Amortised Cost
Financial Assets						
(a) Cash and cash equivalents	-	-	12.81	-	-	183.43
(b) Bank balance other than (a) above	-	-	3.76	-	-	3.76
(c) Receivables	-	-	-	-	-	91.39
(d) Loans	-	-	13.81	-	-	75.08
(e) Investments	17,035.50	30,975.47	27.48	17,438.95	29,060.07	27.48
(f) Stock in trade (securities held for trading)	9.38	-	-	975.59	-	-
(g) Other financial assets	-	-	7.38	-	-	5.38
Total Financial Assets	17,044.88	30,975.47	65.24	18,414.54	29,060.07	386.53
Financial Liabilities						
(a) Payables	-	-	6.93	-	-	1.27
(b) Borrowings (other than debt securities)	-	-	2,233.30	-	-	2,766.94
(c) Other financial liabilities	-	-	42.46	-	-	35.75
Total Financial Liabilities	-	-	2,282.69	-	-	2,803.96

b. Fair value hierarchy

The following table presents the fair value hierarchy of assets measured at fair value basis

Particulars	31 st March, 2023			31 st March, 2022		
	Level 1	Level 2	Level 3	Level 1	Level 2	Level 3
Financial Assets						
(a) Investments	18,944.90	7,174.30	21,891.77	19,443.65	5,346.99	21,708.38
(b) Stock in trade (Securities held for Trading)	2.97	-	6.41	969.11	-	6.48
Total Financial Assets	18,947.87	7,174.30	21,898.19	20,412.76	5,346.99	21,714.86

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2023

(Rs. in Lakhs, unless otherwise stated)

Fair value hierarchy:

The fair value hierarchy is based on inputs to valuation techniques that are used to measure fair value that are either observable or unobservable and consists of the following three levels:

(a) Level 1: Level 1 hierarchy includes financial instruments measured using quoted prices in an active market. This included listed equity instruments, traded debentures and mutual funds that have quoted price. The fair value of all equity instruments (including debentures) which are traded in the stock exchanges is valued using the closing price as at the reporting period. The mutual funds are valued using the closing NAV as published on Association of Mutual Funds of India (AMFI).

(b) Level 2: Level 2 hierarchy includes financial instruments that are not traded in an active market (for example, traded bonds/debentures, over the counter derivatives). The fair value in this hierarchy is determined using valuation techniques. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

(c) Level 3: If one or more of the significant Inputs is not based on observable market data, the instrument is included in level 3. Fair values are determined in whole or in part using a valuation model based on assumptions that are neither supported by prices from observable current market transactions in the same instrument nor are they based on available market data. Financial instruments such as unlisted equity shares, loans are included in this hierarchy.

Valuation technique used to determine fair value

1. Closing NAV Statement from Mutual fund is used to determine fair value of unquoted Mutual Fund, if any.
2. Fair values of quoted investments held for trading and Investment purpose classified under FVTPL are valued using the closing price of NSE / BSE as at the reporting period, if any.
3. Fair values of quoted investments routed through FVOCI are valued using the closing price of NSE / BSE as at the reporting period, if any.
4. Fair values of quoted investments, covered in Level 2, are further adjusted on account cross holding within group of companies. Fair value of unquoted investments, covered in Level 2, are derived from transaction in said securities between unrelated parties in the month of March 2023. Valuation of AIF is done based on NAV report provided by respective AIF's.
5. For unlisted group companies investments, for which latest consolidated audited balance sheet are available are classified under level 3. Accordingly, their fair value can be derived from the latest Consolidated audited balance sheet by applying below formula: "(Share capital + other equity - prepaid expenses) / no of equity shares = value per share."

No of equity shares in above formula has been derived after reducing cross holding effect (if any).

Fair value measurements using significant unobservable inputs (level 3)

Particulars	Equity Shares
As at 31st March, 2021	17,002.77
Acquisitions	-
Net Gain on fair value changes	5,445.86
Realisations	(733.78)
As at 31st March, 2022	21,714.86
Acquisitions	-
Net Gain on fair value changes	183.33
Realisations	-
As at 31st March, 2023	21,898.19

c. Fair value of financial instruments measured at amortised cost

Particulars	31 st March, 2023			31 st March, 2022		
	Level 1	Level 2	Level 3	Level 1	Level 2	Level 3
Financial Assets:						
(a) Cash and cash equivalents	12.81	-	-	183.43	-	-
(b) Bank balance other than (a) above	3.76	-	-	3.76	-	-
(c) Receivables	-	-	-	-	-	91.39
(d) Loans	-	-	13.81	-	-	75.08
(e) Investments	-	-	27.48	-	-	27.48
(f) Other Financial assets	-	-	7.38	-	-	5.38
Total Financial Assets	16.56	-	48.67	187.19	-	199.34
Financial Liabilities:						
(a) Payables	-	-	6.93	-	-	1.27
(b) Borrowings (other than debt securities)	-	-	2,233.30	-	-	2,766.94
(c) Other financial liabilities	-	-	42.46	-	-	35.75
Total Financial Liabilities	-	-	2,282.69	-	-	2,803.96

Note: Level 3 includes investments in associate and subsidiaries measured at cost as per IND AS 27.

Valuation techniques :

Short-term financial assets and liabilities

For financial assets and financial liabilities that have a short-term maturity (less than twelve months), the carrying amounts, which are net of impairment, are a reasonable approximation of their fair value. Such instruments include: cash and cash equivalents, trade receivables, and trade payables etc. Such instruments have been classified as Level 1 / Level 3.

d. Inter level transfers:

There are no inter level transfers made during the year except investment in preference shares of Altigreen Propulsion Labs Private Limited which have been transferred from Level 3 to Level 2 as the fair value for the same is now derived from valuation reports provided by AIF, accordingly corresponding figures have been regrouped as required.

Note 35: Capital Management (Ind AS 1)

For the purpose of the Company's capital management, capital includes issued capital and other equity reserves attributable to the equity shareholders of the Company. The primary objective of the company, when managing capital, is to safeguard its ability to continue as a going concern and to maintain an optimal capital structure, so as to maximize shareholders' value. As at 31st March, 2023, the Company has only one class of equity shares and Borrowings (other than debt securities). In order to maintain or achieve an optimal capital structure, the Company allocates its capital for distribution as dividend or reinvestments into business based on its long term financial plans..

The Company is subject to the capital adequacy requirements of the Reserve Bank of India (RBI). Under RBI's capital adequacy guidelines, the Company is required to maintain a capital adequacy ratio consisting of Tier I and Tier II Capital. The minimum capital ratio as prescribed by RBI guidelines and applicable to the Company, consisting of Tier I and Tier II capital, shall not be less than 15 percent of its aggregate risk weighted assets on-balance sheet and of risk adjusted value of off-balance sheet. The Tier I capital, at any point of time, shall not be less than 10%.

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2023

(Rs. in Lakhs, unless otherwise stated)

The Company has complied with all regulatory requirements related capital and capital adequacy ratios as prescribed by RBI.

Regulatory capital

Particulars	As at 31 st March, 2023	As at 31 st March, 2022
Tier - I Capital	19,364.61	16,543.30
Tier - II Capital	-	0.23
Total Capital	19,364.61	16,543.53
Aggregate of Risk Weighted Assets	30,569.79	20,386.21
Percentage of capital fund to Risk Weighted Assets		
Tier - I Capital	63.35%	81.15%
Tier - II Capital	0.00%	0.00%
Total Capital ratio	63.35%	81.15%

“**Tier I Capital**” means owned fund as reduced by investment in shares of other non-banking financial companies and in shares, debentures, bonds, outstanding loans and advances including hire purchase and lease finance made to and deposits with subsidiaries and companies in the same group exceeding, in aggregate, ten per cent of the owned fund.

“**Owned Fund**” means paid up equity capital, preference shares which are compulsorily convertible into equity, free reserves, balance in share premium account and capital reserves representing surplus arising out of sale proceeds of asset, excluding reserves created by revaluation of asset, as reduced by accumulated loss balance, book value of intangible assets and deferred revenue expenditure, if any

“**Tier II capital**” includes the following:

- Preference shares other than those which are compulsorily convertible into equity;
- Revaluation reserves at discounted rate of fifty five percent;
- General provisions (including that for Standard Assets) and loss reserves to the extent these are not attributable to actual diminution in value or identifiable potential loss in any specific asset and are available to meet unexpected losses, to the extent of one and one fourth percent of risk weighted assets.
- Hybrid debt capital instruments; and
- Subordinated debt to the extent the aggregate does not exceed Tier I capital.

Aggregate Risk Weighted Assets -

Under RBI Guidelines, degrees of credit risk expressed as percentage weightages have been assigned to each of the on-balance sheet assets and off- balance sheet assets. Hence, the value of each of the on-balance sheet assets and off- balance sheet assets requires to be multiplied by the relevant risk weights to arrive at risk adjusted value of assets. The aggregate shall be taken into account for reckoning the minimum capital ratio.”

Note 36 : Earnings & Expenditure in Foreign Currency

Particulars	31 st March, 2023	31 st March, 2022
Earnings In Foreign Currency	-	-
Expenditure in Foreign Currency	-	-

Note 37: Segment Reporting (Ind AS 108)

The Company is engaged primarily in the business of “Investments, trading in shares and securities & Lending Activities” and accordingly no reportable operating or geographical segment as per Ind AS 108 "Operating Segments", specified under Section 133 of the Companies Act, 2013.

Note 38: Distribution made and proposed

The Company has not distributed or not proposed any dividend during the year.

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2023

(Rs. in Lakhs, unless otherwise stated)

Note 39: Transferred financial assets that are derecognised in the entirety but where the Company has continuing involvement.

The company has not transferred any assets that are derecognised in their entirety where the company continues to have continuing involvement.

Note 40 : Disclosure as per Regulation 34 (3) & 53 (f) of Securities and Exchange Board Of India (Listing Obligation and Disclosure Requirement) Regulation, 2015

Loans and advances (including interest accrued and due) in the nature of loans to subsidiaries, associates, firms/companies in which directors are interested :

Particulars		Balance as at 31 st March, 2023	Maximum balance outstanding during the year ended 31 st March, 2023	Balance as at 31 st March, 2022	Maximum balance outstanding during the year ended 31 st March, 2022
1	Subsidiaries:				
	Sareshwar Trading and Finance Private Limited	-	-	-	2.00
2	Associate:				
	Arcies Laboratories Limited	-	37.50	36.00	36.00
3	Companies in which directors are interested*				
	Four Dimensions Securities (India) Limited	-	375.00	-	4,385.00
	Singularity Holdings Limited	-	998.00	-	1,132.00
4	Investments by the loanee in the shares of the Company:				
	GTZ Bombay Private Limited	-	6.00	-	5.00
	Sam-Jag-deep Investments private Limited	-	-	-	33.50

*For the purpose of above disclosure director's interest shall have the same meaning as given in Section 184 of companies Act, 2013.

Note 41: Details of Open interest in Equity Stock futures Contracts as on 31st March, 2023

Name of Equity Stock Future			No. of Contracts	Units-Long	Units-Short	
Script	FUT / OPT	Expiry				
1	Adani Ports and Special Economic Zone Limited	FUT	27 th April, 2023	400	2,50,000	-
2	Bharti Airtel Limited	FUT	27 th April, 2023	243	2,30,850	-

Note 42: Balance Confirmation:

Trade receivables, Trade payables, Loans and advances and Borrowings are subject to confirmation which have been relied upon by the auditors.

Note 43 Fixed deposits with bank of **Rs. 3.76 lakhs** includes fixed deposit of **Rs. 3.09 lakhs** in the name of District and Sessions Judge, Ujjain deposited as guarantee money. However, the entire amount of **Rs. 3.76 lakhs** is subject to reconciliation and confirmation from the respective banks and authorities. The Fixed Deposit of **Rs. 3.09 lakhs** was renewed in August 2003 having maturity in June 2006 with a maturity value **Rs. 4.85 lakhs**. Since the status of the case is pending & there is no communication of renewal of Fixed Deposit post June 2006. Considering this fact, the company has not accounted for any interest income on the said fixed deposit.

Note 44: During F.Y. 2004-05, Company has kept **Rs. 100.70 lakhs** in Escrow account in fixed deposit in the name of Gulbrandsen Catalyst Private Limited previously known as 'Arcil' with Calyon Bank, Nariman Point Branch for any demands of stamp duty, penalties and liabilities that may arise on the scheme of arrangement as approved by the High Court of Judicature at Mumbai in terms of which company has transferred its Aluminium Chloride undertaking and wind mill undertaking to Nagda Orgo Chem Private Limited. The present value of the fixed deposit as on 31st March 2023 is **Rs. 246.68 lakhs**. Since the fixed deposit is in the name of Gulbrandsen Catalyst Private Limited no income on same is accounted for by the Company. Only in the event of a favourable outcome from the apex court in favour of the company, proceeds of fixed deposit will be received, the Company will account for interest income.

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2023

(Rs. in Lakhs, unless otherwise stated)

Note 45: Employee Benefits

Retirement benefits in the form of provident fund under the Employees Provident Fund (Misc. Provisions) Act, 1952 and gratuity under the Payment of Gratuity Act, 1972 are not applicable to the Company as the total number of employees are below the minimum required number of employees as specified in respective acts.

The expected costs of other long-term employee benefits such as accumulated leaves are accrued over the period of employment and same has been provided based on accrual basis at year end. The Code on Social Security, 2020 (the Code) has been enacted, which would not impact to the company.

Note 46 : Previous year's figures have been regrouped / reclassified wherever necessary to correspond with the current year's classification / disclosure.

Note 47 . There are no significant subsequent events that would require adjustments or disclosures in the financial statements as on the Balance sheet date.

Note 48. There were no whistle blower complaints received by the Company during the financial year ended March 31, 2023 and March 31, 2022.

Note 49. Amounts less than Rs 500 have been shown as "0.00".

Note 50 : The following disclosures have been given as at 31st March, 2023 in terms of Notification no. RBI/2019-20/170 DOR (NBFC).CC.PD.No.109/22. 10.106/2019-20 dated 13th March, 2020 issued by the RBI on Implementation of Indian Accounting Standards

Asset classification as per RBI Norms	Asset Classification as per Ind AS 109	Gross Carrying Amount as per Ind AS	Loss Allowances (Provisions) as required under Ind AS 109	Net Carrying Amount	Provision required as per IRACP Norms	Difference Between Ind AS 109 provisions and IRACP norms
1	2	3	4	5 = 3 - 4	6	7 = 4 - 6
(a) Performing Assets						
Standard	Stage 1	-	-	-	-	-
Sub total (a)		-	-	-	-	-
(b) Other items such as guarantees, loan commitments, etc. which are in the scope of Ind AS 109 but not covered under current Income recognition, Asset Classification and Provisioning (IRACP) norms	Stage 1	-	-	-	-	-
Sub total (b)		-	-	-	-	-
Total (a + b)	Stage 1	-	-	-	-	-

Note 51 : ADDITIONAL REGULATORY INFORMATION AS PER DIVISION III SCHEDULE III OF COMPANIES ACT, 2013

1. Title deeds of Immovable Properties

Relevant line item in the Balance Sheet	Description of item of property	Gross carrying value	Title deeds held in the name of	Whether title deed holder is a promoter, director or relative of promoter / director or employee of promoter / director	Property held since which date	Reason for not being held in the name of the company
Property, plant and equipment	Land	0.59	Aroni Commercials Limited (previously known as Aroni Chemicals Industries Limited)	No	5 th November, 1999	The Title of asset transferred pursuant to the scheme of amalgamation are in process of being transferred in the name of the company.

2. Valuation of property, plant and equipment

The Company has not revalued its property, plant and equipment during the current or previous year.

3. loans or advances in the nature of loans are granted to promoters, directors, KMPs and the related parties (as defined under the Companies Act, 2013), either severally or jointly with any other person that are

a) Repayable on Demand

Type of Borrower	As at 31 st March, 2023		As at 31 st March, 2022	
	Amount of Loan	% to the total Loans	Amount of Loan	% to the total Loans
Related Parties	-	-	56.50	75.02

4. Details of Benami Property held

No proceedings have been initiated on or are pending against the Company for holding benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and Rules made thereunder.

5. Borrowings from banks or financial institutions on the basis of security of current assets

During the year, The company has borrowed funds from Financial Institutions against pledged of shares / securities which are part of Investments and stock in trade. However there is no requirement to file quarterly returns or statements.

6. Wilful Defaulter

The Company has not been declared a Wilful Defaulters by any bank or financial institution (as defined under the Companies Act, 2013) or consortium thereof in accordance with the guidelines on wilful defaulters issued by the RBI.

7. Relationship with Struck off Companies

The Company does not have any transactions with the companies struck off under section 248 of Companies Act, 2013 during the year ended 31st March 2023 and 31st March 2022. Such disclosure has been given on the basis of relevant information compiled by the Company on best effort basis.

8. Registration of charges or satisfaction with Registrar of Companies (ROC)

There are no charges or satisfaction which are yet to be registered with the Registrar of Companies beyond the statutory period.

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2023

(Rs. in Lakhs, unless otherwise stated)

9. Compliance with number of layers of companies

The Company has complied with the requirements of the number of layers prescribed under clause (87) of section 2 of the Companies Act, 2013 read with Companies (Restriction on number of Layers) Rules, 2017.

10. Ratios

Ratio	Numerator	Denominator	Current Period	Previous Period	% Variance
Capital to risk-weighted assets ratio (CRAR) (%)	Adjusted Capital	Risk-weighted assets	63.35	81.15	-21.93%
Tier I CRAR (%)	Net owned fund	Risk-weighted assets	63.35	81.15	-21.93%
Tier II CRAR (%)	Adjusted Net owned fund	Risk-weighted assets	-	0.00	0.00%
Liquidity Coverage Ratio	-	-	Not Applicable	Not Applicable	-

11. Compliance with approved Scheme(s) of Arrangements

The Company has not entered into any scheme of arrangement which has an accounting impact on current or previous financial year.

12. Utilisation of Borrowed funds and share premium

- (A) During the year, the Company has not advanced or loaned or invested funds (either borrowed funds or share premium or any other sources or kind of funds) to 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 to or on behalf of the Ultimate Beneficiaries.
- (B) During the year, 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:
- 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 to or on behalf of the Ultimate Beneficiaries.

13. Undisclosed income

There is no income surrendered or disclosed as income during the current or previous year in the tax assessments under the Income Tax Act, 1961, that has not been recorded in the books of accounts.

14. Details of Crypto Currency or Virtual Currency

The Company has not traded or invested in crypto currency or virtual currency during the current or previous year.

Note 52: The disclosures as required by the NBFC Master Directions and Disclosures in Financial Statements- Notes to Accounts of NBFCs as issued by RBI.

52.1 Summary of Significant Accounting Policies

The summary of Significant Accounting Policies is disclosed in Note No.1 & 2 to the Financial Statements.

52.2 Capital to Risk Assets Ratio ("CRAR")

Particulars	As at 31 st March, 2023	As at 31 st March, 2022
CRAR (%)	63.35	81.15
CRAR- Tier I Capital (%)	63.35	81.15
CRAR- Tier II Capital (%)	-	0.00
Amount of subordinated debt raised as Tier-II Capital	-	-
Amount raised by issue of perpetual Debt Instruments	-	-

52.3 Investments

Particulars	As at 31 st March, 2023	As at 31 st March, 2022
(I) Value of Investments		
(i) Gross Value of Investments	48,047.84	47,502.09
(a) In India	48,047.84	47,502.09
(b) Outside India,	-	-
(ii) Provision for Diminution	-	-
(a) In India	-	-
(b) Outside India,	-	-
(iii) Net Value of Investments	48,047.84	47,502.09
(a) In India	48,047.84	47,502.09
(b) Outside India,	-	-
(II) Movement of provisions held towards diminution on investments		
(i) Opening balance	-	-
(ii) Add : Provisions made during the year	-	-
(iii) Less : Write-off / Write-back of excess provisions during the year	-	-
(iv) Closing balance	-	-

52.4 Derivatives

Forward Rate Agreement / Interest Rate Swap:

The Company has not entered into any Forward Rate Agreement / Interest Rate Swap transactions during the current financial year and in the previous financial year. Hence disclosures relating to Forward Rate Agreement / Interest Rate Swap are not applicable.

Exchange Traded Interest Rate (IR) Derivatives :

The Company has not entered into any Exchange Traded Interest Rate (IR) Derivatives transactions during the current financial year and in the previous financial year. Hence disclosures relating to Exchange Traded Interest Rate (IR) Derivatives are not applicable.

Disclosures on Risk Exposure in Derivatives :

The Company has not entered into any Currency Derivatives transactions during the current financial year and in the previous financial year. However, the company has entered into equity /index Futures and Options contracts during the current as well as previous financial year. The Mark to Market Gains or losses have been recognized and shown under the head "Net Gain on fair value changes" in note no. 23 to the Standalone financial statements.

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2023

(Rs. in Lakhs, unless otherwise stated)

52.5 Maturity pattern of Assets and Liabilities

(Based on reasonable assumptions made by the Management)

For 2022-23

Particulars	Deposit	Advances / Loan*	Investments	Borrowings	Foreign Currency Assets	Foreign Currency Liabilities
1 to 7 days	-	-	3,504.53	-	-	-
8 days to 14 days	-	-	401.12	-	-	-
15 days to 30 days	-	0.35	244.77	-	-	-
Over 1 month up to 2 months	-	0.85	999.32	2,200.00	-	-
Over 2 months up to 3 months	-	0.35	-	-	-	-
Over 3 months up to 6 months	-	1.05	-	-	-	-
Over 6 months up to 1 year	-	2.10	9.38	-	-	-
Over 1 year up to 3 years	-	8.40	-	-	-	-
Over 3 years up to 5 years	-	0.71	-	-	-	-
Over 5 years	-	-	42,888.71	-	-	-
Total	-	13.81	48,047.84	2,200.00	-	-

For 2021-22

Particulars	Deposit	Advances / Loan*	Investments	Borrowings	Foreign Currency Assets	Foreign Currency Liabilities
1 to 7 days	-	0.00	399.85	500.00	-	-
8 days to 14 days	-	-	676.71	-	-	-
15 days to 30 days	-	0.54	5,973.74	-	-	-
Over 1 month up to 2 months	-	3.04	7.07	500.00	-	-
Over 2 months up to 3 months	-	13.79	-	-	-	-
Over 3 months up to 6 months	-	2.37	-	1,000.00	-	-
Over 6 months up to 1 year	-	44.88	970.20	750.00	-	-
Over 1 year up to 3 years	-	7.63	-	-	-	-
Over 3 years up to 5 years	-	3.06	-	-	-	-
Over 5 years	-	-	39,474.53	-	-	-
Total	-	75.31	47,502.09	2,750.00	-	-

* On Gross basis

52.6 Exposures

52.6.1 Exposure to Real Estate Sector

Category	As at 31 st March, 2023	As at 31 st March, 2022
a) Direct Exposure		
i) Residential Mortgages - Lending fully secured by mortgages on residential property that is or will be occupied by the borrower or that is rented: 1. Individual housing loans up to Rs.15 lakh 2. Individual housing loans above Rs.15 lakh	Nil	Nil

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2023

(Rs. in Lakhs, unless otherwise stated)

Category	As at 31 st March, 2023	As at 31 st March, 2022
ii) Commercial Real Estate - Lending secured by mortgages on commercial real estates (office buildings, retail space, multipurpose commercial buildings, multi-tenanted commercial premises, multi-family residential premises industrial or warehouse space, hotels, land acquisition, development and construction, etc). Exposure includes non-fund based (NFB) limits.	Nil	Nil
iii) Investments in Mortgage Backed Securities (MBS) and other securitised exposures -		
1. Residential	Nil	Nil
2. Commercial Real Estate	Nil	Nil
b) Indirect Exposure		
i) Fund based and non-fund-based exposures on National Housing Bank and Housing Finance Companies.	Nil	Nil
ii) Any Other	0.69	35.05
Total Exposure to Real Estate Sector	0.69	35.05

52.6.2 Exposure to Capital Market

Particulars	As at 31 st March, 2023	As at 31 st March, 2022
(i) direct investment in equity shares, convertible bonds, convertible debentures and units of equity-oriented mutual funds the corpus of which is not exclusively invested in corporate debt;	41,467.26	40,757.06
(ii) advances against shares / bonds / debentures or other securities or on clean basis to individuals for investment in shares (including IPOs / ESOPs), convertible bonds, convertible debentures, and units of equity-oriented mutual funds;	-	-
(iii) advances for any other purposes where shares or convertible bonds or convertible debentures or units of equity oriented mutual funds are taken as primary security;	-	-
(iv) advances for any other purposes to the extent secured by the collateral security of shares or convertible bonds or convertible debentures or units of equity oriented mutual funds i.e. where the primary security other than shares / convertible bonds / convertible debentures / units of equity oriented mutual funds does not fully cover the advances;	-	-
(v) secured and unsecured advances to stockbrokers and guarantees issued on behalf of stockbrokers and market makers;	-	-
(vi) loans sanctioned to corporate against the security of shares / bonds / debentures or other securities or on clean basis for meeting promoter's contribution to the equity of new companies in anticipation of raising resources;	-	-
(vii) bridge loans to companies against expected equity flows / issues;	-	-
(viii) Underwriting commitments taken up by the NBFCs in respect of primary issue of shares or convertible bonds or convertible debentures or units of equity oriented mutual funds	-	-
(ix) Financing to stockbrokers for margin trading	-	-
(x) All exposures to Alternative Investment Funds:		
-Category I	-	-
-Category II	2,432.18	588.15
-Category III	-	-
Total Exposure to Capital Market	43,899.45	41,345.22

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2023

(Rs. in Lakhs, unless otherwise stated)

52.6.3 Sectoral exposure

Sectors	As at 31 st March, 2023			As at 31 st March, 2022		
	Total Exposure	Gross NPAs	Percentage of Gross NPAs to total exposure in that sector	Total Exposure	Gross NPAs	Percentage of Gross NPAs to total exposure in that sector
(i) Agriculture and Allied Activities	-	-	-	-	-	-
(ii) Industry	-	-	-	-	-	-
(iii) Services	-	-	-	56.50	-	-
(iv) Personal Loans	-	-	-	-	-	-
(v) Others, if any (please specify)	-	-	-	-	-	-
Total Sectoral exposure	-	-	-	56.50	-	-

52.6.4 Intra group exposures

Particulars	As at 31 st March, 2023	As at 31 st March, 2022
Total amount of intra-group exposures	-	56.50
Total amount of top 20 intra-group exposures	-	56.50
Percentage of intra-group exposures to total exposure of the NBFC on borrowers/ customers	-	100.00%

52.6.5 Unhedged foreign currency exposure

The company does not have unhedged foreign currency exposure risk.

52.6.6 Details of financing of parent company products

The Company does not have parent Company. Hence this clause is not applicable.

52.6.7 Details of Single Borrower Limit (SGL)/ Group Borrower Limit (GBL) exceeded by the NBFC

The Company has not exceed Single Borrower Limit (SGL)/ Group Borrower (GBL) Limit as prescribed RBI in prudential norms.

52.6.8 Unsecured Advances

Particulars	As at 31 st March, 2023	As at 31 st March, 2022
Unsecured advances (Refer note no. 6)	-	56.50
Advances against intangible securities	-	-
Total Unsecured Advances	-	56.50

52.7 Miscellaneous

Registration obtained from other financial sector regulators

Regulator	Registration Number
Ministry of Finance (Financial Intelligence Unit)	FINBF13201

Disclosure of Penalties imposed by RBI and other regulators

No penalties have been imposed by RBI and any other regulator.

Breach of covenant

There were no instances of default or breaches of covenant in respect of loan availed issued during the financial years ended March 31, 2023 and March 31, 2022.

Divergence in Asset Classification and Provisioning

The RBI has neither assessed any additional provisioning requirements in excess of 5 percent of the reported profits before tax and impairment loss on financial instruments for the financial year ended March 31, 2022, nor identified any additional Gross NPAs in excess of 5% of the reported Gross NPAs for the said period.

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

Not Applicable.

Remuneration of Directors

The Company has not paid any remuneration to any director of the Company except director's sitting fees of Rs 0.67 lakhs (previous year Rs. 0.61 lakhs) paid to independent directors.

Management

Management Discussion and Analysis Report is been incorporated in the Directors Report.

Net Profit or Loss for the period, prior period items and changes in accounting policies

There are no prior period items or change in accounting policy. Accordingly there is no impact on profit / loss of the Company.

Revenue Recognition

The company has not postponed recognition of revenue, except as given in the note no. 43, on account of any pending resolution of significant uncertainties.

Indian Accounting Standard 110 -Consolidated Financial Statements (CFS)

The Company has presented the Consolidated Financial Statement as per the guidelines & clarification provided by ICAI.

52.8 Additional Disclosures**52.8.1 Provisions and Contingencies**

Break up of 'Provisions and Contingencies' shown under the head Expenditure in Profit and Loss Account	As at 31 st March, 2023	As at 31 st March, 2022
Provision made towards Income tax*	757.91	2,635.91
Provision for employee benefits	-	0.24

*Provision made towards income tax includes income tax provision shown in Other Comprehensive Income and deferred tax.

Break up of 'Reversal of provision' shown under the "Others" in Profit and Loss Account	As at 31 st March, 2023	As at 31 st March, 2022
Reversal of provision on standard asset	0.27	0.23

52.8.2 Drawn down from Reserves

The Company has not made any draw down from reserves during the current and previous year.

52.8.3 Concentration of Deposits, Advances, Exposures and NPAs**1. Concentration of Deposits (for deposit taking NBFCs)**

As the Company is a non-deposit taking NBFC, details as required under this clause is not applicable.

2. Concentration of Advances

Particulars	As at 31 st March, 2023	As at 31 st March, 2022
Total Advances to twenty largest borrowers	-	56.50
Percentage of Advances to twenty largest borrowers to Total Advances of the NBFC	-	100%

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2023

(Rs. in Lakhs, unless otherwise stated)

3. Concentration of NPAs

The Company does not have any Non-Performing Assets.

4. Sector-wise NPAs

The Company does not have any Non-Performing Assets.

52.8.4 Movement of NPAs

The Company does not have any Non-Performing Assets, details as required under this clause is not applicable.

52.8.5 Overseas Assets

The Company does not have any overseas Assets nor have made any Investments in any Overseas Joint venture or Overseas Subsidiary.

52.8.6 Off-balance Sheet SPVs sponsored

The Company does not have any off balance sheet SPVs sponsored.

52.9 Related Party Disclosure

Related Party Items	Subsidiaries		Associates/ Joint Ventures		Key Management Personnel		Others Related parties		Total	
	2022-23	2021-22	2022-23	2021-22	2022-23	2021-22	2022-23	2021-22	2022-23	2021-22
A) Transactions during the period										
i) Borrowings Taken	-	-	-	-	-	-	4,506.31	4,066.50	4,506.31	4,066.50
ii) Borrowings Repaid	-	-	-	-	-	-	4,506.31	4,554.70	4,506.31	4,554.70
iii) Advances Given	-	2.00	1.50	41.00	-	-	35,280.00	46,932.00	35,281.50	46,975.00
iv) Advances Repaid Back	-	5.00	37.50	5.00	-	-	35,300.50	46,944.50	35,338.00	46,954.50
v) Investments	-	-	-	-	-	-	-	-	-	-
vi) Interest paid	-	-	-	-	-	-	-	-	-	-
vii) Interest received	-	0.20	2.90	0.07	-	-	58.36	63.48	61.25	63.75
viii) Others										
- Brokerage Paid	-	-	-	-	-	-	61.56	135.92	61.56	135.92
- Employee Benefit Expenses	-	-	-	-	89.50	81.35	-	-	89.50	81.35
- Fees on Financial Guarantee	-	-	-	-	-	-	0.04	0.14	0.04	0.14
- Reimbursement of Expenses	-	-	-	-	0.23	0.21	-	-	0.23	0.21
- Director Sitting Fees	-	-	-	-	0.67	0.61	-	-	0.67	0.61
- Dividend Income	-	-	-	-	-	-	-	15.07	-	15.07
- Business Support Services	-	-	-	-	-	-	4.10	-	4.10	-
- Purchase of shares and securities	-	-	-	-	-	-	-	975.00	-	975.00
- Sale of shares and securities	-	-	-	-	-	-	-	733.78	-	733.78
- Issue of equity shares	-	-	-	-	-	-	-	252.89	-	252.89
B) Outstanding at the year end										
i) Trade Payable (Other than Micro Enterprises and Small Enterprises)	-	-	-	-	-	-	5.49	-	5.49	-
ii) Borrowings (Other than Debt Securities)	-	-	-	-	-	-	-	-	-	-
iii) Other Financial Liabilities	-	-	-	-	26.72	23.13	-	-	26.72	23.13
iv) Trade Receivables	-	-	-	-	-	-	-	91.39	-	91.39
v) Other Non Financial Asset	-	-	-	-	-	-	0.02	-	0.02	-
vi) Loan	-	-	-	36.00	-	-	-	20.50	-	56.50
vii) Investments	20.15	20.15	0.25	0.25	-	-	23,160.72	23,154.17	23,181.12	23,174.58
C) Maximum outstanding during the year										
i) Trade Payable (Other than Micro Enterprises and Small Enterprises)	-	-	-	-	-	-	1,668.56	2,469.29	1,668.56	2,469.29
ii) Borrowings (Other than Debt Securities)	-	-	-	-	-	-	1,961.26	698.20	1,961.26	698.20
iii) Other Financial Liabilities	-	-	-	-	26.72	23.13	-	-	26.72	23.13
iv) Trade Receivables	-	-	-	-	-	-	999.21	2,231.24	999.21	2,231.24
v) Loan	-	3.00	37.50	36.00	-	-	10,975.50	11,869.75	11,013.00	11,908.75
vi) Investments	20.15	20.15	0.25	0.25	-	-	23,160.72	23,154.17	23,181.12	23,174.58

52.10 Disclosure of Complaints

Summary information on complaints received by the Company from customers and from the Offices of Ombudsman

Particulars	As at 31 st March, 2023	As at 31 st March, 2022
Complaints received by the Company from its customers		
(i) Number of complaints pending at beginning of the year	-	-
(ii) Number of complaints received during the year	-	-
(iii) Number of complaints disposed during the year	-	-
Of which, number of complaints rejected by the Company	-	-
(iv) Number of complaints pending at the end of the year	-	-
Maintainable complaints received by the Company from Office of Ombudsman	-	-
(v) Number of maintainable complaints received by the Company from Office of Ombudsman	-	-
Of (v), number of complaints resolved in favour of the Company by Office of Ombudsman	-	-
Of (v), number of complaints resolved through conciliation/ mediation/ advisories issued by Office of Ombudsman	-	-
Of (v), number of complaints resolved after passing of Awards by Office of Ombudsman against the Company	-	-
(vi) Number of Awards unimplemented within the stipulated time (other than those appealed)	-	-

Grounds of complaints, (i.e. complaints relating to)	Number of complaints pending at the beginning of the year	Number of complaints received during the year	% increase/ decrease in the number of complaints received over the previous year	Number of complaints pending at the end of the year	Of 5, number of complaints pending beyond 30 days
	Current Year				
Ground 1	-	-	-	-	-
Ground 2	-	-	-	-	-
Ground 3	-	-	-	-	-
Ground 4	-	-	-	-	-
Ground 5	-	-	-	-	-
Others	-	-	-	-	-
Total	-	-	-	-	-
	Previous Year				
Ground 1	-	-	-	-	-
Ground 2	-	-	-	-	-
Ground 3	-	-	-	-	-
Ground 4	-	-	-	-	-
Ground 5	-	-	-	-	-
Others	-	-	-	-	-
Total	-	-	-	-	-

52.11 Loans to Directors, Senior Officers and relatives of Directors

Company has not granted any loan to Directors, Senior Officers and relatives of Directors during the financial year 2022-23 as well as 2021-22.

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2023

(Rs. in Lakhs, unless otherwise stated)

Note 53 : Disclosure para 15A on Guidelines on Liquidity Risk Management Framework in Master Direction - Non-Banking Financial Company - Systemically Important Non-Deposit taking Company and Deposit taking Company (Reserve Bank) Directions, 2016

Public disclosure on liquidity risk in terms of Guidelines on Liquidity Risk Management Framework.

i) Funding Concentration based on significant counterparty* (Both Deposits and Borrowings)

Particulars	Number of Significant Counterparties	Amount	% of Total deposits	% of Total Liabilities
As at March 31, 2023	1	2200.00	NA	31.49%
As at March 31, 2022	2	2750.00	NA	40.80%

*A "Significant counterparty" is defined as a single counterparty or group of connected or affiliated counterparties accounting in aggregate for more than 1% of the NBFC's total liabilities as per RBI circular RBI/2019-20/88 DOR.NBFC (PD) CC. No.102/03.10.001/2019-20.

ii) Top 20 large deposits (amount and % of total deposits)

Company is Systemically Important Non-Deposit taking Non-Banking Financial Company (NBFC-ND-SI) & therefore company has not accepted any public deposit.

iii) Top 10 borrowings (amount of borrowings and % of total borrowings)

Particulars	As at 31 st March, 2023	As at 31 st March, 2022
Amount of borrowings	2,200.00	2,750.00
Percentage of amount of top 10 borrowings to total borrowings	100.00%	100.00%

iv) Funding Concentration based on significant instrument/product*

Name of the instrument/product	As at 31 st March, 2023		As at 31 st March, 2022	
	Amount	% of total liabilities	Amount	% of total liabilities
Borrowings				
1. Term Loan	2,200.00	31.49%	750.00	11.13%
2. Loan repayable on demand				
Other	-	-	2,000.00	29.68%

*A "significant instrument/product" is defined as a single instrument/product of group of similar instruments/products which in aggregate amount to more than 1% of the NBFC's total liabilities as per RBI circular RBI/2019-20/88 DOR.NBFC (PD) CC. No.102/03.10.001/2019-20.

v) Stock Ratio

Particulars	As at 31 st March, 2023	As at 31 st March, 2022
i) Other short term liabilities as a percentage of total public funds	3.95%	2.11%
ii) Other short term liabilities as a percentage of total liabilities	1.25%	0.86%
iii) Other short term liabilities as a percentage of total assets	0.17%	0.12%

i) Other short term liabilities includes all liability except principal amount borrowings, provisions & deferred tax liabilities.

ii) Company has not issued any Commercial papers and Non-convertible debentures during FY 2022-23.

Note : Borrowing for the purpose of above disclosure means only principal amount & does not include accrued interest.

vi) Institutional Set-up for Liquidity Risk Management

The Company's risk management function is carried out by the Risk Management Committee. Risk Management committee evaluates financial risks and the appropriate governance framework for the Company. The Risk Management Committee provides assurance to the Board that the Company's financial risk activities are governed by appropriate policies and procedures and that financial risks are identified, measured and managed in accordance with the Company's policies and risk objectives.

Note 54 : The disclosures as required by the Master Direction-Monitoring of frauds in NBFCs issued by RBI dated 29th September 2016.

There was no case of fraud reported during the year 2022-23 as well as 2021-22

Note 55: During the year, the Company has not reclassified / restructured any loan given to parties. Therefore the disclosures required as per below circulars issued by Reserve Bank of India (RBI) are not required.

1. Disclosures pursuant to RBI Notification-RBI/2019-20/220 DOR.No.BP.BC.63/21.04.048/2019-20 dated 17th April, 2020.
2. Disclosure pursuant to RBI Notification-RBI/2020-21/16 DOR.No.BP.BC/3/21.04.048/2020-21 dated 6th August 2020.
3. Disclosure pursuant to RBI Notification -RBI/2020-21/17 DOR.No.BP.BC/4/21.04.048/2020-21 dated 6th August 2020.
4. Disclosure pursuant to RBI Notification -RBI/2021-22/31 DOR.STR.REC.11/21.04.048/2021-22 dated 5th May, 2021.

Note 56 : Disclosure pursuant to RBI Notification - RBI/DOR/2021-22/86/DOR.STR.REC.51/21.04.048 /2021-22 dated 24 September 2021 'Master Direction – Reserve Bank of India (Transfer of Loan Exposures) Directions, 2021' are not applicable as there is no transfer of loan during the year 2022-23.

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2023

(Rs. in Lakhs, unless otherwise stated)

ANNEXURE (FORMING PART OF THE ACCOUNTS)

Schedule to the Balance Sheet

{as required in terms of Paragraph 19 (Annexure IV) of Systemically Important Non-Banking Financial (Non-Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2016.}

Particulars		2022-23		2021-22	
		Amount Outstanding	Amount Overdue	Amount Outstanding	Amount Overdue
(1) Liabilities Side :					
	Loans and advances availed by the NBFCs inclusive accrued thereon but not paid :				
	(a) Debentures : Secured	Nil	Nil	Nil	Nil
	: Unsecured	Nil	Nil	Nil	Nil
	(Other than falling within the meaning of public deposit*)				
	(b) Deferred Credit	Nil	Nil	Nil	Nil
	(c) Term Loans	2,233.30	Nil	756.65	Nil
	(d) Inter-corporate Loans and Borrowings	Nil	Nil	2,010.29	Nil
	(e) Commercial Paper	Nil	Nil	Nil	Nil
	(f) Other Loans (specify nature)	Nil	Nil	Nil	Nil
	* Please see Note 1 below				
	Assets Side :				
(2) Break-up of Loans and Advances (financial and non financial assets including bills receivables {other than those included in (4) below}:		Amount outstanding		Amount outstanding	
	(a) Secured		Nil		Nil
	(b) Unsecured				
	Loan to related parties		Nil		56.50
	Loan to employees		13.81		18.81
(3) Break up of Leased Assets and stock of hire and other assets counting towards AFC activities.					
	(i) Lease assets including lease rentals under sundry debtors :				
	(a) Financial lease		Nil		Nil
	(b) Operating lease		Nil		Nil
	(ii) Stock on hire including hire charges under sundry debtors :				
	(a) Assets on hire		Nil		Nil
	(b) Repossessed Assets		Nil		Nil
	(iii) Other loans counting towards AFC activities				
	(a) Loans where assets have been repossessed		Nil		Nil
	(b) Loans other than (a) above		Nil		Nil
(4) Break-up of Investments					
	Current Investments :				
	1. Quoted :				
	i) Shares: Equity		2.97		969.11
	Preference		Nil		Nil
	ii) Debentures and Bonds		Nil		Nil
	iii) Units of mutual funds		4,147.70		6,130.96
	iv) Government Securities		Nil		Nil
	v) Others		Nil		Nil

Particulars		2022-23			2021-22				
		Amount outstanding			Amount outstanding				
2. Unquoted :									
i) Shares: Equity		6.41			6.48				
Preference		Nil			Nil				
ii) Debentures and Bonds		Nil			Nil				
iii) Units of mutual funds		Nil			Nil				
iv) Government Securities		Nil			Nil				
v) Others		Nil			Nil				
Long Term Investments :									
1. Quoted :									
i) Shares: Equity		15,045.55			13,561.04				
Preference		Nil			Nil				
ii) Debentures and Bonds		Nil			Nil				
iii) Units of mutual funds		Nil			Nil				
iv) Government Securities		Nil			Nil				
v) Others		Nil			Nil				
2. Unquoted :									
i) Shares: Equity		26,155.32			25,954.28				
Preference		249.93			249.93				
ii) Debentures and Bonds		Nil			Nil				
iii) Units of mutual funds		Nil			Nil				
iv) Government Securities		Nil			Nil				
v) Others		2,439.95			630.29				
(5) Borrower group-wise classification of assets financed as in (2) and (3) above :									
Please see Note 2 below									
Category		Amount net of provisions							
		2022-23			2021-22				
		Secured	Unsecured	Total	Secured	Unsecured	Total		
1. Related Parties									
a. Subsidiaries		Nil	Nil	Nil	Nil	Nil	Nil		
b. Companies in the same group		Nil	Nil	Nil	Nil	56.27	56.27		
c. Other related parties		Nil	Nil	Nil	Nil	Nil	Nil		
2. Other than related parties		Nil	13.81	13.81	Nil	18.81	18.81		
Total		Nil	13.81	13.81	Nil	75.08	75.08		
(6) Investor group-wise classification of all investments (current and long term) in shares and securities (both quoted and unquoted) :									
Please see Note 3 below									
Category		2022-23		2021-22		2021-22			
		Market Value/ Break up or fair value		Book Value (Net of Provisions)		Market Value/ Break up or fair value		Book Value (Net of Provisions)	
1. Related Parties									
a. Subsidiaries		485.63		20.15		470.27		20.15	
b. Associates		-		0.25		-		0.25	
c. Companies in same group		23,160.72		23,160.72		23,154.17		23,154.17	
d. Other Related parties		-		-		-		-	

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2023

(Rs. in Lakhs, unless otherwise stated)

	Category	2022-23	2022-23	2021-22	2021-22
		Market Value/ Break up or fair value	Book Value (Net of Provisions)	Market Value/ Break up or fair value	Book Value (Net of Provisions)
	2. Other than related parties	24,866.72	24,866.72	24,327.51	24,327.51
	Total	48,513.06	48,047.84	47,951.96	47,502.09
(7)	Other information				
	Particulars			2022-23	2021-22
				Amount	Amount
	Gross Non-Performing Assets				
	a. Related Parties			Nil	Nil
	b. Other than related parties			Nil	Nil
	Net Non-Performing Assets				
	a. Related Parties			Nil	Nil
	b. Other than related parties			Nil	Nil
	Assets acquired in satisfaction of debt			Nil	Nil

Notes

- As defined in paragraph 2 (1) (xii) of the Non-Banking Financial Companies Acceptance of Public Deposits (Reserve Bank) Directions, 1998.
- Provisioning norms shall be applicable as prescribed in Systemically Important Non-Banking Financial (Non-Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2016 as amended.
- All accounting standards and guidance notes issued by ICAI are applicable including for valuation of investments and other assets as also assets acquired in satisfaction of debts. However, market value in respect of quoted investments and break up / fair value / NAV in respect of unquoted investments should be disclosed irrespective of whether they are classified as long term or current in column (4) above.
- Investments given under Note 7 of Standalone Financial Statements includes Long term investments & Current Investments.
- Current Investment in NBFC Report includes "Stock in trade (Securities held for trading) (Note-8)" of the Standalone Financial Statements.
- The amount mentioned in above RBI disclosure is as per Indian Accounting Standard.

As per our report of even date**For Ajmera Ajmera and Associates**Chartered Accountants
Firm Reg. No: 123989W**Sandeep Ajmera**Partner
Membership No. 048277

Place : Mumbai

Date : 24th May, 2023**For and on behalf of the Board of Directors****Hetal Khalpada**
Director
DIN:00055823**Rajiv Pathak**
Chief Executive Officer**Avani Sanghavi**
Company Secretary
Membership No. A29108Place : Mumbai
Date : 24th May, 2023**Ritesh Zaveri**
Director
DIN:00054741**Vaishali Rajesh Dhuri**
Chief Financial Officer

(Rs. in Lakhs, unless otherwise stated)

Form AOC-1

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

Statement containing salient features of the financial statement of subsidiaries/associate companies/joint ventures**Part "A": Subsidiaries**

Name of Subsidiaries	Sareshwar Trading and Finance Private Limited	Arkaya Commercial Private Limited
1 Reporting period for the subsidiary concerned, if different from the holding company's reporting period	NA	NA
2 Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries.	NA	NA
3 Share capital	15.42	2.88
4 Other equity	529.98	246.69
5 Total assets	599.43	279.91
6 Total Liabilities	54.03	30.34
7 Investments	599.12	278.99
8 Turnover	1.00	3.00
9 Profit before taxation	1.07	2.38
10 Provision for taxation	(0.48)	-
11 Net Profit after taxation	1.55	2.38
12 Other Comprehensive Income	13.64	7.69
13 Total Comprehensive Income	15.19	10.07
14 Proposed Dividend	-	-
15 % of shareholding	60.77%	61.83%

The following information shall be furnished:-

- Names of subsidiaries which are yet to commence operations : Nil
- Names of subsidiaries which have been liquidated or sold during the year : Nil

(Rs. in Lakhs, unless otherwise stated)

Part “B”: Associates and Joint Ventures**The company has no Joint Venture and therefore details under this heading relate only to Associate company****Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Company**

Name of associate	Arcies Laboratories Limited
1 Latest audited Balance Sheet Date	31.03.2023
2 Shares of Associate held by the company on the year end 31.03.2023	
No. of Shares	2,500
Amount of Investment in Associates	0.25
Extend of Holding %	31.03
3 Description of how there is significant influence	By virtue of shareholding
4 Reason why the associate is not Consolidated	NA
5 Net worth attributable to shareholding as per latest audited Balance Sheet	(6.23)
6 Total Comprehensive Income for the year*	
Considered in Consolidation#	0.00
Not Considered in Consolidation	0.84

*Includes Net Profit/(Loss) after taxation and other comprehensive income (net of tax).

Company will consider its share of Income from associate in consolidation when its cumulative share of losses is lower than its carrying amount of Investment in Associate.

The following information shall be furnished:-

- Names of Associates which are yet to commence operations:s Nil
- Names of Associates which have been liquidated or sold during the year: Nil

As per our report of even date**For Ajmera Ajmera and Associates**Chartered Accountants
Firm Reg. No: 123989W**Sandeep Ajmera**Partner
Membership No. 048277Place : Mumbai
Date : 24th May, 2023**For and on behalf of the Board of Directors****Hetal Khalpada**
Director
DIN:00055823**Ritesh Zaveri**
Director
DIN:00054741**Rajiv Pathak**
Chief Executive Officer**Vaishali Rajesh Dhuri**
Chief Financial Officer**Avani Sanghavi**
Company Secretary
Membership No. A29108Place : Mumbai
Date : 24th May, 2023

**CONSOLIDATED
FINANCIAL
STATEMENTS**

INDEPENDENT AUDITOR'S REPORT

TO

THE MEMBERS OF SARASWATI COMMERCIAL (INDIA) LIMITED

Report on the Audit of the Consolidated Financial Statements

Opinion

We have audited the accompanying Consolidated financial statements of **Saraswati Commercial (India) Limited** ("hereinafter referred to as Holding Company") and its Subsidiaries (the Holding Company and its Subsidiaries together referred to as "the Group") and its Associate Company which comprises of the Consolidated Balance Sheet as at 31st March, 2023, the Consolidated Statement of Profit and Loss, (including other comprehensive income), the Consolidated Statement of Cash Flows and the consolidated statement of changes in Equity for the year ended and notes to the consolidated financial statements including a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

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

Basis for Opinion

We conducted our audit of the consolidated financial statements in accordance with the Standards on Auditing (SAs), as 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 Consolidated Financial Statements section of our report. We are independent of the Group and its Associate in accordance with the "Code of Ethics" issued by the Institute of Chartered Accountants of India (ICAI) together with the independence requirements that are relevant to our audit of the consolidated financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence obtained by us along with the consideration of reports of the other auditors referred to in paragraph (a) of the "Other Matters" section below, is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

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

Key Audit Matters	How our audit addressed the key audit matter
(a) Fair Valuation of Financial Instruments	
The Group's investments (other than investment in Associate) are measured at fair value at each reporting date and these fair value measurements significantly impact the Group's results.	We have assessed the Group's process to compute the fair value of various investments. For quoted instruments we have independently obtained market quotations and calculated the fair valuations. For the unquoted instruments, we have obtained an understanding of the valuation methods used by and analysed the reasonableness Management of the principal assumptions made for estimating the fair values and various other data used while arriving at the fair value measurement.

Key Audit Matters	How our audit addressed the key audit matter
	We have verified that all investments are held in the name of Company. Our audit procedures over the valuation of the Investments included reviewing valuation of all Investments held as at 31st March, 2023. Based on the audit procedures performed we are satisfied with existence and valuation of investments.

Information Other than the Consolidated Financial Statements and Auditor’s Report Thereon

The Holding Company’s Management and Board of Directors are responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board’s Report including Annexures to Board’s Report, Corporate Governance and Shareholder’s Information, but does not include the consolidated financial statements and our auditor’s report thereon

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

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

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

Management’s and Board of Directors Responsibility for the Consolidated Financial Statements

The Holding Company’s Management and Board of Directors are responsible for the matters stated in section 134(5) of the Act with respect to preparation & presentation of these consolidated financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance including other comprehensive income, consolidated cash flows and consolidated statement of changes in equity of the Group and its Associate in accordance with the accounting principles generally accepted in India including the Indian Accounting Standards specified under section 133 of the Act read with the Companies (Indian Accounting Standard) Rules 2015, as amended . The respective Board of Directors of the companies included in the Group and its associate are responsible for maintenance of the adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and its associate and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Management and Board of Directors of the Holding Company, as aforesaid.

In preparing the consolidated financial statements, the respective Management and Board of Directors of the companies included in the Group and its associate are responsible for assessing the Group ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless Management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Group and of its Associate are also responsible for overseeing the financial reporting process of each Company.

Auditor’s Responsibilities for the Audit of the Consolidated Financial Statements

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

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

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

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the Group and its Associate has adequate internal financial controls system in place and the operating effectiveness of such controls
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by Management.
- Conclude on the appropriateness of Management's and Board of Directors use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group 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 Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the Consolidated financial statements, including the disclosures, and whether the Consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial statements of subsidiaries included in the Group and its Associate to express an opinion on the consolidated financial statements. For the Associate included in the consolidated financial statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion. Our responsibilities in this regard are further described in the section titled "Other Matters" in this audit report.

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

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

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

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

Other Matters

The consolidated financial statements includes the audited financial statements and other financial information, in respect of two subsidiaries, whose financial statement reflects below total assets (before consolidation adjustments), total Income (before consolidation adjustments), total net profit after tax, Other comprehensive income, Total comprehensive income and net cash flow (before consolidation adjustments).

Particulars	For the year ended 31 st March, 2023 (Rs. in Lakhs)
Total Assets	879.34
Net Cash Inflows	0.16

Particulars	For the year ended 31 st March, 2023 (Rs. in Lakhs)
Total Income	4.47
Total Net profit after tax	3.93
Other comprehensive income	21.33
Total comprehensive income	25.26

The accompanying consolidated financial statements also includes below the Associate Company's share of total net loss after tax, Other comprehensive income, Total comprehensive income for the year ended 31st March, 2023;

Particulars	For the year ended 31 st March, 2023 (Rs. in Lakhs)
Total net loss after tax	Nil
Other comprehensive loss	Nil
Total Comprehensive loss	Nil

as considered in the Consolidated Financial statement whose financial statement have not been audited by us. These financial statements have been audited by other auditors whose report have been furnished to us by the Management and our opinion on the consolidated financial statement in so far as it relates to the amounts and disclosures included in respect of these subsidiaries and associate, and our report in terms of sub-section 3 of section 143 of the Act in so far as it relates to the aforesaid subsidiaries and associate is based solely on the reports on the other auditors.

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

Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) the Act, based on our audit and on the consideration of report of the other auditors on separate financial statements and the other financial information of Subsidiaries and Associate as noted in the **"Other Matters"** Paragraph we report that to the extent applicable, 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 of the aforesaid consolidated financial statements.
 - (b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and the report of other auditors.
 - (c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss (Including other comprehensive income), the consolidated statement of changes in equity and the Consolidated Statement of Cash Flows dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.
 - (d) In our opinion, the aforesaid consolidated financial statements comply with the Indian Accounting Standard specified under Section 133 of the Act, read with Companies (Indian Accounts Standard) Rules, 2015, as amended.
 - (e) On the basis of the written representations received from the directors of the Holding Company as on 31st March, 2023 taken on record by the Board of Directors of the Holding company and the reports of the statutory auditors of its Subsidiaries and Associate incorporated in India, none of the directors of the Group and its Associate company incorporated in India is disqualified as on 31st March, 2023 from being appointed as a director in terms of Section 164 (2) of the Act.
 - (f) With respect to the adequacy of the internal financial controls over financial reporting and the operating effectiveness of such controls, refer to our separate Report in **"Annexure A"** which is based on the auditor's reports of the Group and its associate company incorporated in India. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the internal financial control over financial reporting of subsidiaries and associate company, for reasons stated therein.
 - (g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:
 - i. In our opinion and to the best of our information and according to the explanations given to us, the Holding Company and its subsidiaries and associates have not paid any remuneration to any of its directors. However sitting fees paid to Independent directors of Holding company are within the limit prescribed under section 197 of the Act.
 - (h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us and based on the consideration of the reports of the other auditors on separate financial statements of the Subsidiaries and Associate, as noted in **"Other Matters"** paragraph :
 - i. The consolidated financial statements disclose impact of pending litigations on the consolidated financial position of the Group and its Associate- Refer Note No. 32 to the Consolidated Financial Statements;

- ii. The Group and its Associate did not have any Long Term Contracts including derivative contracts. For which there was any material foreseeable losses.
- iii. There were no amounts required to be transferred, to the Investor Education and Protection Fund by the Group and its Associate incorporated in India.
- iv. (a) The Management has represented that, to the best of its knowledge and belief, in Note 48 to the accounts, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Holding Company or its subsidiaries and associate companies incorporated in India to or in any other persons or entities, including foreign entities (“Intermediaries”), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall:
 - 1 directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever (“Ultimate Beneficiaries”) by or on behalf of the Holding Company and its subsidiaries and associate companies incorporated in India or;
 - 2 provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
- (b) The Management has represented, that, to the best of its knowledge and belief, in Note 48 to the accounts, no funds have been received by the Holding Company and its subsidiaries and associate companies incorporated in India from any persons or entities, including foreign entities (“Funding Parties”), with the understanding, whether recorded in writing or otherwise, that the Company and its subsidiaries and associate companies incorporated in India shall:
 - 1. directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever (“Ultimate Beneficiaries”) by or on behalf of the Funding Parties or;
 - 2. provide any guarantee, security or the like from or on behalf of the Ultimate Beneficiaries.
- (c) Based on the audit procedures that has been considered reasonable and appropriate in the circumstances performed by us and those performed by the auditors of the subsidiaries and associate which are companies incorporated in India whose financial statements have been audited under the Act, nothing has come to our or other auditor’s notice that has caused us or the other auditors to believe that the representations as provided under (a) and (b) above, contain any material misstatement.
- v. The Holding Company and its subsidiary and associate companies incorporated in India whose financial statements have been audited under the Act have not declared or paid any dividend during the year ended 31st March 2023.
- vi. Proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 for maintaining books of account using accounting software which has a feature of recording audit trail (edit log) facility is applicable to the Company with effect from April 1, 2023 to Holding company and its subsidiaries and its associate which are incorporated in India, and accordingly, reporting under Rule 11(g) of Companies (Audit and Auditors) Rules, 2014 is not applicable for the financial year ended March 31, 2023.

For Ajmera Ajmera and Associates

Chartered Accountants
Firm Registration No. 123989W

Sandeep Ajmera

Partner
Membership No. 048277
UDIN: 23048277BGWGPO7398

Place: Mumbai
Dated: 24th May, 2023

ANNEXURE 'A' TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE CONSOLIDATED FINANCIAL STATEMENTS OF SARASWATI COMMERCIAL (INDIA) LIMITED**Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")**

In conjunction with our audit of the consolidated financial statements of the Company as of and for the year ended 31st March, 2023, We have audited the internal financial controls over financial reporting of Saraswati Commercial (India) Limited (hereinafter referred to as "the Holding Company") and its Subsidiaries (the Holding Company and its Subsidiaries together referred to as "the Group") and its Associate Company which are companies incorporated in India, as of that date.

Management's Responsibility for Internal Financial Controls

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

Auditor's Responsibility

Our responsibility is to express an opinion on the Group and its associate internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the ICAI and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

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

We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditor in terms of their reports referred to in the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the Group and its associates internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

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

Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

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

Opinion

In our opinion, the Group and associate companies, which are companies incorporated in India, have, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March, 2023, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

Other Matters

Our aforesaid report Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the Internal Financial controls over financial reporting in so far as it relates to subsidiaries and associate company which is incorporated in India, is based on the corresponding reports of the auditors of such company incorporated in India.

Our opinion is not modified in respect of the above matters.

For Ajmera Ajmera and Associates

Chartered Accountants
Firm Registration No. 123989W

Sandeep Ajmera

Partner
Membership No. 048277
UDIN: 23048277BGWGPO7398

Place: Mumbai

Dated: 24th May, 2023

CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH, 2023

(Rs. in Lakhs, unless otherwise stated)

Particulars	Note No.	As at 31 st March, 2023	As at 31 st March, 2022
A ASSETS			
1 Financial Assets			
(a) Cash and cash equivalents	3	13.65	184.11
(b) Bank balance other than (a) above	4	3.76	3.76
(c) Receivables	5		
Trade receivables		-	91.39
(d) Loans	6	13.81	75.08
(e) Investments	7	48,896.16	47,358.76
(f) Stock in trade (securities held for trading)	8	9.38	975.59
(g) Other financial assets	9	7.38	5.38
Total Financial Assets		48,944.14	48,694.07
2 Non-Financial Assets			
(a) Current tax assets (net)	10	0.22	0.57
(b) Property, plant and equipment	11	3.73	4.93
(c) Other non-financial assets	12	102.28	108.92
Total Non- Financial Assets		106.23	114.43
TOTAL ASSETS		49,050.38	48,808.49
B LIABILITIES AND EQUITY			
I LIABILITIES			
1 Financial Liabilities			
(a) Payables	13		
Trade payables			
-total outstanding dues of micro enterprises and small enterprises		0.17	0.15
-total outstanding dues of creditors other than micro enterprises and small enterprises		6.88	1.22
(b) Borrowing (other than debt securities)	14	2,234.80	2,770.44
(c) Other financial liabilities	15	42.66	35.99
Total Financial Liabilities		2,284.51	2,807.81
2 Non-Financial Liabilities			
(a) Current tax liabilities (net)	16	13.72	78.75
(b) Provisions	17	16.06	16.08
(c) Deferred tax liabilities (net)	18	2,610.90	2,934.82
(d) Other non-financial liabilities	19	4.33	4.01
Total Non-Financial Liabilities		2,645.01	3,033.66
II EQUITY			
(a) Equity share capital	20	102.99	102.99
(b) Other equity	21	43,708.65	42,564.61
Equity Attributable to Owners of the Company		43,811.64	42,667.61
Non-controlling interest		309.22	299.42
Total Equity		44,120.86	42,967.02
TOTAL LIABILITIES AND EQUITY		49,050.38	48,808.49
Significant Accounting Policies	1-2		
The accompanying notes are an integral part of the Consolidated Financial Statements	3-51		

As per our Report of even date

For Ajmera Ajmera and Associates

Chartered Accountants
Firm Reg. No: 123989W

Sandeep Ajmera

Partner
Membership No. 048277

Place : Mumbai
Date : 24th May, 2023

For and on behalf of the Board of Directors

Hetal Khalpada
Director
DIN:00055823

Rajiv Pathak
Chief Executive Officer

Avani Sanghavi
Company Secretary
Membership No. A29108

Place : Mumbai
Date : 24th May, 2023

Ritesh Zaveri
Director
DIN:00054741

Vaishali Rajesh Dhuri
Chief Financial Officer

CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2023

(Rs. in Lakhs, unless otherwise stated)

Particulars		Note No.	For the year ended 31 st March, 2023	For the year ended 31 st March, 2022
I	Revenue from operations			
	(a) Interest income	22	62.20	95.52
	(b) Dividend income	23	450.10	163.79
	(c) Net gain on fair value changes	24	1,885.47	8,418.72
	(d) Fees and commission income	25	4.00	11.00
	(e) Others	26	0.27	0.23
	Total Revenue from operations		2,402.03	8,689.26
II	Other income	27	0.67	2.33
III	Total income (I + II)		2,402.70	8,691.59
IV	Expenses			
	(a) Finance costs	28	176.15	90.98
	(b) Employee benefits expenses	29	169.13	148.83
	(c) Depreciation expenses	11	1.20	0.99
	(d) Other expenses	30	146.72	78.78
	Total expenses		493.20	319.58
V	Profit before tax (III - IV)		1,909.51	8,372.01
VI	Tax expense	31		
	(a) Current tax		1,084.00	872.01
	(b) Deferred tax	18	(344.82)	1,004.77
	Total tax expense		739.18	1,876.77
VII	Profit for the year (V - VI)		1,170.33	6,495.23
VIII	Add : Share in profit / (loss) of associate		-	-
IX	Net profit after taxes and share in profit/(loss) of associate (VII+VIII)		1,170.33	6,495.23
X	Other comprehensive income (OCI)			
	(i) Items that will not be reclassified to profit or loss			
	(a) Fair value gain / (loss) on equity instruments			
	Realised gain / (loss)		(0.85)	820.69
	Unrealised gain / (loss)		5.26	7,243.42
	(b) Tax impact on above	18 & 31	(20.90)	(790.19)
	(c) Share in other comprehensive income of associate		-	-
	Other comprehensive income (net of tax) (a+b+c)		(16.49)	7,273.92
XI	Total comprehensive income (IX + X)		1,153.84	13,769.16
	Ner profit attributable to:			
	Owners of the Company		1,168.81	6,492.35
	Non-controlling interest		1.52	2.88
	Other comprehensive Income attributable to:			
	Owners of the Company		(24.78)	7,196.58
	Non-controlling interest		8.29	77.34
	Total comprehensive income attributable to:			
	Owners of the Company		1,144.03	13,688.93
	Non-controlling interest		9.81	80.22

CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2023

(Rs. in Lakhs, unless otherwise stated)

Particulars		Note No.	For the year ended 31 st March, 2023	For the year ended 31 st March, 2022
XII	Earnings per equity share (EPS) (Nominal value per equity share Rs 10/-)	33		
	Basic (Rs.)		113.48	631.69
	Diluted (Rs.)		113.48	631.69
Significant Accounting Policies		1-2		
The accompanying notes are an integral part of the Consolidated Financial Statements		3-51		

As per our Report of even date

For Ajmera Ajmera and Associates

Chartered Accountants
Firm Reg. No: 123989W

Sandeep Ajmera

Partner
Membership No. 048277

Place : Mumbai

Date : 24th May, 2023

For and on behalf of the Board of Directors

Hetal Khalpada

Director
DIN:00055823

Rajiv Pathak

Chief Executive Officer

Avani Sanghavi

Company Secretary
Membership No. A29108

Place : Mumbai

Date : 24th May, 2023

Ritesh Zaveri

Director
DIN:00054741

Vaishali Rajesh Dhuri

Chief Financial Officer

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31ST MARCH, 2023

(Rs. in Lakhs, unless otherwise stated)

A Equity share capital
Current reporting period

Particulars	Note No.	Balance as at 1 st April, 2022	Changes in equity share capital due to prior period errors	Restated balance at the beginning of the current reporting period	Changes in equity share capital during the year	Balance as at 31 st March, 2023
Equity share capital	20	102.99	-	102.99	-	102.99
		102.99	-	102.99	-	102.99

Previous reporting period

Particulars	Note No.	Balance as at 1 st April, 2021	Changes in equity share capital due to prior period errors	Restated balance at the beginning of the previous reporting period	Changes in equity share capital during the year	Balance as at 31 st March, 2022
Equity share capital	20	100.09	-	100.09	2.90	102.99
		100.09	-	100.09	2.90	102.99

B Other equity

Current reporting period

Particulars	Note No.	Attributable to Owners of the Company							Non Controlling Interest	Total	
		Reserves and Surplus				Retained earnings	Capital Reserve (Bargain Purchase Gain)	Other comprehensive income on equity securities			
		Capital reserve	Securities premium	Statutory reserve	Other Reserves						
Balance as at 1 st April, 2022	21	303.42	1,059.30	2,900.27	1,890.26	2.97	16,435.38	1.50	19,971.52	299.42	42,864.02
Profit for the year		-	-	-	-	-	1,168.81	-	-	1.52	1,170.33
Other comprehensive income (net of tax)		-	-	-	-	-	-	-	(24.78)	8.29	(16.49)
Transfer to reserve fund in terms of section 45-1C(1) of the Reserve Bank of India Act, 1934		-	-	233.28	-	-	(233.28)	-	-	-	-
Transfer of realised gain/loss on sale of equity instruments from OCI to Retained earnings (net of tax)		-	-	-	-	-	(0.99)	-	0.99	-	-
Balance as at 31 st March, 2023		303.42	1,059.30	3,133.55	1,890.26	2.97	17,369.92	1.50	19,947.73	309.22	44,017.86

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31ST MARCH, 2023

(Rs. in Lakhs, unless otherwise stated)

Previous reporting period	Particulars	Note No.	Attributable to Owners of the Company							Non Controlling Interest	Total	
			Reserves and Surplus			Retained earnings	Capital Reserve (Bargain Purchase Gain)	Other comprehensive income on equity securities	Total			
			Capital reserve	Securities premium	Statutory reserve							Other Reserves
	Balance as at 1st April, 2021	21	303.42	-	1,602.69	1,890.26	2.97	10,386.21	1.50	13,629.34	219.19	28,035.57
	Profit for the year		-	-	-	-	-	6,492.35	-	-	2.88	6,495.23
	Other comprehensive income (net of tax)		-	-	-	-	-	-	-	7,196.58	77.34	7,273.92
	Premium on preferential issue of equity shares		-	1,059.95	-	-	-	-	-	-	-	1,059.95
	Expenses written off on preferential issue of equity shares		-	(0.65)	-	-	-	-	-	-	-	(0.65)
	Transfer to reserve fund in terms of section 45-1C(1) of the Reserve Bank of India Act, 1934		-	-	1,297.58	-	-	(1,297.58)	-	-	-	-
	Transfer of realised gain/loss on sale of equity instruments from OCI to Retained earnings (net of tax)		-	-	-	-	-	854.40	-	(854.40)	-	-
	Balance as at 31st March, 2022		303.42	1,059.30	2,900.27	1,890.26	2.97	16,435.38	1.50	19,971.52	299.42	42,864.02
	Significant accounting policies	1 - 2										
	The accompanying notes are an integral part of the Consolidated Financial Statements	3-51										

As per our Report of even date

For Ajmera Ajmera and Associates
Chartered Accountants
Firm Reg. No: 123989W

Sandeep Ajmera
Partner
Membership No. 048277

Place : Mumbai
Date : 24th May, 2023

For and on behalf of the Board of Directors

Hetal Khalpada
Director
DIN:00055823

Rajiv Pathak
Chief Executive Officer

Avani Sanghavi
Company Secretary
Membership No. A29108

Place : Mumbai
Date : 24th May, 2023

Ritesh Zaveri
Director
DIN:00054741

Vaishali Rajesh Dhuri
Chief Financial Officer

CONSOLIDATED STATEMENT OF CASH FLOW FOR THE YEAR ENDED 31ST MARCH, 2023

(Rs. in Lakhs, unless otherwise stated)

Particulars	For the year ended		For the year ended	
	31 st March, 2023	31 st March, 2023	31 st March, 2022	31 st March, 2022
A Cash flow from operating activities				
Profit before tax		1,909.51		8,372.01
Adjustments for:				
Depreciation expenses	1.20		0.99	
Provision for leave encashment	(0.02)		0.24	
Impairment/(Reversal) on financial instruments	(0.23)		(0.09)	
Realised gain on financial instruments	53.80		(294.96)	
Unrealised gain on financial instruments	1,924.13		(1,532.03)	
Finance costs	176.15		90.98	
Dividend income	(450.10)		(163.79)	
Sundry balance written off	0.00		-	
Interest on income tax refund	(0.65)		(2.33)	
		1,704.28		(1,900.98)
Operating profit before working capital changes		3,613.79		6,471.03
Changes in working capital:				
Adjustments for (increase) / decrease in assets:				
Stock in trade (securities held for trading)	79.84		(569.20)	
Receivables	91.39		(91.39)	
Loans	61.50		8.77	
Other financial assets	1.45		(4.26)	
Other non financial assets	6.64		(6.89)	
Adjustments for increase / (decrease) in liabilities:				
Payables	5.66		(82.36)	
Other financial liabilities	6.67		7.50	
Other non-financial liabilities	0.32	253.48	2.26	(735.58)
Cash generated from operations		3,867.27		5,735.45
Net income tax paid (net of refunds, if any)		(1,169.53)		(707.12)
Net cash flow from / (used in) operating activities (A)		2,697.74		5,028.34
B Cash flow from investing activities				
Purchase of property, plant and equipment	-		(2.09)	
Purchase of investments	(1,07,988.69)		(1,05,772.13)	
Sale of investments	1,05,360.67		97,488.63	
Dividend received	450.10	(2,177.92)	162.69	(8,122.90)
Net cash flow from / (used in) investing activities (B)		(2,177.92)		(8,122.90)
C Cash flow from financing activities				
Borrowings (Other than debt securities)				
Proceeds	14,710.71		27,820.48	
Repayment	(15,262.71)		(25,556.18)	
Proceeds from preferential issue of equity shares	-		1,062.85	
Finance costs	(138.28)		(50.04)	
Expenses paid on preferential issue of equity shares	-		(0.65)	
		(690.28)		3,276.45
Net cash flow from / (used in) financing activities (C)		(690.28)		3,276.45

CONSOLIDATED STATEMENT OF CASH FLOW FOR THE YEAR ENDED 31ST MARCH, 2023

(Rs. in Lakhs, unless otherwise stated)

Particulars	For the year ended		For the year ended	
	31 st March, 2023	31 st March, 2023	31 st March, 2022	31 st March, 2022
Net increase / (decrease) in Cash and cash equivalents (A+B+C)		(170.46)		181.88
Cash and cash equivalents at the beginning of the year		184.11		2.23
Cash and cash equivalents at the end of the year		13.65		184.11
Cash and cash equivalents at the end of the year *				
* Comprises:				
(a) Cash on hand		1.07		1.07
(b) Balances with banks				
(i) In current accounts		12.58		183.04
Total		13.65		184.11
Significant Accounting Policies		1-2		
The accompanying notes are an integral part of the Consolidated Financial Statements		3-51		

Note :

1. Changes in liabilities arising from financing activities:

Particulars	1 st April, 2021	Cash Flow	Accrued interest movement	31 st March, 2022
Borrowings (Other than debt securities) (Refer note 14)	489.20	2,264.30	16.94	2,770.44

Particulars	1 st April, 2022	Cash Flow	Accrued interest movement	31 st March, 2023
Borrowings (Other than debt securities) (Refer note 14)	2,770.44	(552.00)	16.36	2,234.80

2. As the Parent Company is an investment and credit company (NBFC-ICC), dividend received is considered as part of cash flow from investing activities. Purchase and Sale of investments has been classified into operating and investing activity based on the intention of the Management at the time of purchase of securities.

3. The above statement of cash flows has been prepared under the indirect method as set out in Ind AS 7 'Statement of Cash Flows.'

As per our Report of even date

For Ajmera Ajmera and Associates

Chartered Accountants
Firm Reg. No: 123989W

Sandeep Ajmera

Partner
Membership No. 048277

Place : Mumbai
Date : 24th May, 2023

For and on behalf of the Board of Directors

Hetal Khalpada

Director
DIN:00055823

Rajiv Pathak

Chief Executive Officer

Avani Sanghavi

Company Secretary
Membership No. A29108

Place : Mumbai
Date : 24th May, 2023

Ritesh Zaveri

Director
DIN:00054741

Vaishali Rajesh Dhuri

Chief Financial Officer

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2023**1. REPORTING ENTITY:**

The consolidated financial statements relate to Saraswati Commercial (India) Limited (the Company/Parent Company), Its Subsidiaries (The Group) and its Associate. The Consolidated Financial Statements have been prepared in accordance with Indian Accounting Standard 110 “Consolidated Financial Statements” (IND AS 110) and Indian Accounting Standard “Investments in Associates in Consolidated Financial Statements” (IND AS 23) specified under Section 133 of the Companies Act, 2013, read with Rule 3 of the Companies (Accounts) Rules, 2015.

1.1 The financial statements of the following subsidiaries have been Consolidated as per Indian Accounting Standard 110 on “Consolidated Financial Statements” as specified under Section 133 of the Companies 2013 Act.

Name of Subsidiary Company	For the year ended 31 st March, 2023	For the year ended 31 st March, 2022
	Extent of holding (%)	Extent of holding (%)
Sareshwar Trading and Finance Private Limited	60.77%	60.77%
Arkaya Commercial Private Limited	61.83%	61.83%

All the subsidiaries mentioned above are incorporated in India.

1.2 The following associate, investment in which is accounted using equity method as per Indian Accounting Standard 28 on “Investments in Associates in Consolidated Financial Statements” as notified by the Companies (Indian Accounting Standards) Rules, 2015:

Name of Associate Company	For the year ended 31 st March, 2023	For the year ended 31 st March, 2022
	Extent of holding (%)	Extent of holding (%)
Arcies Laboratories Limited	31.03%	31.03%

1.3 Basis of consolidation

The Consolidated Financial Statements incorporate the financial statements of the Company and entities controlled by the Company. Control is achieved when only if the Company:

- Has power over investee
- Is exposed or has right to variable return from its involvement with the investee, and
- Has ability to use its power over investee to affect its return.

Consolidated Financial Statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances. If a member of the Group uses accounting policies other than those adopted in the Consolidated Financial Statements for like transactions and events in similar circumstances, appropriate adjustments are made to that Group member’s financial statements in preparing the Consolidated Financial Statements to ensure conformity with the Group’s accounting policies. The financial statements of all entities used for the purpose of consolidation are drawn up to same reporting date as that of the Company, i.e., year ended on 31st March.

1.4 Procedure for Consolidation

- Combine like items of assets, liabilities, equity, income, expenses, other comprehensive income and cash flows of the parent with those of its subsidiaries. For this purpose, income and expenses of the subsidiary are based on the amounts of the assets and liabilities recognised in the Consolidated Financial Statements at the acquisition date.
- Offset (eliminate) the carrying amount of the parent’s investment in each subsidiary and the parent’s portion of equity of each subsidiary.
- Eliminate in full intra group assets and liabilities, equity, income, expenses and cash flows relating to transactions between entities of the Group (profits or losses resulting from intra group transactions that are recognised in assets, such as inventory and fixed assets, are eliminated in full). Intra group losses may indicate

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2023

an impairment that requires recognition in the Consolidated Financial Statements. Appropriate adjustments for deferred taxes are made for temporary differences that arise from the elimination of unrealised profits and losses from intra group transactions or undistributed earnings of Group's entity included in consolidated Profit & Loss, if any.

- **Associate Company**

Associate is entity over which the Company has significant influence, but not control or joint control. Investment in associate is accounted for using the equity method and is initially recognised at cost from the date significant influence commences, and thereafter recognises the Company's share of post-acquisition profits or losses of the investee in the Consolidated Statement of Profit and Loss, and the Company's share of Other Comprehensive Income of the investee in other comprehensive Income. Dividend received or receivable from associates are recognised as a reduction in the carrying amount of the investment. When the Company's share of losses exceeds the carrying value of investment in associate, the carrying value is reduced to nil and has stopped considering further share of profit/ (loss) of associate till the share in the networth of associate is negative.

The accounting policies of the associate companies are consistent with those of the Company. If an associates uses accounting policies other than those of the Company for like transactions and events in similar circumstances, appropriate adjustments are made to the associate's financial statements when they are used by the Company in applying the equity method. If it is not practicable to do so, that fact is disclosed along with a brief description of the differences between the accounting policies.

2. SIGNIFICANT ACCOUNTING POLICIES AND KEY ACCOUNTING ESTIMATES AND JUDGEMENTS

SIGNIFICANT ACCOUNTING POLICIES:

2.1 STATEMENT OF COMPLIANCE

Consolidated Financial Statements have been prepared in accordance with the accounting principles generally accepted in India including Indian Accounting Standards (Ind AS) prescribed under the Section 133 of the Companies Act, 2013 read with rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 as amended and relevant provisions of the Companies Act, 2013.

Accordingly, the Company has prepared these Consolidated Financial Statements which comprise the Balance Sheet as at 31st March, 2023, the Consolidated Statement of Profit and Loss for the year ended 31st March 2023, the Consolidated Statement of Cash Flows for the year ended 31st March 2023 and the Consolidated Statement of Changes in Equity for the year ended as on that date, and accounting policies and other explanatory information (together hereinafter referred to as 'Consolidated Financial Statements').

2.2 BASIS OF PREPARATION OF FINANCIAL STATEMENTS

These consolidated financial statements have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under section 133 of the Companies Act, 2013 ('the Act') read together with the Companies (Indian Accounting Standards) Rules, 2015, as amended from time to time, and other relevant provisions of the Act on an accrual basis. The financial statements have been prepared on a going concern basis.

Historical Cost Convention

The Consolidated financial statements have been prepared on a historical cost basis, except for certain financial assets and financial liabilities that are recognised at fair value at initial and subsequent measurement, as explained in the accounting policies below.

Historical cost is the consideration paid in exchange of goods and services or it is the amount paid for acquiring asset. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Group takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement and/ or disclosure purposes in these financial statements is determined on such a basis.

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2023

The financial statements are presented in INR, which is also the Group's functional currency and all values are rounded off to the nearest lakhs (INR 00,000), except when otherwise indicated.

Critical accounting estimates and judgments

The preparation of the Company's consolidated financial statements requires Management to make use of estimates and judgments. In view of the inherent uncertainties and a level of subjectivity involved in measurement of items, it is possible that the outcomes in the subsequent financial years could differ from those on which the Management's estimates are based. Accounting estimates and judgments are used in various line items in the financial statements for e.g.:

- Business model assessment (Refer Note No 2.5)
- Fair value of financial instruments (Refer Note No 2.5)
- Effective Interest Rate (EIR) (Refer Note No 2.5)
- Impairment on financial assets (Refer Note No 2.5)
- Provisions, contingent liabilities and Contingent assets (Refer Note No 2.13)
- Provision for tax expenses (Refer Note No 2.11)

Presentation of financial statements

The consolidated financial statements of the Group are presented as per Schedule III (division III) of the Companies Act, 2013. The Statement of Cash Flows is presented as per the requirements of Ind AS 7 Statement of Cash Flows. The Company classifies its assets and liabilities as financial and non-financial and presents them in the order of liquidity. An analysis regarding expected recovery or settlement within 12 months after the reporting date and more than 12 months after the reporting date is presented in Note no. 34 of the financial statements.

The Group generally reports financial assets and financial liabilities on a gross basis in the Consolidated financial statement. They are offset and reported net only when Ind AS specifically permits the same or it has an unconditional legally enforceable right to offset the recognised amounts without being contingent on a future event. Similarly, the Group offsets incomes and expenses and reports the same on a net basis when permitted by Ind AS specifically unless they are material in nature.

2.3 PROPERTY, PLANT & EQUIPMENT (PPE) :**Recognition and initial measurement**

Property, plant and equipment are stated at cost less accumulated depreciation/amortization and impairment losses, if any.

Cost comprises the purchase price and any attributable / allocable cost of bringing the asset to its working condition for its intended use. The cost also includes direct cost and other related incidental expenses. Revenue earned, if any, during trial run of assets is adjusted against cost of the assets. Cost also includes the cost of replacing part of the plant and equipment. Borrowing costs relating to acquisition / construction / development of tangible assets, if any, which takes substantial period of time to get ready for its intended use are also included to the extent they relate to the period till such assets are ready to be put to use.

Subsequent measurement (depreciation and useful lives)

When significant components of property and equipment are required to be replaced at intervals, recognition is made for such replacement of components as individual assets with specific useful life and depreciation, if these components are initially recognized as separate asset. All other repair and maintenance costs are recognized in the statement of profit and loss as incurred.

Depreciation / amortization are recognized on a written-down basis as under:

Assets	Useful life
1. Land	
2. Computers	3 years
3. Vehicles	10 years
4. Telephone	5 years
5. Mobile	3 years

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2023

Assets costing less than Rs. 5,000/- are fully depreciated in the year of purchase.

Depreciation method, useful life and residual value are reviewed periodically.

The carrying amount of PPE is reviewed periodically for impairment based on internal / external factors. An impairment loss is recognized wherever the carrying amount of assets exceeds its recoverable amount. The recoverable amount is the greater of the asset's net selling price and value in use.

When an impairment loss subsequently reverses, the carrying amount of the asset (or a cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognized for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognized immediately in the statement of profit and loss.

De-recognition

PPE are de-recognized either when they have been disposed of or when they are permanently withdrawn from use and no future economic benefit is expected from their disposal. The difference between the net disposal proceeds and the carrying amount of the asset is recognized in the statement of profit and loss in the period of de-recognition.

2.4 INVESTMENTS IN ASSOCIATE :

Associate:

Associate is entity over which the Company has significant influence, but not control or joint control. Investment in associate is accounted for using the equity method and is initially recognised at cost from the date significant influence commences, and thereafter recognises the Company's share of post-acquisition profits or losses of the investee in the Consolidated Statement of Profit and Loss, and the Company's share of Other Comprehensive Income of the investee in other comprehensive Income. Dividend received or receivable from associate are recognised as a reduction in the carrying amount of the investment. When the Company's share of losses exceeds the carrying value of investment in associate, the carrying value is reduced to nil and recognition of further losses is discontinued, except to the extent that the Company has incurred obligations in respect of the associates.

2.5 FINANCIAL INSTRUMENTS:

Recognition of Financial Instruments

Financial instruments comprise of financial assets and financial liabilities. Financial assets and liabilities are recognised when the Group becomes the party to the contractual provisions of the instruments.

Financial assets primarily comprise of Trade receivables, loan receivables, investment in securities etc.

Financial liabilities primarily comprise of borrowings, trade payables and other financial liabilities etc.

Initial Measurement of Financial Instruments

Recognised financial assets and financial liabilities are initially measured at fair value. Transaction costs and revenues that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at Fair value through profit & loss (FVTPL)) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs and revenues directly attributable to the acquisition of financial assets or financial liabilities at FVTPL are recognised immediately in profit or loss.

If the transaction price differs from fair value at initial recognition, the Company will account for such difference as follows:

- a. if fair value is evidenced by a quoted price in an active market for an identical asset or liability or based on a valuation technique that uses only data from observable markets, then the difference is recognised in profit or loss on initial recognition (i.e. day 1 profit or loss);
- b. in all other cases, the fair value will be adjusted to bring it in line with the transaction price (i.e. day 1 profit or loss will be deferred by including it in the initial carrying amount of the asset or liability).

After initial recognition, the deferred gain or loss will be released to the Statement of profit and loss on a rational basis, only to the extent that it arises from a change in a factor (including time) that market participants would take into account when pricing the asset or liability.

Subsequent Measurement of Financial Assets

All recognised financial assets that are within the scope of Ind AS 109 are required to be subsequently measured at amortised cost or fair value on the basis of the entity's business model for managing the financial assets and the contractual cash flow characteristics of the financial assets.

Group recognizes all the financial assets, other than measured at fair value or amortised cost, which are realized within 12 months, from reporting date, are recorded at cost & not at fair value or amortised cost but are tested for impairment.

Business model assessment

The Group determines its business model at the level that best reflects how it manages groups of financial assets to achieve its business objective. The Company's business model is assessed on an instrument by instrument basis.

- **Classification of Financial Assets**

For the purpose of subsequent measurement, financial assets are classified into four categories:

- Debt instruments at amortised cost
- Debt instruments at Fair value through Other Comprehensive Income (FVTOCI)
- Debt and equity instruments at FVTPL
- Equity instruments designated at FVTOCI
- **Debt instruments at amortised cost :**

The Group measures its financial assets at amortised cost if both the following conditions are met:

- The asset is held within a business model of collecting contractual cash flows; and
- Contractual terms of the asset give rise to cash flows on specified dates that are Sole Payments of Principal and Interest (SPPI) on the principal amount outstanding.

To make the SPPI assessment, the Group applies judgment and considers relevant factors such as the nature of portfolio and the period for which the interest rate is set.

The business model of the Group for assets subsequently measured at amortised cost category is to hold and collect contractual cash flows. However, considering the economic viability of carrying the delinquent portfolios in the books of the Company, it may sell these portfolios to the other entities.

After initial measurement, such financial assets are subsequently measured at amortised cost on effective interest rate (EIR).

- **Debt instruments at FVTOCI:**

The Group subsequently classifies its financial assets as FVTOCI, only if both of the following criteria are met:

- The objective of the business model is achieved both by collecting contractual cash flows and selling the financial assets; and
- Contractual terms of the asset give rise on specified dates to cash flows that are Solely Payments of Principal and Interest (SPPI) on the principal amount outstanding.

Debt instruments included within the FVTOCI category are measured at each reporting date at fair value with such changes being recognised in other comprehensive income (OCI) under the head items reclassify to profit or loss. The interest income on these assets is recognised in profit or loss.

On derecognition of the asset, cumulative gain or loss previously recognised in OCI is reclassified to profit or loss.

➤ **Debt / equity instruments at FVTPL:**

The Group classifies financial assets which are held for trading & has selected to classify some other instruments under FVTPL category. These instruments are recorded and measured in the consolidated balance sheet at fair value. Interest income is recognized in profit & loss as per the terms of the contract. Dividend income is recognized in profit & loss when the right to receive the same has been established. Gains or losses on changes in fair value of debt and equity instruments are recognised on net basis through profit or loss.

The Group's majority of investments into mutual funds, bonds, venture capital fund/alternative investment fund, preference shares, and equity shares have been classified under this category.

➤ **Equity instruments designated at FVTOCI:**

The Group's management has elected to classify irrevocably some of its equity investments as equity instruments at FVTOCI, when such instruments meet the definition of Equity under Ind AS 32 'Financial Instruments: Presentation' Such classification is determined on an instrument-by-instrument basis.

Gains and losses on equity instruments measured through FVTOCI are never recycled to profit & loss, even on sale of investments. Dividends are recognised in profit or loss as dividend income, when the right of the payment has been established.

De-recognition of Financial Assets

A financial asset is de-recognised only when:

- The Group has transferred the right to receive cash flows from the financial assets; or
- The right to receive cash flows from the asset have expired; or
- Retains the contractual rights to receive the cash flows of the financial assets, but assumes contractual obligations to pay the cash flows to one or more recipients.

Where the entity has transferred an asset, the Group evaluates whether it has transferred substantially all risks and rewards of ownership of the financial asset. In such cases, the financial asset is de-recognised. Where the entity has not transferred substantially all risks and rewards of ownership of the financial asset, the financial asset is not de-recognised.

On de-recognition of a financial asset in its entirety, the difference between the asset's carrying amount and the sum of the consideration received or receivable in profit & loss in case financial assets classified under FVTPL category.

In case of financial assets classified under FVTOCI category, the cumulative gain or loss that had been recognised in other comprehensive income and accumulated in other equity is transferred to retained earnings as if such gain or loss would have otherwise been recognised in profit or loss on disposal of that financial asset.

Write-off

Loans and debt securities are written off when the Group has no reasonable expectations of recovering the financial asset (either in its entirety or a portion of it). This is the case when the Group determines that the borrower does not have assets or sources of income that could generate sufficient cash flows to repay the amounts subject to the write-off. A write-off constitutes a de-recognition event. The Group may apply enforcement activities to financial assets written off. Recoveries resulting from the Group's enforcement activities will result in impairment gains.

Reclassifications

If the business model under which the Group holds financial assets changes, the financial assets affected are reclassified. The classification and measurement requirements related to the new category apply prospectively from the first day of the first reporting period following the change in business model that result in reclassifying the Group's financial assets. Such reclassification needs to be approved by the Board of Directors of the Company.

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2023**Impairment of Financial Assets**

The Group recognises loss allowances using the expected credit loss (ECL) model for the financial assets which are not FVTPL. Expected credit losses are measured at an amount equal to the 12-month ECL, unless there has been a significant increase in credit risk or the assets have become credit impaired from initial recognition in which case, those are measured at lifetime ECL. The amount of expected credit losses (or reversal) that is required to adjust the loss allowance at the reporting date is recognised as an impairment gain or loss in the Statement of Profit and Loss. Loss allowances for financial assets measured at amortised cost are deducted from the gross carrying amount of the assets.

Measurement of expected credit loss

Expected credit losses are a probability weighted estimate of credit losses. Credit losses are measured as the present value of all cash shortfalls (i.e. the difference between the cash flows due to the Group in accordance with the contract and the cash flows which the Group expects to receive).

Asset Classification and Provisioning

Loan asset classification and requisite provision made under RBI prudential norms are given below:

Particulars	Criteria	Provision
Standard asset	The asset in respect of which, no default in repayment of principal or payment of interest is perceived and which does not disclose any problem nor carry more than normal risk attached to the business.	0.40% of the outstanding loan portfolio of standard assets
Sub-standard assets	An asset for which, interest/principal payment has remained overdue for more than 3 months and less than 12 months.	10% of the outstanding loan portfolio of sub-standard assets
Loss assets	An asset for which, interest/principal payment has remained overdue for a period of 12 months or more	100% of the outstanding loan portfolio of loss assets.

The Group continuously monitors all financial assets subject to ECLs. In order to determine whether an instrument is subject to 12 month ECL (12m ECL) or life time ECL (LTECL), the Group assesses whether there has been a significant increase in credit risk or the asset has become credit impaired since initial recognition. The Group applies following quantitative and qualitative criteria to assess whether there is significant increase in credit risk or the asset has been credit impaired:

- (a) Historical trend of collection from counterparty;
- (b) Group's contractual rights with respect to recovery of dues from counterparty;
- (c) Credit rating of counterparty and any relevant information available in public domain;

After applying the above criteria, Management has decided to make minimum ECL provision at the provisioning rates (as given in above table) as per RBI prudential norms unless higher provisioning is required as per above criteria.

Financial liabilities

A financial liability is a contractual obligation to deliver cash or another financial asset or to exchange financial assets or financial liabilities with another entity under conditions that are potentially unfavorable to the Group or a contract that will or may be settled in it's own equity instruments and is a non-derivative contract for which the Group is or may be obliged to deliver a variable number of its own equity instruments, or a derivative contract over own equity that will or may be settled other than by the exchange of a fixed amount of cash (or another financial asset) for a fixed number of its own equity instruments.

All financial liabilities are subsequently measured at amortised cost using the effective interest method.

a) Subsequent measurement

Financial liabilities are subsequently carried at amortized cost using the EIR method. For trade and other payables maturing within operating cycle, the carrying amounts approximate the fair value due to the short maturity of these instruments.

Interest-bearing loans and borrowings are subsequently measured at amortised cost using the Effective Interest Method (EIR) method. Gains and losses are recognized in Statement of Profit and Loss when the liabilities are derecognized.

Group recognizes all the financial liabilities, other than those measured at fair value or amortised cost, which are settled within 12 months, from the reporting date, are recorded at cost & not at fair value or amortised cost.

Amortised cost is calculated by taking into account any discount or premium on acquisition and transaction cost. The EIR amortization is included as finance costs in the statement of Profit and Loss.

b) De-recognition

A financial liability (or a part of a financial liability) is de-recognised from the Group's balance sheet when the obligation specified in the contract 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 De-recognition of the original liability and the recognition of a new liability. The difference between the carrying amount of the financial liability derecognized and the consideration paid is recognized in the Statement of Profit and Loss.

Fair value measurement

The Group measures financial instruments at fair value on initial recognition and 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 categorized 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:

Level 1 - Level 1 hierarchy includes financial instruments measured using quoted prices in an active market. This included listed equity instruments, traded debentures and mutual funds that have quoted price. The fair value of all equity instruments (including debentures) which are traded on the stock exchanges is valued using the closing price as at the reporting period. The mutual funds are valued using the closing NAV as published on Association of Mutual Funds of India (AMFI).

Level 2 - Level 2 hierarchy includes financial instruments that are not traded in an active market (for example, traded bonds/debentures, over the counter derivatives). The fair value in this hierarchy is determined using valuation techniques which maximize the use of observable market data. If all significant inputs required to measure fair value an instrument are observable, the instrument is included in level 2.

Level 3 - If one or more of the significant Inputs is not based on observable market data, the instrument is included in level 3. Fair values are determined in whole or in part using a valuation model based on assumptions that are neither supported by prices from observable current market transactions in the same instrument nor are they based on the available market data. Financial instruments such as unlisted equity shares, loans are included in this hierarchy.

Fair value of quoted investment in Winro Commercial (India) Limited, which is covered in Level 2, are further adjusted on account of cross holding within the group of companies.

For unlisted group companies and other unlisted companies, (other than classified as Level 2), for which latest standalone / consolidated audited balance sheet are available are classified under level 3. Accordingly, their fair value can be derived from the latest audited balance sheet by applying below formula:

“(Share capital + other equity - prepaid expenses) / no of equity shares = value per share.”

No of equity shares in above formula has been derived after reducing cross holding effect (if any).

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2023

For assets and liabilities that are recognized in the financial statements at fair value on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorization at the end of each reporting period and discloses the same.

Derivative financial instruments

The Group uses derivative financial instruments for trading purpose. Such derivative financial instruments are initially recognised at fair value on the date on which a derivative contract is entered into and are subsequently re-measured at fair value. Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when the fair value is negative.

Any gains or losses arising from changes in the fair value of derivatives are taken directly to statement of profit and loss as “Gain / (Loss) from trading in securities (future and option segments)” under the head “Net gain on fair value changes.”

Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the consolidated balance Sheet only if there is an enforceable legal right to offset the recognised amounts with an intention to settle on a net basis or to realize the assets and settle the liabilities simultaneously.

2.6 REVENUE RECOGNITION**A. Interest Income**

Interest income on financial instruments at amortised cost is recognised on a time proportion basis taking into account the amount outstanding and the effective interest rate (EIR) applicable. The EIR is the rate that exactly discounts estimated future cash flows of the financial instrument through the expected life of the financial instrument or, where appropriate, a shorter period, to the net carrying amount. The future cash flows are estimated taking into account all the contractual terms of the instrument.

B. Dividend Income

Dividend income is recognized when the Group’s right to receive payment is established.

C. Net gain on fair value changes

The Group recognises gains/losses on fair value changes of financial assets measured at FVTPL in the statement of profit & loss, which are further bifurcated between realized & unrealized gain / (loss). Net gain of fair value changes includes gain / (loss) on trading of shares & securities held as Stock in trade, gain / (loss) from shares trading in derivatives segment and realized / unrealized gain or (loss) on other financial instruments fair value through profit & loss account (FVTPL).

D. Other revenue from operations**a. Fees**

A fee on financial guarantee is recognized based on term of engagement, if any.

E. Other Income

Other incomes are accounted on accrual basis.

2.7 EXPENDITURES**A. Finance costs**

Borrowing costs on financial liabilities are recognised using the EIR.

B. Others

Other expenses are accounted on accrual basis.

2.8 FOREIGN CURRENCY TRANSACTIONS

In preparing the financial statements of the Group, transactions in currencies other than the entity’s functional currency (foreign currencies) are recognised at the rate of exchange prevailing on the dates of the transactions.

At the end of each reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing on that date. Non-monetary items carried at fair value that are denominated in foreign currencies are

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2023

retranslated at the rates prevailing at the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

All exchange differences are recognised in the Statement Profit and Loss in the period in which they arise

2.9 CASH AND CASH EQUIVALENTS

Cash and cash equivalents include cash on hand & bank balance in current account and deposit in fixed account with original maturities of three months or less.

2.10 BORROWING COSTS

Borrowing costs that are attributable to the acquisition, construction or production of qualifying assets as defined in Ind AS 23 are capitalized as a part of costs of such assets. A qualifying asset is one that necessarily takes a substantial period of time to get ready for its intended use.

Interest expenses are calculated using the EIR and all other Borrowing costs are recognised in the Statement of Profit and Loss in the period in which they are incurred.

2.11 INCOME TAXES

A) Current income tax

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities using the tax rates and tax laws that are in force at the reporting date.

Current income tax relating to items recognised outside the statement of profit and loss is recognized outside the statement of profit and loss (either in other comprehensive income or in equity). Such current income tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity. The Group offsets current tax assets and current tax liabilities where it has a legally enforceable right to set off the recognised amounts and where it intends either to settle on a net basis, or to realize the assets and settle the liability simultaneously.

B) Deferred tax

Deferred income tax is recognised using the balance sheet approach.

Deferred tax liabilities are recognised for all taxable temporary differences, except:

- a) When the deferred tax liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and, at the time of the transaction affects neither the accounting profit nor taxable profit or loss.

Deferred tax assets are recognised to the extent that it is probable that future 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 utilised.

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 utilised.

Deferred tax assets and liabilities are offset when they relate to income taxes levied by the same taxation authority and the relevant entity intends to settle its current tax assets and liabilities on a net basis.

Deferred tax relating to items recognized outside the statement of profit and loss is recognised outside the statement of profit and loss. Such deferred tax items are recognized in correlation to the underlying transaction either in other comprehensive income or directly in equity.

Deferred tax assets and liabilities are measured using substantively enacted tax rates expected to apply to taxable income in the years in which the temporary differences are expected to be received or settled.

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 Other Comprehensive Income, in which case, the current and deferred tax income/expense are recognized in Other Comprehensive Income.

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2023

The Group 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. Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

2.12 IMPAIRMENT OF NON-FINANCIAL ASSETS

An assessment is done at each Balance Sheet date to ascertain whether there is any indication that an asset may be impaired. If any such indication exists, an estimate of the recoverable amount of asset is determined. If the carrying value of relevant asset is higher than the recoverable amount, the carrying value is written down accordingly.

2.13 PROVISIONS, CONTINGENT LIABILITIES AND CONTINGENT ASSETS

The Group creates a provision when there is present obligation as a result of a past event that probably requires an outflow of resources and a reliable estimate can be made of the amount of the obligation.

A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. The Group also discloses present obligations for which a reliable estimate cannot be made. When there is a possible obligation or a present obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made.

Contingent Assets are not recognised in the financial statements.

2.14 STATEMENT OF CASH FLOWS

Statement of Cash Flows is prepared segregating the cash flows into operating, investing and financing activities. Cash flow from operating activities is reported using indirect method adjusting the net profit for the effects of:

- i. changes during the period in inventories, operating receivables, payables and transactions of a non-cash nature;
- ii. non-cash items such as depreciation, provisions, deferred taxes, unrealized foreign currency gains and losses and ;
- iii. all other items for which the cash effects are investing or financing cash flows. Cash and cash equivalents (including bank balances) shown in the Statement of Cash Flows exclude items which are not available for general use as on the date of Balance Sheet.

2.15 EARNINGS PER SHARE

Basic earnings per share is calculated by dividing the net profit or loss (before Other Comprehensive Income) for the year attributable to Owners of the Company (after deducting attributable taxes) 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 (before Other Comprehensive Income) for the year attributable to equity shareholders and the weighted average number of shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares.

2.16 RETIREMENT BENEFITS**Short-Term Employee Benefits**

Liabilities for salaries and bonus, including non-monetary benefits, if any and accumulating leave balance in respect of employees' services up to the end of the reporting period, are recognised as liabilities and expenses.

Defined Contribution Plan and Defined Benefit Plan

Retirement benefits in the form of provident fund under the Employees Provident Fund (Misc. Provisions) Act, 1952 and gratuity under the Payment of Gratuity Act, 1972 are not applicable to the Group as for all companies of the group total numbers of employees are below the minimum required number of employees as specified in respective acts.

Other Long-Term Benefits

The expected costs of other long-term employee benefits such as accumulated leaves are accrued over the period of employment and same has been provided based on accrual basis at year end.

2.17 SHARE CAPITAL

Ordinary shares are classified as equity. Incremental costs directly attributable to the issuance of new ordinary shares and share options and buyback of ordinary shares are recognized as a deduction from other equity

2.18 SEGMENT REPORTING

Group is engaged primarily in the business of “Investments, trading in shares and securities & Lending Activities” and accordingly there are no separate reportable segments as per Ind AS 108 dealing with Operating Segment.

2.19 COMMITMENTS

Commitments are future liabilities for contractual payments, classified and disclosed as follows:

- i. estimated amount of contracts remaining to be executed on capital account and not provided for;
- ii. uncalled liability on partly paid shares and other investments;
- iii. other non-cancellable commitments, if any, to the extent they are considered material and relevant in the opinion of management.

2.20 RECENT ACCOUNTING PRONOUNCEMENTS

Ministry of Corporate Affairs (“MCA”) vide notification dated 31 March 2023, has made the amendments to the existing standards, which are effective from 1st April, 2023.

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2023

(Rs. in Lakhs, unless otherwise stated)

Note 3: Cash and cash equivalents

Particulars	As at 31 st March, 2023	As at 31 st March, 2022
Cash and cash equivalents		
(a) Cash on hand	1.07	1.07
(b) Balances with banks		
(i) In current accounts	12.58	183.04
Total	13.65	184.11

Note 4: Bank Balance other than Cash and cash equivalents

Particulars	As at 31 st March, 2023	As at 31 st March, 2022
Balances with banks		
In deposit accounts (refer note 45)	3.76	3.76
Total	3.76	3.76

Note 5: Receivables

Particulars	As at 31 st March, 2023	As at 31 st March, 2022
Trade Receivable		
Considered good – unsecured	-	91.39
	-	91.39
Less: Impairment on financial instruments	-	-
Total	-	91.39
Receivable from related parties (Refer note 35)	-	91.39

Trade receivables ageing - As at 31st March, 2023

Particulars	Not Due	Outstanding for following periods from due date of payment					Total
		Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
1. Undisputed Trade receivables – considered good	-	-	-	-	-	-	-
2. Undisputed Trade receivables - significant increase in credit risk	-	-	-	-	-	-	-
3. Undisputed Trade receivables – credit impaired	-	-	-	-	-	-	-
4. Disputed Trade receivables– considered good	-	-	-	-	-	-	-
5. Disputed Trade receivables - significant increase in credit risk	-	-	-	-	-	-	-
6. Disputed Trade receivables – credit impaired	-	-	-	-	-	-	-

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2023

(Rs. in Lakhs, unless otherwise stated)

Trade receivables ageing - As at 31st March, 2022

Particulars	Not Due	Outstanding for following periods from due date of payment					Total
		Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
1. Undisputed Trade receivables – considered good	91.39	-	-	-	-	-	91.39
2. Undisputed Trade receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
3. Undisputed Trade receivables – credit impaired	-	-	-	-	-	-	-
4. Disputed Trade receivables– considered good	-	-	-	-	-	-	-
5. Disputed Trade receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
6. Disputed Trade receivables – credit impaired	-	-	-	-	-	-	-

Note:

1. No trade or other receivables are due from directors or other officers of the Company either severally or jointly with any other person. Nor any trade or other receivables are due from firms or private companies respectively in which any director is a partner, a director or a member.
2. No trade receivables are interest bearing.
3. The management expects no default in receipt of trade receivables; also there is no history of default observed by the management. Hence, no ECL has been recognised on trade receivables.

Note 6: Loans

Particulars	As at 31 st March, 2023	As at 31 st March, 2022
At amortised cost		
Unsecured:		
(a) Loans repayable on Demand to related parties	-	56.50
(b) Others Loans to employees	13.81	18.81
	13.81	75.31
Less: Impairment on financial instruments	-	0.23
Total	13.81	75.08

1. The loans are given in India and to other than to public sectors.
2. All the above loans are classified into various stages as per Ind AS 109 as given in RBI/2019-20/170 DOR (NBFC). CC.PD.No.109/22.10.106/2019- 20, dated 13th March, 2020. The summary of classification of loans are below:

Particulars	Stage	As at 31 st March, 2023	As at 31 st March, 2022
Gross carrying amount	Stage 1	13.81	75.31
		13.81	75.31
Less: Impairment on financial instruments	Stage 1	-	0.23
		-	0.23
Net carrying amount		13.81	75.08

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2023

(Rs. in Lakhs, unless otherwise stated)

Note 7: Investments

Particulars	As at 31 st March, 2023		As at 31 st March, 2022	
	No of Shares/ Units	Amount	No of Shares/ Units	Amount
(A) At fair value through other comprehensive income				
(i) Investment in other equity instruments				
Quoted equity shares				
Bajaj Finance Limited	1,050	58.98	1,050	76.23
Bharti Airtel Limited	22,600	169.27	22,600	170.62
Bharti Airtel Limited-Partly paid	5,89,248	2,160.77	1,648	6.53
Bharat Gears Limited	450	0.47	300	0.43
CSL Finance Limited	2,477	4.80	2,477	4.35
Dalmia Bharat Limited	14,500	285.40	14,500	216.86
Ess Dee Aluminium Limited	1	0.00	1	0.00
HDFC Bank Limited	8,600	138.42	8,650	127.19
Housing Development Finance Corporation Limited	9,000	236.30	9,000	215.14
ICICI Bank Limited	6	0.05	356	2.60
Prithvi exchange (India) Limited	10	0.01	10	0.00
Ramky Infrastructure Limited	1	0.00	1	0.00
Sadbhav Engineering Limited	9,04,617	78.25	9,04,617	239.27
Sadbhav Infrastructure Project Limited	37,547	1.13	37,547	3.38
SBI Life Insurance Company Limited	55,200	607.81	55,200	619.04
Shree Ganesh Forgings Limited	1	0.00	1	0.00
Welspun Enterprises Limited	8,000	10.04	8,000	5.84
		3,751.69		1,687.47
Unquoted equity shares				
National Stock Exchange of India Limited	1,50,000	4,070.15	1,50,000	4,225.50
Teracom Limited	81,500	-	81,500	8.88
		4,070.15		4,234.38
Less : Allowance for impairment loss		-		8.88
Total (i)		7,821.83		5,912.97
(ii) Investment in equity instrument of Group Companies				
Quoted equity Shares				
GeeCee Ventures Limited	7,93,043	1,013.51	7,93,043	1,190.36
Winro Commercial (India) Limited	1,36,150	336.55	1,36,150	336.55
		1,350.06		1,526.91
Unquoted equity shares				
Four Dimensions Advisors Private Limited	13,000	4.29	13,000	4.26
Four Dimensions Securities (India) Limited	18,89,193	16,129.12	18,89,193	16,034.28
Geecee Business Private Limited	3,108	35.87	3,108	36.37
Urudavan Investment and Trading Private Limited	30,25,000	264.17	30,25,000	343.10
Singularity Holdings Limited	15,42,604	6,237.75	15,42,604	6,045.82
		22,671.21		22,463.83
Total (ii)		24,021.27		23,990.74
Total - (A) = (i + ii)		31,843.10		29,903.72

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2023

(Rs. in Lakhs, unless otherwise stated)

Particulars	As at 31 st March, 2023		As at 31 st March, 2022	
	No of Shares/ Units	Amount	No of Shares/ Units	Amount
(B) At fair value through Profit or Loss				
(i) Investment in Venture Capital Funds/ Alternative Investment fund				
Unquoted				
Urban Infrastructure Opportunities Fund	-	-	540	35.05
Sixth Sense India Opportunities III	85,000	924.18	55,000	588.15
Anchorage Capital Scheme I	1,508	1,508.00	-	-
Kshitij Venture Capital Fund	10,000	0.69	10,000	1.18
		2,432.87		624.39
Less : Allowance for impairment loss		-		1.18
Total (i)		2,432.87		623.21
(ii) Investment in Equity (quoted)				
Welspun India Limited	33,93,121	2,159.72	29,13,121	2,646.57
Laurus Labs Limited	3,15,000	922.79	3,15,000	1,858.82
Adani Enterprises Limited	110	1.93	10	0.20
Adani Ports And Special Economic Zone Limited	1,00,000	631.90	-	-
Automobile Corporation of Goa Limited	-	-	6,000	56.04
GMR Airports Infrastructure Limited	33,00,000	1,338.15	62,50,000	2,309.38
Gujarat Fluorochemicals Limited	10,000	302.02	-	-
Indusind Bank Limited	350	3.74	-	-
JSW Energy Limited	75,000	180.64	-	-
Kotak Mahindra Bank Limited	50,000	866.43	-	-
Macrotech Developers Limited	19,644	182.75	-	-
Religare Enterprise Limited	-	-	1,000	1.30
Cantabil Retail India Limited	80,000	664.76	80,000	736.68
Ambuja Cements Limited	6,72,000	2,456.50	-	-
Vedanta Limited	-	-	7,00,600	2,825.87
Patanjali Foods Limited	500	4.85	-	-
Quint Digital Media Limited	88,087	115.34	-	-
Welspun Corp Limited	1,00,000	200.50	-	-
Total (ii)		10,032.00		10,434.86
(iii) Investment in Equity (Unquoted)				
Chennai Super Kings Cricket Limited	1,00,000	173.00	-	-
Total (iii)		173.00		-
(iv) Investment in Compulsory Convertible Preference shares (Unquoted)				
Altigreen Propulsion Labs Private Limited	1,694	249.93	1,694	249.93
Total (iv)		249.93		249.93

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2023

(Rs. in Lakhs, unless otherwise stated)

Particulars	As at 31 st March, 2023		As at 31 st March, 2022	
	No of Shares/ Units	Amount	No of Shares/ Units	Amount
(v) Investment in Mutual Funds (Unquoted)				
ICICI Prudential Overnight fund Direct plan-Growth option	86,140.06	1,040.99	19,22,484.03	2,203.32
HDFC Overnight fund Direct plan-Growth option	35,474.00	1,180.73	-	-
HDFC Liquid fund Direct plan-Growth option	236.96	10.48	215.28	9.01
Kotak Overnight fund Direct plan-Growth option	1,61,063.63	1,925.99	3,46,414.32	3,927.64
Total (v)		4,158.18		6,139.97
Total - (B) = (i + ii + iii + iv + v)		17,045.98		17,447.96
(C) Others				
(i) At Cost (equity method)				
Investment in Associate				
Arcies Laboratories Limited	2,500	-	2,500	-
		-		-
(ii) Capital Contribution (Financial Guarantee)				
Urudavan Investment and Trading Private Limited		7.08		7.08
		7.08		7.08
Total - (C) = (i + ii)		7.08		7.08
Total (A + B + C)		48,896.16		47,358.76
Out of above				
In India		48,896.16		47,358.76
Outside India		-		-
Total		48,896.16		47,358.76

Note :

1 Out of the above investments, Parent company has pledged certain investments. The details are as below

Name of Scripts	No of Shares	
	As at 31 st March, 2023	As at 31 st March, 2022
Margin Pledge with Four Dimensions Securities (India) Limited (Stock Broker)		
Bajaj Finance Limited	1,050	1,050
Bharti Airtel Limited	22,300	22,600
Cantabil Retail India Limited	-	80,000
Dalmia Bharat Limited	14,500	14,500
GMR Airports Infrastructure Limited	-	10,00,000
HDFC Bank Limited	-	8,650
Housing Development Finance Corporation Limited	-	9,000
ICICI Bank Limited	-	256
Laurus Labs Limited	50,000	1,15,000
Sadbhav Infrastructure Project Limited	-	9,00,000
SBI Life Insurance Company Limited	-	55,200
Welspun India Limited	22,00,000	24,00,000
Welspun Corp Limited	1,00,000	-

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2023

(Rs. in Lakhs, unless otherwise stated)

Name of Scripts	No of Shares	
	As at 31 st March, 2023	As at 31 st March, 2022
Ambuja Cements Limited	6,22,000	-
Margin Pledge with Antique Stock Broking Limited (Stock Broker)		
Macrotech Developers Limited	19,600	-
Laurus Labs Limited	50,000	-
Pledged With NBFC's		
Ambuja Cements Limited	50,000	-
GMR Airports Infrastructure Limited	13,00,000	50,00,000
Gujarat Fluorochemicals Limited	10,000	-
HDFC Bank Limited	8,600	-
Housing Development Finance Corporation Limited	9,000	-
SBI Life Insurance Company Limited	55,200	-
Laurus Labs Limited	2,15,000	2,00,000
Vedanta Limited	-	5,55,000
Welspun India Limited	7,12,600	5,12,600
Pledged With NBFC's on behalf of its group company [Refer note 32(4)]		
Vedanta Limited	-	1,45,000

Note 8: Stock in trade (Securities held for trading)

Particulars	No of Shares	As at 31 st March, 2023	No of Shares	As at 31 st March, 2022
(A) At fair value through Profit or Loss				
Investment in equity instruments				
Quoted				
SVP Global Ventures Limited	-	-	5,540	2.46
Shilpa medicare Limited	1,297	2.97	1,297	5.16
India Pesticides Limited	-	-	3,04,312	819.21
Just Dial Limited	-	-	20,000	142.28
		2.97		969.11
Unquoted				
Consolidated Fibers & Chemicals Limited	50	0.01	50	0.01
Auroplast India Limited	2,500	-	2,500	0.25
ARCL Organics Limited	5,000	1.97	5,000	1.97
East Aggle Plastic Limited	660	-	660	0.01
Meeraj Multiweb Industries Limited	24,000	4.44	24,000	4.50
		6.41		6.74
Less: Allowance for impairment loss		-		0.26
Total		9.38		975.59

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2023

(Rs. in Lakhs, unless otherwise stated)

Particulars	No of Shares	As at 31 st March, 2023	No of Shares	As at 31 st March, 2022
Out of above				
In India		9.38		975.59
Outside India		-		-
Total		9.38		975.59

Note :

1. Out of the above stocks, The Parent Company has pledged certain stocks. The details are as below:

Name of Scripts	No of Shares	
	As at 31 st March, 2023	As at 31 st March, 2022
Margin Pledge with Four Dimensions Securities (India) Limited (Stock Broker)		
India Pesticides Limited	-	1,50,000
Pledged with NBFC's		
India Pesticides Limited	-	1,54,000
Just Dial Limited	-	20,000

Note 9: Other financial assets

Particulars	As at 31 st March, 2023	As at 31 st March, 2022
(a) Security deposits	0.01	0.01
(b) Dividend receivables	-	1.10
(c) Other receivable (Refer note 1 below)	7.37	4.27
Total	7.38	5.38

- Other receivable includes receivable from AIF and TDS receivable.
- Impairment allowance recognised on other financial assets is Rs. Nil (Previous year: Rs. Nil)

Note 10: Current tax assets (net)

Particulars	As at 31 st March, 2023	As at 31 st March, 2022
Advance income tax [Net of provision Rs. 0.00 lakhs (March 2022 Rs. Nil)]	0.22	0.57
Total	0.22	0.57

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2023

(Rs. in Lakhs, unless otherwise stated)

Note 11: Property, Plant and Equipment

Current Year

Particulars	Gross Block			Accumulated Depreciation			Net Block		
	As at 1 st April, 2022	Additions	(Disposals)	As at 31 st March, 2023	As at 1 st April, 2022	Depreciation charge for the year	(Disposals)	As at 31 st March, 2023	As at 31 st March, 2023
Land	0.59	-	-	0.59	-	-	-	-	0.59
Motor cycle	0.91	-	-	0.91	0.60	0.07	-	0.66	0.25
Motor vehicles	4.98	-	-	4.98	2.79	-	-	2.79	2.19
Telephone	0.00	-	-	0.00	-	-	-	-	0.00
Computers	3.76	-	-	3.76	1.92	1.13	-	3.05	0.71
Mobile	0.09	-	-	0.09	0.09	0.00	-	0.09	0.00
Total	10.33	-	-	10.33	5.39	1.20	-	6.59	3.73

Previous Year

Particulars	Gross Block			Accumulated Depreciation			Net Block		
	As at 1 st April, 2021	Addition	(Disposals)	As at 31 st March, 2022	As at 1 st April, 2021	Depreciation charge for the year	(Disposals)	As at 31 st March, 2022	As at 31 st March, 2022
Land	0.59	-	-	0.59	-	-	-	-	0.59
Motor cycle	0.91	-	-	0.91	0.51	0.09	-	0.60	0.31
Motor vehicles	4.98	-	-	4.98	2.79	-	-	2.79	2.19
Telephone	0.00	-	-	0.00	-	-	-	-	0.00
Computers	1.67	2.09	-	3.76	1.05	0.87	-	1.92	1.84
Mobile	0.09	-	-	0.09	0.06	0.03	-	0.09	0.00
Total	8.24	2.09	-	10.33	4.40	0.99	-	5.39	4.93

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2023

(Rs. in Lakhs, unless otherwise stated)

Note 12: Other non-financial assets

Particulars	As at 31 st March, 2023	As at 31 st March, 2022
(a) Security deposits against appeals (refer note 46)	101.05	101.05
(b) Prepaid expenses	1.22	0.87
(c) Others*	0.00	7.00
Total	102.28	108.92

*Others includes amount advanced for expenses.

Note 13: Payables

Particulars	As at 31 st March, 2023	As at 31 st March, 2022
Trade Payables		
- Total outstanding dues of micro enterprises and small enterprises	0.17	0.15
- Total outstanding dues of creditors other than micro enterprises and small enterprises	6.88	1.22
Total	7.04	1.38
Payable to related parties (Refer note 35)	5.49	-

Based on and to the extent of information received by the Company from the suppliers regarding their status under the Micro, Small and Medium Enterprises Development Act, 2006 (MSMED Act) and relied upon by the auditors, the relevant particulars as at the year-end are furnished below:

Particulars	As at 31 st March, 2023	As at 31 st March, 2022
(i) Principal amount remaining unpaid to any supplier as at the end of the accounting year.	0.17	0.15
(ii) Interest due thereon remaining unpaid to any supplier as at the end of the accounting year.	-	-
(iii) The amount of interest paid along with the amounts of the payment made to the supplier beyond the appointed day.	-	-
(iv) The amount of interest due and payable for the year.	-	-
(v) The amount of interest accrued and remaining unpaid at the end of the accounting year.	-	-
(vi) The amount of further interest due and payable even in the succeeding year, until such date when the interest dues as above are actually paid.	-	-

Trade Payables ageing - As at 31st March, 2023

Particulars	Unbilled	Not due	Outstanding for following periods from due date of payment					Total
			Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
(i) MSME	0.16	-	0.01	-	-	-	-	0.17
(ii) Others	1.26	1.05	4.56	-	-	-	-	6.88
(iii) Disputed dues - MSME	-	-	-	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-	-	-	-

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2023

(Rs. in Lakhs, unless otherwise stated)

Trade Payables ageing - As at 31st March, 2022

Particulars	Unbilled	Not due	Outstanding for following periods from due date of payment					Total
			Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
(i) MSME	-	-	0.15	-	-	-	-	0.15
(ii) Others	1.17	-	0.05	-	-	-	-	1.22
(iii) Disputed dues - MSME	-	-	-	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-	-	-	-

Note 14: Borrowings (Other than Debt Securities)

Particulars	As at 31 st March, 2023	As at 31 st March, 2022
At Amortised cost		
A. Term loan		
Secured		
From other parties	2,200.00	750.00
Add: Interest accrued	33.30	6.65
	2,233.30	756.65
B. Loan repayable on demand		
Secured		
From other parties	-	2,000.00
Unsecured		
From related parties	1.50	3.50
Add: Interest accrued		
From others	-	10.29
	1.50	2,013.79
Total (A + B)	2,234.80	2,770.44
Borrowings in India	2,234.80	2,770.44
Borrowings outside India	-	-
Payable to related Parties (Refer note 35)	1.50	3.50

Notes:

- The Group has used the borrowings from financial institutions for the specific purpose for which it was taken at the balance sheet date.
- During the financial year 2022-23, the Parent company has taken secured loan from Barclays Investments and Loans Private Limited. This secured loan is taken against pledge of shares/securities of companies forming part of investments. Further the Promoter have also pledge shares of various companies held by them against the short term loan taken.
- Nature of Security**
Term loans as well as secured loan repayable on demand from financial institutions are secured by way of pledge of shares / securities.
- Terms of Repayment as at March 31, 2023**

Tenure (from the date of the Balance Sheet)	Rate of interest P.A.	No of instalments	Amount
upto 2 months	9.00%	1	1,450.00
upto 2 months	9.10%	1	750.00
Loan repayable on Demand			
-Unsecured	8.00%	-	1.50

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2023

(Rs. in Lakhs, unless otherwise stated)

Terms of Repayment as at March 31, 2022

Tenure (from the date of the Balance Sheet)	Rate of interest P.A.	No of instalments	Amount
upto 11 months	7.70%	1	750.00
Loan repayable on Demand			
-Secured	8.00%	-	2,000.00
-Unsecured	7.00%	-	3.50

Note 15: Other financial liabilities

Particulars	As at 31 st March, 2023	As at 31 st March, 2022
(a) Employee benefits payable	42.39	35.67
(b) Others (Refer note 1 below)	0.28	0.32
Total	42.66	35.99
Payable to related Parties (Refer note 35)	26.72	23.13

Note:

1. Others include provision for expenses.

Note 16: Current tax liabilities (net)

Particulars	As at 31 st March, 2023	As at 31 st March, 2022
Income tax provision	13.72	78.75
[net of advance tax Rs. 2142.21 lakhs (March 31, 2022 : Rs 971.69 lakhs)]		
Total	13.72	78.75

Note 17: Provisions

Particulars	As at 31 st March, 2023	As at 31 st March, 2022
Provision for employee benefits		
Provision for leave encashment	16.06	16.08
Total	16.06	16.08

Note 18: Deferred tax liabilities /(assets) (net)

Particulars	As at 31 st March, 2023	As at 31 st March, 2022
Deferred tax relates to the following:		
(A) Deferred tax liabilities		
Financial instruments measured at fair value through OCI - Equity shares	2,419.25	2,398.49
Financial instruments measured at fair value through profit or loss		
- Equity shares	274.91	498.68
- Venture capital funds/ Alternative Investment funds	8.43	4.18
- Mutual funds	4.77	0.24
- Stock in trade (securities held for trading)	0.94	0.95
Dividend receivables	-	0.28
	2,708.30	2,902.82

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2023
(Rs. in Lakhs, unless otherwise stated)

Particulars	As at 31 st March, 2023	As at 31 st March, 2022
(B) Deferred tax assets		
Marked to Market- (profit)/loss on open positions in derivative segment	(1.36)	77.27
Unused benefit of business losses	(0.18)	0.42
Unused benefit of long term capital losses	(66.43)	-
Unused benefit of Short term capital losses	(22.19)	(38.03)
Impairment loss allowance on financial assets	(1.01)	(1.07)
Provision for leave encashment	(4.04)	(4.05)
Depreciation on property, plant and equipment	(2.17)	(2.54)
MAT Credit Entitlement	(0.00)	(0.00)
	(97.39)	32.01
Total Deferred tax liabilities/ (assets) (A + B)	2,610.90	2,934.82

**Movement of Deferred tax (assets) / liabilities:
For the year ended 31st March 2023**

Deferred Tax liabilities /(assets)	Opening Balance as at 1 st April, 2022	Recognised in Profit & loss	Recognised in Other Comprehensive Income	Closing Balance as at 31 st March, 2023
Deferred tax liabilities in relation to:				
Financial instruments measured at fair value through OCI - Equity Shares	2,398.49	-	20.77	2,419.25
Financial instruments measured at fair value through profit or loss				
- Equity shares	498.68	(223.77)	-	274.91
- Venture capital funds/ Alternative Investment funds	4.18	4.26	-	8.43
- Mutual funds	0.24	4.53	-	4.77
- Stock in trade (securities held for trading)	0.95	(0.02)	-	0.94
Dividend receivables	0.28	(0.28)	-	-
Deferred tax assets in relation to:				
Marked to Market- (profit)/loss on open positions in derivative segment	77.27	(78.63)	-	(1.36)
Unused benefit of business losses	0.42	(0.60)	-	(0.18)
Unused benefit of long term capital losses	(38.03)	(28.54)	0.14	(66.43)
Unused benefit of Short term capital losses	-	(22.19)	-	(22.19)
Impairment loss allowance on financial assets	(1.07)	0.06	-	(1.01)
Provision for leave encashment	(4.05)	0.00	-	(4.04)
Depreciation on property, plant and equipment	(2.54)	0.37	-	(2.17)
MAT Credit Entitlement	(0.00)	-	-	(0.00)
	2,934.82	(344.82)	20.90	2,610.90

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2023

(Rs. in Lakhs, unless otherwise stated)

For the year ended 31st March 2022

Deferred Tax liabilities /(assets)	Opening Balance as at 1 st April, 2021	Recognised in Profit & loss	Recognised in Other Comprehensive Income	Closing Balance as at 31 st March, 2022
Deferred tax liabilities in relation to:				
Financial instruments measured at fair value through OCI - Equity Shares	1,574.60	-	823.89	2,398.49
Financial instruments measured at fair value through profit or loss				
- Equity shares	328.29	170.39	-	498.68
- Venture capital funds/ Alternative Investment funds	2.21	1.97	-	4.18
- Mutual funds	-	0.24	-	0.24
- Stock in trade (securities held for trading)	(0.31)	1.26	-	0.95
Dividend receivables	-	0.28	-	0.28
Deferred tax assets in relation to:				
Marked to Market-(profit)/loss on open positions in derivative segment	(28.17)	105.44	-	77.27
Unused benefit of business losses	(675.92)	676.34	-	0.42
Unused benefit of speculation losses	(9.62)	9.62	-	-
Unused benefit of long term capital losses	(36.69)	35.34	(36.68)	(38.03)
Impairment loss allowance on financial assets	(0.08)	0.02	(1.02)	(1.07)
Provision for leave encashment	(3.99)	(0.06)	-	(4.05)
Amalgamation Expenses (Section 35DD of the Income Tax Act, 1961)	(1.19)	1.19	-	-
Depreciation on property, plant and equipment	(3.04)	0.50	-	(2.54)
MAT Credit Entitlement	(2.23)	2.23	-	(0.00)
	1,143.86	1,004.77	786.20	2,934.82

Note 19: Other non-financial liabilities

Particulars	As at 31 st March, 2023	As at 31 st March, 2022
Statutory dues	4.33	4.01
Total	4.33	4.01

Note 20: Equity Share Capital

Particulars	As at 31 st March, 2023		As at 31 st March, 2022	
	Number	Amount	Number	Amount
Authorised				
Equity shares of Rs. 10 each	82,50,000	825.00	82,50,000	825.00
Issued, Subscribed & Paid up				
Equity shares of Rs. 10 each (of the above 7,90,593 Shares were allotted pursuant to the Scheme of Amalgamation, without payment being received in cash.)	10,29,928	102.99	10,29,928	102.99
Total	10,29,928	102.99	10,29,928	102.99

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2023
(Rs. in Lakhs, unless otherwise stated)
(a) Rights of Equity Shareholders

The Company has only one class of equity shares. The shareholders are entitled to one vote per share, dividend, as and when declared by the Board of directors and approved by shareholders and residual assets, if any, after payment of all liabilities, in the event of liquidation of the Company.

(b) Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the reporting period:

Particulars	As at 31 st March, 2023		As at 31 st March, 2022	
	Number	Amount	Number	Amount
Shares outstanding at the beginning of the year	10,29,928	102.99	10,00,928	100.09
Add : Shares Issued during the year	-	-	29,000	2.90
Less : Shares bought back during the year	-	-	-	-
Shares outstanding at the end of the year	10,29,928	102.99	10,29,928	102.99

* On April 28, 2021, the Company had allotted 29,000 Equity shares @ Rs 3665 per share (Premium of Rs 3655) on preferential basis to total 4 allottees of which two were Promoter group entities & remaining two were Public entities. The Company had received total amount of Rs 1062.85 lakhs by way of this preferential issue.

(c) Details of shareholders holding more than 5% shares in the Company

Name of Shareholder	As at 31 st March, 2023		As at 31 st March, 2022	
	Number	% of Holding	Number	% of Holding
Winro Commercial (India) Limited	1,83,529	17.82%	1,83,529	17.82%
Four Dimensions Securities (India) Limited	2,05,787	19.98%	2,05,787	19.98%
Ageless Capital and Finance Private Limited	63,930	6.21%	63,930	6.21%
Ashwin Kumar Kothari	61,081	5.93%	61,081	5.93%
Ashwin Kumar Kothari (HUF)	59,343	5.76%	59,343	5.76%
Ashwin Kumar Kothari (smaller) (HUF)	59,366	5.76%	59,366	5.76%

(d) The details of Shareholding of Promoters/promoter group

Name of Promoters/Promoter group	Shares held by Promoters/promoter group				% Change during the year
	As at 31 st March, 2023		As at 31 st March, 2022		
	Number	% of total shares	Number	% of total shares	
Ashwin Kumar Kothari	61,081	5.93%	61,081	5.93%	-
Ashwin Kumar Kothari (smaller) (HUF)	59,366	5.76%	59,366	5.76%	-
Ashwin Kumar Kothari (HUF)	59,343	5.76%	59,343	5.76%	-
Pannalal C Kothari (HUF)	50,979	4.95%	50,979	4.95%	-
Rohit Ashwin Kothari	42,141	4.09%	42,141	4.09%	-
Harisingh Shyamsukha	11	0.00%	11	0.00%	-
Meena Ashwin Kothari	19,347	1.88%	19,347	1.88%	-
Four Dimensions Securities (India) Limited	2,05,787	19.98%	2,05,787	19.98%	-
Winro Commercial (India) Limited	1,83,529	17.82%	1,83,529	17.82%	-
Four Dimensions Advisors Private Limited	31,955	3.10%	31,955	3.10%	-
Singularity Holdings Limited	7,861	0.76%	7,861	0.76%	-
Sam-Jag-Deep Investments Private Limited	1,450	0.14%	1,450	0.14%	-
Niyati Parish Mehta	22,000	2.14%	22,000	2.14%	-

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2023

(Rs. in Lakhs, unless otherwise stated)

- (e) The details of Aggregate number of equity shares issued for the period of five years immediately preceding the reporting date
- (i) Aggregate number and class of shares allotted as fully paid up pursuant to contract(s) without payment being received in cash. - Nil
- (ii) Aggregate number and class of shares allotted as fully paid up by way of bonus shares - Nil
- (iii) Aggregate number and class of shares bought back - Nil
- (f) Capital management for the Company's objectives, policies and processes for managing capital - (Refer note 37)

Note 21: Other Equity

Particulars	As at 31 st March, 2023	As at 31 st March, 2022
1) Reserves and Surplus		
(a) Capital Redemption Reserve		
Opening balance	2.97	2.97
Closing balance	2.97	2.97
(b) Statutory Reserve		
Reserve fund in terms of section 45-IC(1) of the Reserve Bank of India Act, 1934		
Opening balance	2,900.27	1,602.69
Add: Transferred from Retained earnings	233.28	1,297.58
Closing balance	3,133.55	2,900.27
(c) General Reserve		
Opening balance	1,890.26	1,890.26
Closing balance	1,890.26	1,890.26
(d) Retained Earnings		
Opening balance	16,435.38	10,386.21
Add: Profit for the year	1,168.81	6,492.35
Add: Transferred from other comprehensive income		
Realised gain/(loss) on equity shares (net of tax)	(0.99)	854.40
Less: Transferred to reserve fund in terms of section 45-IC(1) of the Reserve Bank of India Act, 1934	(233.28)	(1,297.58)
Closing balance	17,369.92	16,435.38
(e) Capital Reserve		
Opening balance	303.42	303.42
Closing balance	303.42	303.42
(f) Securities premium		
Opening balance	1,059.30	-
Add: On preferential issue of equity shares	-	1,059.95
Less: Expenses written off on preferential issue of equity shares	-	(0.65)
Closing balance	1,059.30	1,059.30
(g) Capital Reserve (Bargain Purchase Gain)		
Opening Balance	1.50	1.50
Closing Balance	1.50	1.50

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2023

(Rs. in Lakhs, unless otherwise stated)

Particulars	As at 31 st March, 2023	As at 31 st March, 2022
2) Other comprehensive income on equity securities		
Opening balance	19,971.52	13,629.34
Add: Addition/(Reduction) during the year	(24.78)	7,196.58
Less :Transferred to Retained earnings		
Realised gain/(loss) on equity shares (net of tax)	0.99	(854.40)
Closing balance	19,947.73	19,971.52
Total	43,708.65	42,564.61

Nature and Purpose of other equity

a) Capital Redemption Reserve

It represents the reserve which is created on buy back of equity shares made out of free reserve. The redemption value equivalent to the nominal value of shares so purchased is transferred to this reserve out of profit of the company. This reserve can be utilised for issuing fully paid-up bonus shares.

b) Statutory Reserve under Sec 45 IC of The RBI Act, 1934

Every year the Company transfers a sum of not less than twenty per cent of net profit of that year as disclosed in the statement of profit and loss to its Statutory Reserve pursuant to Section 45-IC of the RBI Act, 1934.

The conditions and restrictions for distribution attached to statutory reserve as specified in Section 45-IC(1) in The Reserve Bank of India Act, 1934:

1. Every non-banking financial company (NBFC) shall create a reserve fund and transfer therein a sum not less than twenty per cent of its net profit every year as disclosed in the profit and loss account and before any dividend is declared.

2. No appropriation of any sum from the statutory reserve fund shall be made by the NBFC except for the purpose as may be specified by the RBI from time to time and every such appropriation shall be reported to the RBI within twenty-one days from the date of such withdrawal

Provided that the RBI may, in any particular case and for sufficient cause being shown, extend the period of twenty one days by such further period as it thinks fit or condone any delay in making such report.

3. Notwithstanding anything contained in sub-section (1), the Central Government may, on the recommendation of the RBI and having regard to the adequacy of the paid-up capital and reserves of a NBFC in relation to its deposit liabilities, declare by order in writing that the provisions of sub-section (1) shall not be applicable to the NBFC for such period as may be specified in the order.

Provided that no such order shall be made unless the amount in the reserve fund under sub-section (1) together with the amount in the share premium account is not less than the paid-up capital of the NBFC.

c) General Reserve

Amounts set aside from retained earnings as a reserve to be utilised for permissible general purpose as per applicable Law.

d) Retained Earnings

Retained earnings represents profits that the company earned till date including impact of changes in fair value of investments which are classified as FVTPL category , realised profit/(loss) on derecognition of equity shares classified as FVTOCI, less any transfers to General reserve, Statutory reserve, Dividends and other distributions paid to the shareholders.

e) Capital Reserve

Capital reserve represents reserve created pursuant to the business combination..

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2023

(Rs. in Lakhs, unless otherwise stated)

f) Securities premium

Securities Premium reserve represents premium received on equity shares issued, which can be utilised only in accordance with the provisions of the Companies Act, 2013 for specified purposes.

g) Capital Reserve (Bargain Purchase Gain)

Bargain purchase gain arose on acquisition of stake in subsidiaries.

h) Other comprehensive income on equity securities

The Group has elected to recognise changes in the fair value of certain investments in equity shares in other comprehensive income. These changes are accumulated in the Other comprehensive income-equity investments reserve. The Group has transfers amounts (net of tax) from this reserve to retained earnings when the relevant equity shares are derecognised.

Note 22: Interest income

Particulars	For the year ended 31 st March, 2023	For the year ended 31 st March, 2022
On financial assets measured at amortised cost		
(a) Interest on loans		
- Related parties	61.25	63.55
- Others	-	20.51
(b) Interest on deposits with banks	0.71	11.46
On financial assets measured at fair value through profit or loss accounts		
(a) Interest income from investments	0.23	-
Total	62.20	95.52
Income from related parties (Refer note 35)	61.25	63.55

Note 23: Dividend income

Particulars	For the year ended 31 st March, 2023	For the year ended 31 st March, 2022
Dividend income		
From group companies	-	15.07
From other companies	450.10	148.72
Total	450.10	163.79
Income from related parties (Refer note 35)	-	15.07

Note 24: Net gain on fair value changes

Particulars	For the year ended 31 st March, 2023	For the year ended 31 st March, 2022
Net gain on financial instruments measured at fair value through profit or loss		
(A) On trading portfolio :		
Stock-in trade		
Trading gain /(loss) on financial instruments (refer note (a) below)	(320.47)	(413.15)

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2023
(Rs. in Lakhs, unless otherwise stated)

Particulars		For the year ended 31 st March, 2023	For the year ended 31 st March, 2022
(B) Others			
	Realised gain/(loss) on financial instruments	(53.80)	296.62
	Unrealised gain/(loss) on financial instruments	(1,924.13)	1,532.03
	Gain/ (loss) from trading in securities (future and option segments)	4,165.99	6,958.07
	Gain from speculation in equity shares - cash segment	17.88	45.14
	Total	1,885.47	8,418.72
Net gain on fair value changes			
	Realised	3,814.99	6,579.66
	Unrealised	(1,929.52)	1,839.07
	Total	1,885.47	8,418.72
(a)	On trading portfolio		
	Sale of shares	786.36	3,415.51
	Add: Reclassification from stock-in trade to investments	886.36	-
	Less: Purchases of shares	1,026.99	4,397.86
	Less: Changes in inventories (refer note (i) below)	966.20	(569.20)
	Total	(320.47)	(413.15)
(i)	Changes in inventories		
	<u>Inventories at the end of the year:</u>		
	Stock-in-trade	9.38	975.59
		9.38	975.59
	<u>Inventories at the beginning of the year:</u>		
	Stock-in-trade	975.59	406.38
		975.59	406.38
	Net (increase) / decrease	966.20	(569.20)

Note 25: Fees and commission income

Particulars	For the year ended 31 st March, 2023	For the year ended 31 st March, 2022
Commission received	4.00	11.00
Total	4.00	11.00
Income from related parties (Refer note 35)	4.00	11.00

Note 26: Others

Particulars	For the year ended 31 st March, 2023	For the year ended 31 st March, 2022
(i) Reversal of provision on Standard assets	0.23	0.09
(ii) Fees charged on financial guarantee given for group company	0.04	0.14
Total	0.27	0.23
Income from related parties (Refer note 35)	0.04	0.14

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2023

(Rs. in Lakhs, unless otherwise stated)

Note 27: Other income

Particulars	For the year ended 31 st March, 2023	For the year ended 31 st March, 2022
Interest received on Income tax refund	0.67	2.33
Total	0.67	2.33

Note 28: Finance costs

Particulars	For the year ended 31 st March, 2023	For the year ended 31 st March, 2022
On financial liabilities measured at amortised cost		
Interest on borrowings		
related parties	0.32	0.11
other parties	154.33	66.87
Other Interest expense		
Interest on short payment of advance tax	21.50	24.00
Total	176.15	90.98
Payment to related parties (Refer note 35)	0.32	0.11

Note 29: Employee benefits expense

Particulars	For the year ended 31 st March, 2023	For the year ended 31 st March, 2022
Salaries, wages and bonus to employees	167.50	147.12
Staff welfare expenses	1.63	1.71
Total	169.13	148.83
Payment to related parties (Refer note 35)	89.50	81.35

Note 30: Other expenses

Particulars	For the year ended 31 st March, 2023	For the year ended 31 st March, 2022
Rates and taxes, excluding taxes on income	42.03	60.73
Legal and professional fees	4.87	8.68
Director's fees	0.67	0.72
Advertisement and publicity	1.86	1.12
Printing and stationery	0.52	0.32
Insurance	0.27	0.30
Auditor's fees & expenses (refer note (i) below)	1.21	1.44
Expenditure towards Corporate Social Responsibility (Refer note (ii) below)	70.00	-
Other expenditure	25.29	5.48
Total	146.72	78.78
Payment to related parties (Refer note 35)	5.01	0.81

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2023

(Rs. in Lakhs, unless otherwise stated)

Note (i)

Particulars	For the year ended 31 st March, 2023	For the year ended 31 st March, 2022
(i) Auditor's fees & expenses comprises of:		
As auditors - Statutory audit	0.96	1.06
for other services	0.25	0.38
Total	1.21	1.44

Note: Amount of Auditors' remuneration above is excluding Goods and Service Tax.

Note (ii)

Particulars	For the year ended 31 st March, 2023	For the year ended 31 st March, 2022
Corporate Social Responsibility expenditure (CSR)		
(a) Gross amount required to be spent by the Company during the year	33.50	-
(b) Amount spent during the year on:		
(i) Construction/acquisition of any asset	-	-
(ii) On purpose other than (i) above	70.00	-
(c) shortfall at the end of the year	-	-
(d) total of previous years shortfall	-	-
(e) reason for shortfall	NA	-

The Parent Company undertakes the following activities in the nature of Corporate social responsibility (CSR):

1. Promoting education for poor & needy, especially for poor girls.
2. Promoting preventive health care and sanitation in rural areas.
3. Assisting poor & needy people for Medical expense such as hospitalization, medicines etc.
4. Eradicating hunger and poverty.
5. Upliftment of the weaker section of the society.

Note:

1. With respect to CSR, there have been no related party transactions during the year ended 31st March 2023

Note 31: Tax expenses

Particulars	For the year ended 31 st March, 2023	For the year ended 31 st March, 2022
i) Amounts recognised in Profit and Loss		
In respect of the current year income tax	1,084.00	872.01
in respect of deferred tax	(344.82)	1,004.77
	739.18	1,876.77
ii) Amounts recognised in Other Comprehensive Income		
In respect of the current year income tax	(0.14)	3.99
in respect of deferred tax	21.04	786.20
	20.90	790.19
Total Income tax expenses for the year (i + ii)	760.09	2,666.96

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2023

(Rs. in Lakhs, unless otherwise stated)

Particulars	For the year ended 31 st March, 2023	For the year ended 31 st March, 2022
Income tax expense for the year reconciled to the accounting profit:		
Profit before tax	1,909.51	8,371.41
Realised gain on equity instruments recognised through Other Comprehensive Income	1.09	825.12
Total	1,910.60	9,196.53
Income tax rate	25.17%	25.17%
-Income tax expense	480.86	2,314.58
-Tax Effect of :		
(i) amounts which are not deductible (taxable) in calculating taxable income:		
Disallowance of 14A	-	0.09
Disallowance of Corporate social responsibility expenditure	17.62	-
Disallowances of STT on investments	4.51	4.91
Disallowance of Interest on income tax under sec 234C	5.41	6.04
(ii) amounts which are deductible (non taxable) in calculating taxable income :		
Unrealised gain on financial instruments recognised through profit or loss	269.27	(213.99)
Long term capital gain	(14.23)	(268.00)
(iii) business losses of subsidiary on which no deferred tax asset has been recognised	(1.35)	0.13
(iv) Adjustment in respect of earlier years (net)	-	(2.22)
(v) Loss/ (Income) taxable at differential rate (net)	(22.77)	(0.70)
(vi) Net impact on adoption of new tax rate (net) (Refer note 1 below)	-	2.23
	739.32	1,843.07
Deferred tax on unrealised gain on investments measured at fair value through OCI	20.77	823.89
Total Income tax expenses for the year	760.09	2,666.96

Note

- During the year 2021-22, one of the subsidiary of the group has opted for reduced corporate tax rate of 25.17% as per section 115BAA of the Income Tax Act, 1961 as introduced by the Taxation Laws (Amendment) Ordinance, 2019. This resulted in increase in value of deferred tax expenses due to reversal of Minimum Alternate Tax Credit and decrease in value of deferred tax assets by Rs. 2.23 Lakhs.
- The evaluation of uncertain tax positions involves an interpretation of relevant tax laws which could be subject to challenge by the tax authorities and an assessment of whether the tax authorities will accept the position taken. The Group does not currently consider that assumptions or judgements made in assessing tax liabilities have a significant risk resulting in a material adjustment within the next financial year. (Refer note 32)

Note 32 : Contingent Liabilities and Commitments :**A. Contingent Liabilities**

Aroni Commercials Limited (transferor company) was Amalgamated with Saraswati Commercial (India) Limited (transferee company) vide NCLT order dated 16th March, 2017. Hence all the contingent liabilities of Aroni commercials limited have been considered as contingent liability of Saraswati Commercial (India) Limited.

- During F.Y. 2004-05, The Aroni Commercials Limited had kept Rs 100.70 lakhs in Escrow account with Calyon Bank, Nariman Point Branch for any demands of stamp duty, penalties and liabilities that may arise on the scheme of arrangement as approved by the High Court of Judicature at Mumbai in terms of which company has transferred its Aluminium Chloride undertaking and wind mill undertaking to Nagda Orgo Chem Private Limited under Section 391 to Section 394 of the companies Act, 1956. On 1st October, 2012, The High court of Indore (Single Judge) has

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2023

(Rs. in Lakhs, unless otherwise stated)

given decision in favour of the Company. Revenue had filed an writ appeal against the said order with the Hon'ble The High court of M.P., Indore. (Double Judge), wherein order dated 26th September, 2014 states that the appeal be listed for final hearing in due course.

- NEPC India Limited had instituted a suit against the Aroni Commercials Limited in the court of II FAST TRACK JUDGE Madras for deferment of payment to the NEPC India Limited the, sum of Rs 20.47 lakhs together with interest at 24% p.a on Rs 10.53 lakhs Vide order dated 13th February, 2012, court has given decision in favour of NEPC India limited. In the result the suit is decreed in favour of NEPC India Limited for Rs 10.53 lakhs , with interest at the rate of 12% p.a. from august 1998 till realisation, with costs. Aroni Commercials Limited has filed an appeal with the High court of Madras against the said order.

- Income tax and sales tax:**

Particulars	As at	As at
	31 st March, 2023	31 st March, 2022
(i) Income Tax Matters under dispute The Parent company has filed appeal / rectification against above dispute. However, amount paid under protest / refund adjusted is of Rs. 54.50 lakhs (previous year Rs. 54.50 lakhs).	23.03	18.51
(ii) Sales Tax Matters under dispute: Demand for AY 1996-97 is pending under Madhya Pradesh Sales Tax Act against which appeals had been filed by Parent company with Deputy Commissioner of Commercial Tax. The Deputy Commissioner of Commercial tax has redirected the case to Assessing Officer for reassessment. The reassessment proceedings has not yet initiated.	80.23	80.23

In respect of above mentioned disputed demand, outflow is not probable and hence not provided by the Parent company.

- Guarantee:**

During the year the Parent company has pledged some of its shares from investments with NBFC's on behalf of its group company "**Urudavan Investment & Trading Private Limited ("Urudavan")**". The Urudavan has availed short term Loans against said pledged shares. The Contingent liability for the same is Rs. Nil. (Previous year- **Rs. 273.21 lakhs**).

B. Capital Commitments

- The Parent company holds 5,89,248 (Previous year 1,648) partly paid equity shares of Bharti Airtel Limited as an investment as on 31st March, 2023. The uncalled liability of these partly paid shares is 2364.36 lakhs at Rs 401.25 per share (Previous year 6.61 lakhs). Said investment is measured at fair value through profit or loss.
- The Parent company has given total commitment of Rs 1,000 lakhs to Sixth Sense India Opportunities III (Category II AIF). Out of said commitment, fund has raised demand of Rs 850 lakhs & same has been paid by company. Balance uncalled capital commitment in Sixth Sense India Opportunities III as on balance sheet date is Rs 150 lakhs. (Previous year 450 lakhs)
- The Parent company has given total commitment of Rs 7,500 lakhs to Anchorage Capital Scheme I (Category II AIF). Out of said commitment, fund has raised demand of Rs 1,508 lakhs and balance uncalled capital commitment in Anchorage Capital Scheme I as on balance sheet date is Rs 5,992 lakhs(Previous year Nil).

Note 33: Earning Per share (EPS)

In accordance with the Indian Accounting Standard (Ind AS) 33 on 'Earnings Per Share':

Basic Earnings Per Share (EPS) is calculated in accordance with Ind AS 33 'Earnings Per Share' by dividing the net profit for the year attributable to owners of the Company by the weighted average number of equity shares outstanding during the year.

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2023

(Rs. in Lakhs, unless otherwise stated)

Diluted EPS (DPS) is calculated by dividing the net profit attributable to owners of the Company (after adjusting any items related to dilutive potential ordinary shares, net of tax) by the weighted average number of equity shares outstanding during the year plus the weighted average number of equity shares that would be issued on the conversion of all the dilutive potential ordinary shares into ordinary equity shares of the company.

Particulars	For the year ended 31 st March, 2023	For the year ended 31 st March, 2022
Net profit attributable to owners of the Company	1,168.81	6,492.35
Weighted average number of Equity shares used as denominator for calculating Basic EPS & DPS (Nos.)	10,29,928	10,27,783
Earnings Per Share (EPS / DPS) (Rs.)	113.48	631.69
Face value per share (Rs.)	10.00	10.00

Note 34 : Maturity Analysis of Assets and Liabilities

The table below shows an analysis of assets and liabilities analysed according to when they are expected to be recovered or settled.

Particulars	For the year ended 31 st March, 2023		
	Within 12 Months	After 12 months	Total
ASSETS			
Financial Assets			
(a) Cash and cash equivalents	13.65	-	13.65
(b) Bank balance other than (a) above	3.76	-	3.76
(c) Receivables			
Trade receivables	-	-	-
(d) Loans	4.70	9.11	13.81
(e) Investments	5,160.23	43,735.94	48,896.16
(f) Stock in trade (Securities held for trading)	9.38	-	9.38
(g) Other financial assets	1.68	5.70	7.38
Non -Financial Assets			
(a) Current tax assets (net)	-	0.22	0.22
(b) Property, plant and equipment	-	3.73	3.73
(c) Other non-financial assets	1.00	101.28	102.28
TOTAL ASSETS	5,194.40	43,855.98	49,050.38
LIABILITIES			
Financial Liabilities			
(a) Payables			
Trade Payables			
-total outstanding dues of micro enterprises and small enterprises	0.17	-	0.17
-total outstanding dues of creditors other than micro enterprises and small enterprises	6.88	-	6.88
(b) Borrowings (Other than debt Securities)	2,234.80	-	2,234.80
(c) Other financial liabilities	42.66	-	42.66
Non-Financial Liabilities			
(a) Current tax liabilities (net)	13.72	-	13.72
(b) Provisions	-	16.06	16.06
(c) Deferred tax liabilities (net)	-	2,610.90	2,610.90
(d) Other non-financial liabilities	4.33	-	4.33
TOTAL LIABILITIES	2,302.56	2,626.96	4,929.52

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2023

(Rs. in Lakhs, unless otherwise stated)

Particulars	For the year ended 31 st March, 2022		
	Within 12 Months	After 12 months	Total
ASSETS			
Financial Assets			
(a) Cash and cash equivalents	184.11	-	184.11
(b) Bank balance other than (a) above	-	3.76	3.76
(c) Receivables			
Trade receivables	91.39	-	91.39
(d) Loans	64.62	10.46	75.08
(e) Investments	7,060.98	40,297.78	47,358.76
(f) Stock in trade (Securities held for trading)	975.59	-	975.59
(g) Other financial assets	3.73	1.65	5.38
Non -Financial Assets			
(a) Current tax assets (net)	-	0.57	0.57
(b) Property, plant and equipment	-	4.93	4.93
(c) Other non-financial assets	7.83	101.09	108.92
TOTAL ASSETS	8,388.25	40,420.24	48,808.49
LIABILITIES			
Financial Liabilities			
(a) Payables			
Trade Payables			
-total outstanding dues of micro enterprises and small enterprises	0.15	-	0.15
-total outstanding dues of creditors other than micro enterprises and small enterprises	1.22	-	1.22
(b) Borrowings (Other than debt securities)	2,770.44	-	2,770.44
(c) Other financial liabilities	35.99	-	35.99
Non-Financial Liabilities			
(a) Current tax liabilities (net)	78.75	-	78.75
(b) Provisions	-	16.08	16.08
(c) Deferred tax liabilities (net)	-	2,934.82	2,934.82
(d) Other non-financial liabilities	4.01	-	4.01
TOTAL LIABILITIES	2,890.57	2,950.91	5,841.48

Note

Information on maturity pattern is based on the reasonable assumptions made by the Management.

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2023

(Rs. in Lakhs, unless otherwise stated)

Note 35: Details of related parties & their relationship (Ind AS 24):

Description of relationship	Names of related parties
a) Associate	Arcies Laboratories Limited
b) Other related parties	Four Dimensions Advisors Private Limited Four Dimensions Securities (India) Limited Geecee Ventures Limited Singularity Holdings Limited Geecee Business Private Limited Better time realtors private Limited Sam-Jag-Deep Investments Private Limited Urudavan Investment and Trading Private Limited Winro Commercial (India) Limited GTZ (Bombay) Private Limited Ashwin Kumar Kothari (smaller) (HUF) Ashwin Kumar Kothari (HUF) Pannalal C Kothari (HUF) Mrs Tejal Rohit Kothari Mr Rohit Ashwin Kothari Mr Ashwin Kumar Kothari Mrs Meena Kothari Mr Harisingh Shyamsukha
c) Key Management Personnel (KMP)	Mr Ritesh Zaveri - Non-executive Director Mr Sandeep Kumar Kejariwal - Non-executive Director Mr Hetal Khalpada - Non-executive Director Mrs Rupal Vora - Independent Director Mr Vallabh Prasad Biyani - Additional Non-executive Independent Director Mr Ketan Desai - Independent Director Mr Rajiv Pathak - Chief Executive Officer Mrs Vaishali Rajesh Dhuri - Chief Financial Officer Mrs Avani Sanghavi - Company Secretary and Compliance officer

Details of related party transactions during the year ended 31st March, 2023 and balances outstanding as at 31st March, 2023

Sr. No.	Particulars	Associate	KMP	Other related parties	Total
a	Brokerage Paid	- (-)	- (-)	61.56 (135.92)	61.56 (135.92)
b	Employee benefits expenses	- (-)	89.50 (81.35)	- (-)	89.50 (81.35)
c	Director's Sitting fees	- (-)	0.67 (0.61)	- (-)	0.67 (0.61)
d	Interest on loans	2.90 (0.07)	- (-)	58.36 (63.48)	61.25 (63.55)
e	Commission Received	- (-)	- (-)	4.00 (11.00)	4.00 (11.00)

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2023

(Rs. in Lakhs, unless otherwise stated)

Details of related party transactions during the year ended 31st March, 2023 and balances outstanding as at 31st March, 2023					
Sr. No.	Particulars	Associate	KMP	Other related parties	Total
f	Fees charged on financial guarantee given for Group Company	- (-)	- (-)	0.04 (0.14)	0.04 (0.14)
g	Dividend income	- (-)	- (-)	- (15.07)	- (15.07)
h	Interest Paid on borrowings	- (-)	- (-)	0.32 (0.11)	0.32 (0.11)
i	Reimbursement of expenses	- (-)	0.23 (0.21)	- (-)	0.23 (0.21)
j	Business support services	- (-)	- (-)	4.10 (-)	4.10 (-)
k	Purchase of shares and securities	- (-)	- (-)	- (975.00)	- (975.00)
l	Sale of shares and securities	- (-)	- (-)	- (733.78)	- (733.78)
Finance & Investment					
m	Loans taken	- (-)	- (-)	4,510.71 (4,071.00)	4,510.71 (4,071.00)
n	Loans repaid	- (-)	- (-)	4,512.71 (4,556.70)	4,512.71 (4,556.70)
o	Loans given	1.50 (41.00)	- (-)	35,280.00 (46,932.00)	35,281.50 (46,973.00)
p	Loan repayment received	37.50 (5.00)	- (-)	35,300.50 (46,944.50)	35,338.00 (46,949.50)
q	Issue of Equity shares	- (-)	- (-)	- (252.89)	- (252.89)
Balances outstanding at the end of the year					
r	Trade Payables	- (-)	- (-)	5.49 (-)	5.49 (-)
s	Other Financial Liabilities	- (-)	26.72 (23.13)	- (-)	26.72 (23.13)
t	Borrowings (Other than Debt securities)	- (-)	- (-)	1.50 (3.50)	1.50 (3.50)
u	Trade Receivables	- (-)	- (-)	- (91.39)	- (91.39)
v	Other Non Financial Asset	- (-)	- (-)	0.02 (-)	0.02 (-)
w	Loans	- (36.00)	- (-)	- (20.50)	- (56.50)
x	Investments	- (-)	- (-)	24,028.35 (23,997.82)	24,028.35 (23,997.82)

Note :Figures in bracket relates to the previous year. Such figures have been regrouped/ reclassified to corresponds with the current year classification/ disclosures.

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2023

(Rs. in Lakhs, unless otherwise stated)

Disclosure in respect of Related Party Transactions during the year

Sr. No.	Particulars	Relation	2022-23	2021-22
a	Brokerage Paid			
	Four Dimensions Securities (India) Limited	Other related party	61.56	135.92
b	Employee benefit expenses			
	Mrs Vaishali Dhuri	KMP	13.03	12.06
	Mr Rajiv Pathak	KMP	65.23	59.35
	Mrs Avani Sanghavi	KMP	11.24	9.94
c	Directors Sitting Fees			
	Mrs Babita Thakar	KMP	-	0.18
	Mr Ketan Desai	KMP	0.18	0.13
	Mrs Rupal Vora	KMP	0.33	0.29
	Mr Vallabh Prasad Biyani	KMP	0.16	0.01
d	Interest on loans			
	Four Dimensions Securities (India) Limited	Other related party	0.31	26.02
	Urudavan Investment and Trading Private Limited	Other related party	-	0.05
	Arcies Laboratories Limited	Associate	2.90	0.07
	Better time realtors private Limited	Other related party	-	3.21
	Sam Jag-Deep Investments Private Limited	Other related party	-	1.66
	GTZ (Bombay) Private Limited	Other related party	0.45	0.01
	Four Dimensions Advisors Private Limited	Other related party	0.32	0.03
	Winro Commercial (India) Limited	Other related party	56.81	32.06
	Singularity Holdings Limited	Other related party	0.46	0.45
e	Commission Received			
	Niyati Enterprises	Other related party	4.00	11.00
f	Fees charged on financial guarantee given for Group Company			
	Urudavan Investment and Trading Private Limited	Other related party	0.04	0.14
g	Dividend income			
	GeeCee Ventures Limited	Other related party	-	15.07
h	Interest Paid on borrowings			
	Singularity Holdings Limited	Other related party	0.31	0.11
	Winro Commercial (India) Limited	Other related party	0.01	-
i	Reimbursement of Expenses			
	Mrs Vaishali Dhuri	KMP	0.15	0.14
	Mrs Avani Sanghavi	KMP	0.08	0.07
j	Business support services			
	Geecee Business Private Limited	Other related party	4.10	-
k	Purchase of shares and securities			
	Mr Harisingh Shyamsukha	Other related party	-	975.00
l	Sale of Shares/debentures/Bonds			
	Mrs Tejal Rohit Kothari	Other related party	-	733.78

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2023

(Rs. in Lakhs, unless otherwise stated)

Sr. No.	Particulars	Relation	2022-23	2021-22
	<u>Finance & Investment</u>			
m	Loans Taken			
	Singularity Holdings Limited	Other related party	2,443.40	2,936.50
	Winro Commercial (India) Limited	Other related party	2,067.31	1,134.50
n	Loans Repaid			
	Singularity Holdings Limited	Other related party	2,446.90	3,422.20
	Winro Commercial (India) Limited	Other related party	2,065.81	1,134.50
o	Loans given			
	Singularity Holdings Limited	Other related party	2,297.00	2,053.50
	Four Dimensions Securities (India) Limited	Other related party	2,058.00	15,804.75
	Winro Commercial (India) Limited	Other related party	30,919.50	28,988.50
	Urudavan Investment and Trading Private Limited	Other related party	-	57.00
	Sam-Jag-Deep Investments Private Limited	Other related party	-	5.50
	GTZ (Bombay) Private Limited	Other related party	1.00	7.00
	Better time realtors private Limited	Other related party	-	0.25
	Four Dimensions Advisors Private Limited	Other related party	4.50	15.50
	Arcies Laboratories Limited	Associate	1.50	41.00
p	Loan repayment received			
	Singularity Holdings Limited	Other related party	2,297.00	2,053.50
	Four Dimensions Securities (India) Limited	Other related party	2,058.00	15,804.75
	Winro Commercial (India) Limited	Other related party	30,919.50	28,988.50
	Urudavan Investment and Trading Private Limited	Other related party	-	57.00
	Sam-Jag-Deep Investments Private Limited	Other related party	-	33.50
	GTZ (Bombay) Private Limited	Other related party	6.00	7.00
	Better time realtors private Limited	Other related party	-	0.25
	Four Dimensions Advisors Private Limited	Other related party	20.00	-
	Arcies Laboratories Limited	Associate	37.50	5.00
q	Issue of Equity shares			
	Four Dimensions Advisors Private Limited	Other related party	-	35.00
	Winro Commercial (India) Limited	Other related party	-	217.88
r	<u>Balances outstanding at the end of the year</u>			
	Trade Payable			
	Four Dimensions Securities (India) Limited	Other related party	1.05	-
	GeeCee Business Private Limited	Other related party	4.43	-
s	Other Financial Liabilities			
	Mrs Vaishali Dhuri	KMP	1.62	1.50
	Mr Rajiv Pathak	KMP	24.00	20.63
	Mrs Avani Sanghavi	KMP	1.10	1.00
t	Borrowings (Other than Debt securities)			
	Singularity Holdings Limited	Other related party	-	3.50
	Winro Commercial (India) Limited	Other related party	1.50	-
u	Trade Receivables			
	Four Dimensions Securities (India) Limited	Other related party	-	91.39

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2023

(Rs. in Lakhs, unless otherwise stated)

Sr. No.	Particulars	Relation	2022-23	2021-22
v	Other Non Financial Asset			
	Mrs Vaishali Dhuri	KMP	0.01	-
	Mrs Avani Sanghavi	KMP	0.00	-
w	Loans			
	Arcies Laboratories Limited	Associate	-	36.00
	GTZ (Bombay) Private Limited	Other related party	-	5.00
	Four Dimensions Advisors Private Limited	Other related party	-	15.50
x	Investments			
	Four Dimensions Advisors Private Limited	Other related party	4.29	4.26
	Four Dimensions Securities (India) Limited	Other related party	16,129.12	16,034.28
	GeeCee Business Private Limited	Other related party	35.87	36.37
	Singularity Holdings Limited	Other related party	6,237.75	6,045.82
	GeeCee Ventures Limited	Other related party	1,013.51	1,190.36
	Urudavan Investment and Trading Private Limited	Other related party	271.25	350.18
	Winro Commercial (India) Limited	Other related party	336.55	336.55

Note:

- 1 Name of the related party and nature of the related party relationship where control exists, if any, have been disclosed irrespective of whether or not there have been transactions between the related parties. In other cases, disclosure has been made only when there have been transactions with those parties.
- 2 Related parties as defined under para 9 of Ind AS 24 'Related Party Disclosures' have been identified based on representations made by key managerial personnel and information available with the Company.
- 3 Figures of Income /expenses are presented excluding GST (if any).
- 4 Amount of Trade payable and Trade receivable represents gross value of securities purchased & sold through Four Dimensions Securities (India) Limited being Share broker through whom trade was executed, which includes brokerage payable to Four Dimensions Securities (India) Limited for availing its broking services.

Note 36 : Financial Instruments**A Financial Risk Management (Ind AS 107)**

The Group has operations in India. Whilst risk is inherent in the Company's activities, it is managed through a risk management framework, including ongoing identification, measurement and monitoring subject to risk limits and other controls. The Company's activities expose it to credit risk, liquidity risk and market risk.

This note explains the sources of risk which the Company is exposed to and how the entity manages the risk. The Group has exposure to the following risks arising from financial instruments:

- Credit risk
- Liquidity risk
- Market risk (including Interest rate risk & Price risk)
- Currency risk

Risk management framework

Risk management forms an integral part of the business. The Company's board of directors has overall responsibility for the establishment and oversight of the Company's risk management framework. The board of directors are responsible for developing and monitoring the Company's risk management policies. The Company's Risk Management committee reports regularly to the board of directors on its activities.

The Company's risk management policies are established to identify and analyse the risks faced by the Company, to set appropriate risk limits and controls and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Company's activities.

1 Credit Risk

Credit risk refers to the risk of default on its obligation by the counterparty resulting in a financial loss. Credit risk arises primarily from financial assets such as trade receivables, investments, other balances with banks, loans and other receivables.

The Company has adopted a Policy of dealing with counter parties that have sufficiently high credit rating. The Company's exposure and credit ratings of its counter parties are continuously monitored. Credit risk arising from trade receivables are reviewed periodically and based on past experience and history. Management is confident of recovering all the dues. Credit risk arises from balances with banks is limited. The counter parties are bank with high credit ratings assigned by the credit rating agencies.

Trade receivables & other receivables

Exposures of trade receivables are reviewed at the end of each reporting period by the Company to determine expected credit losses. Historical trends of collection from counterparties on timely basis reflects low level of credit risk. Company's credit period with respect to receivables ranges from 1 to 5 days. However, company has created impairment wherever required.

Investment in various instruments

Credit risk on investment in debt instruments is limited as company generally invests in debt instruments like mutual funds, preference shares with high credit ratings assigned by international and domestic credit rating agencies.

Loans:

The Group considers default in all cases when the borrower becomes 90 days past due on its contractual payments. All the loans are classified under Stage 1 loan i.e. Performing Standard Assets as per RBI prudential norm.

Expected Credit Loss (ECL) on Financial Assets

The Group continuously monitors all financial assets subject to ECLs. In order to determine whether an instrument is subject to 12 month ECL (12m ECL) or life time ECL (LTECL), the Group assesses whether there has been a significant increase in credit risk or the asset has become credit impaired since initial recognition. The Group applies following quantitative and qualitative criteria to assess whether there is significant increase in credit risk or the asset has been credit impaired :

- (a) Historical trend of collection from counterparty
- (b) Company's contractual rights with respect to recovery of dues from counterparty
- (c) Credit rating of counterparty and any relevant information available in public domain

ECL is a probability weighted estimate of credit losses. It is measured as the present value of cash shortfalls (i.e. the difference between the cash flows due to the Company in accordance with contract and the cash flows that the Company expects to receive). The Company has following types of financial assets that are subject to the expected credit loss:

- (a) Cash and cash equivalents
- (b) Bank balance other than (a) above
- (c) Loans
- (d) Trade receivables
- (e) Investment in Unquoted securities
- (f) Other financial assets

After applying above criteria, Management has decided to make minimum ECL provision as the provisioning rates as per RBI prudential norms unless higher provisioning is required as per above criteria.

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2023

(Rs. in Lakhs, unless otherwise stated)

2 Liquidity Risk

Liquidity risk is the risk that the Group will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset.

The Group's principal sources of liquidity are cash and cash equivalents, investment in mutual fund / other listed securities which are short term in nature and the cash flow that is generated from operations. In case of any shortfall, Group avails revolving loan facilities from its Group Companies and other NBFC'S & Sale of listed equity shares.

As at 31st March, 2023, the Group had a cash and cash equivalents of Rs. 13.65 lakhs and As at 31st March, 2022, the Company had a cash and cash equivalents of Rs. 184.11 lakhs. Value of listed equity shares as on 31st March, 2023 is Rs 15,136.72 lakhs and as on 31st March, 2022 is Rs 14,618.35 lakhs.

- Financial Risk Management (Ind AS 107)**Exposure to liquidity risk**

The table below summaries the maturity profile remaining contractual maturity period at the balance sheet date for its financial liabilities as at 31st March, 2023 are as follows :

Particulars	On Demand	Less than 1 year	1-5 years	More than 5 years	Total
Financial Liabilities					
(a) Payables	-	7.04	-	-	7.04
(b) Borrowings (other than debt securities)	-	2,234.80	-	-	2,234.80
(c) Other financial liabilities	-	42.66	-	-	42.66
Total	-	2,284.50	-	-	2,284.50
Financial Assets					
(a) Cash and cash equivalents	-	13.65	-	-	13.65
(b) Bank balance other than (a) above	-	3.76	-	-	3.76
(c) Receivables	-	-	-	-	-
(d) Loans	-	4.70	9.11	-	13.81
(e) Investments	-	5,160.23	-	43,735.94	48,896.16
(f) Stock in trade (securities held for trading)	-	9.38	-	-	9.38
(g) Other financial assets	-	1.68	5.70	-	7.38
Total	-	5,193.40	14.81	43,735.94	48,944.14

The table below summaries the maturity profile remaining contractual maturity period at the balance sheet date for its financial liabilities as at 31st March, 2022 are as follows :

Particulars	On Demand	Less than 1 year	1-5 years	More than 5 years	Total
Financial Liabilities					
(a) Payables	-	1.38	-	-	1.38
(b) Borrowings (other than debt securities)	2,013.79	756.65	-	-	2,770.44
(c) Other financial liabilities	-	35.99	-	-	35.99
Total	2,013.79	794.02	-	-	2,807.81
Financial Assets					
(a) Cash and cash equivalents	-	184.11	-	-	184.11
(b) Bank balance other than (a) above	-	-	3.76	-	3.76
(c) Receivables	-	91.39	-	-	91.39
(d) Loans	56.50	8.12	10.46	-	75.08
(e) Investments	-	7,060.98	-	40,297.78	47,358.76
(f) Stock in trade (securities held for trading)	-	975.59	-	-	975.59
(g) Other financial assets	-	3.73	1.65	-	5.38
Total	56.50	8,323.92	15.87	40,297.78	48,694.07

3 Market risk

Market risk is the risk that changes in market prices such as interest rates, security prices and commodity prices will affect the Group's income or the value of its holdings of financial instruments. Market risk is attributable to all market risk sensitive financial instruments including payables and debt. Group's market risk is primary related to its investments in securities. Thus, Group's exposure to market risk is a function of investing activities and revenue generating and operating activities. The objective of market risk management is to mitigate market risk by diversification. The company's activities exposes it primarily to currency risk, equity price risk and interest rate risk.

a. Interest rate risk

Interest rate risk can be either fair value interest rate risk or cash flow interest rate risk. Fair value interest rate risk is the risk of changes in fair values of fixed interest bearing investments because of fluctuations in the interest rates. Cash flow interest rate risk is the risk that the future cash flows of floating interest bearing investments will fluctuate because of fluctuations in the interest rates. The Group do have following financial instruments bearing interest rate risk as on 31st March, 2023 and 31st March, 2022.

Particulars	31 st March, 2023	31 st March, 2022
Financial Assets		
Investment in mutual funds	4,158.18	6,139.97
Loans	-	56.50
Financial Liabilities		
Borrowings (other than debt securities)	2,201.50	2,753.50

The Company mitigate the risk by adopts funding strategies to ensure diversified resource-raising options to minimize cost and maximize stability of funds.

Sensitivity Analysis

The table below sets out the effect on statement of profit and loss due to reasonable possible weakening / strengthening on Interest rates

Particulars	31 st March, 2023	31 st March, 2022
Effect of Financial Assets		
0.5% increase in the Interest rate	(20.79)	(30.98)
0.5% decrease in the Interest rate	20.79	30.98
Effect of Financial Liabilities		
0.5% increase in the Interest rate	11.01	13.77
0.5% decrease in the Interest rate	(11.01)	(13.77)

b Price risk

Price risk is related to the change in market reference price of the instruments in quoted and unquoted securities. The fair value of some of the Group's investments exposes to company to price risks. The majority of the Groups's investments are listed on the BSE Limited and the National Stock Exchange of India Limited (NSE) in India. To manage its price risk arising from investment in securities, the Group diversifies its portfolio.

The Group's exposure to price risk arises from investments in equity shares, Derivative financial instrument and debts securities are as follows:

Particulars	31 st March, 2023	31 st March, 2022
Maximum exposure to price risk	52,236.87	66,385.34

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2023

(Rs. in Lakhs, unless otherwise stated)

Sensitivity Analysis

The table below sets out the effect on statement of profit & loss due to reasonable possible weakening / strengthening

Particulars	31 st March, 2023	31 st March, 2022
Effect on profit and loss		
5% increase in the prices	1,019.33	1,823.73
5% decrease in the prices	(1,019.33)	(1,823.73)
Effect on other comprehensive income		
5% increase in the prices	1,592.16	1,495.19
5% decrease in the prices	(1,592.16)	(1,495.19)

4. Currency risk

The Group's primary business activities are within India and does not have any direct exposure in foreign currency except indirect currency risk associated with its investee companies.

Financial Instruments measurements and disclosures (Ind AS 113)**a. Accounting Classification**

Particulars	31 st March, 2023			31 st March, 2022		
	Fair value through profit or loss (FVTPL)	Fair value through other comprehensive income (FVOCI)	Cost/ Amortised Cost	Fair value through profit or loss (FVTPL)	Fair value through other comprehensive income (FVOCI)	Cost/ Amortised Cost
Financial Assets						
(a) Cash and cash equivalents	-	-	13.65	-	-	184.11
(b) Bank balance other than (a) above	-	-	3.76	-	-	3.76
(c) Receivables	-	-	-	-	-	91.39
(d) Loans	-	-	13.81	-	-	75.08
(e) Investments	17,045.98	31,843.10	7.08	17,447.96	29,903.72	7.08
(f) Stock in trade (securities held for trading)	9.38	-	-	975.59	-	-
(g) Other financial assets	-	-	7.38	-	-	5.38
Total Financial Assets	17,055.37	31,843.10	45.68	18,423.55	29,903.72	366.80
Financial Liabilities						
(a) Payables	-	-	7.04	-	-	1.38
(b) Borrowings (other than debt securities)	-	-	2,234.80	-	-	2,770.44
(c) Other financial liabilities	-	-	42.66	-	-	35.99
Total Financial Liabilities	-	-	2,284.50	-	-	2,807.81

b. Fair value hierarchy

The following table presents the fair value hierarchy of assets measured at fair value basis

Particulars	31 st March, 2023			31 st March, 2022		
	Level 1	Level 2	Level 3	Level 1	Level 2	Level 3
Financial Assets						
(a) Investments	18,955.38	7,262.50	22,671.21	19,452.66	5,435.19	22,463.83
(b) Stock in trade (Securities held for trading)	2.97	-	6.41	969.11	-	6.48
Total Financial Assets	18,958.35	7,262.50	22,677.62	20,421.77	5,435.19	22,470.31

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2023

(Rs. in Lakhs, unless otherwise stated)

Fair value hierarchy:

The fair value hierarchy is based on inputs to valuation techniques that are used to measure fair value that are either observable or unobservable and consists of the following three levels:

- (a) **Level 1:** Level 1 hierarchy includes financial instruments measured using quoted prices in an active market. This included listed equity instruments, traded debentures and mutual funds that have quoted price. The fair value of all equity instruments (including debentures) which are traded in the stock exchanges is valued using the closing price as at the reporting period. The mutual funds are valued using the closing NAV as published on Association of Mutual Funds of India (AMFI).
- (b) **Level 2:** Level 2 hierarchy includes financial instruments that are not traded in an active market (for example, traded bonds/debentures, over the counter derivatives). The fair value in this hierarchy is determined using valuation techniques. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.
- (c) **Level 3:** If one or more of the significant Inputs is not based on observable market data, the instrument is included in level 3. Fair values are determined in whole or in part using a valuation model based on assumptions that are neither supported by prices from observable current market transactions in the same instrument nor are they based on available market data. Financial instruments such as unlisted equity shares, loans are included in this hierarchy.

Valuation technique used to determine fair value

- Closing NAV Statement from Mutual fund is used to determine fair value of unquoted Mutual Fund, if any.
- Fair values of quoted investments held for trading and Investment purpose classified under FVTPL are valued using the closing price of NSE / BSE as at the reporting period, if any.
- Fair values of quoted investments routed through FVTOCI are valued using the closing price of NSE / BSE as at the reporting period, if any.
- Fair values of quoted investments, covered in Level 2, are further adjusted on account cross holding within group of companies. Fair value of unquoted investments, covered in Level 2, are derived from transaction in said securities between unrelated parties in the month of March 2023. Valuation of AIF is done based on NAV report provided by respective AIF's.
- For unlisted group companies investments, for which latest consolidated audited balance sheet are available are classified under level 3. Accordingly, their fair value can be derived from the latest Consolidated audited balance sheet by applying below formula: "(Share capital + other equity - prepaid expenses) / no of equity shares = value per share." No of equity shares in above formula has been derived after reducing cross holding effect (if any).

Fair value measurements using significant unobservable inputs (level 3)

Particulars	Equity Shares
As at 31st March, 2021	17,530.70
Acquisitions	-
Net Gain on fair value changes	5,673.39
Realisations	(733.78)
As at 31st March, 2022	22,470.31
Acquisitions	-
Net Gain on fair value changes	207.31
Realisations	-
As at 31st March, 2023	22,677.62

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2023

(Rs. in Lakhs, unless otherwise stated)

c. Fair value of financial instruments measured at amortised cost

Particulars	31 st March, 2023			31 st March, 2022		
	Level 1	Level 2	Level 3	Level 1	Level 2	Level 3
Financial Assets:						
(a) Cash and cash equivalents	13.65	-	-	184.11	-	-
(b) Bank balance other than (a) above	3.76	-	-	3.76	-	-
(c) Receivables	-	-	-	-	-	91.39
(d) Loans	-	-	13.81	-	-	75.08
(e) Investments	-	-	7.08	-	-	7.08
(f) Other Financial assets	-	-	7.38	-	-	5.38
Total Financial Assets	17.41	-	28.27	187.87	-	178.94
Financial Liabilities:						
(a) Payables	-	-	7.04	-	-	1.38
(b) Borrowings (other than debt securities)	-	-	2,234.80	-	-	2,770.44
(c) Other financial liabilities	-	-	42.66	-	-	35.99
Total Financial Liabilities	-	-	2,284.50	-	-	2,807.81

Valuation techniques :

Short-term financial assets and liabilities

For financial assets and financial liabilities that have a short-term maturity (less than twelve months), the carrying amounts, which are net of impairment, are a reasonable approximation of their fair value. Such instruments include: cash and cash equivalents, trade receivables, and trade payables. Such instruments have been classified as Level 1 / Level 3.

d. Inter level transfers:

There are no inter level transfers made during the year except investment in preference shares of Altigreen Propulsion Labs Private Limited which have been transferred from Level 3 to Level 2 as the fair value for the same is now derived from valuation reports provided by AIF, accordingly corresponding figures have been regrouped as required.

Note 37: Capital Management (Ind AS 1)

For the purpose of the Company's capital management, capital includes issued capital and other equity reserves attributable to the equity shareholders of the Company. The primary objective of the company, when managing capital, is to safeguard its ability to continue as a going concern and to maintain an optimal capital structure, so as to maximize shareholders' value. As at 31st March, 2023, the Company has only one class of equity shares and Borrowings (other than debt securities). In order to maintain or achieve an optimal capital structure, the Company allocates its capital for distribution as dividend or reinvestments into business based on its long term financial plans.

The Company is subject to the capital adequacy requirements of the Reserve Bank of India (RBI). Under RBI's capital adequacy guidelines, the Company is required to maintain a capital adequacy ratio consisting of Tier I and Tier II Capital. The minimum capital ratio as prescribed by RBI guidelines and applicable to the Company, consisting of Tier I and Tier II capital, shall not be less than 15 percent of its aggregate risk weighted assets on-balance sheet and of risk adjusted value of off-balance sheet. The Tier I capital, at any point of time, shall not be less than 10%.

The Company has complied with all regulatory requirements related capital and capital adequacy ratios as prescribed by RBI. (Refer note 35 of standalone financial statement.)

Note 38 : Earnings & Expenditure in Foreign Currency

Particulars	31 st March, 2023	31 st March, 2022
Earnings In Foreign Currency	-	-
Expenditure in Foreign Currency	-	-

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2023

(Rs. in Lakhs, unless otherwise stated)

Note 39: Segment Reporting (Ind AS 108)

The Parent Company is engaged primarily in the business of "Investments, trading in shares and securities & Lending Activities" and accordingly there are no separate reportable segments as per Ind AS 108 dealing with Operating Segment.

Subsidiary companies are engaged in commission agency business. Since, Commission Income does not satisfy the quantitative thresholds laid down under Ind AS 108 'Operating Segments' for reportable segments, it has not been considered for segment reporting.

Note 40: Distribution made and proposed

The Group has not distributed or not proposed any dividend during the year.

Note 41: Transferred financial assets that are derecognised in their entirety but where the Group has continuing involvement

The Group has not transferred any assets that are derecognised in their entirety where the Group has continues to have continuing involvement.

Note 42 (a): Entities included in Consolidation

Particulars	As at 31 st March, 2023	As at 31 st March, 2022
Subsidiaries		
Sareshwar Trading and Finance Private Limited	60.77%	60.77%
Arkaya Commercial Private Limited	61.83%	61.83%
Associate		
Arcies Laboratories Limited	31.03%	31.03%

Note 42 (b): Additional information as required by Paragraph 2 of the General Instructions for Preparation of Consolidated Financial Statements to Schedule III to the Companies Act, 2013

Name of the Entity	Net Assets (Total Assets - Total Liabilities)		Share in Profit or Loss	
	As % of Consolidated net assets	Amount	As % of Consolidated profit or loss	Amount
Parent Saraswati Commercial (India) Limited	98.94%	43,346.29	99.66%	1,166.40
Subsidiaries (Indian)				
1. Sareshwar Trading and Finance Private Limited	1.24%	545.40	0.08%	0.94
2. Arkaya Commercial Private Limited	0.57%	249.57	0.13%	1.47
	1.81%	794.97	0.21%	2.41
Foreign	NA	NA	NA	NA
Non-controlling interest	(0.71%)	(309.22)	0.13%	1.52
Associates (Investments as per the Equity method) (Indian) Arcies Laboratories Limited	-	-	-	-
Total	100.05%	43,832.04	100.00%	1,170.33
Less: Elimination	(0.05%)	(20.40)	0.00%	-
Total	100.00%	43,811.64	100.00%	1,170.33

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2023

(Rs. in Lakhs, unless otherwise stated)

Name of the Entity	Share in Other Comprehensive Income		Share in Total Comprehensive Income	
	As % of Consolidated Other Comprehensive Income	Amount	As % of Consolidated Total Comprehensive Income	Amount
Parent Saraswati Commercial (India) Limited	229.33%	(37.82)	97.81%	1,128.58
Subsidiaries (Indian)				
1. Sareshwar Trading and Finance Private Limited	(50.25%)	8.29	0.80%	9.23
2. Arkaya Commercial Private Limited	(28.84%)	4.76	0.54%	6.23
	(79.09%)	13.04	1.34%	15.45
Foreign	NA	NA	NA	NA
Non-controlling interest	(50.24%)	8.29	0.85%	9.80
Associate (Investments as per the Equity method) (Indian) Arcies Laboratories Limited	-	-	-	-
Total	100.00%	(16.49)	100.00%	1,153.84
Less: Elimination	-	-	-	-
Total	100.00%	(16.49)	100.00%	1,153.84

Note 43: Details of Open interest in Equity Stock futures Contracts as on 31st March, 2023

Name of Equity Stock Future			No. of Contracts	Units-Long	Units-Short
Script	FUT / OPT	Expiry			
Adani Ports and Special Economic Zone Limited	FUT	27 th April, 2023	400	2,50,000	-
Bharti Airtel Limited	FUT	27 th April, 2023	243	2,30,850	-

Note 44: Balance Confirmation:

Trade receivables, Trade payables, Loans and advances and Borrowings are subject to confirmation which have been relied upon by the auditors.

Note 45 Fixed deposits with bank of **Rs. 3.76 lakhs** includes fixed deposit of **Rs. 3.09 lakhs** in the name of District and Sessions Judge, Ujjain deposited as guarantee money. However, the entire amount of **Rs. 3.76 lakhs** is subject to reconciliation and confirmation from the respective banks and authorities. The Fixed Deposit of **Rs. 3.09 lakhs** was renewed in August 2003 having maturity in June 2006 with a maturity value **Rs. 4.85 lakhs**. Since the status of the case is pending & there is no communication of renewal of Fixed Deposit post June 2006. Considering this fact, the company has not accounted for any interest income on the said fixed deposit.

Note 46: During F.Y. 2004-05, Parent Company has kept **Rs. 100.70 lakhs** in Escrow account in fixed deposit in the name of Gulbrandsen Catalyst Private Limited previously known as 'Arcil' with Calyon Bank, Nariman Point Branch for any demands of stamp duty, penalties and liabilities that may arise on the scheme of arrangement as approved by the High Court of Judicature at Mumbai in terms of which parent company has transferred its Aluminium Chloride undertaking and wind mill undertaking to Nagda Orgo Chem Private Limited. The present value of the fixed deposit as on 31st March 2023 is **Rs. 246.68 lakhs**. Since the fixed deposit is in the name of Gulbrandsen Catalyst Private Limited no income on same is accounted for by the Company. Only in the event of a favourable outcome from the apex court in favour of the company, proceeds of fixed deposit will be received, the Parent Company will account for interest income.

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2023

(Rs. in Lakhs, unless otherwise stated)

Note 47: Employee Benefits

Retirement benefits in the form of provident fund under the Employees Provident Fund (Misc. Provisions) Act, 1952 and gratuity under the Payment of Gratuity Act, 1972 are not applicable to the Company as the total number of employees are below the minimum required number of employees as specified in respective acts.

The expected costs of other long-term employee benefits such as accumulated leaves are accrued over the period of employment and same has been provided based on accrual basis at year end. The Code on Social Security, 2020 (the Code) has been enacted, which would not impact to the Group.

Note 48 : ADDITIONAL REGULATORY INFORMATION AS PER DIVISION III SCHEDULE III OF COMPANIES ACT, 2013**1. Valuation of property, plant and equipment**

The Group and its Associate has not revalued its property, plant and equipment during the current or previous year.

2. loans or advances in the nature of loans are granted to promoters, directors, KMPs and the related parties (as defined under the Companies Act, 2013), either severally or jointly with any other person that are**a) Repayable on Demand**

Type of Borrower	As at 31 st March, 2023		As at 31 st March, 2022	
	Amount of Loan	% to the total Loans	Amount of Loan	% to the total Loans
Related Parties	-	-	56.50	75.02

3. Details of Benami Property held

No proceedings have been initiated on or are pending against the Group for holding benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and Rules made thereunder.

4. Borrowings from banks or financial institutions on the basis of security of current assets

During the year, The Group and its Associate has borrowed funds from Financial Institutions against pledged of shares / securities which are part of Investments and stock in trade. However there is no requirement to file quarterly returns or statements.

5. Wilful Defaulter

The Group and its associate has not been declared a Wilful Defaulters by any bank or financial institution (as defined under the Companies Act, 2013) or consortium thereof in accordance with the guidelines on wilful defaulters issued by the RBI.

6. Relationship with Struck off Companies

The Group and its associate does not have any transactions with the companies struck off under section 248 of Companies Act, 2013 during the year ended 31st March 2023 and 31st March 2022. Such disclosure has been given on the basis of relevant information compiled by the Company on best effort basis.

7. Compliance with number of layers of companies

The Group has complied with the requirements of the number of layers prescribed under clause (87) of section 2 of the Companies Act, 2013 read with Companies (Restriction on number of Layers) Rules, 2017.

8. Compliance with approved Scheme(s) of Arrangements

The Group and its Associate has not entered into any scheme of arrangement which has an accounting impact on current or previous financial year.

9. Utilisation of Borrowed funds and share premium

(A) During the year, the Group and its Associate has not advanced or loaned or invested funds (either borrowed funds or share premium or any other sources or kind of funds) to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding (whether recorded in writing or otherwise) that the Intermediary shall:

- (i) 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

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2023

(Rs. in Lakhs, unless otherwise stated)

- (ii) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
- (B) During the year, the Group and its Associate 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:
- (i) 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
- (ii) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.

10. Undisclosed income

There is no income surrendered or disclosed as income during the current or previous year in the tax assessments under the Income Tax Act, 1961, that has not been recorded in the books of accounts.

11. Details of Crypto Currency or Virtual Currency

The Group and its Associate has not traded or invested in crypto currency or virtual currency during the current or previous year.

Note 49: Previous year's figures have been regrouped / reclassified wherever necessary to correspond with the current year's classification / disclosure.

Note 50: There are no significant subsequent events that would require adjustments or disclosures in the financial statements as on the Balance sheet date.

Note 51: Amounts less than Rs 500 have been shown as "0.00"

As per our report of even date**For Ajmera Ajmera and Associates**

Chartered Accountants
Firm Reg. No: 123989W

Sandeep Ajmera

Partner
Membership No. 048277

Place : Mumbai
Date : 24th May, 2023

For and on behalf of the Board of Directors

Hetal Khalpada
Director
DIN:00055823

Rajiv Pathak
Chief Executive Officer

Avani Sanghavi
Company Secretary
Membership No. A29108

Place : Mumbai
Date : 24th May, 2023

Ritesh Zaveri
Director
DIN:00054741

Vaishali Rajesh Dhuri
Chief Financial Officer

If undelivered, please Return to:

SARASWATI COMMERCIAL (INDIA) LIMITED

209-210, Arcadia, 2nd Floor, 195 Nariman Point,
Mumbai - 400 021.