



VEEFIN SOLUTIONS LIMITED
FORMERLY KNOWN AS VEEFIN SOLUTIONS PRIVATE LIMITED

Office No. 601,602,603, 6th Floor, Neelkanth Corporate IT Park, Kirol Village,
Near Vidyavihar West, Mumbai -400086

CIN: U72900MH2020PLC347893

Date: September 7, 2023

To,
BSE Limited
The Corporate Relationship Department
Phiroze Jeejeebhoy Towers,
1st Floor, Dalal Street
Mumbai – 400 001

Ref: Scrip Code: 543931

ISIN: INE0Q0M01015

Sub: Submission of the Annual Report for the financial year 2022-23

Pursuant to Regulation 34(1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, enclosed herewith please find 3rd Annual Report of the Company for the financial year 2022-2023, which is being sent today i.e. 7th September, 2023 to those Members whose e-mail addresses are registered with the Company/Registrar and Transfer Agent/ Depositories.

The 3rd Annual Report has been uploaded on the Company's website viz. www.veefin.com. You are requested to kindly acknowledge receipt of the same.

Kindly take the same on your records.

Thanking you,

Yours truly,

For Veefin Solutions Limited
(Formerly Known as Veefin Solutions Private Limited)

Urja Thakkar
Company Secretary & Compliance Officer
ACS 42925



Reimagine Supply Chain Finance.
Think SCF. Think VEEFIN.

3rd Annual Report
2022-2023

CORPORATE INFORMATION

BOARD OF DIRECTORS

Mr. Raja Debnath	Chairman, Managing Director
Mr. Gautam Vijay Udani	Whole Time Director
Mr. Ajay Rajendran	Non-Executive Director
Mr. Anand Malpani	Non-Executive Independent Director
Ms. Deepti Sharma	Non-Executive Independent Director

KEY MANAGERIAL PERSONNEL

Ms. Payal Mehul Maisheri	Chief Financial Officer
Ms. Sarita Vijay Mahajan	Company Secretary & Compliance Officer - Resigned w.e.f. 04 th September, 2023
Ms. Urja Harsh Thakkar	Company Secretary & Compliance Officer - Appointed w.e.f. 04 th September, 2023

REGISTERED OFFICE

601, 602 And 603, Neelkanth
Corporate IT Park, Kirod Road,
Vidyavihar (W), Mumbai-400086.

INVESTOR RELATIONS EMAIL ID:

investors@veefin.com

STOCK EXCHANGE'S WHERE COMPANY'S SHARES ARE LISTED

BSE SME platform

STATUTORY AUDITOR:

M/s. Mittal & Associates,
Chartered Accountants

REGISTRAR AND SHARE TRANSFER AGENT:

Bigshare Services Private Limited

BANKERS:

Kotak Mahindra Bank Limited

AUDIT COMMITTEE (CONSTITUTED ON MAY 15, 2023)

Mr. Anand Malpani	Chairman
Ms. Deepti Sharma	Member
Mr. Raja Debnath	Member

NOMINATION AND REMUNERATION COMMITTEE (CONSTITUTED ON MAY 15, 2023)

Ms. Deepti Sharma	Chairperson
Mr. Anand Malpani	Member
Mr. Ajay Rajendran	Member

STAKEHOLDERS RELATIONSHIP COMMITTEE (CONSTITUTED ON MAY 15, 2023)

Mr. Anand Malpani	Chairman
Mr. Raja Debnath	Member
Mr. Gautam Vijay Udani	Member

INTERNAL COMPLAINTS COMMITTEE (AS ON MARCH 31, 2023)

Ms. Payal Maisheri	Chairperson
Mr. Gautam Udani	Member
Mr. Binny Shah	Member
Mr. Nikhil Memdage	Member

CIN: U72900MH2020PLC347893

WEBSITE: www.veefin.com

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Re-imaging Supply Chain Finance. Think SCF. Think VEEFIN.

Veefin Solutions Limited is a "Tech-Fin" company that empowers the world of supply chain finance and digital lending solutions. Our state-of-the-art technology solutions enable financial institutions globally to be a part of the supply chain financing and digital lending ecosystem.

Our unique End-to-End Stack and SaaS pricing have made it accessible for lenders of all sizes to participate in the ecosystem, levelling the playing field that used to favour only large banks. The end-to-end stack facilitates a seamless end-to-end process that encompasses every stage, from customer onboarding to underwriting, a loan management system and delinquency management. With the help of Veefin - Banks, NBFCs, Fintechs or any financial institution are now able to be a part of the SCF and Digital Lending ecosystem.

Driven by a team of seasoned professionals in both banking and technology, Veefin holds a prominent position as the leading Supply Chain Finance solution provider in the country and a key player at the global stage.

Mission Global #1 SCF Platform

Our vision from Day 1 has been to be the leader in Supply Chain Finance (SCF) and Digital Lending solutions. We take pride in being the first company globally to create the world's first end-to-end stack for all SCF products. Our passion and commitment rest on a sound foundation of innovation, a customer-centric approach, and client business optimization.

Our aim to be the #1 SCF platform entails a comprehensive strategy that encompasses innovative technology solutions, dynamic partnerships, and a holistic understanding of the intricate dynamics within global supply chains. Our vision fosters a collaborative ecosystem that brings together financial institutions, SMEs, suppliers, and other stakeholders.

To achieve the mantle of Global #1 SCF Platform, Veefin places paramount importance on empowering its customers. This involves providing financial institutions with digital processes which allow MSMEs to enhance their liquidity, manage cash flows, mitigate risks, and unlock working capital trapped in their supply chains. By enabling these strategic advantages, Veefin aims to become an indispensable partner in the growth and sustainability of lending institutions around the world.

Transformative Milestones

Financial Milestones:	Company Milestone
<ul style="list-style-type: none"> ● \$1 Billion annual average disbursement per month ● 121 % YoY Revenue Growth ● 167% CAGR Growth Since Conception 	<ul style="list-style-type: none"> ● 40+ Happy Customers ● 27 Country Directors Added To The Veefin Family ● 200+ Employees Empowering the Veefin Legacy ● Key Presence in South East Asia, Middle East and Africa

From The Chairman's Desk

Dear Shareholders,

FY 2022-23 has been quite an eventful year for us. We established ourselves as the clear market leader in India for Supply Chain Finance enterprise technology for financial institutions. During this time, our team-size doubled, and number of clients tripled.

We have observed significant challenges faced by the world in the past few years, including a global pandemic, war tensions, rising inequality, and disruptions in supply chains, among others. The increasing plight for SMEs through this time and always, has been to gain access to finance. Veefin was formed to help solve this for economies around the world as MSMEs, even today remain the backbone of most economies. The current credit gap lies at \$14 trillion, we hope that Veefin's technology plays a pivotal role for financial institutions across the globe to help minimize this alarming and growing gap. Veefin hit a major milestone this year by crossing \$12 billion in disbursements across all our clients on our platform annually, a step closer in narrowing the gap for SMEs to gain access to finance.

Through the past year, we have increased our presence significantly across Middle East, South-east Asia and Africa. Lenders in these regions have highly appreciated and welcomed our products into their ecosystem. We closed the year by adding 27+ Country Directors present across regions to help orchestrate Veefin's strong presence globally. Veefin's YoY growth in revenue has been 121% cementing a validation to our business model. We signed 19 deals. Throughout the year, we were recognized with multiple awards – by IBS Intelligence Sales League Table as The Leader in Supply Chain Finance for signing the most number of deals, by TiE Hyderabad as one of the “Top 100 Emerging Startups Globally”, awarded the “Most Innovative Supply Chain Finance Solution” by FiS India, and the “Best Trade Finance Implementation” by IBS Intelligence, to name a few.

Our plan for FY 23-24 is to increase our brand footprint and penetrate deep into regions in the West. We are embarking on creating and owning the SCF ecosystem in India over the next two years. As we chart the course for the upcoming fiscal year 2023-24, our strategic focus is set on amplifying our brand's footprint and establishing deeper roots within Western regions.

With utmost gratitude,

Raja Debnath,
Chairman & Managing Director
Veefin Solutions Ltd



Market Overview

GLOBAL INFORMATION AND TECHNOLOGY INDUSTRY OVERVIEW

In 2023, the global information technology market reached \$8852.41 billion, growing at an 8.2% annual rate. The Russia-Ukraine war disrupted global economic recovery from COVID-19, causing economic sanctions, supply chain issues, and inflation. Despite this, the IT market is projected to reach \$11995.97 billion by 2027, growing at 7.9%. Cloud computing services are driving this growth, with many businesses adopting cloud-based solutions for their operations. In 2019, 60% of computing workloads were in the public cloud, and by 2021, 94% of enterprise workloads were expected to be processed by cloud data centers, boosting the demand for IT services.

The global information technology market is segmented -

- 1) By Type: IT Services, Computer Hardware, Telecom, Software Products
- 2) By Organization Size: Large Enterprise, Small and Medium Enterprise
- 3) End User Industry: Financial Services, Retail & Wholesale, Manufacturing, Healthcare, Other End User Industries

(Source: <https://www.thebusinessresearchcompany.com/report/information-technology-global-market-report>)

INDIAN INFORMATION AND TECHNOLOGY INDUSTRY OVERVIEW

India's IT & BPM sector is a significant driver of economic growth, contributing 7.4% to GDP in FY22, and it aims to reach 10% by 2025. With a substantial internet user base and competitive rates, India is well-positioned for further IT expansion. The Digital India Programme has laid a robust digital foundation, enabling rapid adoption and innovation. This has positively impacted citizens' daily lives, making India one of the fastest adopters of digital technology. India's global innovation ranking improved by six places to 40th in the 2022 Global Innovation Index.

(Source: <https://www.ibef.org/industry/information-technology-india>)

GLOBAL SAAS INDUSTRY OVERVIEW

The global SaaS market was valued at USD 165.9 billion in 2021, with a projected CAGR of 11.0% from 2022 to 2028. SaaS delivers software applications via the internet and is driven by the rising adoption of public cloud services. Enterprises are shifting from on-premises to SaaS due to cost considerations. Data privacy and security concerns pose challenges. Increased usage of smart devices, remote work trends, and business

outsourcing opportunities fuel SaaS growth. The COVID-19 pandemic boosted SaaS adoption as enterprises turned to cloud software during lockdowns, emphasizing the virtual management of work. Third-party software services witnessed significant global adoption during the pandemic, further boosting the SaaS market.

The enterprise software category dominated the SaaS market, representing over 70.0% of revenue in 2021. This growth is driven by the increasing adoption of cloud software in small and medium-sized businesses. Major players like IBM Corp., Microsoft Corp., Salesforce, and others offer advanced enterprise SaaS solutions, boosting market share. High business outsourcing expenditure also contributes to this segment's dominance. The productivity software segment is expected to grow at a notable CAGR of 10.6% during the forecast period. Small organizations increasingly demand productivity software to enable remote work, with mobile applications offering functions like calendars, emails, and note-taking driving growth. Furthermore, the adoption of productivity SaaS for data analytics among enterprises provides additional growth opportunities for the SaaS market.

(Source: <https://www.grandviewresearch.com/industry-analysis/saas-market-report>).

INDIAN SAAS INDUSTRY OVERVIEW

Indian Software-as-a-Service (SaaS) is a global leader, with an annual recurring revenue (ARR) of \$12 billion-\$13 billion in 2022, up fourfold in five years, and investments reaching around \$5 billion, a sixfold increase. New SaaS companies with proven growth models and supportive investors are driving this momentum, with 14 Indian SaaS companies surpassing \$100 million in ARR. They excel in product leadership, pricing, and service quality, competing on a global scale. Despite a softening software buyer sentiment in late 2022, Indian SaaS benefits from long-term demand trends. Investment in Indian SaaS reached an all-time high in 2022, though the second half saw a decline in large deals. Despite this, SaaS remains attractive to investors. Indian SaaS offers diverse opportunities, with ~40 exits in 2022, and more than 70% of investors plan to increase their investments. Growth and global expansion are priorities, with around 20% of revenues coming from India. Indian SaaS aims to reach ~\$35 billion in ARR and capture ~8% of the global SaaS market over the next five years.

(Source: <https://www.bain.com/insights/india-saas-report-2022/>)

About Veefin

Veefin Solutions Limited stands as an undisputed leader in the realm of Supply Chain Finance (SCF) solutions and digital lending suites. Our extensive suite of cutting-edge technologies is meticulously crafted to cater to a diverse array of supply chain structures. With Veefin's comprehensive end-to-end stack and innovative SaaS pricing model, financial institutions of all sizes can seamlessly integrate into the SCF and Digital Lending ecosystem, achieving a Positive Return on Investment from day one.

For the past three prosperous years, Veefin Solutions Limited has been the embodiment of a growth-centric mindset in the financial technology sector. We recognize the necessity for digitally agile solutions that can promptly address evolving business needs. Our mission is to democratize cutting-edge technology and ascend to the pinnacle as the world's number one SCF platform.

By combining extensive technological skills with profound industry expertise, we redefine speed-to-market strategies. Veefin's ready-to-implement stack can be up and running within a mere 12 weeks, a remarkable feat compared to the months or even years that competitors typically require for implementation. Through the swift implementation of custom-built solutions, our adaptable SCF structures empower bankers and financial institutions by offering access to significant resources on system adjustments without imposing hefty upfront investments. Flexibility is at the core of Veefin's ethos, and our bespoke solutions are designed to adapt to specific business objectives, processes, and policies.

Veefin currently disburses over \$15 billion dollars on its platform annually while averaging about \$1.2 billion dollars monthly. With offices in India, Bangladesh & Dubai, the Veefin team comprises of about 200 members with 25+ Regional Directors who bring 20+ years of experience in the field, representing the company in regions like Southeast Asia, Africa, Middle East and Latin America. Veefin aims to provide SCF technology to the most number of financial institutions and help increase access to finance globally.

Mission & Vision

Mission: Global #1 SCF Platform

Vision Statements:

- Desire To Be The Best And Accept No Less
- Embrace An Ownership Mentality
- Learn Every Second
- Ship Fast Ship Quality Deliver Experience



- Innovate In Everything We Do
- One Team, One Family
- Accountability If It Is To Be, It Is Up to Me

Strengths That Add Value

At Veeфин, our mission is to become the Global #1 SCF Platform. We are driven by a vision that encompasses a relentless pursuit of excellence, an ownership mentality, continuous learning, and a commitment to delivering quality experiences. Our innovation is embedded in every aspect of our operations, and we function as one united team bound by a sense of camaraderie. We believe in individual accountability, where each action contributes to our growth journey.

- **Pioneering SCF Leadership:**

Veeфин is by far the leader in India that provide SCF solutions to financial institutions and one of the major players globally.

- **Exceptional Customer Experience:**

We prioritize delivering exceptional customer experiences through streamlined processes, responsive communication, and innovative problem-solving.

- **Continuous Innovation:**

We thrive on constant innovation, pushing boundaries to provide cutting-edge solutions that adapt to evolving market needs.

- **Collaborative Team Culture:**

Our team functions as a cohesive family, and our culture of unity promotes collaboration and motivates us to work together to achieve our shared objectives of growth and excellence.

Our Products

Being the first technology Provider Globally to have an End-to-End for all SCF products, Veefin offers a SaaS pricing model with NIL upfront cost for the services. Our Services/ Products are:

SCF Loan Management System

With the LMS module, we digitize post-loan sanctioning processes, providing a 360-degree customer transaction view. Interconnected with core banking systems, it optimizes loan servicing for speed-to-market implementation. This dynamic solution enables customized variables, automated schedules, and real-time settlements, enhancing user experience and relationship visibility.

It has been widely adopted by prominent banks in India and has made a significant impact on a global scale, including countries like Bangladesh, the UAE, Saudi Arabia, Indonesia, and many others. This indicates the system's ability to adapt and perform effectively in different financial ecosystems. Veefin's SCF Loan Management System has revolutionized the lending landscape, enabling financial institutions worldwide to enhance their supply chain finance operations and provide smooth lending experiences to corporates and SMEs.

Customer Relationship Management

Our CRM solutions aim to simplify business processes and maximize productivity. Available in three different modules: Sales, Marketing, and Customer Support, our CRM solutions consolidate and streamline all the operations. This is done by centralized collation, communication, and reporting in one platform while generating significant returns on investment.

Loan Origination System

Our robust LOS module digitizes the entire customer onboarding process with financial institutions, ensuring conversions and meticulous compliance. Seamlessly integrated with CRM or standalone, it automates everything from data collection and KYC upload to credit appraisal, enhancing customer acquisition and maintaining a data-rich asset book.

Collections Management System

With CMS, we digitize collections using customized rule-engines and real-time updates for better control. With configurable workflows and automated alerts, it's an efficient tool for seamless collection management, ensuring financial institutions' long-term success.

Purchase Order Funding

PO Funding is a valuable solution for funding sellers during manufacturing's initial stages, starting with the receipt of a buyer's PO. As a banker-devised instrument, it supports sellers in acquiring raw materials and pre-shipment manufacturing investments. Veefin's SCF Purchase Order Funding process flow ensures seamless financing, disbursement, and settlement, streamlining business growth without high operational costs.

Invoice Discounting

Invoice Discounting offers an efficient way for sellers to access funds post-shipment. It allows sellers to receive immediate cash by encashing their invoices upon goods sale, eliminating credit period waiting. Veefin SCF's Invoice Discounting process facilitates swift financing and disbursement, benefiting both sellers and buyers while maintaining working capital requirements.

Reverse Factoring

Reverse factoring or Approved Payables Finance is a buyer-led supply chain finance program. It offers all sellers in their supply chain access to early payment. Sellers can access low-cost working capital without additional obligations in their Balance Sheet. Veefin SCF's Reverse Factoring Process Flow involves invoice approval, auto-calculated disbursement, and mutual due date settlement.

Factoring

Factoring enables sellers to transfer receivables at a discount to a financial institution, allowing them to write off debts. Veefin SCF Factoring Process Flow involves uploading approved invoices or receivables to the system, with a pre-determined advance provided by the Financier. On the due date, the financial institution collects payments directly from buyers, settling the remainder with the seller and triggering penalties for delayed payments as per the institution's terms.

Distributor Financing

Distributor Finance provides advance funding to buyers, OEM dealers, or distributors to purchase inventory for resale. This instrument helps working capital for distributors, allowing repayment post-sales. Veefin SCF Distributor Financing Process Flow involves creating Purchase Orders, converting them to invoices, and initiating financing requests.

Our Growth Journey

Veefin embarked on its journey in 2017 with a team of five individuals. By the end of 2018, we proudly introduced our first prototype, marking a significant step forward. The subsequent year witnessed the release of our Version 1, which led us to establish relationships with our initial five international clients.

Building on this early success, Version 2 came into being. This allowed us to expand further, reaching five additional clients in new markets. Then came the pandemic, disrupting our plans and the world at large. In response, we shifted gears and focused more towards the Indian market, adapting quickly to the changing landscape.

In a short span of time, we formed partnerships with reputed Indian financial institutions, including major banks. As these collaborations grew, so did our product. Its evolution was a natural outcome as more financial institutions began using the platform. The competitive nature of the Indian Supply Chain Finance sector pushed us to enhance our product as we kept collaborating with better banks. As our product underwent rigorous stress testing at scale and consistently performed across all parameters, it earned a strong reputation within the global banking circles. This achievement propelled us to be the market leaders of India's Supply Chain Finance solutions industry by a huge margin.

Future Outlook

Looking ahead, our growth goes beyond helping individual lenders/financial institutions, as we set our sights on reshaping the entire SCF landscape. Veefin envisions a crucial role as an infrastructure provider to the entire SCF ecosystem globally. PSB Alliance Pvt Ltd (consortium of all 12 public sector banks in India) has appointed Veefin as its provider for setting up a Cloud Based Digital SCF platform (DSCFP) This Unified platform is a Global-First that will connect Fintechs, B2B marketplaces, Accounting Service Providers, new-age data providers with the core banking systems of multiple Lenders. This will also act as the common technology bridge for public sector banks, private sector banks, and NBFCs to source and provide supply chain finance and small business loans.

An essential part of Veefin's DNA is our ability to anticipate trends and pioneer innovative solutions. A prime example of this is Deep-Tier Supply Chain Finance (DTSCF). We've developed a unique, user-friendly solution that distinguishes us on the global stage. DTSCF not only has the potential to significantly boost a bank's supplier finance portfolio by 3x and also aims to provide improved access to finance for Micro, Small, and Medium Enterprises (MSMEs) at much better interest rates. Veefin is the only company globally that has built a ready-to-implement non-blockchain solution that is being well received by banks globally. Veefin is presently engaged in discussions with numerous international banks who are eager to tap in to its potential, while simultaneously conducting proof of concepts (POCs) with multiple Indian banks. These banks are eager to initiate their DTSCF operations and witness how it transforms the ecosystem at a global scale.

Our Clients & Country Directors



Overcoming Challenges

Veefin faces various risks in different aspects, both internally and externally. We rely on our Audit Committee and Board of Directors to assess and manage these risks. Our approach involves practical and comprehensive strategies tailored to each situation. These actions reflect our commitment to effective risk mitigation. Our management keeps a watchful eye on risk exposure, promptly enacting measures tailored to each situation. In this open conversation, we aim to provide transparency and a clear view of our responsible risk management.

In the following sections, we highlight significant risks and uncertainties that require focused attention.

- **Economic Volatility:** Despite the full-speed expansion of the Global IT industry, economic turbulence has caused unavoidable roadblocks. Factors such as elevated inflation, currency devaluation in certain nations, and the looming prospect of recession, exacerbated by the ongoing conflict between Russia and Ukraine, are pressing matters that threaten potential growth. The risk of further deceleration of economies is unfavorable, but given the circumstances, it is very possible. Our management continues to be attuned to these risks and works proactively towards creating risk mitigation plans in case of such exigencies.
- **Global Conflicts:** The Russia-Ukraine conflict has strained the global supply chain, causing a slowdown in China's economy, which was only recently recovering from the impact of the Pandemic. This critical circumstance might have a trickledown impact on India and its businesses, too. Our management continues to keep a close eye on these situations and is prepared to implement effective pivoting strategies that help us navigate these rough seas.
- **Resource Retention:** A pivotal concern is the ongoing retention of skilled talent. As the competitive landscape evolves, retaining our team's expertise and experience remains a top priority. Veefin is dedicated to fostering a conducive work environment, offering professional growth opportunities, and recognizing the invaluable contributions of our employees. By nurturing a culture of continuous learning and development, we aim to ensure that our workforce remains engaged, motivated, and committed to our shared goals.
- **Hybrid Working:** With the growing trend of remote work or WFH, it's important to acknowledge the potential risks of data breaches and cybersecurity threats for the company. To ensure the protection of data integrity and cybersecurity, Veefin aims to allocate resources towards strengthening its IT security measures and implementing robust policies and procedures.
- **Meeting Customer Demands:** Meeting customer and market expectations is a fundamental priority for any organization. This challenge is of paramount importance and requires effective resolution. Veefin's unwavering dedication to exceptional customer service drives its continual investment in refining its offerings to align with evolving market trends. The company places a strong emphasis on the development of cutting-edge technologies, aiming to deliver a seamless and enriched customer experience.

Leading with Innovation

Supply chain finance emerged as a viable medium to meet the credit gap in the economy post COVID-19. It was a win-win situation. Lenders could confidently underwrite loans for small businesses supplying materials to big corporates while MSMEs could get easy access to working capital loan against invoices they raised to corporates. The model proved itself and has been successfully working. Now is the time to take it to another level.

While supply chain finance met the cash-flow requirement of top suppliers (Tier 1) in the supply chain, those at the far end remained out of the credit system (Tier 2, Tier 3...Tier n), ideally MSMEs. This is where the use of Deep-Tier Financing lies taking measures to make credit available to tier 2, tier 3 and beyond suppliers by providing them access to finance with the corporate anchor as the guarantee. It has been observed that tier-1 vendors or suppliers only discount 30% of their receivables, leaving the rest 70% unutilised. This unutilised credit could make its way to deeper-tiers helping them with their working capital needs.

While the potential of this concept has been proven by tripling banks' supplier finance portfolios and offering optimal interest rates to MSMEs, realizing its complete success relies on fully digitizing the entire process. This step would significantly reduce processing and operational costs for financial institutions. Veefin holds a unique position as the sole global player offering a practical non-blockchain solution that has gained significant traction among banks. Presently, Veefin is actively engaged in discussions with multiple international banks, all eager to leverage its potential. Concurrently, the company is also conducting proof of concepts (POCs) with several Indian banks. These banks are enthusiastic about beginning their DTSCF operations and witnessing first-hand how it can revolutionize the global ecosystem and developing economies



Board of Directors & Key Managerial Personnel



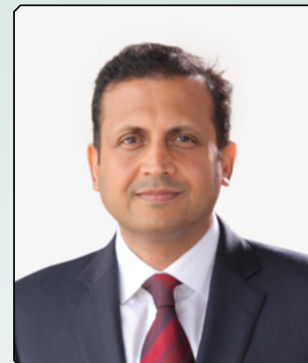
MR. RAJA DEBNATH

(Managing Director and Chairman)



MR. GAUTAM UDANI

(Chief Operating Officer And Whole Time Director)



MR. AJAY RAJENDRAN

(Non-Executive Director)



MR. ANAND MALPANI

(Non-Executive Independent Director)



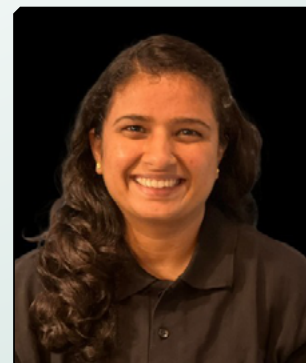
MS. DEEPTI SHARMA

(Non-Executive Independent Director)



MRS. PAYAL MAISHERI

(Chief Financial Officer)



MS SARITA MAHAJAN

(Company Secretary)

Our Leadership Team



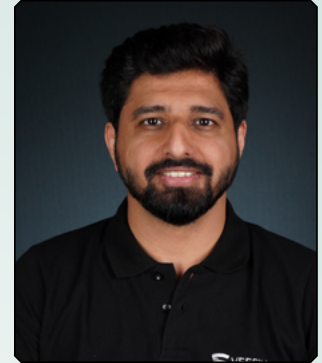
AKSHAT LOGAR

(Senior Product Manager)



BINNY SHAH

(Product Head)



CHINTAN LAD

(Product Head)



DEEP SHAH

(Engineering Head)



JIGAR SHAH

(Chief Product Officer)



MINESH CHOPRA

(Engineering Head)



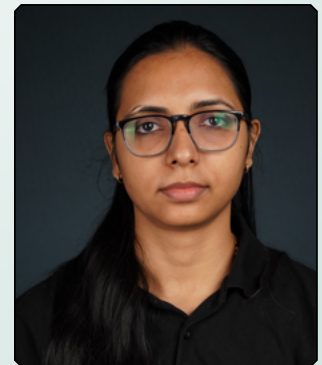
SATYENDRA KUSHWAHA

(Team Lead)



SAGAR MAHAJAN

(Chief Delivery Officer)



SHALAKA DESHMUKH

(Solution Architect)

Awards & Recognition

We would like to express our sincerest gratitude for the unwavering support and recognition that we have received as awards. This appreciation and encouragement have been instrumental in our continued success, and we are humbled and grateful for every award and accolade that we have received.

As a team, we are committed to providing you with the highest standards of excellence. We take pride in our work and strive to exceed customer and industry expectations at every turn.

Event	Name of the Award	Publication
Emerging Startups Globally	Top 100 Emerging Startups Globally	TiE Hyderabad
Supply Chain Finance Community Awards	Highly Commended in the FMCG Category of the SCF Awards	Supply Chain Finance Community
Festival of Fintech	Most Innovative Fintech Product of the Year	BusinessWorld
Festival of Fintech	Woman Leader of the Year	BusinessWorld
Festival of Fintech	Technology Leader of the Year	BusinessWorld
Great Place to Work	Great Place to Work '2022-23	GPTW
Techtors	Most Innovative Fintech Product of the Year	BusinessWorld
FIS India	Most Innovative SCF Solution	FIS
ET Future Ready	Future Ready Organisations	Economic Times
iBS	Best Trade Finance Implementation	iBS
iBS	Leadership Club - Wholesale Transaction Banking	iBS



Top 100 Emerging Startups Globally



Best Trade Finance Implementation (Best Program Governance)



Most Innovative Supply Chain Finance Solution 2022



Most Innovative Fintech Product of the Year



Leadership Club



Future Ready Organisations



Most Innovative Fintech Product of the Year



Highly Commended in the FMCG Category of the Supply Chain Finance Awards 2022



Technology leader of the year



Woman Leader of the year

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE THIRD ANNUAL GENERAL MEETING OF THE MEMBERS OF VEEFIN SOLUTIONS LIMITED (FORMERLY KNOWN AS VEEFIN SOLUTIONS PRIVATE LIMITED) WILL BE HELD ON FRIDAY, SEPTEMBER 29, 2023 AT 2.30 P.M. THROUGH VIDEO CONFERENCING FACILITY OR OTHER AUDIO VISUAL MEANS TO TRANSACT THE FOLLOWING BUSINESS.

ORDINARY BUSINESS

- A) To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2023, together with the report of the Board of Directors and Auditors thereon.

B) To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2023, together with the Reports of Auditor thereon.
- To appoint a director in place of Mr. Ajay Babu Rajendran (DIN No. 03565312), Non-Executive Director, who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offers himself for re-appointment.
- To appoint M/s. A D V & Associates, Chartered Accountants (Firm Registration No. 128045W) as the Statutory Auditor of the company**

To consider and, if thought fit, to pass the following Resolution as an **Ordinary Resolution**:

RESOLVED THAT pursuant to the provisions of Section 139, Section 141 and Section 142 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') and The Companies (Audit and Auditors) Rules, 2014, as amended from time to time and based on recommendation of the Audit Committee and approval of Board of Directors of the company, M/s. A D V & Associates, Chartered Accountants (Firm Registration No. 128045W), be and is hereby appointed as Statutory Auditors of the Company for a term of 5 (five) consecutive years, to hold office from the conclusion of this Annual General Meeting ('AGM') till the conclusion of the Eighth AGM to be held in 2028 at such remuneration including applicable taxes and out-of-pocket expenses, as may be mutually agreed between the Board of Directors of the Company and the Auditors.

RESOLVED FURTHER THAT any one Director of the company be and are hereby severally authorized to sign and submit necessary E-Forms and other required applications, letters, documents, deeds and writings and do all such acts, deeds and things as may be required in this regard to implement and give effect to this resolution."

SPECIAL BUSINESS:

- To approve the ratification in the 'Veefin - Employee Stock Option Plan, 2022' (ESOP 2022)**

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

"RESOLVED THAT in partial modification of the earlier resolution passed by the members of the Company on 15th May, 2023 approving the 'Veefin - Employee Stock Option Plan, 2022' (i.e. ESOP 2022), pursuant to the provisions of Regulation 12 of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations 2021, as amended and enacted from time to time read with all circulars and notifications issued thereunder ("SEBI SBEB Regulations"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations") and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, the relevant provisions of the Memorandum and Articles of Association of the Company, and subject further to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, the ESOP 2022 as originally approved by the Shareholders on 15th April, 2022, and further approved/ ratified by the Shareholders on 15th May 2023, respectively, prior to the Initial Public Offering ("IPO") of the Company, be and is hereby ratified and the consent of the members of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as the "Board of Directors" / "Board" which term shall be deemed to include any Committee, including the Nomination and Remuneration Committee, which the Board of Directors has constituted to exercise its powers, including the powers, conferred by this resolution) to create, offer, issue, reissue, grant, transfer and allot at any time, to and for the benefit of employees and Directors of the Company (as may be permitted under applicable laws) in terms of the ESOP 2022 as detailed in explanatory Statement.

"RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issues, bonus issues, merger and sale of division and others, if any additional Shares are required to be issued by the Company to the option grantees for the purpose of making a fair and reasonable adjustment to Options granted earlier, the proposed ceiling in terms of number of Options and Shares specified in the ESOP 2022 shall be deemed to be increased to the extent of such additional Shares required to be issued."

“RESOLVED FURTHER THAT in case the Shares of the Company are either sub-divided or consolidated, the number of Options to be granted by the Company and Shares to be issued by the Company, shall automatically stand augmented or reduced, as the case may be, in the same proportion as the present face value of Rs.10/- per Share shall bear to the revised face value of the Shares of the Company after such sub-division or consolidation, and the ceiling in terms of number of Options and Shares specified above shall be deemed to be adjusted accordingly.”

“RESOLVED FURTHER THAT the Equity Shares to be issued and allotted by the Company under the ESOP 2022 shall rank pari-passu in all respects with then existing Equity Shares of the Company.

“RESOLVED FURTHER THAT the Company shall conform to the accounting policies prescribed from time to time under the SEBI SBEB Regulations and any other applicable laws and regulations to the extent relevant and applicable to the amended ESOP 2022.”

“RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things and sign deeds, documents, letters and such other papers as may be necessary, desirable and expedient, as it may in its absolute discretion deem fit or necessary or desirable for such purpose including giving effect to the ESOP 2022 and with power on behalf of the Company to settle any questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the members of the Company.”

5. **To approve the ratification and amendment in the ‘Veefin - Employee Stock Option Plan, 2023’ (ESOP 2023)’**

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

“RESOLVED THAT in partial modification of the earlier resolution passed by the members of the Company on 15th May, 2023 approving the ‘Veefin - Employee Stock Option Plan, 2023’ (i.e. ESOP 2023), pursuant to the provisions of Regulation 7 of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations 2021, as amended and enacted from time to time read with all circulars and notifications issued thereunder (“SEBI SBEB Regulations”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”) and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, the relevant provisions of the Memorandum and Articles of Association of the Company, and subject further to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, consent of the members of the Company be and is hereby accorded to the amendment in ESOP 2023 with a view to align and comply the ESOP 2023 with the requirements of the SEBI SBEB Regulations and to increase the aggregate number of employee stock options (“Options”) as originally reserved thereunder from 15,00,000 (Fifteen Lakhs) Options to 25,00,000 (Twenty Five Lakhs) Options by creating additional 10,00,000 (Ten Lakhs) Options for grant to the eligible employees of the Company and/or its subsidiary(ies) and/or holding company, from time to time, in one or more tranches, under the ESOP 2023 as amended, convertible into not exceeding 25,00,000 (Twenty Five Lakhs) equity shares (“Shares”) of face value of Rs. 10 each fully paid-up upon exercise of vested Options, apart from few changes with a view to ensure better efficacy and administration of the ESOP 2023.

“RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issues, bonus issues, merger and sale of division and others, if any additional Shares are required to be issued by the Company to the option grantees for the purpose of making a fair and reasonable adjustment to Options granted earlier, the proposed ceiling in terms of number of Options and Shares specified above shall be deemed to be increased to the extent of such additional Shares required to be issued.”

“RESOLVED FURTHER THAT in case the Shares of the Company are either sub-divided or consolidated, the number of Options to be granted by the Company and Shares to be issued by the Company, shall automatically stand augmented or reduced, as the case may be, in the same proportion as the present face value of Rs.10/- per Share shall bear to the revised face value of the Shares of the Company after such sub-division or consolidation, and the ceiling in terms of number of Options and Shares specified above shall be deemed to be adjusted accordingly.”

“RESOLVED FURTHER THAT the Company shall conform to the accounting policies prescribed from time to time under the SEBI SBEB Regulations and any other applicable laws and regulations to the extent relevant and applicable to the ESOP 2023.”

“RESOLVED FURTHER THAT the Equity Shares to be issued and allotted by the Company under the ESOP 2023 shall rank pari-passu in all respects with then existing Equity Shares of the Company.

“RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as the “Board of Directors” / “Board”, which term shall be deemed to include the Nomination and Remuneration Committee / Compensation Committee, which the Board has constituted to exercise its powers, including the powers conferred by this resolution and under Regulation 5 of the SEBI SBEB Regulations be and is hereby authorised on behalf of the Company to do all such acts, deeds,

matters and things and sign deeds, documents, letters and such other papers as may be necessary, desirable and expedient, as it may in its absolute discretion deem fit or necessary or desirable for such purpose including giving effect to the ESOP 2023 and with power on behalf of the Company to settle any questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the members of the Company.”

6. **Approval of Material Related Party Transactions with Templeton Solutions FZE.**

To consider and, if thought fit, to pass the following Resolution as an **Ordinary Resolution**:

RESOLVED THAT pursuant to the provisions of Regulations 2(1) (zc), 23(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and other applicable provisions, if any of the SEBI Listing Regulations as amended from time to time, Section 2(76), 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 including any modifications, variations or re-enactments thereof for the time being in force and as may be notified from time to time and subject to such other consents, permissions, approvals as may be required in this behalf, and based on the recommendation/approval of the Audit Committee, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the ‘Board’, which term shall be deemed to include the Audit Committee or any other Committee constituted/empowered/to be constituted by the Board from time to time to exercise its powers conferred by this Resolution) to enter into Material Related Party Transaction(s)/ Contract(s)/Arrangement(s)/ Agreement(s) proposed to be entered into (whether by way of an individual transaction or transactions taken together or a series of transactions or otherwise (including any modifications, alterations or amendments thereto) in the ordinary course of business and on arms’ length basis as more specifically detailed out in Table forming part of item no. 6 of the explanatory statement annexed to this notice, between the Company and Templeton Solutions FZE 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. 15,00,00,000 (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 as per SEBI Circular dated SEBI/HO/CFD/CMD1/CIR/P/2022/47 dated April 08, 2022 and on such terms and conditions as the Board of Directors of the Company (which term shall deem to include any committee thereof or director(s) or official(s) of the Company for the time being authorized by the Board to exercise the powers conferred on the Board by this Resolution) may deem fit, in compliance with any requirements of applicable law.

RESOLVED FURTHER THAT the Board of Directors of the Company (which shall be deemed to include the Audit Committee of the Company and any duly constituted / to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution) be and is hereby authorized to do and perform all such acts, deeds, matters and things, as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary documents, contract(s) / arrangement(s) / agreement(s) and other ancillary documents as may be required; seeking necessary approvals to give effect to this resolution from the authorities; settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred; and delegate all or any of the powers herein conferred to any Director, Chief Financial Officer, Company Secretary or any other Officer / Authorised Representative of the Company, without being required to seek further consent from the Members and that the Members shall be deemed to have accorded their consent thereto expressly by the authority of this resolution.”

By Order Of The Board

**For Veefin Solutions Limited
(Formerly Known As Veefin Solutions Private Limited)**

Date : September 04, 2023
Place : Mumbai

**Gautam Udani (Din: 03081749)
Whole Time Director**

Registered Office:

Add: Off No - 601, 602 & 603,
Neelkanth Corporate IT Park,
Kiroli Road, Vidyavihar (W),
Mumbai-400086, Maharashtra, India

Notes:

1. The Third Annual General Meeting of the Company will be held on Friday, September 29, 2023 at 2.30 p.m. (IST) through Video Conferencing (VC)/Other Audio-Visual Means (OAVM) in compliance with the applicable provisions.
2. Ministry of Corporate Affairs (“MCA”) vide its General Circular Nos.14/2020 dated 8th April, 2020, Circular No.17/2020 dated 13th April, 2020, Circular No.20/2020 dated 5th May, 2020, Circular No.02/2021 dated 13th January, 2021, Circular No.19/2021 dated 8th December, 2021, Circular No. 21/2021 dated 14th December, 2021, Circular No.02/2022 dated 5th May, 2022 and Circular No. 10/2022 dated 28th December, 2022 (“MCA Circulars”) has permitted to conduct the Annual General Meeting through video conferencing (“VC”) or other audio visual means (“OAVM”) up to 30th September, 2023. Further, the Securities and Exchange Board of India (‘SEBI’) vide its Circular dated May 13, 2022 read with Circular dated January 5, 2023 (‘SEBI Circulars’) and other applicable circulars issued in this regard have provided certain relaxations from compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI Listing Regulations’). In compliance with the applicable provisions of the Companies Act, 2013 (‘the Act’), the SEBI Listing Regulations and MCA Circulars, the 03rd AGM of the Company is being held through VC/OAVM on Friday, September 29, 2023 at 2.30 p.m. (IST).
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 this 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 AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
4. However, the Body Corporates are entitled to appoint Authorized Representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting. Body Corporates whose Authorized Representatives are intending to attend the Meeting through VC/OAVM are requested to send to the Company on its email Id investors@veefin.com and to the scrutiniser at maharshi@maharshiganatra.com a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting and through E-voting.
5. Those Shareholders whose email IDs are not registered can get their e-mail ID’s registered as follows:
Members holding shares in demat form can get their e-mail ID registered by contacting their respective Depository Participant.
6. 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 the following the procedure mentioned in the Notice. Instructions and other information for members for attending the AGM through VC/OAVM are given in this Notice under Note No 24.
7. The attendance of the Members attending the AGM through VC / OAVM will be counted for the purpose of the quorum under Section 103 of the Companies Act, 2013 (herein after referred to as “the Act”).
8. Members seeking any information with regard to the financial statements or any matter to be placed at the AGM, are requested to write to the Company on or before Thursday, September 21, 2023 by 05:00 p.m. IST through e-mail at investors@veefin.com to enable the Management to keep full information ready on the date of AGM
9. The Register of Members and Share Transfer Books of the Company will remain closed from Saturday, September 23, 2023 to Friday, September 29, 2023 (both days inclusive) in terms of the provisions of Section 91 of the Companies Act, 2013.
10. The information regarding the Director who is proposed to be appointed/re-appointed, as required to be provided under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and Secretarial Standard on General Meetings issued, is annexed hereto.
11. An explanatory statement setting out details relating to the businesses to be transacted at the Annual General Meeting pursuant to Section 102(1) of the Companies Act, 2013, is annexed hereto.
12. The Securities and Exchange Board of India (“SEBI”) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are therefore requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts.

13. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act, and the relevant documents referred to in the Notice will be available, electronically, for inspection by the Members during the AGM. All documents relevant referred to in the Notice of AGM and explanatory statement will also be available electronically for inspection without any fee by the Members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an e-mail to investors@veefin.com.
14. The business set out in the Notice will be transacted through electronic voting system and the Company is providing facility for voting by electronic means. Instructions and other information relating to e-voting are given in this Notice.
15. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote during the AGM.
16. The Annual Report along with the Notice of AGM will be placed on the Company's website on <https://www.veefin.com/>
17. As per the MCA Circular 20/2020 dated 5th May, 2020 and SEBI Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 and SEBI/HO/CFD/PoD-2/P/ CIR/2023/4 dated January 5, 2023 ("SEBI Circular") (collectively referred to as "Circulars"), the Annual Report will be sent through electronic mode to only those Members whose email id's are registered with the Registrar and Share Transfer Agent of the Company / Depository participant unless any Member has requested for a physical copy of the same. The Company shall send a physical copy of the Annual Report 2022-23 to those Members who request the same at investors@veefin.com mentioning their Folio No. / DP ID and Client ID.
18. The Board of Directors have appointed Mr. Maharshi Ganatra, Proprietor, Maharshi Ganatra and Associates Practising Company Secretary (Mem No.- F11332; COP No.: 14520), as the Scrutinizer to scrutinize the remote e-voting process as well as e-voting during the AGM in a fair and transparent manner.
19. The Scrutiniser will submit his report to the Chairman or to any other person authorised by the Chairman after completion of scrutiny of the votes cast through remote e-Voting before/during the AGM, within the time stipulated under the applicable laws. The results declared along with the Scrutiniser's report shall be communicated to the Stock Exchanges on which the Company's shares are listed and will also be displayed on the Company's website at www.veefin.com ; NSDL's website at evoting@nsdl.co.in and Notice Board at the Registered Office of the Company.
20. Members are also requested to intimate changes, if any, pertaining to their name, postal address, email address, mobile number, PAN, registration of nomination, power of attorney registration, bank mandate details, etc. to their DPs and to the Company's Registrar & Share Transfer Agent, Bigshare Services Private Limited at, Office No S6-2, 6th Floor, Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East), Mumbai – 400093.
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 not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned DPs and holdings should be verified from time to time
22. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs (as may be notified from time to time) the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system on the date of the AGM will be provided by NSDL.
23. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated 13th April, 2020, the Notice calling the AGM has been uploaded on the website of the Company at <https://www.veefin.com/>. The Notice can be accessed from the website of BSE SME at www.bsesme.com. The AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e., www.evoting.nsdl.com.

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

The remote e-voting period begins on Monday, September 25, 2023 at 9:00 A.M. and ends on Thursday, September 28, 2023 at 5:00 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. Friday, September 22, 2023 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Friday, September 22, 2023.

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


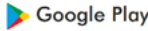


The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to NSDL e-Voting system

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

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> Existing IDEAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDEAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. If you are not registered for IDEAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDEAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: center; gap: 20px;">   </div> <div style="display: flex; justify-content: center; gap: 20px; margin-top: 10px;">   </div>

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	<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. 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. 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.
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 ending a request at evoting@nsdl.co.in or call at 18001020990 & 1800224430
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-2305 8738 or 022-2305 8542-43

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

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

- 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, 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 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
c) How to retrieve your 'initial password'? <ul style="list-style-type: none"> (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'. (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

a) Click on "Forgot User Details/Password?"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nSDL.com .
b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nSDL.com .
c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nSDL.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.

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

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

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

The instructions for remote e-Voting during the AGM are as under:

- i. The procedure for remote e-Voting during the AGM is same as the instructions mentioned above for remote e-Voting since the Meeting is being held through VC/OAVM.
- ii. Only those Members, who will be present in the AGM through VC/OAVM facility and have not cast their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through remote e-Voting system during the AGM.
- iii. 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.
- iv. The details of the person who may be contacted for any grievances connected with the facility for remote e-Voting during the AGM shall be the same person mentioned for remote e-Voting.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to maharshi@maharshiganatra.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / 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 (Company email id).

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

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE 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 General meeting” menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
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 (investors@veefin.com). The same will be replied by the company suitably.
6. Members who would like to express their views/ask questions as a speaker at the Meeting may pre-register themselves by sending a request from their registered email address mentioning their name, DP ID and Client ID/Folio number, PAN and mobile number at investors@veefin.com from Tuesday, September 19, 2023 (9.00 a.m. IST) to Friday, September 22, 2023 (5.00 p.m. IST). Only those Members who have pre-registered themselves as a speaker will be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

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

Pursuant to Section 102 of the Companies Act, 2013 ('the Act'), the following Explanatory Statement sets out all material facts relating to the business mentioned under Item No. 3, 4, 5 & 6:

Ordinary Business:

Item No. 3:

This Explanatory Statement is provided though strictly not required as per Section 102 of the Act.

The Board of Directors has, based on the recommendation of the Audit Committee, at its meeting held on 04.09.2023, proposed the appointment of M/s. A D V & Associates, Chartered Accountants (Firm Registration No. 128045W) as the Statutory Auditors of the Company for a term of 5 years, to hold office from the conclusion of this AGM till the conclusion of the Eighth (8th) AGM of the Company to be held in 2028.

M/s. A D V & Associates, Chartered Accountants (Firm Registration No. 128045W) have consented to their appointment as Statutory Auditors and have confirmed that if appointed, their appointment will be in accordance with Section 139 read with Section 141 of the Act.

Details as required under Regulation 36(5) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 are as under:

- The fee proposed to be paid to M/s. A D V & Associates towards statutory audit for the financial year 2023-2024 shall not exceed Rs. 2.5 Lakhs (which includes out of pocket expenses if any), with the authority to the Board of the Directors to make revisions as it may deem fit for the balance term, based on the recommendation of the audit committee.
- The fees for the services in the nature of the statutory certifications and other permissible non-audit services will be in addition to the statutory fees as mentioned above, and will be decided by the management in consultation with Statutory Auditors. The provision of such permissible non-audit services will be reviewed and approved by the Audit Committee.
- In case of a new auditor, any material change in the fees payable to such auditor from that paid to the outgoing auditor along with the rationale for such change:

The Company needed to appoint a peer reviewed firm of Chartered Accountants as its Statutory Auditor after having its shares listed on a recognized stock exchange (BSE SME), which led to the increase in audit fees.

- Audit committee and the Board of the Directors, while recommending the appointment of M/s. A D V & Associates as the Statutory auditor of the Company, have taken into consideration, among other things, the credentials of the firm and the partners, track record of the firm and the eligibility criteria prescribed under the act.
- A D V & Associates, a Multi-Disciplinary Chartered Accountancy firm, in existence for almost a decade and is catering to over 50 plus client groups across diverse sectors. They have expertise in Audit, Management Consultancy, Tax Consultancy, Accounting Services, Secretarial Services etc. They are well equipped with a highly skilled, well-trained and strongly motivated team of including experienced/ qualified professionals and to optimize skill-sets, they operate with facility of completely automated environment in office set up and modern infrastructure giving us strength to render comprehensive multidisciplinary services.

The Board commends the Ordinary Resolution set out at Item No.4 of the Notice for approval by the Members.

None of the Directors or Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested in the Resolution at Item No.4 of the Notice.

Special Business:

Item no. 4:

The Company had implemented an employee stock option scheme namely 'Veeфин - Employee Stock Option Plan, 2022' (i.e. ESOP 2022) to attract, retain, incentivise and motivate its eligible employees and employees of its subsidiary or holding company vide members' resolution dated 15th April,2022, and further approved ratified by the Shareholders on 15th May 2023.

As per the provision of Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations 2021 (“SEBI SBEB Regulations”), pre-IPO scheme is required to be aligned as per the SEBI SBEB Regulations and ratified by the Shareholders in order to make fresh grant under such scheme. Therefore, it is thought expedient to amend the ESOP 2022 with a view to align and comply with the requirements of the SEBI SBEB Regulations along with to bring flexibility provided under the SEBI SBEB Regulations and to ratify the same with a view to grant Options to the eligible employees.

Given the nature of proposed amendment, it is not detrimental to the interests of any option grantees, to the extent applicable, to whom the Company may grant Options under ESOP 2022.

Your Board recommends passing of the aforesaid proposal seeking amendment in the ESOP 2022 under Regulation 7 & 12 of the SEBI SBEB Regulations as Special Resolution.

The afore-stated proposals were already approved by the Board of Directors (“Board”) at their meetings held on 04th September, 2023.

Features of the ESOP 2022 (except stated above) shall remain the same as last approved vide special resolution dated May 15th, 2023, and are reproduced again in terms of SEBI SBEB Regulations as under:

a) Brief description of the scheme

The Company proposes to implement ESOP 2022 primarily with a view to attract, retain, motivate and reward the eligible employees of the Company and its subsidiary company and/or holding company (collectively referred to as “Employees”).

The Administrator is administering the ESOP 2022. All questions of interpretation of the ESOP 2022 shall be determined by the Administrator and such determination shall be final and binding upon all persons having an interest in ESOP 2022.

b) Total number of Options to be granted

Total number of Options that may be granted under the ESOP 2022 shall not exceed 600 (Six Hundred) as originally contemplated.

Each Option upon exercise shall be convertible into one equity share of face value of Rs. 10 fully paid-up. Options lapsed or cancelled due to any reason including the reason of lapse of exercise period or due to resignation of the employees or otherwise, would be available for being re-granted at a future date. However, once underlying shares are delivered upon exercise of Options, the shares reserved for ESOP 2022 purposes would reduce.

In case of any corporate action (s) such as rights issues, bonus issues, merger and sale of division and others, a fair and reasonable adjustment will be made to the Options granted. Accordingly, the ceiling of Options/ underlying equity shares shall be deemed to increase to the extent of such additional equity shares issued.

c) Identification of classes of employees entitled to participate in the Employee Stock option scheme

- An employee as designated by the Company, who is exclusively working in India or outside India; or
- A director of the Company, whether a Whole Time Director or not, including a non- executive director who is not a Promoter or member of the Promoter Group, but excluding an Independent Director; or
- an employee, as defined in sub-clauses above, of a Subsidiary Company in India or outside India, or of a Holding Company of the Company; or but does not include:
 - An employee who is a Promoter or a person belonging to the Promoter Group; or
 - A director who either himself or through his Relative or through any Body Corporate directly or indirectly, holds more than ten percent of the outstanding equity shares of the Company.

d) Requirements of vesting and period of vesting

The Options granted shall vest so long as the Employee continues to be in the employment/ service of the Company or its group company including subsidiary, or holding company, as the case may be, as per SEBI SBEB Regulations except in case of death, permanent incapacity and retirement. The Administrator may, at its discretion, lay down certain performance metrics on the achievement of which the granted options would vest, the detailed terms and conditions relating to such performance-based vesting, and the proportion in which options granted would vest subject to the minimum and maximum vesting period as specified below.

Vesting period for any Options granted under this ESOP 2022 shall be subject to statutory minimum period of 1 (One) year and maximum period of 6 (Six) years from the date of grant of Options.

- e) The maximum period within which the options shall be vested

The options granted shall vest not later than 6 (Six) years from the date of grant of such options.

- f) Exercise price or pricing formula

The Exercise Price shall be as determined by the Administrator at the time of Grant of Options provided that the Exercise Price shall not be less than the face value of the ESOP Shares.

- g) Exercise period and the process of exercise

The vested Options shall be exercisable anytime during the employment with the Company / Holding Company / Subsidiary Company. The Shares arising out of exercise of vested Options would not be subject to any lock-in period after such exercise.

The options will be exercisable by the grantees by a written application to the Company along with payment of exercise price and applicable taxes in such manner and on execution of such documents, as may be prescribed from time to time. The options will lapse if not exercised within the specified exercise period.

- h) Appraisal Process for determining the eligibility of the Employees

The options shall be granted to the eligible Employees as per performance appraisal system of the Company and the Administrator at its discretion may adopt any eligibility criteria for determining eligibility of any Employee or a class thereof on the basis of designation, role, and future potential of Employees.

- i) Maximum number of options to be issued per employee and in aggregate

The maximum number of options that may be granted to an eligible Employee shall be at the discretion of the Company. However, if the options granted per employee exceeds 1% of the paid up capital of the Company, the Company shall seek approval from the shareholders.

- j) Maximum quantum of benefits to be provided per Employee under the ESOP 2022

There is no other benefit except grant of Options which shall be subject to such limitations as mentioned in point above.

- k) Route of implementation or administration of the Scheme

ESOP 2022 is implemented and administered directly by the Company.

- l) Source of acquisition of shares under the Scheme

The ESOP 2022 contemplates issue of fresh/ primary shares by the Company.

- m) Amount of loan to be provided for implementation of the Scheme by the Company to the Trust, its tenure, utilization, repayment terms, etc.

This is currently not contemplated under the present ESOP 2022.

- n) Maximum percentage of secondary acquisition

This is not relevant under the present ESOP 2022.

- o) Disclosure and Accounting Policies

The Company shall comply with the disclosure and the accounting policies as prescribed under Regulation 15 of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and Accounting Standards prescribed by the Central Government in terms of section 133 of the Companies Act, 2013 including any 'Guidance Note on Accounting for employee share-based Payments' issued in that regard from time to time, including the disclosure requirements prescribed therein

p) Method of option valuation

The Company shall adopt fair value method for valuation of options as prescribed in accordance with Indian generally accepted Accounting Principles (GAAP).

q) Declaration

In case, the Company opts for expensing of share based employee benefits using the intrinsic value method, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value of the options and the impact of this difference on profits and on Earning Per Share (EPS) of the Company shall also be disclosed in the Directors' Report.

r) Lock-in period:

The shares issued pursuant to exercise of options shall not be subject to any lock-in period restriction except such restrictions as may be prescribed under applicable laws including that under the code of conduct framed, if any, by the Company under the Securities and Exchange Board of India (Prohibition of Insider Trading), Regulations, 2015, as amended.

s) Terms & conditions for buyback, if any, of specified securities/ Options covered granted under the ESOP 2022:

Subject to the provisions of the then prevailing applicable laws, the Administrator shall determine the procedure for buy-back of Options granted under the ESOP 2022 if to be undertaken at any time by the Company, and the applicable terms and conditions thereof.

As the ESOP 2022 is sought to be amended as stated above, consent of the members is being sought pursuant to Section 62(1)(b) of the Companies Act, 2013, read with Regulations 7 of the SEBI SBEB Regulations.

A draft copy of the ESOP 2022 as amended is available for inspection at the Company's registered office during official hours on all working days until closure of time for casting vote through e-voting.

None of the Directors, Key Managerial Personnel of the Company and their relatives are in any way, concerned or interested in the aforesaid resolutions, except to the extent of the options that may be granted to them under the ESOP 2022.

In light of above, you are requested to accord your approval to the Special Resolution as set out at Agenda Item No. 4 of the accompanying notice.

Item no. 5:

The Company had implemented an employee stock option scheme namely 'Veefin - Employee Stock Option Plan, 2023' (i.e. ESOP 2023) to attract, retain, incentivise and motivate its eligible employees and employees of its subsidiary or holding company vide members' resolution dated May 15th, 2023.

As per the provision of Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations 2021 ("SEBI SBEB Regulations"), pre-IPO scheme is required to be aligned as per the SEBI SBEB Regulations and ratified by the Shareholders in order to make fresh grant under such scheme. Therefore, it is thought expedient to amend the ESOP 2023 with a view to align and comply with the requirements of the SEBI SBEB Regulations along with to bring flexibility provided under the SEBI SBEB Regulations and to ratify the same with a view to grant Options to the eligible employees.

Further, as the business is growing, it is appreciated that the Company would need more quantum of Options in view of its increasing human resources particularly with a view to attract, retain, and motivate critical resources and growth drivers, both existing and those joining in future for ensuring better and sustained corporate growth and profitability.

Hence, it is thought expedient to increase the quantum of Options originally reserved under the ESOP 2023 from existing 15,00,000 (Fifteen Lakh) Options to proposed 25,00,000 (Twenty-Five Lakh) Options by creating additional 10,00,000 (Ten Lakh) Options convertible into equivalent number of equity shares ("Shares") of face value of Rs 10 each fully paid-up upon exercise of vested Options.

Thus, it is thought expedient to amend the ESOP 2023 with a view to align it with the requirements of the SEBI SBEB Regulations and to increase the quantum of Options to 25,00,000 (Twenty-Five Lakh) under the ESOP 2023.

Given the nature of proposed amendment, it is not detrimental to the interests of any option grantees, to the extent applicable, to whom the Company may grant Options under ESOP 2023.

Your Board recommends passing of the aforesaid proposal seeking amendment in the ESOP 2023 under Regulation 7 of the SEBI SBEB Regulations as Special Resolution.

The afore-stated proposals were already approved by the Board of Directors (“Board”) at their meetings held on 04th September, 2023.

Features of the ESOP 2023 (except stated above) shall remain the same as last approved vide special resolution dated May 15th, 2023, and are reproduced again in terms of SEBI SBEB Regulations as under:

a) Brief description of the scheme

The Company proposes to implement ESOP 2023 primarily with a view to attract, retain, motivate and reward the eligible employees of the Company and its subsidiary company and/or holding company (collectively referred to as “Employees”).

The Administrator is administering the ESOP 2023. All questions of interpretation of the ESOP 2023 shall be determined by the Administrator and such determination shall be final and binding upon all persons having an interest in ESOP 2023.

b) Total number of Options to be granted

Total number of Options that may be granted under the ESOP 2023 shall not exceed 25,00,000 (Twenty-Five Lakh) out of which 15,00,000 (Fifteen Lakh) Options were reserved under the ESOP 2023 as originally contemplated.

Each Option upon exercise shall be convertible into one equity share of face value of Rs. 10 fully paid-up. Options lapsed or cancelled due to any reason including the reason of lapse of exercise period or due to resignation of the employees or otherwise, would be available for being re-granted at a future date. However, once underlying shares are delivered upon exercise of Options, the shares reserved for ESOP 2023 purposes would reduce.

In case of any corporate action (s) such as rights issues, bonus issues, merger and sale of division and others, a fair and reasonable adjustment will be made to the Options granted. Accordingly, the ceiling of Options/ underlying equity shares shall be deemed to increase to the extent of such additional equity shares issued.

c) Identification of classes of employees entitled to participate in the Employee Stock option scheme

- An employee as designated by the Company, who is exclusively working in India or outside India; or
- A director of the Company, whether a Whole Time Director or not, including a non- executive director who is not a Promoter or member of the Promoter Group, but excluding an Independent Director; or
- an employee, as defined in sub-clauses above, of a Subsidiary Company in India or outside India, or of a Holding Company of the Company; or but does not include:
 - An employee who is a Promoter or a person belonging to the Promoter Group; or
 - A director who either himself or through his Relative or through any Body Corporate directly or indirectly, holds more than ten percent of the outstanding equity shares of the Company.

d) Requirements of vesting and period of vesting

The Options granted shall vest so long as the Employee continues to be in the employment/ service of the Company or its group company including subsidiary, or holding company, as the case may be, as per SEBI SBEB Regulations except in case of death, permanent incapacity and retirement. The Administrator may, at its discretion, lay down certain performance metrics on the achievement of which the granted options would vest, the detailed terms and conditions relating to such performance-based vesting, and the proportion in which options granted would vest subject to the minimum and maximum vesting period as specified below.

Vesting period for any Options granted under this ESOP 2023 shall be subject to statutory minimum period of 1 (One) year and maximum period of 6 (Six) years from the date of grant of Options.

- e) The maximum period within which the options shall be vested
The options granted shall vest not later than 6 (Six) years from the date of grant of such options.
- f) Exercise price or pricing formula
The Exercise Price shall be as determined by the Administrator at the time of Grant of Options provided that the Exercise Price shall not be less than the face value of the ESOP Shares.
- g) Exercise period and the process of exercise
The vested Options shall be exercisable anytime during the employment with the Company / Holding Company / Subsidiary Company. The Shares arising out of exercise of vested Options would not be subject to any lock-in period after such exercise.
The options will be exercisable by the grantees by a written application to the Company along with payment of exercise price and applicable taxes in such manner and on execution of such documents, as may be prescribed from time to time. The options will lapse if not exercised within the specified exercise period.
- h) Appraisal Process for determining the eligibility of the Employees
The options shall be granted to the eligible Employees as per performance appraisal system of the Company and the Administrator at its discretion may adopt any eligibility criteria for determining eligibility of any Employee or a class thereof on the basis of designation, role, and future potential of Employees.
- i) Maximum number of options to be issued per employee and in aggregate
The maximum number of options that may be granted to an eligible Employee shall be at the discretion of the Company. However, if the options granted per employee exceeds 1% of the paid up capital of the Company, the Company shall seek approval from the shareholders.
- j) Maximum quantum of benefits to be provided per Employee under the ESOP 2023
There is no other benefit except grant of Options which shall be subject to such limitations as mentioned in point above.
- k) Route of implementation or administration of the Scheme
ESOP 2023 is implemented and administered directly by the Company.
- l) Source of acquisition of shares under the Scheme
The ESOP 2023 contemplates issue of fresh/ primary shares by the Company.
- m) Amount of loan to be provided for implementation of the Scheme by the Company to the Trust, its tenure, utilization, repayment terms, etc.
This is currently not contemplated under the present ESOP 2023.
- n) Maximum percentage of secondary acquisition
This is not relevant under the present ESOP 2023.
- o) Disclosure and Accounting Policies
The Company shall comply with the disclosure and the accounting policies as prescribed under Regulation 15 of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and Accounting Standards prescribed by the Central Government in terms of section 133 of the Companies Act, 2013 including any 'Guidance Note on Accounting for employee share-based Payments' issued in that regard from time to time, including the disclosure requirements prescribed therein
- p) Method of option valuation
The Company shall adopt fair value method for valuation of options as prescribed in accordance with Indian generally accepted Accounting Principles (GAAP).

q) Declaration

In case, the Company opts for expensing of share based employee benefits using the intrinsic value method, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value of the options and the impact of this difference on profits and on Earning Per Share (EPS) of the Company shall also be disclosed in the Directors' Report.

r) Lock-in period:

The shares issued pursuant to exercise of options shall not be subject to any lock-in period restriction except such restrictions as may be prescribed under applicable laws including that under the code of conduct framed, if any, by the Company under the Securities and Exchange Board of India (Prohibition of Insider Trading), Regulations, 2015, as amended.

s) Terms & conditions for buyback, if any, of specified securities/ Options covered granted under the ESOP 2023:

Subject to the provisions of the then prevailing applicable laws, the Administrator shall determine the procedure for buy-back of Options granted under the ESOP 2023 if to be undertaken at any time by the Company, and the applicable terms and conditions thereof.

As the ESOP 2023 is sought to be amended as stated above, consent of the members is being sought pursuant to Section 62(1)(b) of the Companies Act, 2013, read with Regulations 7 of the SEBI SBEB Regulations.

A draft copy of the ESOP 2023 as amended is available for inspection at the Company's registered office during official hours on all working days until closure of time for casting vote through e-voting.

None of the Directors, Key Managerial Personnel of the Company and their relatives are in any way, concerned or interested in the aforesaid resolutions, except to the extent of the options that may be granted to them under the ESOP 2023.

In light of above, you are requested to accord your approval to the Special Resolution as set out at Agenda Item No. 5 of the accompanying notice.

Item No. 6:

As per the provisions of Section 188 of the Companies Act, 2013 ("Act"), transactions with related parties which are on an arm's length basis and in the ordinary course of business, are exempted from the obligation of obtaining prior approval of members. However, as per the provisions of Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), such transactions, if material, requires the approval of members through a resolution, notwithstanding the fact that the same are on an arm's length basis and in the ordinary course of business. With effect from April 01, 2022, Regulation 23 of SEBI Listing Regulations, 2015 mandates prior approval of the members through ordinary resolution for all 'Material Related Party Transactions. For this purpose, a Related Party Transaction will be considered 'material' if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year exceeds ₹ 1,000 Crore or 10% of the annual consolidated turnover of the Company as per the last audited financial statements of the Company, whichever is lower.

However, as Company proposes to enter into certain business transactions with one of its related parties during Financial Year 2023-2024 and as the value of such transactions is estimated to exceed the revised threshold limit of material related party transactions within the meaning of amended Regulation 23(1) of the Listing Regulations w.e.f April 01, 2022 i.e. 10% of the annual consolidated turnover, prior approval of the members is required.

Further, the members are hereby informed that approval taken for material related party transactions at 3rd annual general meeting shall be valid upto 4th annual general meeting, it is found appropriate for the company to obtain approval from the members of the Company for the same transactions for another period of 1 (one year) and to be valid upto next annual general meeting or 15 (fifteen) months instead of financial year as per SEBI Circular SEBI/HO/CFD/CMD1/CIR/P/2022/47 dated April 08, 2022 and thus approval for same transactions with certain modification(s)/ alteration(s) is being proposed to the members all over again as a fresh approval.

The Company seeks approval from the Members to enter into contract(s) or arrangements(s) with Templeton Solutions FZE, a Related Party within the meaning of Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of Securities and Exchange

Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) not exceeding Rs. 15,00,00,000/- (Rupees fifteen crores only).

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

Sr No.	Particulars	Remarks
1.	Type, material terms and particulars of the proposed transaction;	Sale of Software
2.	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);	Templeton Solutions FZE Entity controlled by Raja Debnath, Managing Director of the Company
3.	Tenure of the proposed transaction (particular tenure shall be specified);	From 3 rd Annual General Meeting till the next Annual General Meeting of the Company or for a period of 15 months, whichever is earlier.
4.	Value of the proposed transaction;	INR 15 crores
5.	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;	104%
6.	Justification as to why the RPT is in the interest of the listed entity	The RPT transaction is in the interest of the Company as it is revenue in nature.
7.	Any advance paid or received for the transaction	NIL
8.	The indicative base price or current contracted price and the formula for variation in the price, if any	The contract price for Software charges is at arms length basis and it is calculated at a Cost plus method.
9.	Instrument for Transaction	Sales Agreement and Sales Invoice
10.	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

Based on the recommendations of the Audit Committee, the Board of Directors recommends the Ordinary Resolution as set out at Item No. 6 of the Notice relating, to approval of Material Related Party Transaction(s) between the Veeфин Solutions Limited (hereinafter referred to as the “Company”) and Templeton Solutions FZE to be valid from 3rd Annual General Meeting as Ordinary Resolution.

Mr. Raja Debnath being the Director and the promoter of the Company is deemed to be interested in the resolution and thus will not vote on this resolution. The Members may note that in terms of the provisions of the SEBI Listing Regulations, no Related Party shall vote to approve the Ordinary Resolution set forth at Item No. 6 of the Notice, whether the entity is a Related Party to the particular transaction or not.

ADDITIONAL INFORMATION OF DIRECTORS SEEKING RE-APPOINTMENT(S) AT THE 3RD AGM PURSUANT TO REGULATION 36 OF THE LISTING REGULATIONS AND CLAUSE 1.2.5 OF SECRETARIAL STANDARDS ON GENERAL MEETINGS

Name of the Director	Mr. AJAY BABU RAJENDRAN
DIN	03565312
Current Position	Non-Executive Director
Age	50 Years
Qualification	Chemical Engineer
Experience	Ajay Rajendran is the Founder and Chairman of Meraki Group which started its operations in the UAE in 2005. The Group's core businesses are Real Estate Development, Civil and MEP Contracting, Façade and Glazing Works. The Group also operates two premium IB schools in Dubai (North London Collegiate School Dubai and Hartland International School) and one in Singapore (North London Collegiate School Singapore) and leads a team of more than 800+ staff in the education business with around 5,000 students across these three schools. Ajay is a gold medalist in Chemical Engineering from M.S University Baroda and holds a post-graduate degree in Business Administration from Jamnalal Bajaj Institute of Management Studies, University of Mumbai.
Date of first Appointment	17/12/2020
Remuneration Drawn	Nil
Terms and Conditions of Re – Appointment	Appointed as a Director liable to retire by rotation
Number of Board Meetings attended during the year	4
Shareholding in the Company as on the date of Notice.	42,22,483
Relationship with Other Directors	He does not have any relationship with other directors
Directorship in other listed entities	Nil
Memberships / Chairmanship of Committees in other Companies	Nil
Other Directorships	MFP PRODUCTS PRIVATE LIMITED ESTORIFI SOLUTIONS PRIVATE LIMITED

**For Veeфин Solutions Limited
(Formerly Known As Veeфин Solutions Private Limited)**

Date : September 04, 2023
Place : Mumbai

**Gautam Udani (Din: 03081749)
Whole Time Director**

Registered Office:

Add: Off No - 601, 602 & 603,
Neelkanth Corporate It Park,
Kiroi Road, Vidyavihar (W),
Mumbai-400086, Maharashtra, India

BOARD'S REPORT

To,
The Members,
Veefin Solutions Limited
(Formerly known as Veefin Solutions Private Limited)

Your Directors take pleasure in presenting their **Third Annual Report** on the Business and Operations of the Company and the Accounts for the Financial Year ended 31st March, 2023 (period under review).

1. FINANCIAL SUMMARY/PERFORMANCE OF THE COMPANY:

The summary of standalone and consolidated financial highlights for the financial year ended March 31, 2023 and the previous financial year ended March 31, 2022 is given below:

(Amount in lakhs except EPS)

Particulars	Standalone		Consolidated	
	2022-23	2021-22	2022-23	2021-22
Total revenue from operations (including other income)	1,344.23	618.89	1,448.18	655.18
Total expenses	836.63	546.86	894.73	546.87
Profit before interest, depreciation & Taxes	507.60	72.03	553.46	108.31
Depreciation & Amortisation	21.46	16.63	22.51	16.99
Profit before tax	486.14	55.40	530.94	91.33
Income tax expenses	105.01	-	105.01	-
Profit after tax	381.13	55.40	425.93	91.33
EPS				
Basic Rs.	2.08	0.30	2.32	0.50
Diluted Rs.	2.08	0.30	2.32	0.50

OPERATIONS & OVERVIEW OF FINANCIAL PERFORMANCE

Standalone Financial Statements

The Total Revenue of the Company stood at Rs. 1,344.23 Lakhs for the year ended March 31, 2023 as against Rs. 618.89 Lakhs in the previous year. The Company has a Net Profit of Rs. 381.13 Lakhs for the year ended March 31, 2023 as compared to the Net Profit of Rs. 55.40 Lakhs in the previous year.

Consolidated Financial Statements

The Total Revenue of the Company stood at Rs. 1,448.18 Lakhs for the year ended March 31, 2023 as against Rs. 655.18 Lakhs in the previous year. The Company has a Net Profit of Rs. 425.93 Lakhs for the year ended March 31, 2023 as compared to the Net Profit of Rs. 91.33 Lakhs in the previous year.

2. DIVIDEND:

The Directors have not recommended any dividend for the financial year ended 31st March, 2023.

3. CHANGES IN NATURE OF BUSINESS

There was no change in nature of Business during the year.

4. CONVERSION OF THE COMPANY FROM PRIVATE LIMITED TO PUBLIC LIMITED:

After the end of Financial Year 2022-23, pursuant to Fresh Certificate of Incorporation consequent upon Conversion from Private Company to Public Company, received from Registrar of companies, Mumbai, the status of the company was converted from "Private Limited Company" to "Public Limited Company" with effect from 15th May 2023. The aforementioned conversion is intended to increase the company's activities and propel towards greater efficiency.

5. DETAILS OF INITIAL PUBLIC OFFER:

The Company vide Prospectus dated June 16, 2023 issued its securities via Initial Public Offering and on July 5, 2023 the Company's Securities were listed on BSE SME Platform.

The Company had offered 56,99,200 Equity Shares at the Offer Price of Rs. 82 each and the IPO had received an exceptional response from the public. The issue was over-subscribed on overall basis. The Initial Public Offer was subscribed 2.46 times. The public issue subscribed 1.65 times in the retail category and 3.26 times in the NII category.

6. Transfer of unclaimed dividend to Investor Education and protection fund:

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

7. Statement of Deviation and Variation under Regulation 32 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

Reporting under Regulation 32 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 is not applicable to the company as the company was not listed during the financial year 2022-2023.

8. SHARE CAPITAL

● Authorised Capital

The Authorised Share Capital of the Company as on 31st March, 2023 is Rs. 25,00,00,000/- (Rupees Twenty Five Crore only) divided into 2,50,00,000 (Two Crores Fifty Lakhs) Equity shares of Rs. 10/- (Rupees Ten only) each.

During the Financial Year, the Authorized Share Capital of the Company is increased from existing Rs.10,50,000/- (Rupees Ten Lakhs, Fifty Thousand Only) divided into 1,00,000 (One Lakh) Equity shares of Rs. 10/- (Rupees Ten only) and 5,000 Differential Voting rights of Rs. 10/- each to Rs. 25,00,00,000/- (Rupees Twenty Five Crores only) divided into 2,50,00,000 (Two Crores Fifty Lakhs Only) Equity shares of Rs. 10/- (Rupees Ten only) each in the Extra Ordinary General Meeting held on January 16, 2023.

● Issued, Subscribed and Paid up Capital:

The Issued, Subscribed and Paid up Capital of the Company as at 31st March, 2023 is Rs. 18,33,78,600/- (Rupees Eighteen Crores Thirty Three Lakhs Seventy Eight Thousand and Six Hundred Only) divided into 1,83,37,860 (One Crore Eighty Three Lakhs Thirty Seven Thousand Eight Hundred and Sixty) Equity Shares having face value of Rs. 10/- (Rupees Ten Only) each.

Any issue of securities made during the year are as follows:

- Issue of shares or other convertible securities – Yes
 - Issue of equity shares with differential rights - Nil
 - Issue of Sweat Equity Shares - Nil
 - Details of Employee Stock Options - Yes
 - Shares held in trust for the benefit of employees where the voting rights are not exercised directly by the employees - Nil
 - Issue of debentures, bonds or any non-convertible securities- Nil
 - Issue of warrants – Nil
 - Issue of Bonus Shares - Yes
- a) During the year, the Company pursuant to Section 62 (1) (a) of the Companies Act, 2013 read with Foreign Exchange Management (Issue of Non- Debt Instrument) Rules, 2019 has issued shares on rights basis and allotted in tranches to Mr. Ajay Rajendran, the Director and the shareholder of the Company.

During the year under review, the details of shares issued on right basis are as follows:

Sr. No	Date of allotment	No of equity shares allotted	Face value (Per Share) (In Rs.)	Issue Price (per share) (In Rs.) (Including Premium, if any) per share
1.	08-04-2022	155 (One Hundred and Fifty-Five)	Rs. 10/- (Rupees Ten Only)	Rs. 72,248 (Rupees Seventy-Two Thousand Two Hundred and Forty-Eight)
2.	29-04-2022	28 (Twenty-Eight)	Rs. 10/- (Rupees Ten Only)	Rs. 72,248 (Rupees Seventy-Two Thousand Two Hundred and Forty-Eight)
3.	05-05-2022	42 (Forty-Two)	Rs. 10/- (Rupees Ten Only)	Rs. 72,248 (Rupees Seventy-Two Thousand Two Hundred and Forty-Eight)
4.	09-05-2022	128 (One Hundred and Twenty-Eight)	Rs. 10/- (Rupees Ten Only)	Rs. 72,248 (Rupees Seventy-Two Thousand Two Hundred and Forty-Eight)
5.	10-05-2022	52 (Fifty Two)	Rs. 10/- (Rupees Ten Only)	Rs. 72,248 (Rupees Seventy-Two Thousand Two Hundred and Forty-Eight)
6.	08-06-2022	191 (One Hundred and Ninety One)	Rs. 10/- (Rupees Ten Only)	Rs. 72,248 (Rupees Seventy-Two Thousand Two Hundred and Forty-Eight)
7.	10-06-2022	70 (Seventy)	Rs. 10/- (Rupees Ten Only)	Rs. 72,248 (Rupees Seventy-Two Thousand Two Hundred and Forty-Eight)
8.	10-07-2022	206 (Two Hundred and Six)	Rs. 10/- (Rupees Ten Only)	Rs. 72,248 (Rupees Seventy-Two Thousand Two Hundred and Forty-Eight)
9.	15-07-2022	15 (Fifteen)	Rs. 10/- (Rupees Ten Only)	Rs. 72,248 (Rupees Seventy-Two Thousand Two Hundred and Forty-Eight)
10.	01-08-2022	88 (Eighty-Eight)	Rs. 10/- (Rupees Ten Only)	Rs. 72,248 (Rupees Seventy-Two Thousand Two Hundred and Forty-Eight)
11.	03-08-2022	28 (Twenty-Eight)	Rs. 10/- (Rupees Ten Only)	Rs. 72,248 (Rupees Seventy-Two Thousand Two Hundred and Forty-Eight)
12.	05-08-2022	14 (Fourteen)	Rs. 10/- (Rupees Ten Only)	Rs. 72,248 (Rupees Seventy-Two Thousand Two Hundred and Forty-Eight)
13.	10-08-2022	70 (Seventy)	Rs. 10/- (Rupees Ten Only)	Rs. 72,248 (Rupees Seventy-Two Thousand Two Hundred and Forty-Eight)
14.	31-08-2022	28 (Twenty-Eight)	Rs. 10/- (Rupees Ten Only)	Rs. 72,248 (Rupees Seventy-Two Thousand Two Hundred and Forty-Eight)
15.	05-09-2022	276 (Two Hundred and Seventy-Six)	Rs. 10/- (Rupees Ten Only)	Rs. 72,248 (Rupees Seventy-Two Thousand Two Hundred and Forty-Eight)
16.	20-09-2022	27 (Twenty-Seven)	Rs. 10/- (Rupees Ten Only)	Rs. 72,248 (Rupees Seventy-Two Thousand Two Hundred and Forty-Eight)
17.	21-09-2022	118 (One Hundred and Eighteen)	Rs. 10/- (Rupees Ten Only)	Rs. 72,248 (Rupees Seventy-Two Thousand Two Hundred and Forty-Eight)
18.	07-10-2022	187 (One Hundred and Eighty Seven)	Rs. 10/- (Rupees Ten Only)	Rs. 72,248 (Rupees Seventy-Two Thousand Two Hundred and Forty-Eight)
19.	08-10-2022	25 (Twenty-Five)	Rs. 10/- (Rupees Ten Only)	Rs. 72,248 (Rupees Seventy-Two Thousand Two Hundred and Forty-Eight)
20.	19-10-2022	14 (Fourteen)	Rs. 10/- (Rupees Ten Only)	Rs. 72,248 (Rupees Seventy-Two Thousand Two Hundred and Forty-Eight)
21.	27-10-2022	28 (Twenty Eight)	Rs. 10/- (Rupees Ten Only)	Rs. 72,248 (Rupees Seventy-Two Thousand Two Hundred and Forty-Eight)
22.	09-11-2022	185 (One Hundred and Eighty Five)	Rs. 10/- (Rupees Ten Only)	Rs. 72,248 (Rupees Seventy-Two Thousand Two Hundred and Forty-Eight)
23.	10-11-2022	45 (Forty Five)	Rs. 10/- (Rupees Ten Only)	Rs. 72,248 (Rupees Seventy-Two Thousand Two Hundred and Forty-Eight)
24.	10-11-2022	8 (Eight)	Rs. 10/- (Rupees Ten Only)	Rs. 72,248 (Rupees Seventy-Two Thousand Two Hundred and Forty-Eight)
25.	24-11-2022	34 (Thirty Four)	Rs. 10/- (Rupees Ten Only)	Rs. 72,248 (Rupees Seventy-Two Thousand Two Hundred and Forty-Eight)

- b) During the year under review, the Company has converted the loan of Ms. Gowri Rajendran into equity shares and allotted 104 shares at offer price of Rs. 72,248 on November 28, 2022.
- c) During the year under review, the Company has issued Convertible Notes of Rs. 10,44,84,658 Rupees (Ten Crores forty four lakhs eighty four thousand six hundred and fifty eight) in its Extra Ordinary General Meeting held on November 26, 2022 and on January 27, 2023, the Company has done the Conversion of Convertible Notes into 1,081 Equity Shares of face value of ₹10/- along with the interest due thereon, as per the terms mentioned in Instrument of Convertible Note.
- d) During the year, the Company allotted and distributed 1,83,22,200 (One Crore Eighty Three Lakhs Twenty-Two Thousand Two Hundred) Equity Shares of Rs. 10/- (Rupees Ten Only) each as bonus shares (hereinafter referred to as new shares) in the ratio 1170:1 on 31st January, 2023.
- e) During the year, the Company vide its Board Resolution dated April 8, 2022 and vide its Special Resolution in the Extra Ordinary General Meeting held on April 15, 2022 had approved the Employees Stock Option Plan 2022 (the "ESOP 2022"). The ESOP 2022 contemplates that the total number of Equity Shares to be issued pursuant to exercise of options under the ESOP 2022 shall not exceed 600 Equity Shares. As per this scheme, during the year the Company granted 589 options.

9. DEMATERIALIZATION OF SHARES:

During the year under review, the Company being a Private Company had all the shares i.e 1,83,37,860 shares as on 31st March, 2023 in physical mode.

The Company has entered into an agreement dated May 31, 2023 with the Central Depository Services (India) Limited ("CDSL") and the Registrar and Transfer Agent, who in this case is, Bigshare Services Private Limited for the dematerialization of its shares.

Similarly, the Company has also entered into an agreement dated May 31, 2023 with the National Securities Depository Limited ("NSDL") and the Registrar and Transfer Agent, who in this case is Bigshare Services Private Limited for the dematerialization of its shares.

The Company's International Securities Identification Number ("ISIN") is INEQ00M01015.

The Company post the reviewing period and as on date held all the shares i.e 2,11,87,460 (Two Crores Eleven Lakhs Eighty-Seven Thousand Four Hundred and Sixty) shares in Demat form pursuant to vide MCA notification dated 10th September, 2018 and in accordance with Rule 9A of Companies (Prospectus and Allotment of Securities) Rules, 2014

10. TRANSFER TO RESERVE:

The Company has not transferred any amount to the General Reserves during the year.

11. STATEMENT OF AFFAIRS OF THE COMPANY:

Information on the operations and financial performance, among others for the period under review, is given in the Management Discussion and Analysis Report which is annexed to this Report and is in accordance with the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

12. ALTERATION IN MEMORANDUM OF ASSOCIATION:

The company has altered its Memorandum of Association by reclassifying the share capital from 10,50,000/- (Rupees Ten Lakhs Fifty Thousand Only) divided into 1,00,000/- (One Lakh) Ordinary Equity Shares of Rs. 10/- (Rupees Ten Only) each and 5,000 (Five Thousand) Class A DVR of Rs. 10/- (Rupees Ten only) each to 10,50,000/- (Rupees Ten Lakhs Fifty Thousand Only) divided into 1,05,000/- (One Lakh Five Thousand) Equity Shares of Rs. 10/- (Rupees Ten Only) each vide a Special resolution passed at the Extra Ordinary General Meeting of Members of the Company held on January 16, 2023.

Further the Company has increased its Authorised Share Capital from existing Rs. 10,50,000/- divided into 1,05,000 (One Lakh Five Thousand) Equity shares of Rs. 10/- (Rupees Ten only) to Rs. 25,00,00,000 (Twenty Five Crores Only) divided into 2,50,00,000 (Twenty Crores Fifty Lakhs Only) Equity shares of Rs. 10/- (Rupees Ten only) each vide a Special resolution passed at the Extra Ordinary General Meeting of Members of the Company held on January 16, 2023.

13. DIRECTORS, KEY MANAGERIAL PERSONNEL (KMP) & SENIOR MANAGERIAL PERSONNEL (SMP):

a) Composition & Constitution of Board of Directors:

The Board of Directors of the Company comprises of following the Directors:

Sr. No.	Name	DIN/ PAN	Designation
1.	Mr. Raja Debnath*	07658567	Chairman and Managing Director
2.	Mr. Gautam Vijay Udani **	03081749	Whole time Director
3.	Mr. Ajay Rajendran	03565312	Non-Executive Director
4.	Ms. Deepti Sharma***	10042713	Non-Executive Woman Independent Director
5.	Mr. Anand Malpani****	01729892	Non-Executive Independent Director

* Mr. Raja Debnath was re-categorised from Executive Director to Managing Director in the Extra Ordinary General Meeting held on 16th January, 2023.

** Mr. Gautam Vijay Udani was re-categorised from Executive Director to Whole-time Director in the Extra Ordinary General Meeting held on 16th January, 2023.

*** Ms. Deepti Sharma was appointed as Non-Executive Independent Director in the Extra Ordinary General Meeting held on 16th March, 2023.

**** Mr. Anand Malpani was appointed as Non-Executive, Independent Director in the Extra Ordinary General Meeting held on 16th March, 2023

b) Composition & Constitution of Key Managerial Personnel:

The Key Managerial Personnel of the Company comprises of the following:

Sr. No.	Name	Designation
1.	Ms. Sarita Vijay Mahajan#	Company Secretary and Compliance Officer
2.	Ms. Urja Harsh Thakkar ##	Company Secretary and Compliance Officer
3.	Ms. Payal Mehul Maisheri###	Chief Financial Officer

Ms. Sarita Vijay Mahajan was appointed as Company Secretary with effect from 02nd January, 2023 and as a Compliance officer with effect from 15th May, 2023 and she has resigned from the post of Company secretary & Compliance Officer w.e.f. 04th September, 2023

Ms. Urja Harsh Thakkar is appointed as the Company secretary & Compliance Officer w.e.f. 04th September, 2023

Ms. Payal Mehul Maisheri was appointed as the Chief Financial Officer of the Company with effect from 27th March, 2023.

c) Composition & Constitution of Senior Managerial:

The Key Managerial Personnel of the Company comprises of following:

Sr. No.	Name	Designation
1.	Mr. Sagar Ramesh Mahajan	Chief Delivery Officer
2.	Mr. Minesh Chopra	Engineering Head
3.	Mr. Chintan Lad	Product Head
4.	Mr. Jigar Shah	Chief Product Officer
5.	Ms. Binny Shah	Product Head

There is no change in senior management personnel during the year under review.

d) Retirement by Rotation of the Directors

Independent directors hold office for a fixed term not exceeding five years from the date of their appointment and are not liable to retire by rotation.

The Act mandates that at least two-thirds of the total number of directors (excluding independent directors) shall be liable to retire by rotation.

In terms of Section 152 of the Companies Act, 2013, Mr. Ajay Babu Rajendran (DIN: 03565312), retires by rotation and being eligible offer himself for re-appointment at the 3rd Annual General Meeting of the company scheduled to be held on September 29, 2023 at 12:00 p.m.

14. INDEPENDENT DIRECTORS

a. Declaration by Independent Directors

Independent Directors have provided their confirmation, that they meet the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013 and have given their declaration under Section 149 (7) of the Companies Act, 2013. An Independent Director shall hold office for a term up to five consecutive years on the Board of a Company, but shall be eligible for reappointment for the next five years on the passing of a special resolution by the Company. Initial disclosure pursuant to Regulation 7(1)(b) of the SEBI (Prohibition of Insider Trading) Regulations, 2015 as amended, has been submitted by the independent director of the Companies.

Changes in Independent Director

Mr. Anand Malpani was appointed as an Non-Executive Independent Director of the Company with effective from March 16, 2023 for a period of five years in the EGM meeting of the shareholders held on March 16, 2023.

Ms. Deepti Sharma was appointed to the Board as an Non-Executive Independent Director of the Company with effective from March 16, 2023 for a period of five years in the EGM meeting of the shareholders held on March 16, 2023

Familiarisation Programme for Independent Directors:

The Company through its Executive Directors / Senior Managerial Personnel conduct programs / presentations periodically to familiarize the Independent Directors with the strategy, operations and functions of the Company. Such programs / presentations will provide an opportunity to the Independent Directors to interact with the senior leadership team of the Company and help them to understand the Company's strategy, business model, operations, service and product offerings, markets, organization structure, finance, human resources, technology, quality, facilities and risk management and such other areas as may arise from time to time. The programs / presentations shall also familiarize the Independent Directors with their roles, rights and responsibilities.

The Company circulate news and articles related to the industry on a regular basis and may provide specific regulatory updates from time to time and The Company conduct an introductory familiarization program / presentation, when a new Independent Director comes on the Board of the Company

Meetings

During the year under review, the Independent Directors met for 01(one) time. The details of Board Meeting held and participation of Directors thereat is enumerated as below:

Sr. No.	Date of meeting	Total No. of Independent Directors on the Date of Meeting	No. of Independent Directors attended	% of Attendance
1	16-03-2023	02	02	100.00

15. MEETINGS:

During the year under review, the Board of your Company met 34 (Thirty-Four) times. The details of Board Meeting held and participation of Directors thereat is enumerated as below:

Sr. No.	Date of meeting	Total No. of Independent Directors on the Date of Meeting	No. of Independent Directors attended	% of Attendance
1	01-04-2022	03	02	66.67
2	08-04-2022	03	02	66.67
3	20-04-2022	03	02	66.67
4	25-05-2022	03	02	66.67
5	25-05-2022	03	02	66.67
6	25-06-2022	03	02	66.67
7	10-07-2022	03	02	66.67
8	25-07-2022	03	03	100.00
9	01-08-2022	03	02	66.67
10	03-08-2022	03	02	66.67
11	05-08-2022	03	02	66.67
12	10-08-2022	03	02	66.67
13	31-08-2022	03	02	66.67
14	05-09-2022	03	02	66.67
15	14-09-2022	03	02	66.67
16	20-09-2022	03	02	66.67
17	21-09-2022	03	02	66.67
18	07-10-2022	03	02	66.67
19	08-10-2022	03	02	66.67
20	14-10-2022	03	03	100.00
21	19-10-2022	03	02	66.67
22	27-10-2022	03	02	66.67
23	09-11-2022	03	02	66.67
24	10-11-2022	03	02	66.67
25	10-11-2022	03	02	66.67
26	12-11-2022	03	02	66.67
27	24-11-2022	03	03	100.00
28	26-11-2022	03	03	100.00
29	28-11-2022	03	02	66.67
30	08-12-2022	03	02	66.67
31	02-01-2023	03	02	66.67
32	27-01-2023	03	02	66.67
33	31-01-2023	03	02	66.67
34	13-03-2023	03	02	66.67

The details of Board Meetings held from April 01, 2022 to March 31, 2023 and attendance of each Director is as follows:

Sr. No.	Name of the Board Member	No. of Meetings entitled to attend	No. of Meetings attended	% of Attendance
1	Raja Debnath	34	34	100
2	Gautam Vijay Udani	34	34	100
3	Ajay Rajendran	34	4	11.76
4	Deepti Sharma*	0	0	-
5	Anand Malpani*	0	0	-

Ms. Deepti Sharma and Mr. Anand Malpani were appointed as Non-Executive Independent directors of the company w.e.f. 16th March, 2023. There were no board meetings held on or after March 16, 2023 for the Financial year 2022-23.

16. COMMITTEES OF 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. The details of Committees as constituted by the Board along with their composition, terms of reference and meetings held during the year are as follows:

- i) Audit Committee
- ii) Nomination and Remuneration Committee
- iii) Stakeholders Relationship Committee
- iv) Internal Complaints Committee

i. AUDIT COMMITTEE:

-Mr. Anand Malpani – Chairman, Non-Executive Independent Director

-Ms. Deepti Sharma – Member, Non – Executive Independent Director

-Mr. Raja Debnath – Member, Managing Director

The above Committee was constituted in the Board Meeting held on May 15, 2023.

The Audit Committee of Directors was constituted pursuant to the provisions of Section 177 of the Companies Act, 2013. The composition of the Audit Committee is in conformity with the provisions of the said section.

The Committee is governed by a terms of reference, which is in line with the regulatory requirements mandated by the Companies Act, 2013. Some of the important functions performed by the Committee are:

1. Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible;
2. Recommendation for appointment, remuneration and terms of appointment of auditors of our Company;
3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
4. Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to our Board for approval, with particular reference to:
 - (a) Matters required to be included in the Director's Responsibility Statement, to be included in our Board's report in terms of clause (c) of sub-section 3 of section 134 of the Companies Act;
 - (b) Changes, if any, in accounting policies and practices and reasons for the same;
 - (c) Major accounting entries involving estimates based on the exercise of judgment by management;
 - (d) Significant adjustments made in the financial statements arising out of audit findings;
 - (e) Compliance with listing and other legal requirements relating to financial statements;

- (f) Disclosure of any related party transactions; and
 - (g) Qualifications in the draft audit report.
5. Reviewing, with the management, the quarterly financial statements before submission to our 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 utilization of proceeds of a public or rights issue, and making appropriate recommendations to our 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 of any subsequent modification of transactions of our Company with related parties;
 9. Scrutiny of inter-corporate loans and investments;
 10. Valuation of undertakings or assets of our Company, 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 thereon;
 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 our 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. Looking into the reasons for substantial defaults in the payment to depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
 18. Reviewing the functioning of the whistle blower mechanism;
 19. Approval of appointment of CFO (i.e., the whole-time finance Director or any other person heading the finance function or discharging that function) 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. reviewing the utilization of loans and/ or advances from/investment by the holding company in the subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments existing as on the date of coming into force of this provision.]
 22. consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the listed entity and its shareholders.
 23. Carrying out any other function as may be mentioned in the terms of reference of the Audit Committee.

All the Members on the Audit Committee have the requisite qualification for appointment on the Committee and possess sound knowledge of finance, accounting practices and internal controls.

The Company Secretary acts as the Secretary to the Committee.

ii. NOMINATION AND REMUNERATION COMMITTEE:

- Ms. Deepti Sharma – Chairperson, Non-Executive Independent Director
- Mr. Anand Malpani – Member, Non-Executive Independent Director
- Mr. Ajay Rajendran – Member, Non - Executive Director

The above Committee was constituted in the Board Meeting held on May 15, 2023

The Board has in accordance with the provisions of sub-section (3) of Section 178 of the Companies Act, 2013, formulated the policy setting out the criteria for determining qualifications, positive attributes, independence of a Director and policy relating to remuneration for Directors, Key Managerial Personnel and other employees.

The terms of reference of the Committee inter alia, include the following:

1. Formulation of the criteria for determining qualifications, positive attributes and independence of a Director and recommend to our Board a policy relating to the remuneration of the Directors, key managerial personnel and other employees;
2. For every appointment of an independent director, the Nomination and Remuneration Committee shall evaluate of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an independent director. The person recommended to the Board for appointment as an independent director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the Committee may:
 - a. use the services of an external agencies, if required;
 - b. consider candidates from a wide range of backgrounds, having due regard to diversity; and
 - c. consider the time commitments of the candidates
3. Formulation of criteria for evaluation of independent Directors and our Board;
4. Devising a policy on Board diversity;
5. Identifying 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 our Board their appointment and removal;
6. Whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors.
7. Recommend to the board, all remuneration, in whatever form, payable to senior management.

iii. STAKEHOLDERS' RELATIONSHIP COMMITTEE:

- Mr. Anand Malpani – Chairman, Non-Executive Independent Director
- Mr. Raja Debnath – Member, Managing Director
- Mr. Gautam Vijay Udani – Member, Whole time Director

The above Committee was constituted in the Board Meeting held on May 15, 2023

The terms of reference of the Committee are:

1. Resolving the grievances of the security holders of the listed entity including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.
2. Review of measures taken for effective exercise of voting rights by shareholders.
3. Review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the Registrar & Share Transfer Agent.

4. Review of the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the company.

As on date there are no complaints received from shareholder on SCORES.

iv. INTERNAL COMPLAINTS COMMITTEE

-Ms. Payal Maisheri – Chairperson

-Mr. Gautam Udani – Member

-Mr. Binny Shah – Member

-Mr. Nikhil Memdage – Member

The objectives of the Internal Complaint Committee to Prevent Sexual Harassment of Women at the Workplace are as follows:

1. To develop a policy against sexual harassment of women at the Institute.
2. To ensure the implementation of the policy in letter and spirit through proper reporting of the complaints and their follow-up procedures.
3. To uphold the commitment of the Institute to provide an environment free of gender based discrimination.
4. To promote a social and psychological environment to raise awareness on sexual harassment in its various forms.
5. To create a secure physical and social environment to deter any act of sexual harassment.
6. To evolve a permanent mechanism for the prevention and redressal of sexual harassment cases and other acts of gender based violence at the Institute.

17. BOARD EVALUATION:

Your Board has devised an Evaluation Policy for evaluating the performance of the Board, its Committees, Executive Directors, Independent Directors. Based on the same, the performance was evaluated by the Board after seeking inputs from all the directors on the basis of the criteria such as the board composition and structure, effectiveness of board processes, information and functioning, etc. As part of the evaluation process, the performance of Non- Independent Directors, the Chairman and the Board was conducted by the Independent Directors. The performance evaluation of the respective Committees and that of Independent and Non- Independent Directors was done by the Board excluding the Director being evaluated.

The policy inter alia provides the criteria for performance evaluation such as Board effectiveness, quality of discussion, contribution at the meetings, business acumen, strategic thinking, time commitment, and relationship with the stakeholders, corporate governance practices, contribution of the committees to the Board in discharging its functions etc.

18. ANNUAL RETURN:

In terms of Section 92(3) of the Companies Act, 2013 and Rule 12 of the Companies (Management and Administration) Rules, 2014, the Annual Return of the Company is available on the website of the Company <https://www.veefin.com/>

19. VARIOUS POLICIES OF THE COMPANY:

The Company has formulated and implemented various policies pursuant to the Companies Act, 2013 and SEBI (LODR) Regulations, 2015 which is available on the Company's website <https://www.veefin.com/>

The policies are reviewed periodically by the Board and updated based on need and requirements:

POSH Policy	This policy has been framed in accordance with the provisions of "The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013" and rules framed thereunder (hereinafter "the Act") and provides protection against sexual harassment of women at workplace and the prevention and redressal of complaints of sexual harassment and matters related to it.
Nomination and Remuneration Policy	This Policy has been framed for the Appointment and Remuneration of Directors, Key Managerial Personnel and Senior Management Personnel and provides a framework based on which human resources management aligns their recruitment plans for strategic growth of the Company.
Preservation of Documents and Archival Policy	This policy has a strategic objective of ensuring that significant documents as specified in this policy are safeguarded and preserved to ensure longevity of such documents.
Policy of Determination of Materiality of Event Information	This policy applies for determining and disclosing material events taking place in the Company.
Code of Conduct for Non-Executive Directors	The code of conduct for Non-Executive Directors to ensure the compliance of applicable laws, avoid conflict of interest and determine their duties in the company.
Terms and Condition for Appointment of Independent Director	The policy provides framework that regulates the appointment, re-appointment of Independent directors and defines their roles, responsibilities and powers.
Dividend Policy	The policy contains recommendation, declaration and payment of dividends
Vigil Mechanism	This policy establishes a Vigil Mechanism (Whistle Blower Mechanism) that provides a channel to the employees and Directors of the Company to report to the Management instances of unethical behavior, actual or suspected fraud or violation of the Company's code of conduct. The vigil mechanism is required to provide adequate safeguards against victimization of persons who use such mechanisms.
Code of Practices and Procedures – UPSI	The code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information without advantage to any particular person(s).

20. AUDITORS:

i. Statutory Auditors:

During the year, previous auditors of the Company, Pankaj Lunker and Associates, Chartered Accountants resigned on 16th June, 2023.

M/s Mittal & Associates, Chartered Accountants (Firm Registration Number: 106456W) were appointed as Statutory Auditor of the company in the Extra Ordinary General Meeting conducted on 23rd June, 2023 for financial year 2022-23 to fill the casual vacancy. M/s. A D V & Associates, Chartered Accountants (Firm Registration No. 128045W), are being

appointed as Statutory Auditors of the Company for a term of 5 consecutive years, to hold office from the conclusion of this Annual General Meeting ('AGM') till the conclusion of the Eighth AGM to be held in 2028.

There are no qualifications or adverse remarks in the auditor's report which require any clarification/explanation. The notes on financial statements are self-explanatory and needs no further explanation.

ii. Secretarial Auditor:

Secretarial Audit is not applicable for the Financial Year ended March 31, 2023 as the company did not fall into the criteria as mentioned under Section 204 of Companies Act, 2013.

iii. Cost Auditor:

Appointment of Cost Auditor is not applicable to the Company.

iv. Internal Auditor:

Internal Audit is not applicable for the Financial Year ended March 31, 2023 as the company did not fall into the criteria as mentioned under Section 138 of Companies Act, 2013.

21. MAINTENANCE OF COST RECORDS:

The maintenance of cost accounts and records as prescribed under Section 148(1) of the Companies Act, 2013 is not applicable to the Company.

22. VIGIL MECHANISM/WHISTLE BLOWER:

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 policy is displayed on the website of the company, viz https://www.veefin.com/investors-info/corporate_policies/

23. INTERNAL FINANCIAL CONTROLS:

The Company has put in place an adequate system of internal financial control commensurate with its size and nature of its business and continuously focuses on strengthening its internal control processes. These systems provide a reasonable assurance in respect of providing financial and operational information, complying with applicable statutes, safeguarding of assets of the Company and ensuring compliance with corporate policies. The internal financial control of the company is adequate to ensure the accuracy and completeness of the accounting records, timely preparation of reliable financial information, prevention and detection of frauds and errors, safeguarding of the assets, and that the business is conducted in an orderly and efficient manner.

Audit Committee periodically reviews the adequacy of Internal Financial controls. During the year, such controls were tested and no reportable material weaknesses were observed. The system also ensures that all transactions are appropriately authorized, recorded and reported.

24. RISK ASSESSMENT AND MANAGEMENT:

The Company has been on a continuous basis reviewing and streamlining its various operational and business risks involved in its business as part of its risk management policy. The Company also takes all efforts to train its employees from time to time to handle and minimize these risks.

25. DETAILS OF SUBSIDIARY/JOINT VENTURES/ASSOCIATE COMPANIES:

During the year under review, the Company has 2 Subsidiary Companies.

- i. Veefin Solutions Limited – Dhaka, Bangladesh
- ii. Veefin Solutions FZCO – Dubai, United Arab Emirates

During the year under review there was no Joint venture or Associate companies. The details of Subsidiary Company are attached as Annexure I in AOC-1.

26. COMPLIANCE WITH SECRETARIAL STANDARDS:

The Company is compliant with the applicable Secretarial Standards (SS) viz. SS-1 & SS-2 on Meetings of the Board of Directors and General Meetings, respectively.

27. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO:

- i. Conservation of Energy
 - a) The steps taken or impact on conservation of energy – The Operations of the Company are not energy intensive. However, adequate measures have been initiated for conservation of energy.
 - b) The steps taken by the Company for utilizing alternate source of energy – Company shall consider on adoption of alternate source of energy as and when necessities.
 - c) The Capital Investment on energy conservation equipment – No Capital Investment yet.
- ii. Technology absorption
 - a) The efforts made towards technology absorption – Minimum technology required for Business is absorbed.
 - b) The benefits derived like product improvement, cost reduction, product development or import substitution – Not Applicable.
 - c) In case of imported technology (imported during the last three years reckoned from the beginning of the financial year) – Not Applicable.
 - a. the details of technology imported;
 - b. the year of import;
 - c. whether the technology been fully absorbed;
 - d. if not fully absorbed, areas where absorption has not taken place, and the reasons thereof
- iii. The expenditure incurred on Research and Development – Not Applicable.
- iv. Foreign Exchange earnings and outgo:

Foreign Exchange outgo – INR 1,71,91,324

Foreign Exchange earning – INR 45,19,108

28. PARTICULARS OF LOANS, INVESTMENTS AND GUARANTEES:

Details of Loans, Guarantees and Investments covered under the provisions of Section 186 of the Companies Act, 2013 are given in the notes to the Financial Statements.

29. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES:

All contracts / arrangements / transactions entered by the Company during the financial year with related parties were in the ordinary course of business and on an arm's length basis. The details of contract / arrangement / transaction with related parties which are material in nature in accordance with the policy of the Company on materiality of related party transactions and Section 134(3) of the Companies Act is appended in Form AOC-2 which forms a part of this Annual Report as Annexure III.

30. DEPOSITS:

The Company has not invited /accepted any deposits from the public falling within the ambit of Section 73 of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014.

31. SIGNIFICANT AND MATERIAL ORDERS:

There are no significant and material orders passed by the Regulators or Courts or Tribunals impacting the going concern status and Company's operations in future.

32. DETAILS OF MATERIAL CHANGES AND COMMITMENTS AFFECTING FINANCIAL POSITION BETWEEN THE END OF THE FINANCIAL YEAR AND THE DATE OF REPORT.

The material changes between the end of the financial year and the date of report are as follows.

- i. The Company has been converted from Private Limited Company to Public Limited Company vide its special resolution passed in the Extra Ordinary General Meeting dated 5th May, 2023.
- ii. The Company has altered its Memorandum of Association considering the conversion of Company from Private Limited to Public Limited and thus changed the name of the Company from Veefin Solutions Private Limited to Veefin Solutions Limited vide a Special resolution passed at the Extra Ordinary General Meeting of Members of the Company held on May 5, 2023.
- iii. All the shares of the Company are dematerialized and ISIN was generated on 31st May, 2023.
- iv. The Company had made an Initial Public Offer of 56,99,200 Equity Shares at the Offer Price of Rs. 82 each vide prospectus dated 16th June, 2023 on the SME platform of the BSE Limited.
- v. The Equity Shares of the Company got listed on the BSE Limited with effect from 5th July, 2023.

33. OBLIGATION OF COMPANY UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013:

In accordance with the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and rules made there under, the Company has framed and adopted the policy for Prevention of Sexual Harassment at Workplace. Company was not in receipt of any complaint of sexual harassment during the year.

34. CORPORATE SOCIAL RESPONSIBILITY

Provisions of section 135 of the Companies Act, 2013, read with Companies (Corporate Social Responsibility Policy) Rules, 2014 are not applicable to your Company for the year under reference.

35. DETAILS OF APPLICATIONS MADE OR ANY PROCEEDING PENDING UNDER THE INSOLVENCY AND BANKRUPTCY CODE 2016:

No application is made during the Financial Year 2022-23 by or against the Company and there are no proceedings pending under the Insolvency and Bankruptcy Code 2016.

36. HUMAN RESOURCES:

Your Company considers people as its biggest assets and 'Believing in People' is at the heart of its human resource strategy. It has put concerted efforts in talent management and succession planning practices, strong performance management and learning and training initiatives to ensure that your Company consistently develops inspiring, strong and credible leadership.

Your Company has established an organization structure that is agile and focused on delivering business results. With regular communication and sustained efforts, it is ensuring that employees are aligned on common objectives and have the right information on business evolution. Your Company strongly believes in fostering a culture of trust and mutual respect in all its employees seek to ensure that business world values and principles are understood by all and are the reference point in all people matters.

The current workforce breakdown structure has a good mix of employees at all levels. Your Board confirms that the remuneration is as per the remuneration policy of the Company.

As on March 31, 2023, the Company had 147 employees.

37. DIRECTORS' RESPONSIBILITY STATEMENT:

Pursuant to Section 134(5) of the Companies Act, 2013, the board of Directors, to the best of their knowledge and ability, confirm that:

- i. In the preparation of the annual accounts, the applicable accounting standards have been followed and there are no material departures.
- ii. They have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit/loss of the Company for that period.
- iii. They have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- iv. They have prepared the annual accounts on a going concern basis.
- v. They have laid down internal financial controls to be followed by the Company and such internal financial controls are adequate and operating effectively.
- vi. They have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

Based on the framework of internal financial controls and compliance systems established and maintained by the Company, work performed by the internal, statutory and secretarial auditors and external consultants and the reviews performed by management and the relevant board committees, including the audit committee, the board is of the opinion that the Company's internal financial controls were adequate and effective during the financial year 2022-23

38. OTHER DISCLOSURES:

i. DISCLOSURE UNDER SECTION 43(a)(ii) OF THE COMPANIES ACT, 2013:

The Company has not issued any shares with differential rights as to dividend, voting or otherwise and hence no information as per provisions of Section 43(a)(ii) of the Act read with Rule 4(4) of the Companies (Share Capital and Debenture) Rules, 2014 is furnished, except as mentioned below:

The details of Class A DVR Shares are as follows:

Sr. No.	Type of Shares	Name of the shareholder	No. of shares
1	Class A DVR	Ms. Binny Viral Shah	250
2	Class A DVR	Mr. Chintan Ashok Lad	20
3	Class A DVR	Mr. Minesh Kishore Chopra	40
4	Class A DVR	Mr. Kaushal Doshi	250
		Total	560

During the year under review, the Company has converted the above Class A DVR Equity shares to Equity shares on January 16, 2023.

ii. DISCLOSURE UNDER SECTION 54(1)(d) OF THE COMPANIES ACT, 2013:

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

iii. DISCLOSURE UNDER SECTION 62(1)(b) OF THE COMPANIES ACT, 2013:

During the year, the Company as per provisions of Section 62(1)(b) of the Act read with Rule 12(9) of the Companies (Share Capital and Debenture) Rules, 2014 vide its Board Resolution dated April 8, 2022 and vide its Special Resolution in the Extra Ordinary General Meeting held on April 15, 2022 had approved the Employees Stock Option Plan 2022 (the "ESOP 2022"). The ESOP 2022 contemplates that the total number of Equity Shares to be issued pursuant to exercise of options under the ESOP 2022 shall not exceed 600 Equity Shares. As per this scheme, the Company has granted 589 Options.

The changes made post the year under review and as on date: The Company vide its Board Resolution dated May 15, 2023 and vide its Special Resolution in the Extra Ordinary General Meeting held on May 15, 2023 had ratified the ESOP 2022 and also approved the Employees Stock Option Plan 2023 (the "ESOP 2023"). The ESOP 2023 contemplates that the total number of Equity Shares to be issued pursuant to exercise of options under the ESOP 2023 shall not exceed 15,00,000 Equity Shares.

iv. DISCLOSURE UNDER SECTION 67(3) OF THE COMPANIES ACT, 2013:

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

39. REPORTING OF FRAUD:

The Auditors of the Company have not reported any instances of fraud committed against the Company by its officers or employees as specified under Section 143(12) of the Companies Act, 2013.

40. SHAREHOLDING OF DIRECTORS AS ON MARCH 31, 2023:

No other Director (except as mentioned below) holds any shares in the Company. The Company has not issued any convertible instruments

Sr. No.	Name of the Directors	Shareholding at the beginning of the year	Shareholding at the end of the year.
1	Raja Debnath (Managing Director)	7,410 (59.70%)	86,77,110 (47.32%)
2	Gautam Vijay Udani (Whole-time Director)	1,400 (11.28%)	16,39,400 (08.94%)
3	Ajay Rajendran (Non-Executive Director)	2,278 (18.35%)	51,96,898 (28.34%)

41. OTHER INFORMATION:

a) 3rd Annual General Meeting

Date	Time	Venue
29 th September, 2023	12:00 PM	AGM will be held through electronic mode [video conference or other audiovisual means("OAVM")]

b) Financial Calendar for the year 2022-2023

Financial year	1 st April, 2022 to 31 st March, 2023 (both days inclusive)
Book Closure Dates	September 23, 2023 to September 29, 2023.

c) Listing of Equity Shares on Stock Exchange and Stock Codes

Listing on Stock Exchange:

BSE SME

Phiroze Jeejeebhoy Towers

Dalal Street

Mumbai – 400 001

Scrip Code: 543931

d) Location and time, where Annual General Meeting (AGM) for the last 3 years were held is given below:

Financial Year	AGM	Date	Time	Location
2021-22	2 nd	Friday, September 30, 2022	03.00 p.m.	601, 602, 603 Neelkanth Corporate IT Park, Kiroli Road, Vidyavihar (W), Mumbai, 400086
2020-21	1 st	Saturday, November 27, 2021	03.00 p.m.	91, Spring board Business Hub, 175, Kagalwala House, C Block, East Wing, CST Road, Kalina, Mumbai - 400 098.

e) Stock Market Date and their Performance v/s S&P NSE Sensex

During the year under review, the Company was not listed and hence, the high/low of the market price of the shares of the Company is not available.

f) Registrar and Share Transfer Agent (RTA)

REGISTRAR AND SHARE TRANSFER AGENT:

Bigshare Services Private Limited

Office No. S6-2, 6th Floor

Pinnacle Business Park, Next to Ahura Centre

Mahakali Caves Road, Andheri (East).

Tel: 022-6263 8200.

Website: <https://www.bigshareonline.com/>

g) Share transfer system:

The Board has the authority for approving transfer, transmission of the Company's securities.

As per SEBI Notification No. SEBI/LAD-NRO/GN/2018/24 dated June 8, 2018 and further amendment vide Notification No. SEBI/LAD-NRO/GN/2018/49 dated November 30, 2018, requests for effecting transfer of securities (except in case of transmission or transposition of securities) cannot be processed from April 1, 2019 unless the securities are held in the dematerialized form with the depositories.

The Board appreciates that all the members are holding shares in dematerialized form.

h) Distribution of shareholding as on 31st March, 2023:

Nominal Value of Shares: Rs. 10

Category (Shares)	Shareholders		Shares	
	Number	%	Number	%
1-10,00,000	32	91.43%	28,24,452	15.40%
10,00,001- *****	3	8.57%	1,55,13,408	84.60%
Total	35	100%	1,83,37,860	100.00%

i) Compliance with mandatory and non-mandatory requirements of the Listing Regulations:

The Company has complied with all mandatory requirements of Listing Regulations and has not adopted any non-mandatory requirements which are not applicable to the Company.

42. PARTICULARS OF EMPLOYEES AND REMUNERATION:

The information required under Section 197(12) of the Act read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is attached as Annexure II which forms part of this Report. The information required under Rule 5(2) and (3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 forms part of this Report. The remuneration is also disclosed in the Annual return which is available on the website of the Company at <https://www.veefin.com/>.

43. CORPORATE GOVERNANCE

The Company does not fall under purview of Regulations of Corporate Governance.

Pursuant to Regulation 15 of SEBI (Listing Obligation and Disclosures Requirements) Regulations, 2015, the provisions of reporting of Corporate Governance as specified in Regulation 27 (2) is not applicable to the Company, as it is SME Listed Company.

Though the Corporate Governance is not applicable to the Company, the Company has given certain disclosures as a practice of good corporate governance.

44. CAUTIONARY STATEMENTS:

Statements in this Annual Report, particularly those which relate to Management Discussion and Analysis as explained in the Corporate Governance Report, describing the Company's objectives, projections, estimates and expectations may constitute 'forward looking statements' within the meaning of applicable laws and regulations. Actual results might differ materially from those either expressed or implied in the statement depending on the circumstances.

45. ACKNOWLEDGEMENTS:

Your Directors would like to express deep sense of appreciation for the assistance and co-operation received from the Financial Institutions, Banks, Government Authorities and Shareholders and for the devoted service by the Executives, staff and workers of the Company. The Directors express their gratitude towards each one of them.

**For Veefin Solutions Limited
(Formerly Known As Veefin Solutions Private Limited)**

Date : September 04, 2023
Place : Mumbai

Raja Debnath
Managing Director
DIN : 07658567

Gautam Udani
Whole Time Director
DIN : 03081749

Registered Office:

Add: Off No - 601, 602 & 603,
Neelkanth Corporate It Park,
Kirol Road, Vidyavihar (W),
Mumbai-400086, Maharashtra, India

ANNEXURE - I

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 or associate companies or joint ventures

Part "A": Subsidiaries

1. Veefin Solutions Limited – Dhaka, Bangladesh
2. Veefin Solutions FZCO – Dubai, United Arab Emirates

Rs. in Lakhs

Particulars	Details	Details
Name of the subsidiary	Veefin Solutions Limited – Dhaka, Bangladesh	Veefin Solutions FZCO-Dubai, United Arab Emirates
The date since when subsidiary was acquired	16/11/2021	02/02/2021
Reporting period for the subsidiary concerned, if different from the holding company's reporting period	Not applicable	Not applicable
Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	Taka and 1 BDT = 0.76792 INR	Emirati Dirham and 1 AED = 22.38804
Fixed capital	8.86	2.25
Current capital (Reserve & Surplus)	84.68	(9.40)
Total assets	110.34	7.45
Total Liabilities	16.80	14.60
Total Liabilities (With Net worth)	110.34	7.45
Investments	99.99%	100%
Turnover	103.95	-
Profit before taxation	58.17	(9.03)
Provision for taxation	-	-
Profit after taxation	58.17	(9.03)
Proposed Dividend	-	-
Extent of Contribution (in percentage)	13.60%	-

The following information shall be furnished:-

- 1 Names of subsidiaries which are yet to commence operations : Nil
- 2 Names of subsidiaries which have been liquidated or sold during the year : Nil

For Veefin Solutions Limited
(Formerly Known As Veefin Solutions Private Limited)

Date : September 04, 2023

Place : Mumbai

Raja Debnath
Managing Director
DIN : 07658567

Gautam Udani
Whole Time Director
DIN : 03081749

Registered Office:

Add: Off No - 601, 602 & 603,
Neelkanth Corporate It Park,
Kiroi Road, Vidyavihar (W),
Mumbai-400086, Maharashtra, India

ANNEXURE - II

Disclosure of Managerial Remuneration

[Pursuant to Section 197 of the Companies Act, 2013 and Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

Disclosure of Managerial Remuneration

- A. Ratio of remuneration of each Director to the median remuneration of the employees of the Company for Financial Year 2022-23 as well as the percentage increase in remuneration of each Director, Chief Financial Officer and Company Secretary is as under:

Name of Director/Key Managerial Personnel	Ratio to median remuneration	% increase in remuneration over previous year
Non-Executive Directors		
Mr. Ajay Rajendran	NA	NA
Ms. Deepti Sharma	NA	NA
Mr. Anand Malpani	NA	NA
Executive Director		
Mr. Gautam Udani	3.70: 1	Note: 1
Mr. Raja Debnath	7.78: 1	Note: 1
Key Managerial Personnel (KMP)		
Mrs. Sarita Mahajan	NA	Note: 1
Ms. Payal Maisheri	NA	Note: 1

Note:

- FY 2023-24 is the first year, where Executive Directors and Key Managerial personnel is taking remuneration, so % increase in remuneration over previous year is "not applicable".
 - Remuneration includes sitting fees and commission for Non-Executive Directors.
- B. Percentage increase in the median remuneration of employees in FY 2022-23: 80%
- C. Number of permanent employees on the rolls of the Company as on March 31, 2023: 147
- D. Comparison of average percentile increase in salary of employees other than the managerial personnel and the percentile increase in the managerial remuneration:

Particulars	% Change in Remuneration
Average increase in salary of employees (other than managerial personnel)	42.44%
Average increase / decrease in remuneration of managerial personnel	34%

- E. Affirmation: It is affirmed that the remuneration paid to the Directors, Key Managerial Personnel and other employees 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 endeavor 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.
- F. 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 investors@veefin.com.

ANNEXURE - III

FORM 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 arms length transactions under third proviso thereto

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

The Company does not have any contracts or arrangements or transactions which are not at arm's length basis

2. Details of material contracts or arrangement or transactions at arm's length basis

Sr No.	Particulars	Remarks
1.	Name of the related party and nature of relationship	Templeton Solutions FZE Entity controlled by Mr. Raja Debnath, Managing Director of the Company
2.	Nature of contracts / arrangements / transactions	Sale of Software
3.	Duration of the contracts / arrangements / transactions	Financial year 2022-2023
4.	Salient terms of the contracts / arrangements / transactions including the value, if any	The contract price for Software charges is at arms length basis and it is calculated at a Cost plus method. Total Revenue booked = INR 736 lakhs
5.	Date of approval by the Board, if any	08 th April, 2022
6.	Amount paid as advances, if any	NIL

By Order Of The Board

**For Veefin Solutions Limited
(Formerly Known As Veefin Solutions Private Limited)**

Date : September 04, 2023

Place : Mumbai

Gautam Udani (Din: 03081749)

Whole Time Director

Registered Office:

Add: Off No - 601, 602 & 603,
Neelkanth Corporate It Park,
Kiorl Road, Vidyavihar (W),
Mumbai-400086, Maharashtra, India

DECLARATION REGARDING COMPLIANCE BY BOARD MEMBERS AND SENIOR MANAGEMENT PERSONNEL WITH THE COMPANY'S CODE OF CONDUCT

I, Raja Debnath, Managing Director of Veefin Solutions Limited (Formerly known as Veefin Solutions Private Limited) hereby declare that all the members of the Board of Directors and Senior Management Personnel have affirmed compliance with the Code of Conduct, as applicable to them, for the year ended 31st March, 2023

Date : September 04, 2023

Place : Mumbai

**Raja Debnath
Managing Director
(DIN: 07658567)**

MANAGEMENT DISCUSSION AND ANALYSIS

Introduction

Veefin Solutions Limited ('the Company') is a Digital Lending and Supply Chain Finance technology product solutions company based in Mumbai. Supply Chain finance is a financial tool that is used to help businesses manage their cash flow and improve their working capital. We provide our product solutions to wide range of clients globally, including Banks, Non-Banking Financial Institutions, FinTech, Marketplaces, and Corporates. Our technology product solutions are unique offering, which are designed with user-led approach, data and analytics, and built by experienced bankers for bankers.

Economic Review

Global Economy :

The beginning of the financial year 2023 was uncertain as it navigated through difficulties. The global economic market today is myriad of challenges and roadblocks; however, various growth catalysts deliver hope, too. Positively, the COVID-19 pandemic's toll on lives and livelihoods began to recede after wreaking havoc for nearly two years. 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. However, growing economies within emerging markets of India and South East Asia present growth opportunities.

Indian Economy

Following an impressive 8.7% growth in FY22, the Indian economy is poised for continued expansion, with an expected real growth rate of 7% in FY23. This strong growth has been driven by private consumption and capital formation, resulting in increased employment opportunities and a decline in urban unemployment. Strong economic growth in the first quarter of FY 2022-23 helped India overcome the UK to become the fifth-largest economy after it recovered from repeated waves of COVID-19 pandemic shock. Real GDP in the first quarter of 2022-23 is currently about 4% higher than its corresponding 2019-20, indicating a strong start for India's recovery from the pandemic. Given the release of pent-up demand and the widespread vaccination coverage, the contact-intensive services sector will probably be the main driver of development in 2022-2023. Rising employment and substantially increasing private consumption, supported by rising consumer sentiment, will support GDP growth in the coming months.

Future Outlook for Supply Chain Finance Globally

India's rapidly growing economy and the government's focus on improving infrastructure have created a favorable environment for supply chain finance to thrive. Data suggests estimated the global supply chain finance market size at USD 6.68 billion in 2022. It is expected to grow at a CAGR of 8.55%, reaching USD 11.76 Billion by 2029.

Additionally, the rise of digital technologies and the advent of blockchain-based solutions are expected to revolutionize the supply chain finance industry in India. The industry is set to grow exponentially owing to the short-term and medium-term working capital management that allows small, medium, and large organizations to manage their business goals and processes with better efficiency. Various fintech companies are coming up with systems that allow improving service efficiency, revenue development, and business growth.

Opportunities:

According to McKinsey's Global Payments Report (2020), there remains a \$14 trillion SME Finance gap across the globe that can be addressed by SCF. Banks are currently keen on formulating a strategic approach to maintain a contextual supply chain finance platform. This platform should enable financial institutions to conduct their supply chain finance operations smoothly and effectively, all through a simplified process that offers a comprehensive end-to-end journey for digitalizing these operations.

Global Business Expansion and Entry into New Geographies

Veefin recognizes significant opportunities in emerging economies seeking to establish supply chain finance operations to facilitate SMEs' access to financing. Over the past year, Veefin has made substantial inroads into diverse regions beyond India, including Africa, the Middle East, and Latin America. Our Global Country Director program plays a pivotal role in pinpointing these target geographies and crafting strategies informed by local insights and cultural nuances. This approach not only enhances Veefin's comprehension of local markets but also expedites our entry and growth.

SCF for All Sizes and SaaS Pricing – A Game Changer.

Veefin's innovative SaaS pricing model empowers financial institutions to embark on their supply chain finance (SCF) endeavors without the burden of upfront costs. This groundbreaking approach levels the playing field, allowing institutions of all sizes to participate in the SCF ecosystem, which was once predominantly accessible only to elite, large banks. The immediate positive return on investment (ROI) from day one ensures that banks of varying scales can actively engage in the ecosystem, consequently expanding the overall market size.

By departing from the traditional high initial capital investments in infrastructure and embracing a more streamlined cost structure, institutions can enhance their financial efficiency and competitiveness. This shift towards cost-effectiveness not only reduces entry barriers but also fosters a more inclusive and dynamic SCF landscape.

Financial Institutions to Supply Chain Finance

Financial institutions (FIs) have been transitioning from traditional SME lending to offering supply chain finance programs to their SME clients. This shift is driven by the recognition that supply chain finance represents a relatively safer and less exposed form of financing for SMEs. Leveraging Veefin's ready-to-deploy enterprise technology stack, we stand ready to assist banks in establishing their supply chain finance businesses and operations from the ground up, providing them with a competitive edge in this evolving landscape.

Deep-Tier Supply Chain Finance (DTSCF)

International banks are embarking on innovative approaches to broaden SMEs' access to financing globally. Research indicates that corporations typically utilize only 30% of their available credit, leaving the remaining 70% untapped. DTSCF empowers corporations to extend this dormant 70% of high-quality credit down the value chain, supported by the guarantee of the anchor corporate. This proven concept unlocks substantial potential, offering financing across the value chain and optimizing rates for Tier 2, Tier 3, and beyond suppliers. Veefin distinguishes itself as the sole non-blockchain solution globally, ready for seamless integration into banking systems. Numerous banks worldwide are currently engaged in discussions with Veefin to explore the integration of Veefin's Deep-Tier SCF as part of their service offerings.

Embedded Finance

The financial industry is undergoing a paradigm shift towards embedding financial services seamlessly into non-financial platforms. Embedded finance enables the integration of financial offerings effortlessly within non-financial ecosystems, hence enabling every business to become a fintech. Veefin's aim in this sphere is to extend SME lending with minimal added risk and reduced costs. This strategic pivot not only broadens our customer base beyond traditional banks but also extends our reach to B2B marketplaces, accounting software providers, invoicing platforms, and other key stakeholders in the value chain.

Threats

Maintaining High-Quality Control

Ensuring the consistent delivery of high-quality products and services is paramount. Deviations from our quality standards could lead to customer dissatisfaction, reputational damage, and loss of market trust. Vigilant quality control measures are essential to mitigate this threat.

Legacy Systems

On-premises legacy technology stacks can impede the rapid deployment of our new products and digital innovations. To address this, we need a clear strategy to ensure agility and competitiveness in the evolving tech landscape.

Transition Challenges

Migrating to the cloud, while beneficial, can introduce data security, integration, and operational disruptions. A well-planned transition strategy, coupled with thorough risk assessments and contingency plans, can help mitigate these challenges

Phishing and Trojans

Cybercriminals often employ tactics like phishing and Trojan attacks to target our customers. They send unsolicited codes or emails to trick customers into revealing sensitive account information or infect their machines to extract confidential data. We must continuously educate our customers about these threats and implement robust cybersecurity measures to detect and prevent such attacks.

Hacking

Malicious actors may attempt to breach our infrastructure, primarily with the aim of causing reputational damage. Disrupting our services can lead to customer frustration and a tarnished brand image. To counter this threat, we need robust cybersecurity protocols, intrusion detection systems, and incident response plans.

Data Theft

Data theft can originate from both internal and external sources. Internal threats arise from employees or individuals with access to our company data. External threats involve cybercriminals trying to infiltrate our network to steal sensitive information. Protecting against data theft requires a multi-layered security approach, including encryption, access controls, and continuous monitoring.

IP Protection

Safeguarding our intellectual property (IP) rights is critical for revenue generation. Challenges in this area can arise from infringements, piracy, or unauthorized use of our IP. Registering our IPs in countries with robust protection laws and monitoring for potential violations is essential to mitigate this risk effectively.

Increasing Cybersecurity Threats

The technology industry faces a growing number of cybersecurity threats and data breaches. Staying ahead of these evolving threats requires constant vigilance, investment in cybersecurity technologies, and ongoing staff training to bolster our defences.

Epidemic Threats

Events such as pandemics or other health crises can disrupt business operations, affect workforce productivity, and impact customer engagement. Business continuity plans and remote work infrastructure are vital to address these challenges effectively.

Overcoming Challenges :

With the current global market scenario, especially within the fintech foray, we did face challenges that our team was set to overcome. This includes

Keeping Pace With Rapid Technological Advancements

As technology continues to evolve at a rapid pace, it is important for individuals and companies like us to stay up-to-date with the latest advancements. We continue to achieve this by undertaking regular research, market analysis, networking, liaising with industry experts, and having a robust innovation and development team in place.

Meeting Expenditure Requirements & Operating Costs

We understand the challenge of managing operational costs, but we are confident in our ability to innovate with a practical approach. Our commitment to optimizing our processes, applying lean growth models, and maintaining our high-quality standards will ensure our success. Efficiency and cost-effectiveness remain our top priorities while also prioritizing quality and innovation. We are confident in our ability to achieve our goals and exceed expectations..

Catering to an evolving consumer preference class

To better understand evolving consumer technology needs in India and abroad, it is important to conduct market research and stay up-to-date on industry trends. Engaging with customers through surveys, focus groups, and online forums can also help us gain valuable insights. We aim to collaborate with industry experts and attend relevant conferences and events to stay informed on emerging technologies and consumer preferences. By staying proactive and adaptable, we can effectively meet the changing needs of consumers in both local and global markets.

Skilled Talent Retention

The consistent retention of skilled talent is a crucial issue that we are concerned about. As the competitive environment changes, keeping the expertise and experience of our team members is a top priority for us. Veeфин is committed to creating a work atmosphere that is conducive to growth, providing opportunities for professional development, and acknowledging the valuable contributions made by our team members. Our objective is to cultivate a culture of continuous learning and development, ensuring that our workforce stays motivated, engaged, and dedicated to achieving our common objectives.

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.

Segment-wise or product-wise performance:

The Company provided a Digital Lending and Supply Chain Finance (SCF) technology product solutions to wide range of clients globally, including Banks, Non-Banking Financial Institutions, FinTech, Marketplaces, and Corporates. As per Indian Generally Accepted Accounting Principles (GAAP), specified under Section 133 of the Companies Act, 2013, there are no reportable operating or geographical segments applicable to the Company.

The consolidated gross revenue from operations as considered in profit & loss account for the financial year 2022-2023 is INR 1,407.79 Lakhs and other income is INR 40.39 Lakhs.

Discussions on Consolidated Financial Performance with respect to Operational Performance:

₹ in Lakhs

Veeфин Solutions Limited Particulars	Consolidated		
	2022-23	2021-22	YoY Growth
Total revenue from operations (including other income)	1,448.18	655.18	121%
Total expenses	892.88	546.87	63%
Profit before interest, depreciation & Taxes	555.30	108.31	413%
Depreciation & Amortisation	22.61	16.99	33%
Profit before tax	532.69	91.32	483%
Income tax expenses	105.01	-	
Profit after tax	427.68	91.32	368%
EPS			
Basic in INR	2.33	0.50	
Diluted in INR	2.33	0.50	

As per Standalone Financials:

₹ in Lakhs

Veefin Solutions Limited Particulars	Standalone		
	31-Mar-23	31-Mar-22	YOY Growth in %
Total revenue from operations (including other income)	1,344.23	618.89	117%
Total expenses	839.21	546.86	53%
Profit before interest, depreciation & Taxes	505.02	72.03	601%
Depreciation & Amortisation	21.46	16.63	29%
Profit before tax	483.56	55.40	773%
Income tax expenses	105.01	-	
Profit after tax	378.55	55.40	583%
EPS			
Basic in INR	2.08	0.30	
Diluted in INR	2.08	0.30	

Financial Review

In this section, we will examine our company's performance during the last year. We will examine our income, expenses, earnings, and losses in detail to provide you with a comprehensive picture. We will also go through our plans for the following year to ensure our continuous growth and success.

Our operating revenue and other earnings contributed to our total consolidated revenue of INR 1,448.18 lakhs. Our overall revenue significantly increased by 121% when compared to performance from the previous financial year.

We have also seen a significant growth in the number of clients in the current financial year to 41 from 22 in the previous financial year, representing a 86.4% increase over the previous financial year. Furthermore, the increase in the Net Profit ratio to 30.38% from 13.94% indicates the Company's excellent operating leverage, i.e. an increase in revenue with minimal variable expenses.

We continue to dedicate our efforts and initiatives to stay abreast with the ever-changing market scenario. For this, we aim to identify and capitalize on market opportunities that can result in potential growth for the company.

We are committed to deliver innovative and best-in-class Digital Lending and Supply Chain Finance technology solutions for our clients. We work with financial institutions globally to help them grow their business with our scalable technology solutions. Our company offers a unique blend of technology, data analytics, and experienced bankers, making us the ideal partner for financial institutions looking to stay ahead of the curve.

Our technology product solutions are unique offerings, which are designed with a user-led approach, data, and analytics and built by experienced bankers for bankers. Our SCF product and platform are highly flexible and can be promptly configured to meet the specific needs of our clients without relying on third-party execution.

Key Performance Indicators of our Company:

As per Consolidated Financials:

Particulars	Consolidated		
	31-Mar-23	31-Mar-22	YOY Growth in %
Revenue from Operations	1,407.70	654.95	114.93%
EBITDA	555.30	108.32	412.65%
PAT	427.68	91.33	368.28%
EBITDA Margin	39.45%	16.54%	
Net profit ratio (%)	30.38%	13.94%	

Particulars	Consolidated		
	31-Mar-23	31-Mar-22	YOY Growth in %
Revenue split between domestic and exports			
Domestic market	455.18	344.90	
Export market	974.66	315.30	
Domestic market (%)	31.83%	52.24%	
Export market (%)	68.17%	47.76%	
Key Ratios			
Debtors Turnover	3.40	14.22	-76.09%
Current Ratio	2.01	0.53	279.25%
Debt Equity Ratio	0.02	0.38	-94.74%
Return on equity (ROE)(%)	9.53%	7.03%	35.62%
Return on capital employed (ROCE)(%)	11.65%	5.58%	108.66%
Customer Retention Rate (%)	86.50%	82.35%	
Monthly Recurring Revenue	45.24	15.35	
Annual Recurring Revenue	542.88	184.20	

As per Standalone Financials:

Particulars	Standalone		
	31-Mar-23	31-Mar-22	YOY Growth in %
Revenue from Operations	1,303.84	618.89	110.67%
EBITDA	505.02	72.03	601.12%
PAT	378.55	55.40	583.30%
EBITDA Margin	38.73%	11.64%	
Net profit ratio (%)	29.03%	8.95%	
Revenue split between domestic and exports			
Domestic market	455.18	344.90	
Export market	848.66	273.98	
Domestic market (%)	34.91%	55.73%	
Export market (%)	65.09%	44.27%	
Key Ratios			
Debtors Turnover	3.25	14.60	-77.73%
Current Ratio	2.00	0.40	400.00%
Debt Equity Ratio	0.02	0.40	-95.00%
Return on equity (ROE) (%)	8.75%	6.12%	43.02%
Return on capital employed (ROCE) (%)	11.00%	4.48%	145.43%

Notes to Ratios

Debtors Turnover Ratio:

The Debtors turnover Ratio is the average number of days that recoveries are made from the time of raising the Invoice. A shorter ratio results in a higher Working Capital available to the company.

Current Ratio:

The current ratio is a liquidity ratio that measures a company's ability to pay short-term obligations or those due within one year. It measures the ability of a company to leverage its current Assets against its short term Liabilities. It gives Investors the confidence to invest and lenders the confidence that the company will not default on its interest and other obligations. The current ratio has improved from 0.40 to 2.00. On a Consolidated level, the current ratio has improved from 0.53 to 2.01.

Debt-Equity Ratio:

The Debt-Equity Ratio measures the percentage of borrowings versus owned funds. Variance is because of reduction in debt and increase in equity due to share investment.

Net Profit Ratio:

The Company has improved this margin on both a standalone and consolidated level. This shows that it has improved its operating margins and reduced costs to operate better. A larger revenue and a better economy of scale also helps the company achieve this growth.

Return of Equity Ratio:

The Return on Equity Ratio judges the Profitability of the Company out of owned Funds. Comparing this with the Return on Capital Employed allows investors to gauge the impact of Loan funds on the profitability and allows the management to take measures to curb interest out-go in cases where the impact is adversely affecting the profits.

Return on Capital Employed:

The Return on Net Worth, also known as, Return on Capital Employed, is the amount of Income the Company has generated as against the Assets used to generate that Income. Better usage of the Assets and better economies of scale have resulted in better profits. This measures the ability of the company to pay its shareholders.

Another noteworthy milestone includes that the status of our Company has changed to Public Limited, and the name of our Company has been changed to "Veefin Solutions Limited."

We have managed to make the most of our circumstances by chalking out an elaborate growth strategy and executing robust scale-up plans. This includes navigating the uncertainties of a post-COVID-19 world and ensuring business continues to stay on a growth trajectory.

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.

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.

**STANDALONE FINANCIAL
STATEMENTS FOR
FINANCIAL YEAR 2022-23**

INDEPENDENT AUDITOR'S REPORT

To
The Members of VEEFIN SOLUTIONS LIMITED
(formerly known as Veeфин Solutions Pvt. Ltd.)

Report on the Audit of the Standalone Financial Statements:

Opinion

We have audited the accompanying Standalone financial statements of VEEFIN SOLUTIONS LIMITED ("the Company"), which comprise the Balance Sheet as at March 31, 2023, the Statement of Profit and Loss, the Statement of Cash Flows for the year ended on that date, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the 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 ("the Act") in the manner so required and give a true and fair view in conformity with the Accounting Standards prescribed under section 133 of the Act and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2023, the profit and its cash flows for the year ended on that date.

Basis for opinion

We conducted our audit of the Standalone financial statements in accordance with the Standards on Auditing specified under section 143(10) of the Act (SAs). 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 (ICAI) together with the independence requirements that are relevant to our audit of the Standalone 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 we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Standalone financial statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in the audit of the Standalone financial statements for the year ended March 31, 2023. These matters were addressed in the context of our audit of the Standalone 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 that there are no key audit matters to communicate in our report.

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

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexure to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the Standalone financial statements and our auditor's report thereon.

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

In connection with our audit of the Standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information; we are required to report that fact. We have nothing to report in this regard.

Management's Responsibility for the Standalone Financial Statements

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

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

The Board of Directors are 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 skepticism throughout the audit. We also:

1. 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.
2. Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
3. Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
4. Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
5. Evaluate the overall presentation, structure and content of the Standalone financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of 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 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 Section 143(3) of the Act, based on our audit we report that:

- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
- c) The Balance Sheet, the Statement of Profit and Loss and the Statement of Cash Flow dealt with by this Report are in agreement with the relevant books of account.
- d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- e) On the basis of the written representations received from the directors as on March 31, 2023 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2023 from being appointed as a director in terms of Section 164 (2) of the Act.
- f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
- g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.
- h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us :
 - i. The Company does not have any pending litigations which would impact its financial position.
 - ii. The Company did not have any long-term contracts including derivative contracts; as such the question of commenting on any material foreseeable losses thereon does not arise.

- iii. There has not been an occasion in case of the Company during the year under report to transfer any sums to the Investor Education and Protection Fund.
 - iv.
 - (a) The management has represented that, to the best of its knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the company to or in any other person(s) or entity(ies), including foreign entities (“Intermediaries”), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
 - (b) The management has represented, that, to the best of its knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been received by the company from any person(s) or entity(ies), including foreign entities (“Funding Parties”), with the understanding, whether recorded in writing or otherwise, that the company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and
 - (c) Based on audit procedures which we considered reasonable and appropriate in the circumstances, nothing has come to their notice that has caused them to believe that the representations under sub-clause (i) and (ii) contain any material mis-statement.
 - v. The company has not declared or paid any dividend during the year.
2. As required by the Companies (Auditor’s Report) Order, 2020 (“the Order”) issued by the Central Government in terms of Section 143(11) of the Act, we give in “Annexure B” a statement on the matters specified in paragraphs 3 and 4 of the Order.

Place: Mumbai
Date : 04 September, 2023

For Mittal & Associates
Chartered Accountants
Firm Registration number: 106456W

Hemant Bohra
Partner
Membership number: 165667
UDIN: 23165667BGTIJK3673

ANNEXURE “A” TO THE INDEPENDENT AUDITOR’S REPORT

(Referred to in paragraph 1(f) under ‘Report on Other Legal and Regulatory Requirements’ section of our report to the Members of VEEFIN SOLUTIONS LIMITED of even date)

Report on the Internal Financial Controls Over Financial Reporting 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 VEEFIN SOLUTIONS LIMITED (“the Company”) as of March 31, 2023 in conjunction with our audit of the Standalone financial statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

The Board of Directors of the Company 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 respective 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 internal financial controls over financial reporting of the Company 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 Institute of Chartered Accountants of India and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls 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 internal financial controls system over financial reporting of the Company.

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 financial statements.

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

Place: Mumbai

Date : 04 September, 2023

For Mittal & Associates

Chartered Accountants

Firm Registration number: 106456W

Hemant Bohra

Partner

Membership number: 165667

UDIN: 23165667BGTUJK3673

ANNEXURE “B” TO THE INDEPENDENT AUDITOR’S REPORT

(Referred to in paragraph 2 under ‘Report on Other Legal and Regulatory Requirements’ section of our report to the Members of VEEFIN SOLUTIONS LIMITED of even date)

- 1) In case of the Company’s Property, Plant and Equipments and Intangible Assets:
- (a) 1. According to the information and explanations given to us, the Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets;
 2. The Company has maintained proper records showing full particulars of intangible assets.
 - (b) The Fixed Assets have been physically verified by the management in a phased manner which, in our opinion, is reasonable having regard to the size of the company and nature of its assets. Pursuant to the program, a portion of the fixed asset has been physically verified by the management during the year and no material discrepancies between the books records and the physical fixed assets have been noticed.
 - (c) According to the information and explanations given to us and the records examined by us and based on the examination of the registered sale deed provided to us, we report that, the title deeds, comprising all the immovable properties of land and buildings which are freehold, are held in the name of the Company as at the balance sheet date.
 - (d) The Company has not revalued any of its Property, Plant and Equipment and intangible assets during the year.
 - (e) No proceedings have been initiated during the year or are pending against the Company as at March 31, 2023 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder.
- 2) The Company does not have any inventory and no working capital limits in excess of five crore rupees (at any point of time during the year), in aggregate, from banks or financial institutions on the basis of security of current assets. Accordingly, the provisions of clause 3(ii) of the Order are not applicable.
- 3) During the year the Company has not provided any guarantee or Security, but made investment, provided loans or advances in natures of loans, secured or unsecured to Companies, firms, Limited Liability Partnerships or other parties:
- (a) (1) During the year the company has provided loans or provided advances in the nature of loans, or stood guarantee, or provided security to any other entity

To Whom	The Aggregate amount during the year	Balance outstanding at the balance sheet date
Parties other than subsidiaries, joint ventures and associates	20.00 Lakhs	18.53 Lakhs
Subsidiaries, joint ventures and associates	3.70 Lakhs	3.70 Lakhs
TOTAL	23.70 Lakhs	22.23 Lakhs

- (2) In our opinion and according to the information provided to us the company has made investments and provided guarantees and granted unsecured loans or advances in the nature of loans as specified below:

To Whom	Company Name	Investment amount in Dirham (in Lakhs) :-	Investment amount in INR (In Lakhs):-
Parties other than subsidiaries, joint ventures and associates	-	-	-
Subsidiaries, joint ventures and associates	Veefin Solutions FZCO	0.10	2.247
TOTAL		0.10 Lakhs	2.247 Lakhs

- (b) According to the information and explanation given to us, the investments made, guarantees provided, security given and the terms and conditions of the grant of all loans and advances in the nature of loans and guarantees provided are not prejudicial to the company's interest;
- (c) schedule of repayment of the principal amount and the payment of the interest have not been stipulated and hence we are unable to comment as to whether receipt of the principal amount and the interest is regular;
- (d) According to the information and explanation given to us, no amount is overdue in this respect;
- (e) According to the information and explanation given to us, in respect of any loan or advance in the nature of loan granted which has fallen due during the year, none has been renewed or extended or fresh loans granted to settle the overdue of existing loans given to the same parties;
- (f) The company has granted loans or advances in the nature of loans either repayable on demand or without specifying any terms or period of repayment, required details in respect thereof are as below:

	All Parties	Promoters	Related parties
Aggregate amount of loans/ advances in nature of loans			
- Repayable on demand (A)	-	-	-
- Agreement does not specify any terms or period of repayment (B)	23.70 Lakhs	-	23.70 Lakhs
Total (A+B)	23.70 Lakhs	-	23.70 Lakhs
Percentage of loans/advances in nature of loans to the total loans	100 %	-	100 %

- 4) In our opinion and according to the information and explanations given to us, the company has complied with the provisions of Section 185 and 186 of the Companies Act, 2013 In respect of loans, investments, guarantees, and security.
- 5) The Company has not accepted deposits during the year and does not have any unclaimed deposits as at March 31, 2023 and therefore, the provisions of the clause 3 (v) of the Order are not applicable to the Company.
- 6) To the best of our knowledge and belief, the Central Government has not specified maintenance of cost records under sub-section (1) of Section 148 of the Act, in respect of Company's products/ services. Accordingly, the provisions of clause 3(vi) of the Order are not applicable.
- 7)
 - (a) According to information and explanations given to us and on the basis of our examination of the books of account, and records, the Company has generally been regular in depositing undisputed statutory dues including Income-Tax, Goods and Services Tax and any other material statutory dues applicable to it with the appropriate authorities.
 - (b) According to the information and explanations given to us, no undisputed amounts payable in respect of the above were in arrears as at March 31, 2023 for a period of more than six months from the date on when they become payable.
 - (c) According to the information and explanation given to us, there are no dues of Income Tax, Goods and Services Tax, duty of customs outstanding on account of any dispute.
- 8) According to the information and explanations given to us and the records of the Company examined by us, there are no transactions in the books of account that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961, that has not been recorded in the books of account.
- 9)
 - (a) In our opinion, the company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender during the year;
 - (b) Company is not declared wilful defaulter by any bank or financial institution or other lender;
 - (c) According to the information and explanation given to us, term loans were applied for the purpose for which the loans were obtained;
 - (d) According to the information and explanation given to us, funds raised on short term basis have not been utilised for long term purposes;

- (e) According to the information and explanation given to us, the company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures;
 - (f) According to the information and explanation given to us, the company has not raised loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies;
- 10) (a) According to the information and explanations given to us, the Company did not raise any money by way of initial public offer or further public offer (including debt instruments) during the year. Accordingly, the provisions stated in paragraph (x)(a) of the Order are not applicable to the Company.
- (b) In our opinion and according to the information and explanations given to us, the company has utilized funds raised by way of preferential allotment or private placement of shares or convertible debentures (fully, partially or optionally convertible) for the purposes for which they were raised.
- 11) (a) Based upon the audit procedures performed and the information and explanations given by the management, we report that no fraud by the Company or on the Company by its officers or employees has been noticed or reported during the year.
- (b) No report under sub-section (12) of section 143 of the Companies Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and upto the date of this report.
- (c) The company has not received any whistle blower complaints during the year (and upto the date of this report).
- 12) In our opinion, the Company is not a Nidhi Company. Therefore, the provisions of clause 3 (xii) of the Order are not applicable to the Company.
- 13) In our opinion, 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 accounting standards.
- 14) According to the information and explanations given to us, Internal Audit is not applicable to the company.
- 15) Based upon the audit procedures performed and the information and explanations given by the management, the company has not entered into any non-cash transactions with directors or persons connected with him. Accordingly, the provisions of clause 3 (xv) of the Order are not applicable to the Company and hence not commented upon.
- 16) (a) In our opinion, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Hence, reporting under clause 3(xvi)(a) of the Order is not applicable.
- (b) The Company has not conducted non-banking financial / housing finance activities during the year. Accordingly, the reporting under Clause 3(xvi)(b) of the Order is not applicable to the Company.
- (c) The Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly, the reporting under Clause 3(xvi)(c) of the Order is not applicable to the Company.
- (d) In our opinion, there is no core investment company within the Group (as defined in the Core Investment Companies (Reserve Bank) Directions, 2016) and accordingly reporting under clause 3(xvi)(d) of the Order is not applicable.
- 17) The Company has not incurred cash losses during the financial year covered by our audit and the immediately preceding financial year.
- 18) There has been resignation of the statutory auditors during the year and we have taken into consideration the issues, objections or concerns raised by the outgoing auditors.
- 19) On the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a

period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

- 20) The provisions of Section 135 towards corporate social responsibility are not applicable on the company. Accordingly, the provisions of clause 3(xx) of the Order is not applicable.
- 21) The reporting under Clause 3(xxi) of the Order is not applicable in respect of audit of Standalone financial statements. Accordingly, no comment in respect of the said clause has been included in this report.

Place: Mumbai
Date : 04 September, 2023

For Mittal & Associates
Chartered Accountants
Firm Registration number: 106456W

Hemant Bohra
Partner
Membership number: 165667
UDIN: 23165667BGTIJK3673

STANDALONE BALANCE SHEET AS AT 31ST MARCH, 2023

(₹ in Lakhs)			
Particulars	Note No.	As at March 31, 2023	As at March 31, 2022
I Equity & Liabilities			
1. Shareholders funds:			
a. Share Capital	2	1,833.79	1.24
b. Reserves and Surplus	3	2,493.60	904.54
2. Share Application Money pending Allotment:		-	-
3. Non-Current liabilities:			
a. Long-Term Borrowings	4	69.61	358.12
b. Deffered Tax Liabilities	5	101.72	-
c. Long Term Provisions	6	66.89	-
4. Current Liabilities:			
a. Short Term Borrowings	7	2.96	-
b. Trade Payables	8	135.20	60.33
c. Other Current Liabilities	9	308.74	263.26
d. Short Term Provisions	10	49.76	0.60
Total		5,062.26	1,588.09
II Assets			
1. Non-Current Assets:			
a. Property, Plant & Equipment and Intangible Assets			
(i) Property, Plant & Equipment	11	74.71	21.02
(ii) Intangible Assets	11	3,938.24	1,418.36
b. Non-Current Investments	12	9.91	8.86
c. Long Term Loans & Advances	13	48.53	9.60
2. Current Assets:			
a. Current Investments		-	-
b. Trade Receivables	14	726.37	75.37
c. Cash and Cash Equivalents	15	83.34	1.85
d. Short Term Loans and Advances	16	20.86	1.00
e. Other Current Assets	17	160.28	52.04
Total		5,062.26	1,588.09
See accompanying notes to the financial statements, as under			
Significant Accounting Policies	1		
Notes to the Financial Statements	2 to 33		

As per our report of even date

For Mittal & Associates
Chartered Accountants
FRN: 106456W

For VEEFIN SOLUTIONS LIMITED

CA Hemant Bohra
Partner
M.No.: 165667

Raja Debnath
Managing Director
DIN: 07658567

Gautam Vijay Udani
Whole Time Director
DIN: 03081749

Date : 4th Sept, 2023
Place : Mumbai

Sarita Vijay Mahajan
Company Secretary

Payal Maisheri
Chief Financial Officer

Date : 4th Sept, 2023
Place : Mumbai

STANDALONE STATEMENT OF PROFIT & LOSS ACCOUNT FOR THE PERIOD ENDED 31ST MARCH, 2023

(₹ in Lakhs)			
Particulars	Note No.	For the year ended March 31, 2023	For the year ended March 31, 2022
I. Revenue from Operations	18	1,303.84	618.89
II. Other Incomes	19	40.39	-
III. Total Revenue (a)		1,344.23	618.89
IV. Expenses			
a. Employee Benefits Expenses	20	480.37	198.18
b. Software Resource Outsource Charges	21	16.70	7.04
c. Software and Server Charges	22	51.23	198.11
d. Finance Costs	23	3.79	1.90
e. Depreciation	24	21.46	16.63
f. Other Expenses	25	287.12	141.63
V. Total Expenses (b)		860.67	563.49
VI. Profit before Exceptional Items & Tax	(I-II)	483.56	55.40
VII. Exceptional Items		-	-
VIII. Profit before tax		483.56	55.40
IX. Tax Expense			
a. Current Tax		-	-
b. Earlier Year Tax		10.39	-
c. Deferred Tax Expenses		94.62	-
X. Profit for the period from Continuing Operations		378.55	55.40
XI. Profit from Discontinuing Operations		-	-
XII. Tax Expense of Discontinuing Operations		-	-
XIII. Profit from Discontinuing Operations after Tax		-	-
XIV. Profit for the period		378.55	55.40
XV. Earning per share (equated)	26		
a. Basic EPS		2.06	0.30
b. Diluted EPS		2.06	0.30

As per our report of even date

For Mittal & Associates
Chartered Accountants
FRN: 106456W

For VEEFIN SOLUTIONS LIMITED

CA Hemant Bohra
Partner
M.No.: 165667

Raja Debnath
Managing Director
DIN: 07658567

Gautam Vijay Udani
Whole Time Director
DIN: 03081749

Date : 4th Sept, 2023
Place : Mumbai

Sarita Vijay Mahajan
Company Secretary

Payal Maisheri
Chief Financial Officer

Date : 4th Sept, 2023
Place : Mumbai

CASH FLOW STATEMENT FOR THE PERIOD ENDED 31ST MARCH, 2023

(₹ in Lakhs)		
Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Cash Flow From Operating Activities:		
Net Profit before tax as per Profit And Loss A/c	483.56	55.40
Adjustments for:		
Depreciation & Amortisation Expense	21.46	16.63
Loss on sale of Fixed assets	0.24	-
Interest Income	0.39	-
Finance Cost	0.28	1.23
Preliminary Expenses	(15.00)	-
Employees Stock Option Reserve	15.59	-
Operating Profit Before Working Capital Changes	506.52	73.25
Adjusted for (Increase)/ Decrease in:		
Long term provision	66.89	(69.60)
Short term borrowings	2.96	-
Trade Payables	74.87	80.30
Other Current Liabilities	45.48	(20.86)
Short term provision	49.16	-
Long term Loans & Advances	(38.93)	-
Trade Receivables	(651.00)	(65.99)
Short Term Loans and Advances	(19.86)	(5.94)
Other current assets	(108.25)	-
Cash Generated From Operations	(72.17)	(8.84)
Appropriation of Profit		
Net Income Tax paid/ refunded	(10.39)	(15.69)
Net Cash Flow from/(used in) Operating Activities: (A)	(82.56)	(24.53)
Cash Flow From Investing Activities:		
Net (Purchases)/Sales of Property, Plant, Equipment's & Intangibles assets	(2,369.92)	(601.05)
Interest Income	(0.39)	-
Net Increase/(Decrease) in Investments	(2.25)	(8.86)
Net Cash Flow from/(used in) Investing Activities: (B)	(2,372.56)	(609.91)
Cash Flow from Financing Activities:		
Net Increase/(Decrease) in Long Term Borrowings	(288.51)	(118.50)
Proceeds from issue of share	2,825.40	754.15
Interest on borrowings	(0.28)	(1.23)
Net Cash Flow from/(used in) Financing Activities (C)	2,536.61	634.42
Net Increase/(Decrease) in Cash & Cash Equivalents (A+B+C)	81.50	(0.02)
Cash & Cash Equivalents As At Beginning of the Year	1.85	1.87
Cash & Cash Equivalents As At End of the Year	83.34	1.85

As per our report of even date

For Mittal & Associates
Chartered Accountants
FRN: 106456W

For VEEFIN SOLUTIONS LIMITED

CA Hemant Bohra
Partner
M.No.: 165667

Raja Debnath
Managing Director
DIN: 07658567

Gautam Vijay Udani
Whole Time Director
DIN: 03081749

Date : 4th Sept, 2023
Place : Mumbai

Sarita Vijay Mahajan
Company Secretary

Payal Maisheri
Chief Financial Officer

Date : 4th Sept, 2023
Place : Mumbai

STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES & NOTES TO STANDALONE FINANCIAL INFORMATION

COMPANY OVERVIEW

Veefin Solutions Limited (the “Company”) was incorporated on October 14, 2020 under the provisions of the Companies Act, 2013 with the Registrar of Companies, Mumbai. The Company’s registered office is situated at OFF NO - 601, 602 & 603, Neelkanth Corporate IT Park, Vidyavihar (W), Mumbai. The Company is headquartered in Mumbai and provides innovative Digital Lending and Supply Chain Finance (SCF) technology product solutions to a wide range of clients globally, including Banks, Non-Banking Financial Institutions, Fintechs, Marketplaces, and Corporates.

I. SIGNIFICANT ACCOUNTING POLICIES

A) BASIS OF PREPARATION OF FINANCIAL STATEMENT

These financial statements are prepared in accordance with Indian Generally Accepted Accounting Principles (GAAP) under the historical cost convention on the accrual basis. GAAP comprises mandatory accounting standards as prescribed under Section 133 of the Companies Act, 2013 (‘the Act’) read with Rule 7 of the Companies (Accounts) Rules, 2014, the provisions of the Act. The accounting policies adopted in the preparation of financial statements have been consistently applied. All assets and liabilities have been classified as current or non-current as per the company’s normal operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013. Based on the nature of operations and time difference between the provision of services and realization of cash and cash equivalents, the company has ascertained its operating cycle as 12 months for the purpose of current and non-current classification of assets and liabilities.

Amounts in the financial statements are rounded off to nearest lakhs. Previous year figures have been regrouped/ rearranged wherever necessary.

B) USE OF ESTIMATES

The preparation of financial statements is in conformity with Indian GAAP requires judgements, estimates and assumptions to be made that affect the reported amount of assets and liabilities, disclosure of contingent liabilities on the date of the financial statements and the reported amount of revenues and expenses during the reporting period. Difference between the actual results and estimates are recognized in the period in which the results are known / materialized.

C) ACCOUNTING CONVENTION

The group follows the mercantile system of accounting, recognizing income and expenditure on accrual basis. The accounts are prepared on historical cost basis and as a going concern. Accounting policies not referred to specifically otherwise, are consistent with the generally accepted accounting principles.

The following significant accounting policies are adopted in the preparation and presentation of these financial statements:

1. Revenue recognition

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured.

2. Property, Plant, Equipments and Intangible Assets

I. Property, Plant & Equipments

- a) Fixed assets are stated as per Cost Model i.e., at cost less accumulated depreciation and impairment, if any;
- b) Costs directly attributable to acquisition are capitalized until the Fixed Assets are ready for use, as intended by the management;
- c) Subsequent expenditures relating to fixed assets are capitalized only when it is probable that future economic benefits associated with these will flow to the Company and the cost of the item can be measured reliably. Repairs & maintenance costs are recognized in the Statement of Profit & Loss when incurred;

- d) The cost and related accumulated depreciated are eliminated from the financial statements upon sale or retirement of the asset and the resultant gains or losses are recognized in the Statement of Profit or Loss. Assets to be disposed of are reported at the lower of the carrying value or the fair value less cost to sell;
- e) Depreciation on Tangible Assets in case of company is provided to the extent of depreciable amount on Written Down Value (WDV) Method in such a manner so that the cost of asset (Net of realizable value) will be amortized over their estimated remaining useful life on SLM basis as per the useful life prescribed under Schedule II to the Companies Act 2013.
All fixed assets individually costing Rs. 5,000/- or less are fully depreciated in the year of installation/purchase.
- f) Depreciation methods, useful lives, and residual values are reviewed periodically, including at each financial year end;

II. Intangible Assets

Intangible assets are identifiable non-monetary assets without physical substance, controlled by the company, and from which future economic benefits are expected to flow. This policy is prepared in accordance with the applicable accounting standards and will be consistently applied throughout the organization.

- a) Recognition: Intangible Assets are recognized based on the below mentioned policies:
 - A. Internally Generated Intangible assets will be recognized on the balance sheet when all of the following criteria are met:
 - i) Identifiability: The intangible asset is capable of being separated or divided from the company and sold, transferred, licensed, rented, or exchanged, either individually or together with a related contract, asset, or liability.
 - ii) Control: The Company has the power to obtain future economic benefits from the intangible asset, either through its use or by granting others the right to use it.
 - iii) Probable Future Economic Benefits: It is probable that the future economic benefits associated with the intangible asset will flow to the company.
 - iv) Reliable Measurement: The cost or fair value of the intangible asset can be measured reliably.
 - B. Intangible assets acquired separately from other assets will be initially measured at cost, which includes the purchase price, directly attributable acquisition costs, and any other costs necessary to bring the asset to its intended use.
Intangible assets acquired through a business combination will be measured at cost less accumulated amortization and impairment value, if any on the acquisition date. Fair value reflects the price that would be received to sell the asset in an orderly transaction between market participants at the acquisition date.
- b) Subsequent Measurement: After initial recognition, intangible assets will be carried at cost less accumulated amortization and accumulated impairment losses i.e. cost Model. Subsequent expenditures relating to Intangible assets are capitalized only when it is probable that future economic benefits associated with these will flow to the Company and the cost of the item can be measured reliably. Repairs & maintenance costs are recognized in the Statement of profit & Loss when incurred;
- c) Amortization: Amortization is the systematic allocation of the cost of an intangible asset with a finite useful life over its expected useful life. The amortization method used will reflect the pattern in which the asset's economic benefits are consumed or utilized.

Intangible assets with an indefinite useful life, such as certain brands or trademarks, will not be amortized but will be subject to an annual impairment review.

- d) Derecognition: Intangible assets will be derecognized from the balance sheet when they are disposed of, or when no future economic benefits are expected from their use or disposal.

Any gain or loss arising from the derecognition of an intangible asset will be recognized in the income statement.

3. IMPAIRMENT

The Management periodically assesses, using external and internal sources, whether there is an indication that an asset may be impaired. An impairment loss is recognized wherever the carrying value of an asset exceeds its recoverable amount. The recoverable amount is higher of the asset's net selling price and value in use, which means the present value of future cash flows expected to arise from the continuing use of the asset and its eventual disposal. An impairment loss for an asset is reversed if, and only if, the reversal can be related objectively to an event occurring after the impairment loss was recognized. The carrying amount of an asset is increased to its revised recoverable amount, provided that this amount does not exceed the carrying amount that would have been determined (net of any accumulated amortization or depreciation) had no impairment loss been recognized for the asset in prior years.

4. INVESTMENTS

Classification of Investments:

Current Investments: Investments that are held with the intention of being disposed of within twelve months from the date of acquisition. These investments will be measured at the lower of cost and fair value. Changes in fair value will be recognized in the income statement.

Non-Current Investments: Investments that are not classified as current investments. Non-current investments will be measured at cost and will be subject to impairment testing. Any impairment loss will be recognized in the income statement.

- a) Investments in shares will be initially recognized at cost, which includes the acquisition cost, transaction fees, and directly attributable acquisition costs.
- b) Subsequent Measurement:
 - i. Current Investments: Current investments will be measured at the lower of cost and fair value at each reporting date. Any changes in fair value will be recognized in the income statement as gains or losses.
 - ii. Non-Current Investments: Non-current investments will be measured at cost less any impairment loss recognized in the income statement.
- c) Dividends from investments in shares will be recognized as income in the income statement when the right to receive payment is established.
- d) Investments in shares will be derecognized from the balance sheet when they are sold or when their ownership interest is relinquished.

5. RETIREMENT BENEFITS & OTHER EMPLOYEE BENEFITS

Employee benefits include various forms of compensation and benefits provided to employees, and proper accounting is essential to accurately report the financial position and performance of the company. This policy will be consistently applied throughout the organization.

- a. Short-term Employees Benefits:

Short-term employee benefits, such as salaries, wages, bonuses, and short-term compensated absences, will be recognized as an expense in the income statement in the period in which the related service is provided by the employees. The amounts recognized will be based on the undiscounted amount expected to be paid or provided.

- b. **Post-Employment Benefits:**
- i. **Defined Contribution Plans:** Contributions to defined contribution plans, such as Provident Fund and Employee State Insurance (ESI), will be recognized as an expense in the income statement when employees render the related service. The company's obligations are limited to the amount of contributions made, and there are no further obligations once the contributions are paid.
 - ii. **Defined Benefit Plans:** For defined benefit plans, such as gratuity and pensions, the cost of providing benefits will be determined using the projected unit credit method. The present value of the defined benefit obligation will be measured, taking into account actuarial assumptions regarding employee turnover, mortality, and future salary increases. Any actuarial gains or losses and past service costs will be recognized immediately in the income statement.
- c. **Other Long-Term Employee Benefits:**
- Other long-term employee benefits, such as compensated absences and sick leave, will be recognized as an expense in the income statement when employees render the related service and become entitled to receive the benefits.
- d. **Other Long-Term Employee Benefits:**
- Termination benefits will be recognized as an expense when the company is demonstrably committed to either terminating the employment of an employee before the normal retirement date or providing benefits as a result of an offer made to encourage voluntary redundancy.
- e. **Share-Based Payment:**
- For share-based payment transactions, such as stock options or equity-settled stock appreciation rights (SARs) granted to employees, the fair value of the equity instruments granted will be recognized as an expense in the income statement over the vesting period. The fair value of the equity instruments will be measured at the grant date.
- f. **Other Employee Benefits:**
- Other employee benefits, not covered by the above categories, will be recognized as an expense in the income statement when the company has a present legal or constructive obligation to make the payments as a result of past events, and a reliable estimate of the obligation can be made.

6. FOREIGN EXCHANGE TRANSACTIONS

Transactions arising in foreign currencies during the year are converted at the rates closely approximating the rates ruling on the transaction dates. Foreign-currency denominated monetary assets and liabilities if any are translated at exchange rates in effect at the Balance Sheet date. The gains or losses resulting from conversion in terms of the above are included in the Statement of Profit and Loss. Revenue, expense and cash-flow items denominated in foreign currencies are translated using the exchange rate in effect on the date of the transaction.

7. CASH FLOW STATEMENT

Cash flows are reported using the indirect method, whereby profit before tax is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities are segregated.

8. BORROWING COSTS

Borrowing costs that are directly attributable to the acquisition or construction of a qualifying asset are capitalized as part of the cost of that asset till such time the asset is ready for its intended use. A qualifying asset is an asset that necessarily takes a substantial period of time to get ready for its intended use. Costs incurred in raising funds are amortized equally over the period for which the funds are acquired. All other borrowing costs are charged to profit and loss account.

9. INCOME TAX

The accounting treatment for the Income Tax in respect of the Company's income is based on the Accounting Standard on 'Accounting for Taxes on Income' (AS-22). The provision made for Income Tax in Accounts comprises both, the current tax and deferred tax. Provision for Current Tax is made on the assessable Income Tax rate applicable to the relevant assessment year after considering various deductions available under the Income Tax Act, 1961.

Deferred tax is recognized for all timing differences; being the differences between the taxable income and accounting income that originate in one period and are capable of reversal in one or more subsequent periods. Such deferred tax is quantified using the tax rates and laws enacted or substantively enacted as on the Balance Sheet date. The carrying amount of deferred tax asset/liability is reviewed at each Balance Sheet date and consequential adjustments are carried out.

10. EARNINGS PER SHARE

Basic earnings per share is computed by dividing the net profit after tax by the weighted average number of equity shares outstanding during the period. Diluted earnings per share is computed by dividing the profit after tax by the weighted average number of equity shares considered for deriving basic earnings per share and also the weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares.

The diluted potential equity shares are adjusted for the proceeds receivable had the shares been actually issued at fair value which is the average market value of the outstanding shares. Dilutive potential equity shares are deemed converted as of the beginning of the period, unless issued at a later date. Dilutive potential equity shares are determined independently for each period presented.

11. PROVISIONS AND CONTINGENT LIABILITIES

A provision is recognized if, as a result of a past event, the Company has a present legal obligation that is reasonably estimable, and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are determined by the best estimate of the likely future outflow of economic benefits required to settle the obligation at the reporting date.

Where no reliable estimate can be made, a disclosure is made as contingent liability. A disclosure for a contingent liability is also made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. Where there is 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.

12. CASH & CASH EQUIVALENTS

Cash and cash equivalents comprise cash and cash on deposit with banks. The Company considers all highly liquid investments with a remaining maturity at the date of purchase of three months or less and that are readily convertible to known amounts of cash to be cash equivalents.

13. SEGMENT REPORTING

Company is operating under a single segment

NOTES ON STANDALONE FINANCIAL STATEMENTS AS AT 31ST MARCH, 2023
Note-2: Share Capital

(₹ in Lacs)

Particulars	As at March 31, 2023	As at March 31, 2022
1. Authorised Share Capital		
1a. 2,50,00,000 (31/03/2022 : 1,00,000) Equity Shares of Rs.10 each	2,500.00	10.00
1b. 5,000 DVR Shares of Rs.10 each	-	0.50
2. Issued, Subscribed & Paid-Up Equity Share Capital		
2a. 1,83,37,860 (31/03/2022 : 11853) of Rs 10 each	1,833.79	1.19
2b. 560 DVR Shares of Rs.10 each		0.06
Total	1,833.79	1.24

a) Reconciliation of the Shares outstanding at the beginning and at the end of the reporting period			
(i) Equity Share Capital			
Number of shares outstanding at the beginning of the Period	Qty Value (in Lakhs)	11,853 1.19	9,859 0.99
Add: Equity shares issued during the year		1,83,26,007	1,994
Less: Shares redeemed or bought back during the year		-	-
Number of shares outstanding at the end of the Period	Qty Value (in Lakhs)	1,83,37,860 1,833.79	11,853 1.19
(ii) DVR Share Capital			
Number of shares outstanding at the beginning of the Period	Qty Value (in Lakhs)	560 0.06	560 0.06
Add: Equity shares issued during the year		-	-
Less: Shares reclassified during the year		560	-
Number of shares outstanding at the end of the Period	Qty Value (in Lakhs)	- -	560 0.06
b) Terms/ rights attached to shares			
i. The Company has only one class of equity share having a par value of Rs.10/- per share.			
ii. The Company has Reclassified DVR shares to Regular equity shares having at par value of Rs. 10 per share.			
iii. The Company has issued convertible notes during the year, the same has been converted into 1081 no of equity shares during the year.			
iv. The Company has converted loan into equity by issuing 104 no of equity shares during the year.			
v. The Company has also issued Rights shares in the Financial year 2022-23			
iii. The Company has also issued Bonus Shares in the ratio of 1:1170 in the Financial year 2022-23			

c) Details of Shares held by each shareholder holding more than 5% shares

Name of shareholders	As at 31.02.2023		As at 31.03.2022	
	No. of shares	% held	No. of shares	% held
Raja Debnath	86,77,110	47.32	7,410	59.70
Gautam Udani	16,39,400	8.94	1,400	11.28
Ajay Rajendran	51,96,898	28.34	2,278	18.35

NOTES ON STANDALONE FINANCIAL STATEMENTS AS AT 31ST MARCH, 2023
d) Details of Shares held by Promoters

Name of shareholders	As at 31.03.2023		
	No. of shares	% held	% Change
Raja Debnath	86,77,110	47.32	(12.38)
Gautam Udani	16,39,400	8.94	(2.34)

Name of shareholders	As at 31.03.2022		
	No. of shares	% held	% Change
Raja Debnath	7,410	59.70	(11.42)
Gautam Udani	1,400	11.28	(2.16)

Aggregate no of shares allotted as fully paid up without payment of cash/in bonus and share bought back

Name of shareholders	2022-23	2021-22	2020-21
Aggregate number of shares allotted by way of bonus share.	1,83,22,200	-	-

Note-3: Reserves and Surplus

Particulars	As at March 31, 2023	As at March 31, 2022
<u>Securities Premium</u>		
Opening Balance	842.93	88.98
add: Received on Issue of Share	2,825.08	753.95
less: Bonus Issued	(1,832.22)	-
less: Preliminary Expenses	(15.00)	-
Total Securities Premium (A)	1,820.79	842.93
<u>Employee Stock Option Reserve</u>		
Opening Balances	-	-
Transferred during the year	240.94	-
Total Employee Stock Option Reserve (B)	240.94	-
<u>Surplus</u>		
Opening Balance	61.61	6.21
Less:	(7.10)	-
Add:	(1.19)	-
Add:	378.55	55.40
Total Surplus (c)	431.87	61.61
Total of Reserves and Surplus (A+B+C)	2,493.60	904.54

Note-4: Long Term Borrowings

Particulars	As at March 31, 2023	As at March 31, 2022
Unsecured Loans from banks		
Term Loan	10.00	-
Less: Current Maturities	2.96	-
Total (A)	7.04	-

NOTES ON STANDALONE FINANCIAL STATEMENTS AS AT 31ST MARCH, 2023

Particulars	As at March 31, 2023	As at March 31, 2022
From Others		
Loans from Directors	62.57	358.12
Total (B)	62.57	358.12
Total of Long Term Borrowings (A+B)	69.61	358.12

Notes :

- (i) The Company has availed unsecured loan from Kotak Mahindra Bank at interest rate of Rs 12.18 % per annum.
- (ii) Loan granted by Directors is Interest free loan.

Note-5: Deferred Tax Liabilities

Particulars	As at March 31, 2023	As at March 31, 2022
<u>Deferred Tax Liability</u>		
Difference between WDV of Property, Plant, Equipment's & Intangible Assets	352.87	
Gross Deferred Tax Liability	352.87	
<u>Deferred Tax Assets :</u>		
<u>Amount to be claimed on Payment Basis :</u>		
Gratuity	19.04	
Share Based Payments	3.81	
Gross Deferred Tax Assets	22.84	
Unabsorbed Depreciation	228.30	
<u>Net Deferred Tax Liability/(Assets)</u>	101.72	
Less: Opening Balance	-	-
Closing of DTA/(DTL)	101.72	-

Note : Company has created deferred tax assets for the first time in current financial year, hence deferred tax related to previous years has been charged to Reserves, Details of which are as follows:

A. Deferred tax related to previous years charged to General reserve	7.10
B. Deferred tax related to Current Financial years charged to Profit & loss	94.62
Net Deferred Tax Liability/(Assets) (A+B)	101.72

Note-6: Long Term Provisions

Particulars	As at March 31, 2023	As at March 31, 2022
Gratuity Provision	66.89	-
Closing of Long Term Provisions	66.89	-

Note-7: Short term Borrowings

Particulars	As at March 31, 2023	As at March 31, 2022
Current Maturities of long term loans	2.96	-
Closing Short term Borrowings	2.96	-

NOTES ON STANDALONE FINANCIAL STATEMENTS AS AT 31ST MARCH, 2023

Note-8: Trade Payables

Particulars	As at March 31, 2023	As at March 31, 2022
a. total outstanding dues of micro enterprises and small enterprises	86.16	-
b. total outstanding dues of creditors other than micro enterprises and small enterprises.	49.03	60.33
Total	135.20	60.33

Particulars (Outstanding from due date of payment / from date of transaction)	As at March 31, 2023	As at March 31, 2022
i) MSME		
Less than 1 year	86.16	-
1-2 Years	-	-
2-3 Years	-	-
More then 3 Years	-	-
	86.16	-
ii) Others		
Less than 1 year	49.03	60.33
1-2 Years	-	-
2-3 Years	-	-
More then 3 Years	-	-
	49.03	60.33
iii) Disputed dues- MSME		
Less than 1 year	-	-
1-2 Years	-	-
2-3 Years	-	-
More then 3 Years	-	-
	-	-
iv) Disputed dues- Others		
Less than 1 year	-	-
1-2 Years	-	-
2-3 Years	-	-
More then 3 Years	-	-
	-	-
Total	135.20	60.33

Note-9: Other Current Liabilities

Particulars	As at March 31, 2023	As at March 31, 2022
Statutory Liabilities	45.54	21.92
Payable for Expenses	197.23	106.52
Payable for Capital Goods	65.98	134.82
Total	308.74	263.26

Note-10: Short Term Provisions

Particulars	As at March 31, 2023	As at March 31, 2022
Provision For Gratuity	8.75	-
Provision for Expenses	41.00	0.60
Closing Balance	49.76	0.60

NOTES ON STANDALONE FINANCIAL STATEMENTS AS AT 31ST MARCH, 2023

Note-11 Property Plant, Equipments and Intangible Assets											(₹ in Lacs)	
Sr No.	Particulars	Gross Block			Accumulated Depreciation			Net Block				
		As at 1 st April, 2022	Additions during the year	Deduction during the year	As at 31 st March, 2023	Upto 31 st March, 2022	For the Year	Sold during the year	Upto 31 st March, 2023	As at 31 st March, 2023	As at 31 st March, 2022	
	Tangible Assets											
1	Computers & Laptops	24.34	27.94	-	52.28	5.43	12.75	-	18.18	34.10	18.91	
2	Office Equipments	3.31	39.76	0.47	42.60	0.74	1.26	0.01	1.99	40.61	2.11	
	TOTAL (i)	27.65	67.70	0.47	94.88	6.17	14.01	0.01	20.17	74.71	21.02	
	Intangible Assets											
1	Goodwill	1.18	-	-	1.18	0.13	0.13		0.26	0.92	1.05	
2	Software	1,427.64	2,527.82	-	3,955.46	10.33	7.80	-	18.13	3,937.33	1,417.31	
	Sub Total (B)	1,428.82	2,527.82	-	3,956.64	10.46	7.93	-	18.39	3,938.24	1,418.36	
	Total Assets	1,456.47	2,595.52	0.47	4,051.51	16.63	21.94	0.01	38.56	4,012.95	1,439.38	

NOTES ON STANDALONE FINANCIAL STATEMENTS AS AT 31ST MARCH, 2023

Note-12: Non-current Investments

Particulars	As at March 31, 2023	As at March 31, 2022
Investment In Subsidiaries		
Veefin Solutions FZCO	2.24	-
Veefin Solutions Ltd- BG	7.68	8.86
Total	9.91	8.86

Note-13: Long term Loans and Advances

Particulars	As at March 31, 2023	As at March 31, 2022
Security Deposits	30.00	9.60
Loans	18.53	-
Total	48.53	9.60

Note-14: Trade Receivables

Particulars	As at March 31, 2023	As at March 31, 2022
Unsecured, Considered Good		
Aggregate amount of Trade Receivables outstanding for a period exceeding six months	216.87	72.84
Others	509.51	2.53
Total	726.37	75.37

(Outstanding from due date of payment / from date of transaction)	As at March 31, 2023	As at March 31, 2022
(i) Undisputed Trade Receivables – considered good		
Less than 6 months	509.51	2.53
6 months - 1 year	211.39	72.84
1-2 years	5.47	
2-3 years		
More than 3 years		
	726.37	75.37
(ii) Undisputed Trade Receivables – which have significant increase in credit risk		
Less than 6 months		
6 months - 1 year		
1-2 years		
2-3 years		
More than 3 years		
	-	-
(iii) Undisputed Trade Receivables – credit impaired		
Less than 6 months		
6 months - 1 year		
1-2 years		
2-3 years		
More than 3 years		
	-	-

NOTES ON STANDALONE FINANCIAL STATEMENTS AS AT 31ST MARCH, 2023

(Outstanding from due date of payment / from date of transaction)	As at March 31, 2023	As at March 31, 2022
(iv) Disputed Trade Receivables – considered good		
Less than 6 months		
6 months - 1 year		
1-2 years		
2-3 years		
More than 3 years		
	-	-
(v) credit risk		
Less than 6 months		
6 months - 1 year		
1-2 years		
2-3 years		
More than 3 years		
	-	-
(vi) Disputed Trade Receivables – credit impaired		
Less than 6 months		
6 months - 1 year		
1-2 years		
2-3 years		
More than 3 years		
	-	-
(vii) Unbilled dues		
Less than 6 months		
6 months - 1 year		
1-2 years		
2-3 years		
More than 3 years		
	-	-
Less: Provision for doubtful receivables	-	-
	-	-
	726.37	75.37

Note-15: Cash and Cash Equivalents

Particulars	As at March 31, 2023	As at March 31, 2022
Balance with Banks		
a. in current accounts	50.40	0.89
B. Fixed Deposits with bank	15.17	-
Cash on hand	17.75	0.95
Others	0.02	-
Total	83.34	1.85

NOTES ON STANDALONE FINANCIAL STATEMENTS AS AT 31ST MARCH, 2023

Note-16: Short Term Trade Advances

Particulars	As at March 31, 2023	As at March 31, 2022
Advances to employee	17.16	1.00
Advances to others	3.70	-
Total	20.86	1.00

Note-17: Other Current Assets

Particulars	As at March 31, 2023	As at March 31, 2022
TDS Receivable	28.64	15.69
Balance with GST Authorities	131.64	36.35
Total	160.28	52.04

Note-18: Revenue from Operations

Particulars	For The Period ended on March 31, 2023	For The Period ended on March 31, 2022
Sales	1,303.84	618.89
Other Operating Revenue	-	-
Total	1,303.84	618.89

Note-19: Other Incomes

Particulars	For The Period ended on March 31, 2023	For The Period ended on March 31, 2022
A/c Written Off	38.89	-
Interest Income	0.39	-
Discount Received	0.37	-
Foreign Currency Gain	0.74	-
Total	40.39	-

Note-20: Employee Benefits Expenses

Particulars	For The Period ended on March 31, 2023	For The Period ended on March 31, 2022
Salary	423.89	180.48
Share Based payment to Employees	15.59	-
Gratuity	6.02	-
Insurance	8.85	0.22
Contribution to PF and Other Funds	14.54	4.97
Staff welfare Expense	11.47	12.52
Total	480.37	198.18

Note-21: Software Resource Outsource Charges

Particulars	For The Period ended on March 31, 2023	For The Period ended on March 31, 2022
Software Resource Outsource Charges	16.70	7.04
Total	16.70	7.04

NOTES ON STANDALONE FINANCIAL STATEMENTS AS AT 31ST MARCH, 2023

Note-22: Software and Server Charges

Particulars	For The Period ended on March 31, 2023	For The Period ended on March 31, 2022
Software packages	26.09	178.78
Server Charges	12.51	18.37
Platform Usages Charges	10.58	-
Other Software Charges	2.05	0.96
Total	51.23	198.11

Note-23: Finance Cost

Particulars	For The Period ended on March 31, 2023	For The Period ended on March 31, 2022
Interest	0.28	1.23
Bank Charges	3.32	0.67
Processing Charges	0.19	-
Total	3.79	1.90

Note-24: Depreciation & Amortization

Particulars	For The Period ended on March 31, 2023	For The Period ended on March 31, 2022
Depreciation	13.53	6.17
Amortization	7.93	10.46
Total	21.46	16.63

Note-25: Other Expenses

Particulars	For The Period ended on March 31, 2023	For The Period ended on March 31, 2022
Audit Fees	2.50	0.50
Foreign Currency Exchange	-	0.40
Legal & Professional	38.15	19.10
Loss on sale of fixed assets	0.24	-
Office & Admin Charges	38.46	1.09
Rates & Taxes	2.64	4.73
Rent	34.63	9.00
Sales & Marketing Expenses	116.83	32.01
Travelling and Conveyance	38.06	51.20
Other Expenses	15.59	23.60
Total of Other Expenses	287.12	141.63

NOTES ON STANDALONE FINANCIAL STATEMENTS AS AT 31ST MARCH, 2023

Note-26: Earning Per Share

Particulars	For The Period ended on March 31, 2023	For The Period ended on March 31, 2022
Net Profit after tax (in Lakhs) as per statement of Profit and Loss attributable to Equity Shareholders	378.55	55.40
Weighted Average number of equity shares used as denominator for calculating for Basic EPS	1,83,36,193.72	1,83,47,473.04
Weighted Average number of equity shares used as denominator for calculating for Diluted EPS	1,83,36,782.65	1,83,47,473.04
Basic Earning per share	2.06	0.30
Diluted Earning per share	2.06	0.30

Note - 27: Contingent Liabilities

Particulars	As at March 31, 2023	As at March 31, 2022
Related to Bank Guarantee	5.00	-
Total	5.00	0.00

Note-28 : Related Party Disclosures

(a) Detail of Related Parties with whom transactions have been taken place during the year

(i) Key management personnel (KMP) and their close members of family

Name of the related party	Nature of Relationship
Key Managerial Personnel	
Raja Debnath	Managing Director
Gautam Udani	Whole Time Director & COO
Payal Mehul Maisheri	Chief Financial Officer
Sarita Mahajan	Company Secretary
Relative of KMP	
Hansa Udani	Relative
Ruchita Udani	Relative

(ii) Entity controlled or jointly controlled by a person identified in (i) above

Estorifi Solutions Private Limited

Infini Systems Pvt Ltd

Templeton Solutions FZE

NOTES ON STANDALONE FINANCIAL STATEMENTS AS AT 31ST MARCH, 2023
(b) Transactions with related parties

Particulars	Nature of Transaction	2022-23	2021-22
Raja Debnath	Remuneration	21.00	-
	Loans & Advances Received	44.16	97.23
	Loans & Advances Repaid	45.71	7.42
	Closing Balance (Receivable)/Payable	10.26	11.81
Gautam Udani	Remuneration	10.00	-
	Loans & Advances Received	308.67	197.42
	Loans & Advances Repaid	436.63	305.76
	Closing Balance (Receivable)/Payable	52.31	180.27
Payal Mehul Maisheri	Professional Fees	14.60	2.43
	Convertible notes issued	25.00	-
	Interest on convertible notes	5.67	-
	Convertible notes converted in to shares	30.32	-
	Re-imburement of expenses	18.64	28.98
	Advance Given	14.60	-
	Closing Balance (Receivable)/Payable	14.60	-
Sarita Mahajan	Salary	0.45	-
Hansa Udani	Loans & Advances Received	-	-
	Loans & Advances Repaid	4.75	0.25
	Closing Balance (Receivable)/Payable	-	4.75
Ruchita Udani	Salary	1.20	-
Estorifi Solutions Private Limited	Loans & Advances Received	0.15	69.09
	Loans & Advances repaid	25.43	40.23
	Interest paid	0.28	1.23
	Closing Balance (Receivable)/Payable	-3.70	21.30
Infini Systems Pvt Ltd	Service Received	64.90	-
	Loans & Advances repaid	41.28	43.04
	Loans & Advances repaid	125.99	112.64
	Closing Balance (Receivable)/Payable	50.11	134.82
Templeton Solutions FZE	Services provided	736.00	205.00

NOTES ON STANDALONE FINANCIAL STATEMENTS AS AT 31ST MARCH, 2023

Note-29: EMPLOYEE BENEFITS

The Company has adopted the Accounting Standard 15 (revised 2005) on Employee Benefits during the financials year for the first time, hence previous year details is not available. The disclosure as envisaged under the Accounting Standard is provided hereunder:

Details of Gratuity Expenses	2022-23	2021-22
<u>Profit and loss account for the period</u>		
Current service cost	75.64	-
Interest on obligation	-	-
Expected return on plan assets	-	-
Net actuarial loss/(gain)	-	-
Recognised Past Service Cost-Vested	-	-
Loss (gain) on curtailments	-	-
Total included in 'Employee Benefit Expense'	75.64	-
prior year charge	-	-
Total Charge to P&L	75.64	-
<u>Reconciliation of defined benefit obligation</u>		
Opening Defined Benefit Obligation	-	-
Transfer in/(out) obligation	-	-
Current service cost	75.64	-
Interest cost	-	-
Actuarial loss (gain)	-	-
Past service cost	-	-
Benefits paid	-	-
prior year charge	-	-
Closing Defined Benefit Obligation	75.64	-
<u>Table of experience adjustments</u>		
Defined Benefit Obligation	75.64	-
Plan Assets	-	-
Net liability/(assets) recognised in balance sheet	75.64	-
<u>Reconciliation of net defined benefit liability</u>		
Net opening provision in books of accounts	-	-
Transfer in/(out) obligation	75.64	-
Transfer (in)/out plan assets	-	-
Employee Benefit Expense	-	-
Benefits paid by the Company	-	-
Contributions to plan assets	-	-
Closing provision in books of accounts	75.64	-
<u>Gratuity Balance Sheet Reconciliation</u>		
Opening Net Liabilities (as per Financials)	-	-
Expenses recognized in Statement of Profit and Loss	10.61	-
Expense Capitalised as Assets	65.03	-
(Benefit Directly Paid by Employer)	-	-
(Employer's Contribution)	-	-
Closing Net Liability/(Assets) recognized	75.64	-

NOTES ON STANDALONE FINANCIAL STATEMENTS AS AT 31ST MARCH, 2023

Details of Gratuity Expenses	2022-23	2021-22
<u>Bifurcation of liability</u>		
Current Liability	8.75	-
Non-Current Liability	66.89	-
Net Liability	75.64	-
<u>Principle actuarial assumptions</u>		
Discount Rate	7.30%	-
Salary Escalation Rate	7.00%	-
Attrition Rate	15.00%	-
Retirement Age	58 Years	-
Mortality Rate	IALM (2012-14) ultimate	-

Note - 30: Share Based Payment Arrangements

The Company has 'Veefin Solutions Private Limited - Employee Stock Option Plan, 2022' for Equity Settled Share Based Payment Transaction, under which options have been granted to eligible employees which are to be vested from time to time.

The Company has established share options plans that entitle employees of the company and its subsidiary companies to purchase the shares of the company. Under these plans, holders of the vested options are entitled to purchase shares at the exercise price of the shares determined at the respective date of grant of options.

The key terms and conditions related to vesting of grants under these plans are continued employment with the company and in some cases non market performance condition to be satisfied from date of grant of options till the date of vesting; all options are to be settled by delivery of shares.

Measurement of Fair Values

Accounting is done as per Fair Value Method. Fair Value disclosures are given as required under Guidance Note on Accounting for Share Based Payments. The Fair value of the employee options has been measured using Black-Scholes Option pricing model.

Table Shows Nature and characteristics of ESOPs Granted During the year:

Particulars	FY 2022-23
Grant Date	May 2022 to Feb 2023
Vesting requirements	1 Year to 4 Years
Vesting Ratios	100% on Vesting date for some ESOPs and 25% each year for some ESOPs
Method of settlement	Equity settled
Exercise Price	10
Share Price on Grant Date	71,872
	1,16,606
Accounting Method	Fair Value method (Black Scholes)

NOTES ON STANDALONE FINANCIAL STATEMENTS AS AT 31ST MARCH, 2023

The fair value of the options and the inputs used in the measurement of the grant-date fair values of the equity-settled share based payment options granted during the year are as follows:

Particulars	FY 2022-23
Grant Date	May 2022 to Feb 2023
Option Pricing Model	Black Scholes Method
Exercise Price	10
Share Price on Grant Date	71,872
	1,16,606
Expected Volatility	50%
Expected time to exercise shares	Immediately after Vesting
Risk-free rate of return	4.86% - 7.41%
Dividend Yield	0%
Fair Value of ESOP at Grant Date	71,862.48 - 116,598.57
Weighted Average Fair Value of ESOP at Grant Date	77,179.7

Table Showing options movement during year:

Particulars	FY 2022-23
Outstanding at the beginning of the year	0
Granted during the year	589
Forfeited during the year	0
Expired during the year	0
Exercised during the year	0
Outstanding at the end of the year	589
Exercisable at the end of the year	0

Table showing Weighted-average exercise prices of options (amount in INR)

Particulars	FY 2022-23
Outstanding at the beginning of the year	N.A.
Granted during the year	10
Forfeited during the year	N.A.
Expired during the year	N.A.
Exercised during the year	N.A.
Outstanding at the end of the year	10
Exercisable at the end of the year	N.A.

NOTES ON STANDALONE FINANCIAL STATEMENTS AS AT 31ST MARCH, 2023

During the Year, No ESOPs exercised so weighted average share price at the date of exercise is not applicable.

Table Showing movement of ESOP Outstanding Reserve as per Fair Value of ESOP:

Particulars	FY 2022-23
Opening ESOP Outstanding Reserve Balance	-
ESOP Expense Capitalised during the year	225.81
ESOP Expense Recognised/ (Reversed) during the year	15.13
Closing ESOP Outstanding Reserve Balance	240.94

Total Expense as per Fair Value of ESOP in FY 2022-23 is as follows:

Department	Capitalised Amount	Expense out Amount	Total Amount
Development	6.95	1.38	8.33
Entrepreneur in Residence	-	4.02	4.02
Product & Delivery Team	218.87	5.61	224.48
Sales Team	-	4.11	4.11
Grand Total	225.81	15.13	240.94

Note-31: Ratio and Its Elements

Particulars	2022-23	2021-22
Note:		
(1) Ratio Analysis		
Current Ratio		
Current Assets	990.86	130.25
Current Liabilities	496.65	324.19
Current ratio	2.00	0.40
Increase / (Decrease) in ratio	396.55%	
Reason for Change	Current assets has been Increased due to Increment in trade receivables and Cash & bank balance.	
Debt Equity Ratio		
Long term borrowings	69.61	358.12
Short term borrowings	2.96	-
Total Debt	72.57	358.12
Share Capital	1,833.79	1.24
Reserves & Surplus	2,493.60	904.54
Money received against Share Warrants	-	-
Shareholder's Equity	4,327.38	905.78
Debt Equity Ratio	0.02	0.40
Increase / (Decrease) in ratio	-95.76%	
Reason for Increase / (Decrease)	Variance is because of reduction in debt and increase in equity due to share investment.	

NOTES ON STANDALONE FINANCIAL STATEMENTS AS AT 31ST MARCH, 2023

Particulars	2022-23	2021-22
Debt Service Coverage Ratio	NA	NA
Return on equity		
Net profit after taxes	378.55	55.40
Equity (As defined in Debt Equity Ratio)	4,327.38	905.78
Return on equity ratio	8.75%	6.12%
Increase / (Decrease) in ratio	43.03%	
Reason for Increase / (Decrease)	Profit of the company has increased due to higher revenue, hence improvement in the ratio.	
Trade Receivables turnover Ratio		
Revenue from Operations	1,303.84	618.89
Average Trade Receivables	400.87	42.38
Trade Receivable Turnover ratio (in days)	3.25	14.60
Increase / (Decrease) in ratio	-77.73%	
Reason for Increase / (Decrease)	Variance is due to some high value invoices raised in Dec-22 and Jan-23 received after the Balance sheet date.	
Trade Payables Turnover Ratio		
Total Purchase	67.93	205.14
Average Trade Payables	97.76	31.97
Trade Payables Turnover Ratio (in days)	0.69	6.42
Increase / (Decrease) in ratio	-89.17%	
Reason for Increase / (Decrease)	The direct expenses has been decreased, hence change in the ratio.	
Net Capital turnover ratio		
Revenue from Operations	1,303.84	618.89
Current assets - Current Liabilities	494.20	(193.94)
Net Capital turnover ratio	2.64	(3.19)
Increase / (Decrease) in ratio	-182.67%	
Reason for Increase / (Decrease)	Improved ratio reflects that Company is able to generate higher revenues while maintaining lower working capital.	
Net Profit Ratio		
Net Profit	378.55	55.40
Revenue from Operations	1,303.84	618.89
Net Profit Ratio	0.29	0.09
Increase / (Decrease) in ratio	224.35%	
Reason for Increase / (Decrease)	Increase in Profit due to higher revenues and better utilization of Capital has led to better Net Profit Ratio	

NOTES ON STANDALONE FINANCIAL STATEMENTS AS AT 31ST MARCH, 2023

Particulars	2022-23	2021-22
Return on capital employed		
Profit before taxes	483.56	55.40
Add: Interest	0.28	1.23
Profit before interest and taxes	483.84	56.63
Share Holders Funds	4,327.38	905.78
Add: Borrowings	72.57	358.12
Total Capital Employed	4,399.95	1,263.90
Return on capital employed	11.00%	4.48%
Increase / (Decrease) in ratio	145.44%	
Reason for Increase / (Decrease)	Increase in Profit due to higher revenues and better utilization of Capital has led to better Return on Capital Employed	

Notes :

1. The Company has not disclosed inventory turnover ratio since the Company's business does not require maintenance of inventories.
2. The Company has not disclosed Debt Service Coverage Ratio as Debt is Interest free.
3. The Company has not disclosed Return on Investment Ratio as the investment is only in Wholly Owned Subsidiary.

Note-32: Additional Regulatory Information

Details of Benami Property held

The Company do not have any Benami property, where any proceeding has been initiated or pending against the Company for holding any Benami property.

Details of Loans and advances

The company has granted loans and advances to promoters, directors, key managerial personnel (KMPs) and the related parties which are repayable on demand or without specifying any terms or period of repayment. Details of which are as follows:

Name of the Party	Nature of the Transaction	Amount (Rs. In Lakhs)	Closing Balance as on 31.03.23 (Rs in Lakhs)
Estorifi Solutions Private Limited	Loan & Advances Given	3.70	3.70
Total		3.70	3.70

Wilful Defaulter

The company has not been declared as a wilful Defaulter by any Financial Institution or bank as at the date of Balance Sheet.

Relationship with Struck off Companies

The Company do not have any transactions with companies struck off.

Registration of charges or satisfaction with Registrar of Companies (ROC)

The company has no pending charges or satisfaction which are yet to be registered with the ROC beyond the Statutory period.

Compliance with number of layers of companies

The company has complied with the provision of the number of layers prescribed under clause (87) of section 2 of the Act read with the Companies (Restriction on number of Layers) Rules, 2017. Details of the Subsidiaries as follows:

NOTES ON STANDALONE FINANCIAL STATEMENTS AS AT 31ST MARCH, 2023

Name of the Subsidiary Company	No of Shares	Value in Taka (in Lakhs)	Value in AED (in Lakhs)	Closing Balance as on 31.03.23 (Rs in Lakhs)
Veefin Solutions LTD (Bangladesh)	9970	9.97	-	7.68
Veefin Solutions FZCO (Dubai)	100	-	0.10	2.24
Total		9.97	0.10	9.91

Compliance with approved Scheme(s) of Arrangements

There are no Schemes of Arrangements has been approved by the Competent Authority in terms of sections 230 to 237 of the Companies Act, 2013.

Discrepancy in utilization of borrowings

The company has used the borrowings from banks and financial institutions for the specific purpose for which it was taken at the balance sheet date. There are no discrepancy in utilisation of borrowings.

Utilisation of Borrowed funds and share premium:

(A) 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).

(B) the company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party).

The company have not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (intermediaries) with the understanding that the intermediary shall:

- 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;

The Company have 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 on behalf of the Ultimate Beneficiaries.

The Company have 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 on behalf of the Ultimate Beneficiaries.

Note-33: Additional Information:

Undisclosed income

The Company has no transaction that is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).

Details of Crypto Currency or Virtual Currency

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

**CONSOLIDATED FINANCIAL
STATEMENTS FOR
FINANCIAL YEAR 2022-23**

INDEPENDENT AUDITOR'S REPORT

To
The Members of VEEFIN SOLUTIONS LIMITED
(formerly known as Veefin Solutions Pvt. Ltd.)
Report on the Audit of Consolidated Financial Statements

Opinion

We have audited the accompanying Consolidated financial statements of VEEFIN SOLUTIONS LIMITED (“the Company”), which comprise the Consolidated Balance Sheet as at March 31, 2023, the Consolidated Statement of Profit and Loss, the Consolidated Statement of Cash Flows for the year ended on that date, and 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, 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 Standards prescribed under section 133 of the Act and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2023, the profit and its cash flows 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 specified under section 143(10) of the Act (SAs). 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 Company 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 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 we have obtained 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 the audit of the financial statements for the year ended March 31, 2023. These matters were addressed in the context of our audit of the financial statements as a whole and in forming our opinion thereon and we do not provide a separate opinion on these matters. We have determined that there are no key audit matters to communicate in our report.

Information Other than the Consolidated Financial Statements and Auditor’s Report Thereon

The Company’s Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board’s Report including Annexure to Board’s Report, Business Responsibility Report, Corporate Governance and Shareholder’s Information, but does not include the 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 during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information; we are required to report that fact. We have nothing to report in this regard.

Management's Responsibility for the Financial Statements

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

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

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

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 skepticism throughout the audit. We also:

1. 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.
2. Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
3. Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
4. Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
5. 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.

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 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

- (a) We did not audit the financial statements / financial information of Veefin Solutions Ltd. which is a wholly owned subsidiary. These financial statements/financial information have been audited by other auditors whose reports have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries, jointly controlled entities and associates, in so far as it relates to the aforesaid subsidiaries, jointly controlled entities and associates, is based solely on the reports of the other auditors.
- (b) We did not audit the financial statements / financial information of Veefin Solutions FZCO which is a wholly owned subsidiary. These financial statements/financial information have been audited by other auditors whose reports have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries, jointly controlled entities and associates, in so far as it relates to the aforesaid subsidiaries, jointly controlled entities and associates, is based solely on the reports of the other auditors.

Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, based on our audit we report that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the 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 Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss and the Consolidated Statement of Cash Flow dealt with by this Report are in agreement with the relevant books of account.
 - d) In our opinion, the aforesaid Consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - e) On the basis of the written representations received from the directors as on March 31, 2023 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2023 from being appointed as a director in terms of Section 164 (2) of the Act.
 - f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.

- g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

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

- h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us :
- i. The Company does not have any pending litigations which would impact its financial position.
 - ii. The Company did not have any long-term contracts including derivative contracts; as such the question of commenting on any material foreseeable losses thereon does not arise.
 - iii. There has not been an occasion in case of the Company during the year under report to transfer any sums to the Investor Education and Protection Fund.
 - iv. (a) The management has represented that, to the best of its knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
 - (b) The management has represented, that, to the best of its knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been received by the company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and
 - (c) Based on audit procedures which we considered reasonable and appropriate in the circumstances, nothing has come to their notice that has caused them to believe that the representations under sub-clause (i) and (ii) contain any material mis-statement.
 - v. The company has not declared or paid any dividend during the year.

For Mittal & Associates

Chartered Accountants

Firm Registration number: 106456W

Hemant Bohra

Partner

Membership number: 165667

UDIN: 23165667BGTIJJ6045

Place: Mumbai

Date : 04 September, 2023

ANNEXURE “A” TO THE INDEPENDENT AUDITOR’S REPORT

(Referred to in paragraph 1(f) under ‘Report on Other Legal and Regulatory Requirements’ section of our report to the Members of VEEFIN SOLUTIONS LIMITED of even date)

Report on the Internal Financial Controls Over Financial Reporting 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 VEEFIN SOLUTIONS LIMITED (“the Company”) as of March 31, 2023 in conjunction with our audit of the Standalone financial statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

The Board of Directors of the Company 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 respective 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 internal financial controls over financial reporting of the Company 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 Institute of Chartered Accountants of India and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls 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 internal financial controls system over financial reporting of the Company.

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 financial statements.

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

Place: Mumbai

Date : 04 September, 2023

For Mittal & Associates

Chartered Accountants

Firm Registration number: 106456W

Hemant Bohra

Partner

Membership number: 165667

UDIN: 23165667BGTIJJ6045

CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH, 2023

(₹ in Lakhs)			
Particulars	Note No.	As at March 31, 2023	As at March 31, 2022
I Equity & Liabilities			
1. Shareholders funds:			
a. Share Capital	2	1,833.79	1.24
b. Reserves and Surplus	3	2,570.07	940.46
2. Share Application Money pending Allotment:		-	-
3. Non-Current liabilities:			
a. Long-Term Borrowings	4	84.21	358.12
b. Deffered Tax Liabilities	5	101.72	-
c. Long Term Provisions	6	66.89	-
4. Current Liabilities:			
a. Short Term Borrowings	7	2.96	-
b. Trade Payables	8	135.20	65.80
c. Other Current Liabilities	9	325.55	263.61
d. Short Term Provisions	10	49.76	0.60
Total		5,170.13	1,629.84
II Assets			
1. Non-Current Assets:			
a. Property, Plant & Equipment and Intangible Assets			
(i) Property, Plant & Equipment	11	79.77	26.13
(ii) Intangible Assets	11	4,011.78	1,418.36
b. Non-Current Investments		-	-
c. Long Term Loans & Advances	12	48.53	9.60
2. Current Assets:			
a. Current Investments		-	-
b. Trade Receivables	13	745.04	82.74
c. Cash and Cash Equivalents	14	100.34	39.98
d. Short Term Loans and Advances	15	21.78	1.00
e. Other Current Assets	16	162.89	52.04
Total		5,170.13	1,629.84
See accompanying notes to the financial statements, as under			
Significant Accounting Policies	1		
Notes to the Financial Statements	2 to 33		

As per our report of even date

For Mittal & Associates
Chartered Accountants
FRN: 106456W

CA Hemant Bohra
Partner
M.No.: 165667

Date : 4th Sept, 2023
Place : Mumbai

For VEEFIN SOLUTIONS LIMITED

Raja Debnath
Managing Director
DIN: 07658567

Gautam Vijay Udani
Whole Time Director
DIN: 03081749

Sarita Vijay Mahajan
Company Secretary

Payal Maisheri
Chief Financial Officer

Date : 4th Sept, 2023
Place : Mumbai

CONSOLIDATED STATEMENT OF PROFIT & LOSS ACCOUNT FOR THE PERIOD ENDED 31ST MARCH, 2023

(₹ in Lakhs)			
Particulars	Note No.	For the year ended March 31, 2023	For the year ended March 31, 2022
I. Revenue from Operations	17	1,407.79	654.95
II. Other Incomes	18	40.39	0.24
III. Total Revenue (a)		1,448.18	655.18
IV. Expenses			
a. Employee Benefits Expenses	19	505.72	198.18
b. Software Resource Outsource Charges	20	16.70	7.04
c. Software and Server Charges	21	51.26	198.11
d. Finance Costs	22	4.88	1.91
e. Depreciation	23	22.61	16.99
f. Other Expenses	24	314.32	141.63
V. Total Expenses (b)		915.49	563.86
VI. Profit before Exceptional Items & Tax	(I-II)	532.69	91.33
VII. Exceptional Items		-	-
VIII. Profit before tax		532.69	91.33
IX. Tax Expense			
a. Current Tax		-	-
b. Earlier Year Tax		10.39	-
c. Deferred Tax Expenses		94.62	-
X. Profit for the period from Continuing Operations		427.68	91.33
XI. Profit from Discontinuing Operations		-	-
XII. Tax Expense of Discontinuing Operations		-	-
XIII. Profit from Discontinuing Operations after Tax		-	-
XIV. Profit for the period		427.68	91.33
XV. Earning per share (equated)	25		
a. Basic EPS		2.33	0.50
b. Diluted EPS		2.33	0.50

As per our report of even date

For Mittal & Associates
Chartered Accountants
FRN: 106456W

For VEEFIN SOLUTIONS LIMITED

CA Hemant Bohra
Partner
M.No.: 165667

Raja Debnath
Managing Director
DIN: 07658567

Gautam Vijay Udani
Whole Time Director
DIN: 03081749

Date : 4th Sept, 2023
Place : Mumbai

Sarita Vijay Mahajan
Company Secretary

Payal Maisheri
Chief Financial Officer

Date : 4th Sept, 2023
Place : Mumbai

CONSOLIDATED CASH FLOW STATEMENT FOR THE PERIOD ENDED 31ST MARCH, 2023

(₹ in Lakhs)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Cash Flow From Operating Activities:		
Net Profit before tax as per Profit And Loss A/c	532.69	91.33
Adjustments for:		
Depreciation & Amortisation Expense	22.61	16.99
Loss on sale of Fixed assets	0.24	-
Interest Income	0.39	(0.24)
Finance Cost	0.28	1.23
Foreign currency translation reserve	(8.59)	-
Preliminary Expenses	(15.00)	-
Employees Stock Option Reserve	15.59	-
Operating Profit Before Working Capital Changes	548.22	109.30
Adjusted for (Increase)/ Decrease in:		
Long term provision	66.89	(69.60)
Short term borrowings	2.96	-
Trade Payables	69.40	85.77
Other Current Liabilities	61.93	(20.51)
Short term provision	49.16	-
Long term Loans & Advances	(38.93)	-
Trade Receivables	(662.30)	(73.36)
Short Term Loans and Advances	(20.78)	(12.84)
Other current assets	(110.85)	0.24
Cash Generated From Operations	(34.32)	19.00
Appropriation of Profit		
Net Income Tax paid/ refunded	(10.39)	-
Net Cash Flow from/(used in) Operating Activities: (A)	(47.66)	19.00
Cash Flow From Investing Activities:		
Net (Purchases)/Sales of Property, Plant, Equipment's & Intangibles assets	(2,444.56)	(606.52)
Interest Income	(0.39)	-
Net Increase/(Decrease) in Investments	(1.19)	-
Net Cash Flow from/(used in) Investing Activities: (B)	(2,446.14)	(606.52)
Cash Flow from Financing Activities:		
Net Increase/(Decrease) in Long Term Borrowings	(273.92)	(127.29)
Net Increase/(Decrease) in Short Term Borrowings	2.96	-
Proceeds from issue of share	2,825.40	754.15
Interest on borrowings	(0.28)	(1.23)
Net Cash Flow from/(used in) Financing Activities (C)	(255.21)	625.63
Net Increase/(Decrease) in Cash & Cash Equivalents (A+B+C)	60.36	38.11
Cash & Cash Equivalents As At Beginning of the Year	39.98	1.87
Cash & Cash Equivalents As At End of the Year	100.34	39.98

As per our report of even date
For Mittal & Associates

Chartered Accountants

FRN: 106456W

CA Hemant Bohra

Partner

M.No.: 165667

Date : 4th Sept, 2023

Place : Mumbai

For VEEFIN SOLUTIONS LIMITED
Raja Debnath

Managing Director

DIN: 07658567

Gautam Vijay Udani

Whole Time Director

DIN: 03081749

Sarita Vijay Mahajan

Company Secretary

Payal Maisheri

Chief Financial Officer

Date : 4th Sept, 2023

Place : Mumbai

STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES & NOTES TO CONSOLIDATED FINANCIAL INFORMATION

COMPANY OVERVIEW

Veefin Solutions Limited (the “Company”) was incorporated on October 14, 2020 under the provisions of the Companies Act, 2013 with the Registrar of Companies, Mumbai. The Company’s registered office is situated at OFF NO - 601, 602 & 603, Neelkanth Corporate IT Park, Vidyavihar (W), Mumbai. The Company is headquartered in Mumbai and provides innovative Digital Lending and Supply Chain Finance (SCF) technology product solutions to a wide range of clients globally, including Banks, Non-Banking Financial Institutions, Fintechs, Marketplaces, and Corporates.

I. SIGNIFICANT ACCOUNTING POLICIES

A) BASIS OF PREPARATION OF FINANCIAL STATEMENT

These financial statements are prepared in accordance with Indian Generally Accepted Accounting Principles (GAAP) under the historical cost convention on the accrual basis. GAAP comprises mandatory accounting standards as prescribed under Section 133 of the Companies Act, 2013 (‘the Act’) read with Rule 7 of the Companies (Accounts) Rules, 2014, the provisions of the Act. The accounting policies adopted in the preparation of financial statements have been consistently applied. All assets and liabilities have been classified as current or non-current as per the company’s normal operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013. Based on the nature of operations and time difference between the provision of services and realization of cash and cash equivalents, the company has ascertained its operating cycle as 12 months for the purpose of current and non-current classification of assets and liabilities.

Amounts in the financial statements are rounded off to nearest lakhs. Previous year figures have been regrouped/ rearranged wherever necessary.

B) USE OF ESTIMATES

The preparation of financial statements is in conformity with Indian GAAP requires judgements, estimates and assumptions to be made that affect the reported amount of assets and liabilities, disclosure of contingent liabilities on the date of the financial statements and the reported amount of revenues and expenses during the reporting period. Difference between the actual results and estimates are recognized in the period in which the results are known / materialized.

C) ACCOUNTING CONVENTION

The group follows the mercantile system of accounting, recognizing income and expenditure on accrual basis. The accounts are prepared on historical cost basis and as a going concern. Accounting policies not referred to specifically otherwise, are consistent with the generally accepted accounting principles.

D) BASIS OF CONSOLIDATION

The assets, liabilities, costs and revenues of the individual consolidated companies are fully consolidated on a line-by-line basis, regardless of the percentage owned, while the carrying value of consolidated investments held by the Holding Company and other consolidated companies is eliminated against the related share of equity.

All intercompany balances and transactions, including unrealized profits deriving from transactions between consolidated companies, are eliminated. Unrealized losses are eliminated, unless it is likely that they will be recovered in the future.

The following significant accounting policies are adopted in the preparation and presentation of these financial statements:

1. Revenue recognition

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured.

2. Property, Plant, Equipments and Intangible Assets

I. Property, Plant & Equipments

- a) Fixed assets are stated as per Cost Model i.e., at cost less accumulated depreciation and impairment, if any;
- b) Costs directly attributable to acquisition are capitalized until the Fixed Assets are ready for use, as intended by the management;
- c) Subsequent expenditures relating to fixed assets are capitalized only when it is probable that future economic benefits associated with these will flow to the Company and the cost of the item can be measured reliably. Repairs & maintenance costs are recognized in the Statement of profit & Loss when incurred;
- d) The cost and related accumulated depreciated are eliminated from the financial statements upon sale or retirement of the asset and the resultant gains or losses are recognized in the Statement of Profit or Loss. Assets to be disposed of are reported at the lower of the carrying value or the fair value less cost to sell;
- e) Depreciation on Tangible Assets in case of company is provided to the extent of depreciable amount on Written Down Value (WDV) Method in such a manner so that the cost of asset (Net of realizable value) will be amortized over their estimated remaining useful life on SLM basis as per the useful life prescribed under Schedule II to the Companies Act 2013.
All fixed assets individually costing Rs. 5,000/- or less are fully depreciated in the year of installation/purchase.
- f) Depreciation methods, useful lives, and residual values are reviewed periodically, including at each financial year end;

II. Intangible Assets

Intangible assets are identifiable non-monetary assets without physical substance, controlled by the company, and from which future economic benefits are expected to flow. This policy is prepared in accordance with the applicable accounting standards and will be consistently applied throughout the organization.

- a) Recognition: Intangible Assets are recognized based on the below mentioned policies:
 - A. Internally Generated Intangible assets will be recognized on the balance sheet when all of the following criteria are met:
 - i) Identifiability: The intangible asset is capable of being separated or divided from the company and sold, transferred, licensed, rented, or exchanged, either individually or together with a related contract, asset, or liability.
 - ii) Control: The Company has the power to obtain future economic benefits from the intangible asset, either through its use or by granting others the right to use it.
 - iii) Probable Future Economic Benefits: It is probable that the future economic benefits associated with the intangible asset will flow to the company.
 - iv) Reliable Measurement: The cost or fair value of the intangible asset can be measured reliably.
 - B. B.Intangible assets acquired separately from other assets will be initially measured at cost, which includes the purchase price, directly attributable acquisition costs, and any other costs necessary to bring the asset to its intended use.

Intangible assets acquired through a business combination will be measured at cost less accumulated amortization and impairment value, if any on the acquisition date. Fair value reflects the price that would be received to sell the asset in an orderly transaction between market participants at the acquisition date.

- b) **Subsequent Measurement:** After initial recognition, intangible assets will be carried at cost less accumulated amortization and accumulated impairment losses i.e. cost Model. Subsequent expenditures relating to Intangible assets are capitalized only when it is probable that future economic benefits associated with these will flow to the Company and the cost of the item can be measured reliably. Repairs & maintenance costs are recognized in the Statement of profit & Loss when incurred;
- c) **Amortization:** Amortization is the systematic allocation of the cost of an intangible asset with a finite useful life over its expected useful life. The amortization method used will reflect the pattern in which the asset's economic benefits are consumed or utilized.

Intangible assets with an indefinite useful life, such as certain brands or trademarks, will not be amortized but will be subject to an annual impairment review.

- d) **Derecognition:** Intangible assets will be derecognized from the balance sheet when they are disposed of, or when no future economic benefits are expected from their use or disposal.

Any gain or loss arising from the derecognition of an intangible asset will be recognized in the income statement.

3. IMPAIRMENT

The Management periodically assesses, using external and internal sources, whether there is an indication that an asset may be impaired. An impairment loss is recognized wherever the carrying value of an asset exceeds its recoverable amount. The recoverable amount is higher of the asset's net selling price and value in use, which means the present value of future cash flows expected to arise from the continuing use of the asset and its eventual disposal. An impairment loss for an asset is reversed if, and only if, the reversal can be related objectively to an event occurring after the impairment loss was recognized. The carrying amount of an asset is increased to its revised recoverable amount, provided that this amount does not exceed the carrying amount that would have been determined (net of any accumulated amortization or depreciation) had no impairment loss been recognized for the asset in prior years.

4. INVESTMENTS

Classification of Investments:

Current Investments: Investments that are held with the intention of being disposed of within twelve months from the date of acquisition. These investments will be measured at the lower of cost and fair value. Changes in fair value will be recognized in the income statement.

Non-Current Investments: Investments that are not classified as current investments. Non-current investments will be measured at cost and will be subject to impairment testing. Any impairment loss will be recognized in the income statement.

- a) Investments in shares will be initially recognized at cost, which includes the acquisition cost, transaction fees, and directly attributable acquisition costs.
- b) **Subsequent Measurement:**
 - i. **Current Investments:** Current investments will be measured at the lower of cost and fair value at each reporting date. Any changes in fair value will be recognized in the income statement as gains or losses.
 - ii. **Non-Current Investments:** Non-current investments will be measured at cost less any impairment loss recognized in the income statement.
- c) Dividends from investments in shares will be recognized as income in the income statement when the right to receive payment is established.
- d) Investments in shares will be derecognized from the balance sheet when they are sold or when their ownership interest is relinquished.

5. RETIREMENT BENEFITS & OTHER EMPLOYEE BENEFITS

Employee benefits include various forms of compensation and benefits provided to employees, and proper accounting is essential to accurately report the financial position and performance of the company. This policy will be consistently applied throughout the organization.

a. Short-term Employees Benefits:

Short-term employee benefits, such as salaries, wages, bonuses, and short-term compensated absences, will be recognized as an expense in the income statement in the period in which the related service is provided by the employees. The amounts recognized will be based on the undiscounted amount expected to be paid or provided.

b. Post-Employment Benefits:

- i. Defined Contribution Plans: Contributions to defined contribution plans, such as Provident Fund and Employee State Insurance (ESI), will be recognized as an expense in the income statement when employees render the related service. The company's obligations are limited to the amount of contributions made, and there are no further obligations once the contributions are paid.
- ii. Defined Benefit Plans: For defined benefit plans, such as gratuity and pensions, the cost of providing benefits will be determined using the projected unit credit method. The present value of the defined benefit obligation will be measured, taking into account actuarial assumptions regarding employee turnover, mortality, and future salary increases. Any actuarial gains or losses and past service costs will be recognized immediately in the income statement.

c. Other Long-Term Employee Benefits:

Other long-term employee benefits, such as compensated absences and sick leave, will be recognized as an expense in the income statement when employees render the related service and become entitled to receive the benefits.

d. Other Long-Term Employee Benefits:

Termination benefits will be recognized as an expense when the company is demonstrably committed to either terminating the employment of an employee before the normal retirement date or providing benefits as a result of an offer made to encourage voluntary redundancy.

e. Share-Based Payment:

For share-based payment transactions, such as stock options or equity-settled stock appreciation rights (SARs) granted to employees, the fair value of the equity instruments granted will be recognized as an expense in the income statement over the vesting period. The fair value of the equity instruments will be measured at the grant date.

f. Other Employee Benefits:

Other employee benefits, not covered by the above categories, will be recognized as an expense in the income statement when the company has a present legal or constructive obligation to make the payments as a result of past events, and a reliable estimate of the obligation can be made.

6. FOREIGN EXCHANGE TRANSACTIONS

Transactions arising in foreign currencies during the year are converted at the rates closely approximating the rates ruling on the transaction dates. Foreign-currency denominated monetary assets and liabilities if any are translated at exchange rates in effect at the Balance Sheet date. The gains or losses resulting from conversion in terms of the above are included in the Statement of Profit and Loss. Revenue, expense and cash-flow items denominated in foreign currencies are translated using the exchange rate in effect on the date of the transaction.

7. CASH FLOW STATEMENT

Cash flows are reported using the indirect method, whereby profit before tax is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities are segregated.

8. BORROWING COSTS

Borrowing costs that are directly attributable to the acquisition or construction of a qualifying asset are capitalized as part of the cost of that asset till such time the asset is ready for its intended use. A qualifying asset is an asset that necessarily takes a substantial period of time to get ready for its intended use. Costs incurred in raising funds are amortized equally over the period for which the funds are acquired. All other borrowing costs are charged to profit and loss account.

9. INCOME TAX

The accounting treatment for the Income Tax in respect of the Company's income is based on the Accounting Standard on 'Accounting for Taxes on Income' (AS-22). The provision made for Income Tax in Accounts comprises both, the current tax and deferred tax. Provision for Current Tax is made on the assessable Income Tax rate applicable to the relevant assessment year after considering various deductions available under the Income Tax Act, 1961.

Deferred tax is recognized for all timing differences; being the differences between the taxable income and accounting income that originate in one period and are capable of reversal in one or more subsequent periods. Such deferred tax is quantified using the tax rates and laws enacted or substantively enacted as on the Balance Sheet date. The carrying amount of deferred tax asset/liability is reviewed at each Balance Sheet date and consequential adjustments are carried out.

10. EARNINGS PER SHARE

Basic earnings per share is computed by dividing the net profit after tax by the weighted average number of equity shares outstanding during the period. Diluted earnings per share is computed by dividing the profit after tax by the weighted average number of equity shares considered for deriving basic earnings per share and also the weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares.

The diluted potential equity shares are adjusted for the proceeds receivable had the shares been actually issued at fair value which is the average market value of the outstanding shares. Dilutive potential equity shares are deemed converted as of the beginning of the period, unless issued at a later date. Dilutive potential equity shares are determined independently for each period presented.

11. PROVISIONS AND CONTINGENT LIABILITIES

A provision is recognized if, as a result of a past event, the Company has a present legal obligation that is reasonably estimable, and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are determined by the best estimate of the likely future outflow of economic benefits required to settle the obligation at the reporting date.

Where no reliable estimate can be made, a disclosure is made as contingent liability. A disclosure for a contingent liability is also made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. Where there is 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

12. CASH & CASH EQUIVALENTS

Cash and cash equivalents comprise cash and cash on deposit with banks. The Company considers all highly liquid investments with a remaining maturity at the date of purchase of three months or less and that are readily convertible to known amounts of cash to be cash equivalents.

13. SEGMENT REPORTING

Company is operating under a single segment

NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31ST MARCH, 2023
Note-2: Share Capital

(₹ in Lacs)

Particulars	As at March 31, 2023	As at March 31, 2022
1. Authorised Share Capital		
1a. 2,50,00,000 (31/03/2022 : 1,00,000) Equity Shares of Rs.10 each	2,500.00	10.00
1b. 5,000 DVR Shares of Rs.10 each	-	0.50
2. Issued, Subscribed & Paid-Up Equity Share Capital		
2a. 1,83,37,860 (31/03/2022 : 11853) of Rs 10 each	1,833.79	1.19
2b. 560 DVR Shares of Rs.10 each		0.06
Total	1,833.79	1.24

a) Reconciliation of the Shares outstanding at the beginning and at the end of the reporting period

(i) Equity Share Capital			
Number of shares outstanding at the beginning of the Period	Qty	11,853	9,859
	Value (in Lakhs)	1.19	0.99
Add: Equity shares issued during the year		1,83,26,007	1,994
Less: Shares redeemed or bought back during the year		-	-
Number of shares outstanding at the end of the Period	Qty	1,83,37,860	11,853
	Value (in Lakhs)	1,833.79	1.19
(ii) DVR Share Capital			
Number of shares outstanding at the beginning of the Period	Qty	560	560
	Value (in Lakhs)	0.06	0.06
Add: Equity shares issued during the year		-	-
Less: Shares reclassified during the year		560	-
Number of shares outstanding at the end of the Period	Qty	-	560
	Value (in Lakhs)	-	0.06

b) Terms/ rights attached to shares

- i. The Company has only one class of equity share having a par value of Rs.10/- per share.
- ii. The Company has Reclassified DVR shares to Regular equity shares having at par value of Rs. 10 per share.
- iii. The Company has issued convertible notes during the year, the same has been converted into 1081 no of equity shares during the year.
- iv. The Company has converted loan into equity by issuing 104 no of equity shares during the year.
- v. The Company has also issued Rights shares in the Financial year 2022-23
- iii. The Company has also issued Bonus Shares in the ratio of 1:1170 in the Financial year 2022-23

c) Details of Shares held by each shareholder holding more than 5% shares

Name of shareholders	As at 31.02.2023		As at 31.03.2022	
	No. of shares	% held	No. of shares	% held
Raja Debnath	86,77,110	47.32	7,410	59.70
Gautam Udani	16,39,400	8.94	1,400	11.28
Ajay Rajendran	51,96,898	28.34	2,278	18.35

NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31ST MARCH, 2023

d) Details of Shares held by Promoters

Name of shareholders	As at 31.03.2023		
	No. of shares	% held	% Change
Raja Debnath	86,77,110	47.32	(12.38)
Gautam Udani	16,39,400	8.94	(2.34)

Name of shareholders	As at 31.03.2022		
	No. of shares	% held	% Change
Raja Debnath	7,410	59.70	(11.42)
Gautam Udani	1,400	11.28	(2.16)

Aggregate no of shares allotted as fully paid up without payment of cash/in bonus and share bought back

Name of shareholders	2022-23	2021-22	2020-21
Aggregate number of shares allotted by way of bonus share.	1,83,22,200	-	-

Note-3: Reserves and Surplus

Particulars	As at March 31, 2023	As at March 31, 2022
<u>Securities Premium</u>		
Opening Balance	842.93	88.98
add: Received on Issue of Share	2,825.08	753.95
less: Bonus Issued	(1,832.22)	-
less: Preliminary Expenses	(15.00)	-
Total Securities Premium (A)	1,820.79	842.93
<u>Employee Stock Option Reserve</u>		
Opening Balances	-	-
Transferred during the year	240.94	-
Total Employee Stock Option Reserve (B)	240.94	-
<u>Foregin Currency Translation Reserve</u>		
Opening Balances	-	-
Transferred during the year	(8.59)	-
Total Foregin Currency Translation Reserve (C)	(8.59)	-
<u>Surplus</u>		
Opening Balance	97.54	6.21
Less:	(7.10)	-
Add:	(1.19)	-
Add:	427.68	91.33
Total Surplus (c)	516.93	97.54
Total of Reserves and Surplus (A+B+C+D)	2,570.07	940.46

Note-4: Long Term Borrowings

Particulars	As at March 31, 2023	As at March 31, 2022
Unsecured Loans from banks		
Term Loan	10.00	-
Less: Current Maturities	2.96	-
Total (A)	7.04	-

NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31ST MARCH, 2023

Particulars	As at March 31, 2023	As at March 31, 2022
From Others		
Loans from Directors	77.16	358.12
Total (B)	77.16	358.12
Total of Long Term Borrowings (A+B)	84.21	358.12

Notes :

- (i) The Company has availed unsecured loan from Kotak Mahindra Bank at interest rate of Rs 12.18 % per annum.
(ii) Loan granted by Directors is Interest free loan.

Note-5: Deferred Tax Liabilities

Particulars	As at March 31, 2023	As at March 31, 2022
Deferred Tax Liability		
Difference between WDV of Property, Plant, Equipment's & Intangible Assets	352.87	-
Gross Deferred Tax Liability	352.87	-
Deferred Tax Assets :		
<u>Amount to be claimed on Payment Basis :</u>		
Gratuity	19.04	-
Share Based Payments	3.81	-
Gross Deferred Tax Assets	22.84	-
Unabsorbed Depreciation	228.30	-
Net Deferred Tax Liability/(Assets)	101.72	-
Less: Opening Balance	-	-
Closing of DTA/(DTL)	101.72	-

Note : Company has created deferred tax assets for the first time in current financial year, hence deferred tax related to previous years has been charged to Reserves, Details of which are as follows:

A. Deferred tax related to previous years charged to General reserve	7.10
B. Deferred tax related to Current Financial years charged to Profit & loss	94.62
Net Deferred Tax Liability/(Assets) (A+B)	101.72

Note-6: Long Term Provisions

Particulars	As at March 31, 2023	As at March 31, 2022
Gratuity Provision	66.89	-
Closing of Long Term Provisions	66.89	-

Note-7: Short term Borrowings

Particulars	As at March 31, 2023	As at March 31, 2022
Current Maturities of long term loans	2.96	-
Closing Short term Borrowings	2.96	-

NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31ST MARCH, 2023
Note-8: Trade Payables

Particulars	As at March 31, 2023	As at March 31, 2022
a. total outstanding dues of micro enterprises and small enterprises	86.16	-
b. total outstanding dues of creditors other than micro enterprises and small enterprises.	49.03	65.80
Total	135.20	65.80

Particulars (Outstanding from due date of payment / from date of transaction)	As at March 31, 2023	As at March 31, 2022
i) MSME		
Less than 1 year	86.16	-
1-2 Years	-	-
2-3 Years	-	-
More than 3 Years	-	-
	86.16	-
ii) Others		
Less than 1 year	49.03	60.33
1-2 Years	-	-
2-3 Years	-	-
More than 3 Years	-	-
	49.03	60.33
iii) Disputed dues- MSME		
Less than 1 year	-	-
1-2 Years	-	-
2-3 Years	-	-
More than 3 Years	-	-
	-	-
iv) Disputed dues- Others		
Less than 1 year	-	-
1-2 Years	-	-
2-3 Years	-	-
More than 3 Years	-	-
	-	-
Total	135.20	60.33

Note-9: Other Current Liabilities

Particulars	As at March 31, 2023	As at March 31, 2022
Statutory Liabilities	48.59	22.27
Payable for Expenses	210.98	106.52
Payable for Capital Goods	65.98	134.82
Total	325.55	263.61

Note-10: Short Term Provisions

Particulars	As at March 31, 2023	As at March 31, 2022
Provision For Gratuity	8.75	-
Provision for Expenses	41.00	0.60
Closing Balance	49.76	0.60

NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31ST MARCH, 2023

Sr No.	Particulars	Gross Block			Accumulated Depreciation			Net Block			
		As at 1 st April, 2022	Additions during the year	Deduction during the year	As at 31 st March, 2023	Upto 31 st March, 2022	For the Year	Sold during the year	Upto 31 st March, 2023	As at 31 st March, 2023	As at 31 st March, 2022
	Tangible Assets										
1	Computers & Laptops	29.13	29.34	-	58.47	5.67	13.79	-	19.46	39.16	23.46
2	Office Equipments	3.49	39.76	0.47	42.78	0.74	1.30	0.01	2.03	40.61	2.67
	TOTAL (i)	32.62	69.10	0.47	101.25	6.40	15.08	0.01	21.48	79.77	26.13
	Intangible Assets										
1	Goodwill	1.18	-	-	1.18	0.13	0.13		0.26	0.92	1.05
2	Software	1,427.64	2,601.35	-	4,028.99	10.33	7.80	-	18.13	4,010.86	1,417.31
	Sub Total (B)	1,428.82	2,601.35	-	4,030.17	10.46	7.93	-	18.39	4,011.78	1,418.36
	Total Assets	1,461.44	2,670.45	0.47	4,131.42	16.87	23.01	0.01	39.87	4,091.55	1,444.49

(₹ in Lacs)

NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31ST MARCH, 2023

Note-12: Long term Loans and Advances

Particulars	As at March 31, 2023	As at March 31, 2022
Security Deposits	30.00	9.60
Loans	18.53	-
Total	48.53	9.60

Note-13: Trade Receivables

Particulars	As at March 31, 2023	As at March 31, 2022
<u>Unsecured, Considered Good</u>		
Aggregate amount of Trade Receivables outstanding for a period exceeding six months	216.87	72.84
Others	528.17	9.90
Total	745.04	82.74

(Outstanding from due date of payment / from date of transaction)	As at March 31, 2023	As at March 31, 2022
(i) Undisputed Trade Receivables – considered good		
Less than 6 months	528.17	2.53
6 months - 1 year	211.39	72.84
1-2 years	5.47	
2-3 years		
More than 3 years		
	745.04	75.37
(ii) Undisputed Trade Receivables – which have significant increase in credit risk		
Less than 6 months		
6 months - 1 year		
1-2 years		
2-3 years		
More than 3 years		
	-	-
(iii) Undisputed Trade Receivables – credit impaired		
Less than 6 months		
6 months - 1 year		
1-2 years		
2-3 years		
More than 3 years		
	-	-
(iv) Disputed Trade Receivables – considered good		
Less than 6 months		
6 months - 1 year		
1-2 years		
2-3 years		
More than 3 years		
	-	-

NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31ST MARCH, 2023

(Outstanding from due date of payment / from date of transaction)	As at March 31, 2023	As at March 31, 2022
(v) credit risk		
Less than 6 months		
6 months - 1 year		
1-2 years		
2-3 years		
More than 3 years		
	-	-
(vi) Disputed Trade Receivables – credit impaired		
Less than 6 months		
6 months - 1 year		
1-2 years		
2-3 years		
More than 3 years		
	-	-
(vii) Unbilled dues		
Less than 6 months		
6 months - 1 year		
1-2 years		
2-3 years		
More than 3 years		
	-	-
Less: Provision for doubtful receivables	-	-
	-	-
	745.04	75.37

Note-14: Cash and Cash Equivalents

Particulars	As at March 31, 2023	As at March 31, 2022
Balance with Banks		
a. in current accounts	67.41	39.03
B. Fixed Deposits with bank	15.17	-
Cash on hand	17.75	0.95
Others	0.02	-
Total	100.34	39.98

Note-15: Short Term Trade Advances

Particulars	As at March 31, 2023	As at March 31, 2022
Advances to employee	17.16	1.00
Advances to others	4.62	-
Total	21.78	1.00

NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31ST MARCH, 2023

Note-16: Other Current Assets

Particulars	As at March 31, 2023	As at March 31, 2022
TDS Receivable	28.64	15.69
Balance with GST Authorities	134.25	36.35
Total	162.89	52.04

Note-17: Revenue from Operations

Particulars	For The Period ended on March 31, 2023	For The Period ended on March 31, 2022
Sales	1,407.79	654.95
Other Operating Revenue	-	-
Total	1,407.79	654.95

Note-18: Other Incomes

Particulars	For The Period ended on March 31, 2023	For The Period ended on March 31, 2022
A/c Written Off	38.89	-
Interest Income	0.39	-
Discount Received	0.37	-
Foreign Currency Gain	0.74	0.24
Total	40.39	0.24

Note-19: Employee Benefits Expenses

Particulars	For The Period ended on March 31, 2023	For The Period ended on March 31, 2022
Salary	448.88	180.48
Share Based payment to Employees	15.59	-
Gratuity	6.02	-
Insurance	8.85	0.22
Contribution to PF and Other Funds	14.54	4.97
Staff welfare Expense	11.83	12.52
Total	505.72	198.18

Note-20: Software Resource Outsource Charges

Particulars	For The Period ended on March 31, 2023	For The Period ended on March 31, 2022
Software Resource Outsource Charges	16.70	7.04
Total	16.70	7.04

NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31ST MARCH, 2023
Note-21: Software and Server Charges

Particulars	For The Period ended on March 31, 2023	For The Period ended on March 31, 2022
Software packages	26.09	178.78
Server Charges	12.51	18.37
Platform Usages Charges	10.58	-
Other Software Charges	2.08	0.96
Total	51.26	198.11

Note-22: Finance Cost

Particulars	For The Period ended on March 31, 2023	For The Period ended on March 31, 2022
Interest	0.28	1.23
Bank Charges	4.40	0.68
Processing Charges	0.19	-
Total	4.88	1.91

Note-23: Depreciation & Amortization

Particulars	For The Period ended on March 31, 2023	For The Period ended on March 31, 2022
Depreciation	14.68	6.53
Amortization	7.93	10.46
Total	22.61	16.99

Note-24: Other Expenses

Particulars	For The Period ended on March 31, 2023	For The Period ended on March 31, 2022
Audit Fees	3.36	0.50
Foreign Currency Exchange	-	0.40
Legal & Professional	45.66	19.10
Loss on sale of fixed assets	0.24	-
Office & Admin Charges	38.79	1.09
Rates & Taxes	2.64	4.73
Rent	37.77	9.00
Sales & Marketing Expenses	117.78	32.01
Travelling and Conveyance	42.94	51.20
Other Expenses	25.14	23.60
Total of Other Expenses	314.32	141.63

NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31ST MARCH, 2023

Note-25: Earning Per Share

Particulars	For The Period ended on March 31, 2023	For The Period ended on March 31, 2022
Net Profit after tax (in Lakhs) as per statement of Profit and Loss attributable to Equity Shareholders	427.68	91.33
Weighted Average number of equity shares used as denominator for calculating for Basic EPS	1,83,36,193.72	1,83,63,863.66
Weighted Average number of equity shares used as denominator for calculating for Diluted EPS	1,83,36,782.65	1,83,63,863.66
Basic Earning per share	2.33	0.50
Diluted Earning per share	2.33	0.50

Note - 26: Contingent Liabilities

Particulars	As at March 31, 2023	As at March 31, 2022
Related to Bank Guarantee	5.00	-
Total	5.00	0.00

Note - 27: Subsidiary information and inter head adjustment percentages

Additional Information as Required by Para 2 of the General Institutions for Preparation of Consolidated Financial Statements to Schedule III to the companies Act, 2013

Name of The Entity	Net Assets i.e Total Assets minus Total Liabilities		Share of Profit or loss	
	As % of Consolidated Net Assets	Amount	As % of Consolidated Profit or loss	Amount
Foreign Subsidiary Companies				
1. Veeфин solutions Ltd (Bangladesh)	2.12%	93.54	13.6%	58.17
2. Veeфин solutions FZCO (Dubai)	0.04%	1.88	-2.12%	-9.03

Note-28: Related Party Disclosures

(a) Detail of Related Parties with whom transactions have been taken place during the year

(i) Key management personnel (KMP) and their close members of family

Name of the related party	Nature of Relationship
Key Managerial Personnel	
Raja Debnath	Managing Director
Gautam Udani	Whole Time Director & COO
Payal Mehul Maisheri	Chief Financial Officer
Sarita Mahajan	Company Secretary
Relative of KMP	
Hansa Udani	Relative
Ruchita Udani	Relative

NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31ST MARCH, 2023
(ii) Entity controlled or jointly controlled by a person identified in (i) above

Estorifi Solutions Private Limited

Infini Systems Pvt Ltd

Templeton Solutions FZE

(b) Transactions with related parties

Particulars	Nature of Transaction	2022-23	2021-22
Raja Debnath	Remuneration	21.00	-
	Loans & Advances Received	44.16	97.23
	Loans & Advances Repaid	45.71	7.42
	Closing Balance (Receivable)/Payable	10.26	11.81
Gautam Udani	Remuneration	10.00	-
	Loans & Advances Received	308.67	197.42
	Loans & Advances Repaid	436.63	305.76
	Closing Balance (Receivable)/Payable	52.31	180.27
Payal Mehul Maisheri	Professional Fees	14.60	2.43
	Convertible notes issued	25.00	-
	Interest on convertible notes	5.67	-
	Convertible notes converted in to shares	30.32	-
	Re-imbusement of expenses	18.64	28.98
	Advance Given	14.60	-
	Closing Balance (Receivable)/Payable	14.60	-
Sarita Mahajan	Salary	0.45	-
Hansa Udani	Loans & Advances Received	-	-
	Loans & Advances Repaid	4.75	0.25
	Closing Balance (Receivable)/Payable	-	4.75
Ruchita Udani	Salary	1.20	-
Estorifi Solutions Private Limited	Loans & Advances Received	0.15	69.09
	Loans & Advances repaid	25.43	40.23
	Interest paid	0.28	1.23
	Closing Balance (Receivable)/Payable	-3.70	21.30
Infini Systems Pvt Ltd	Service Received	64.90	-
	Loans & Advances repaid	41.28	43.04
	Loans & Advances repaid	125.99	112.64
	Closing Balance (Receivable)/Payable	50.11	134.82
Templeton Solutions FZE	Services provided	736.00	205.00

NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31ST MARCH, 2023

Note-29: EMPLOYEE BENEFITS

The Company has adopted the Accounting Standard 15 (revised 2005) on Employee Benefits during the financials year for the first time, hence previous year details is not available. The disclosure as envisaged under the Accounting Standard is provided hereunder:

Details of Gratuity Expenses	2022-23	2021-22
<u>Profit and loss account for the period</u>		
Current service cost	75.64	-
Interest on obligation	-	-
Expected return on plan assets	-	-
Net actuarial loss/(gain)	-	-
Recognised Past Service Cost-Vested	-	-
Loss (gain) on curtailments	-	-
Total included in 'Employee Benefit Expense'	75.64	-
prior year charge	-	-
Total Charge to P&L	75.64	-
<u>Reconciliation of defined benefit obligation</u>		
Opening Defined Benefit Obligation	-	-
Transfer in/(out) obligation	-	-
Current service cost	75.64	-
Interest cost	-	-
Actuarial loss (gain)	-	-
Past service cost	-	-
Benefits paid	-	-
prior year charge	-	-
Closing Defined Benefit Obligation	75.64	-
<u>Table of experience adjustments</u>		
Defined Benefit Obligation	75.64	-
Plan Assets	-	-
Net liability/(assets) recognised in balance sheet	75.64	-
<u>Reconciliation of net defined benefit liability</u>		
Net opening provision in books of accounts	-	-
Transfer in/(out) obligation	75.64	-
Transfer (in)/out plan assets	-	-
Employee Benefit Expense	-	-
Benefits paid by the Company	-	-
Contributions to plan assets	-	-
Closing provision in books of accounts	75.64	-

NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31ST MARCH, 2023

Details of Gratuity Expenses	2022-23	2021-22
<u>Gratuity Balance Sheet Reconciliation</u>		
Opening Net Liabilities (as per Financials)	-	-
Expenses recognized in Statement of Profit and Loss	10.61	-
Expense Capitalised as Assets	65.03	-
(Benefit Directly Paid by Employer)	-	-
(Employer's Contribution)	-	-
Closing Net Liability/(Assets) recognized	75.64	
<u>Bifurcation of liability</u>		
Current Liability	8.75	-
Non-Current Liability	66.89	-
Net Liability	75.64	-
<u>Principle actuarial assumptions</u>		
Discount Rate	7.30%	-
Salary Escalation Rate	7.00%	-
Attrition Rate	15.00%	-
Retirement Age	58 Years	-
Mortality Rate	IALM (2012-14) ultimate	-

Note - 30: Share Based Payment Arrangements

The Company has 'Veefin Solutions Private Limited - Employee Stock Option Plan, 2022' for Equity Settled Share Based Payment Transaction, under which options have been granted to eligible employees, which are to be vested from time to time.

The Company has established share options plans that entitle employees of the company and its subsidiary companies to purchase the shares of the company. Under these plans, holders of the vested options are entitled to purchase shares at the exercise price of the shares determined at the respective date of grant of options.

The key terms and conditions related to vesting of grants under these plans are continued employment with the company and in some cases non market performance condition to be satisfied from date of grant of options till the date of vesting; all options are to be settled by delivery of shares.

Measurement of Fair Values

Accounting is done as per Fair Value Method. Fair Value disclosures are given as required under Guidance Note on Accounting for Share Based Payments. The Fair value of the employee options has been measured using Black-Scholes Option pricing model.

Table Shows Nature and characteristics of ESOPs Granted During the year:

Particulars	FY 2022-23
Grant Date	May 2022 to Feb 2023
Vesting requirements	1 Year to 4 Years
Vesting Ratios	100% on Vesting date for some ESOPs and 25% each year for some ESOPs
Method of settlement	Equity settled

NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31ST MARCH, 2023

Particulars	FY 2022-23
Exercise Price	10
Share Price on Grant Date	71,872
	1,16,606
Accounting Method	Fair Value method (Black Scholes)

The fair value of the options and the inputs used in the measurement of the grant-date fair values of the equity-settled share based payment options granted during the year are as follows:

Particulars	FY 2022-23
Grant Date	May 2022 to Feb 2023
Option Pricing Model	Black Scholes Method
Exercise Price	10
Share Price on Grant Date	71,872
	1,16,606
Expected Volatility	50%
Expected time to exercise shares	Immediately after Vesting
Risk-free rate of return	4.86% - 7.41%
Dividend Yield	0%
Fair Value of ESOP at Grant Date	71,862.48 - 116,598.57
Weighted Average Fair Value of ESOP at Grant Date	77,179.7

Table Showing options movement during year:

Particulars	FY 2022-23
Outstanding at the beginning of the year	0
Granted during the year	589
Forfeited during the year	0
Expired during the year	0
Exercised during the year	0
Outstanding at the end of the year	589
Exercisable at the end of the year	0

Table showing Weighted-average exercise prices of options (amount in INR)

Particulars	FY 2022-23
Outstanding at the beginning of the year	N.A.
Granted during the year	10
Forfeited during the year	N.A.
Expired during the year	N.A.
Exercised during the year	N.A.
Outstanding at the end of the year	10
Exercisable at the end of the year	N.A.

During the Year, No ESOPs exercised so weighted average share price at the date of exercise is not applicable.

NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31ST MARCH, 2023

Table Showing movement of ESOP Outstanding Reserve as per Fair Value of ESOP:

Rs. in Lakhs

Particulars	FY 2022-23
Opening ESOP Outstanding Reserve Balance	-
ESOP Expense Capitalised during the year	225.81
ESOP Expense Recognised/ (Reversed) during the year	15.13
Closing ESOP Outstanding Reserve Balance	240.94

Total Expense as per Fair Value of ESOP in FY 2022-23 is as follows:

Department	Capitalised Amount	Expense out Amount	Total Amount
Development	6.94	1.38	8.33
Entrepreneur in Residence	-	4.02	4.02
Product & Delivery Team	218.87	5.61	224.48
Sales Team	-	4.12	4.12
Grand Total	225.81	15.13	240.94

Note-31: Ratio and Its Elements

Particulars	2022-23	2021-22
Note:		
(1) Ratio Analysis		
Current Ratio		
Current Assets	1,030.05	175.76
Current Liabilities	513.46	330.01
Current ratio	2.01	0.53
Increase / (Decrease) in ratio	276.68%	
Reason for Change	Current assets has been Increased due to Increment in trade receivables and Cash & bank balance.	
Debt Equity Ratio		
Long term borrowings	84.21	358.12
Short term borrowings	2.96	-
Total Debt	87.16	358.12
Share Capital	1,833.79	1.24
Reserves & Surplus	2,570.07	940.46
Money received against Share Warrants	-	-
Shareholder's Equity	4,403.86	941.71
Debt Equity Ratio	0.02	0.38
Increase / (Decrease) in ratio	-94.80%	
Reason for Increase / (Decrease)	Variance is because of reduction in debt and increase in equity due to share investment.	

NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31ST MARCH, 2023

Particulars	2022-23	2021-22
Debt Service Coverage Ratio	NA	NA
Return on equity		
Net profit after taxes	427.68	91.33
Equity (As defined in Debt Equity Ratio)	4,403.86	941.71
Return on equity ratio	9.71%	9.70%
Increase / (Decrease) in ratio	0.14%	
Reason for Increase / (Decrease)	Profit of the company has increased due to higher revenue, hence improvement in the ratio.	
Trade Receivables turnover Ratio		
Revenue from Operations	1,407.79	654.95
Average Trade Receivables	413.89	46.06
Trade Receivable Turnover ratio (in days)	3.40	14.22
Increase / (Decrease) in ratio	-76.08%	
Reason for Increase / (Decrease)	Variance is due to some high value invoices raised in Dec-22 and Jan-23 received after the Balance sheet date.	
Trade Payables Turnover Ratio		
Total Purchase	67.96	205.14
Average Trade Payables	100.50	34.70
Trade Payables Turnover Ratio (in days)	0.68	5.91
Increase / (Decrease) in ratio	-88.56%	
Reason for Increase / (Decrease)	The direct expenses has been decreased, hence change in the ratio.	
Net Capital turnover ratio		
Revenue from Operations	1,407.79	654.95
Current assets - Current Liabilities	516.59	(154.26)
Net Capital turnover ratio	2.73	(4.25)
Increase / (Decrease) in ratio	-164.18%	
Reason for Increase / (Decrease)	Improved ratio reflects that Company is able to generate higher revenues while maintaining lower working capital.	
Net Profit Ratio		
Net Profit	427.68	91.33
Revenue from Operations	1,407.79	654.95
Net Profit Ratio	0.30	0.14
Increase / (Decrease) in ratio	117.87%	

NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31ST MARCH, 2023

Particulars	2022-23	2021-22
Reason for Increase / (Decrease)	Increase in Profit due to higher revenues and better utilization of Capital has led to better Net Profit Ratio	
Return on capital employed		
Profit before taxes	532.69	91.33
Add: Interest	0.28	1.23
Profit before interest and taxes	532.97	92.56
Share Holders Funds	4,403.86	941.71
Add: Borrowings	87.16	358.12
Total Capital Employed	4,491.02	1,299.83
Return on capital employed	11.87%	7.12%
Increase / (Decrease) in ratio	66.66%	
Reason for Increase / (Decrease)	Increase in Profit due to higher revenues and better utilization of Capital has led to better Return on Capital Employed	

Notes :

1. The Company has not disclosed inventory turnover ratio since the Company's business does not require maintenance of inventories.
2. The Company has not disclosed Debt Service Coverage Ratio as Debt is Interest free.
3. The Company has not disclosed Return on Investment Ratio as the investment is only in Wholly Owned Subsidiary.

Note-32: Additional Regulatory Information
Details of Benami Property held

The Company do not have any Benami property, where any proceeding has been initiated or pending against the Company for holding any Benami property.

Details of Loans and advances

The company has granted loans and advances to promoters, directors, key managerial personnel (KMPs) and the related parties which are repayable on demand or without specifying any terms or period of repayment. Details of which are as follows:

Name of the Party	Nature of the Transaction	Amount (Rs. In Lakhs)	Closing Balance as on 31.03.23 (Rs in Lakhs)
Estorifi Solutions Private Limited	Loan & Advances Given	3.70	3.70
Total		3.70	3.70

Wilful Defaulter

The company has not been declared as a wilful Defaulter by any Financial Institution or bank as at the date of Balance Sheet.

Relationship with Struck off Companies

The Company do not have any transactions with companies struck off.

Registration of charges or satisfaction with Registrar of Companies (ROC)

The company has no pending charges or satisfaction which are yet to be registered with the ROC beyond the Statutory period.

NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31ST MARCH, 2023**Compliance with number of layers of companies**

The company has complied with the provision of the number of layers prescribed under clause (87) of section 2 of the Act read with the Companies (Restriction on number of Layers) Rules, 2017. Details of the Subsidiaries as follows:

Name of the Subsidiary Company	No of Shares	Value in Taka (in Lakhs)	Value in AED (in Lakhs)	Closing Balance as on 31.03.23 (Rs in Lakhs)
Veefin Solutions LTD (Bangladesh)	9970	9.97	-	-
Veefin Solutions FZCO (Dubai)	100	-	0.10	-
Total		9.97	0.10	-

Compliance with approved Scheme(s) of Arrangements

There are no Schemes of Arrangements has been approved by the Competent Authority in terms of sections 230 to 237 of the Companies Act, 2013.

Discrepancy in utilization of borrowings

The company has used the borrowings from banks and financial institutions for the specific purpose for which it was taken at the balance sheet date. There are no discrepancy in utilisation of borrowings.

Utilisation of Borrowed funds and share premium:

- (A) 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).
- (B) the company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party).

The Company have not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (intermediaries) with the understanding that the intermediary shall:

- 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;

The Company have 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 on behalf of the Ultimate Beneficiaries.

Note-33: Additional Information:**Undisclosed income**

The Company has no transaction that is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).

Details of Crypto Currency or Virtual Currency

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



601, 602 And 603 Neelkanth Corporate IT Park,
Kiroi Road, Vidyavihar (W), Mumbai-400086.