

CEEJAY FINANCE LIMITED

9th Floor, Abhijit-II,
Mithakhali Six Road,
Ellisbridge,
Ahmedabad-380 006.
Phone : (079) 40050927
(079) 26404594
26404689
Fax : (079) 26424457



Date: 04th September, 2023

To,
BSE Limited
25th Floor, P.J. Towers, Dalal Street,
Fort, Mumbai-400001

Scrip Code: 530789

Subject: Submission of Annual Report for the Financial Year 2022-23 along with Notice of 30th Annual General Meeting.

Dear Sir/Madam,

Pursuant to Regulation 34(1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby enclose copies of Annual Report for the Financial Year 2022-23 along with Notice of 30th Annual General Meeting of the Company.

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

Thanking You,

Yours Faithfully,

For Ceejay Finance Limited

Kamlesh Upadhyaya
Company Secretary and Compliance Officer

Encl: As above



A **NUAL REPORT 2022-2023**



CEEJAY FINANCE LIMITED

CORPORATE INFORMATION

Board of Directors

Mr. Kiran Patel	Chairman
Mr. Deepak Patel	Managing Director
Mr. Shailesh Patel	Director
Mr. Bharatkumar Amin	Director
Mrs. Mrudula Patel	Director
Mr. Sunilkumar Patel	Director

Company Secretary & Compliance Officer

Mr. Kamlesh Upadhyaya

Chief Financial Officer

Mr. Devang Shah

Statutory Auditors

M/s. Kantilal Patel & Co.
202, 'Paritosh',
Usmanpura (River Front),
Ahmedabad-380013

Internal Auditors

M/s. Vipinchandra C. Shah & Co.
133-134, Santram Super Market,
Nr. Laxmi Cinema, Nadiad-387001

Bankers

Bank of Baroda
Union Bank of India

Registrar to Company**Link Intime India Private Limited**

5th Floor, 506-508, Amarnath Business Centre-1
(ABC-1), Besides Gala Business Centre,
Nr. St. Xavier's College Corner, Off. C.G. Road,
Navrangpura, Ahmedabad-380006
Tele/Fax: +91 79 26465179
E-mail: ahmedabad@linkintime.co.in.

Secretarial Auditors

M/s. Alpesh Vekariya & Associates
Company Secretaries
915, One World West, Iskcon-Ambli Road,
Ambli, Ahmedabad-380058.

REGISTERED OFFICE

C.J. House, Mota Pore,
Nadiad-387001(Gujarat)
CIN: L65910GJ1993PLC019090
E-mail: cs@ceejayfinance.com
Website: www.ceejayfinance.com
Phone: 0268 2562633

CORPORATE OFFICE

9th Floor, Abhijit-II,
Mithakhali Six Roads,
Ellisbridge, Ahmedabad-380006.

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NOTICE

NOTICE is hereby given that the **THIRTIETH(30) ANNUAL GENERAL MEETING (AGM)** of the Members of **CEEJAY FINANCE LIMITED** will be held on Saturday, 30th September, 2023 at 11.00. A.M. (IST) through Video Conferencing (VC)/Other Audio Visual Means (OAVM), to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the year ended 31st March, 2023, including the Audited Balance Sheet as at 31st March, 2023, the Statement of Profit and Loss and Cash Flow Statement for the year ended on that date and the report of the Board of Directors' and Auditors' report thereon.
2. To declare final dividend at the rate of ₹1.20/- (@ 12%) per equity share of ₹ 10/- each, for the financial year ended 31st March, 2023.
3. To appoint Mr. Deepak Patel (DIN:00081100), Director who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

4. To approve existing as well as new material related party transactions with related parties:

To consider and if thought fit, to pass, with or without modification(s), the following resolution as Ordinary Resolution;

"RESOLVED THAT pursuant to the applicable provisions of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (SEBI Listing Regulations), other applicable laws, Company's policy on Related Party Transactions, and subject to such other approval(s), consent(s) and permission(s) as may be required to be obtained from time to time and pursuant to the approval and recommendation of the Audit Committee and the Board of Directors of the Company respectively, the consent, approval and ratification of the members of the Company be and is hereby accorded, for transactions entered into/proposed to be entered into (whether by way of an individual transaction or transactions taken together or a series of transactions or otherwise), to enter into any arrangements/transactions/ contracts/agreements of whatever nature including financial or non-financial transaction(s) with related/interested party(ies) as defined under Companies Act, 2013 and/or SEBI Listing Regulations and/or Accounting Standard from time to time, whether material or not, on such terms and conditions including interest with or without security as may be decided, and which shall remain in force unless revoked or varied by the Company in General Meeting, provided that the total aggregate amount/ value of all such arrangements/ transactions/ contracts/agreements that may be entered into by the Company with related/ interested party(ies) and remaining outstanding at any one point of time to each party shall not be in excess of the amount as enumerated in Explanatory Statement in detail up to the next AGM of the Company (for a period not exceeding Fifteen Months).

RESOLVED FURTHER THAT the Managing Director or Key Managerial Personnel or Board of Directors of the Company (the "Board", which term shall be deemed to include its "Committee of Directors"), be and is hereby authorized to do or cause to be done all such acts, matters, deeds and things and to settle any questions,

difficulties or doubts that may arise with regard to any transactions with related parties and execute such agreements, documents and writings and to make such filings, as may be necessary or desirable for the purpose of giving effect to this resolution."

Registered Office
C.J. House, Mota Pore,
Nadiad-387001
Date: 29th May, 2023

By order of the Board of Directors
For CEEJAY FINANCE LIMITED

Sd/-
Kamlesh Upadhyaya
Company Secretary & Compliance Officer

NOTES

- 1) The Ministry of Corporate Affairs (MCA) vide its various Circulars issued from time to time have permitted the holding of the Annual General Meeting (AGM) through Video Conferencing (VC) or Other Audio-Visual Means (OAVM) till 30th September, 2023. Accordingly, the 30th AGM is being conducted through VC/OAVM. Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
- 2) The Explanatory Statement and reasons in respect of proposed special business pursuant to Section 102(1) of the Companies Act, 2013 are annexed hereto.
- 3) Pursuant to the requirements under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") including Regulation 36(3) and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, the details and a Statement containing brief resume of Director seeking re-appointment/appointment together with the details of shares held by him/her, if any, is annexed hereto.
- 4) Since the AGM will be held through VC/OAVM, the Route Map is not annexed with this Notice.
- 5) Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated 05th May, 2020, 13th January, 2021, 08th December, 2021, 14th December, 2021, 05th May, 2022 and 28th December, 2022, 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 Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
- 6) The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 Members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more Shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
- 7) The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
- 8) Pursuant to MCA Circular No. 14/2020 dated 8th April, 2020, the facility to appoint proxy to attend and cast vote for the Members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
- 9) 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 as on the cut-off date will be entitled to vote during the AGM.
- 10) In compliance with the MCA and SEBI Circulars, Notice of the AGM along with the Annual Report for FY 2022-23 is being sent only through electronic mode to those Members whose email addresses are registered with the Company / Depositories. The Members may note that the AGM Notice and Annual

Report for FY 2022-23 will also be available on website of the Company, i.e. www.cejayfinance.com; website of the Stock Exchange i.e. BSE Limited at www.bseindia.com and on the website of the CDSL www.evotingindia.com.

- 11) Members holding shares in demat form are requested to intimate any change in their address and / or bank details immediately to their Depository Participants and to M/s. Link Intime India Private Limited, Registrar & Share Transfer Agent (RTA) of the Company in case shares are held in physical form.
- 12) To support 'Green Initiative' Shareholders who hold shares in electronic mode and who have not registered their email addresses, so far, are requested to register their email address and changes therein from time to time, with their concerned Depository Participant. Shareholders who holds share in physical mode are requested to register their email addresses with the Company/RTA.
- 13) Members desiring any relevant information with regard to the Accounts or any other matter at the Annual General Meeting are requested to write to the Company at least 7 (seven) days before the date of the meeting through email at cs@cejayfinance.com to enable the management to keep the required information available at the meeting.
- 14) The Securities and Exchange Board of India ("SEBI") vide its circular dated 20th April, 2018 has mandated registration of Permanent Account Number (PAN) and Bank Account Details for all physical securities holders. Members holding shares in physical form are therefore, requested to submit their PAN and Bank Account Details to M/s. Link Intime India Pvt. Ltd./ the Company. Members holding shares in demat form are requested to submit their PAN and update Bank Details and e-mail ID, with their respective Depository Participant.
- 15) As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed Companies can be transferred only in dematerialized form with effect from, 1st April, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's Registrar and Transfer Agent for assistance in this regard.
- 16) The Register of Directors and Key Managerial Personnel and their Shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act, will be available electronically for inspection by the members during the AGM. All documents referred to in the accompanying Notice will also be available for electronic inspection without any fee by the Members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an email at cs@cejayfinance.com.
- 17) Members are entitled to make nomination in respect of shares held by them. Members desirous of making nominations are requested to send the prescribed Form (SH-13) duly filled in and signed by them to the Depository Participants in case the shares are held in electronic form and to Registrar & Share Transfer Agent of the Company in case shares are held in physical form.
- 18) A dividend of ₹ 1.20/- per equity share has been recommended by the Board of Directors for the year ended 31st March, 2023, subject to the approval of the Members at the ensuing Annual General Meeting, is proposed to be paid within 30 days from the date of declaration by electronic mode to those Shareholders holding shares in electronic form/demat and having registered relevant bank details. In respect of those Shareholders holding shares in physical form or in case of electronic payment rejected, the Company will dispatch dividend warrants/cheques to such Shareholders through postal services.
- 19) The Company has fixed Saturday, 23rd September, 2023 as the 'Cut-off Date/Record Date' for determining entitlement of Members to final dividend for the financial year ended 31st March, 2023, if approved at the AGM.
- 20) Those Members who have so far not en-cashed their dividend warrants may claim or approach the Company for the payment thereof as the same will be transferred to the Investors' Education and Protection Fund (IEPF) of the Central Government, pursuant to Section 125 of the Companies Act, 2013.
- 21) Shareholders may note that pursuant to the Income Tax Act, 1961, as amended by the Finance Act, 2020, dividends paid or distributed by a Company after 1st April 2020 shall be taxable in the hands of the Shareholders. No tax will be deducted on payment of dividend to the Resident Individual Shareholders if the amount of dividend payable does not exceed ₹ 5,000/-. Your Company shall therefore be required to deduct tax at source at the time of making the payment of the said dividend payable. The Shareholders are requested to update their PAN with the Company / RTA. (in case of shares held in physical mode) and depositories (in case of shares held in demat mode). However, no tax or reduced tax shall be deducted

on the dividend payable by the Company in cases the Shareholder provides Form 15G (applicable to any Resident Individual other than a Company or a Firm) / Form 15H (applicable to Resident Individuals above the age of 60 years) / Form 10F (applicable to Non-Residents), provided that the eligibility conditions are being met. Needless to say, Permanent Account Number (PAN) is mandatory for category of Forms. To avail this benefit, Shareholders need to provide respective declaration / document (Form 15G/15H/10F) at the website of RTA, M/s. Link Intime India Private Limited Or at below given link, on or before 23rd September, 2023. <https://web.linkintime.co.in/formsreg/submission-of-form-15g-15h.html>

Shareholders are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20%. Non-resident Shareholders can avail beneficial rates under tax treaty between India and their country of residence, subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits by uploading respective declaration/documents as mentioned hereinabove.

Shareholders are requested to address all correspondence, including dividend related matters, to the RTA, Link Intime India Private Limited, 5th Floor, 506 to 508, Amarnath Business Centre-1, (ABC-1), Beside Gala Business Centre, Nr. St. Xavier's College Corner, Off C G Road, Navrangpura, Ahmedabad-380006, Email Id: ahmedabad@linkintime.co.in.

Disclaimer: This Communication is not to be treated as a tax advice from the Company or its affiliates or Link Intime India Private Limited. Shareholders should obtain the tax advice related to their tax matters from a tax professional.

22) THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- i) The voting period begins on Wednesday, 27th September, 2023 at 09.00 a.m. (IST) and ends on Friday, 29th September, 2023 at 05.00 p.m. (IST). During this period Shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the Cut-off Date (Record Date) of 23rd September, 2023 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09th December, 2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional Shareholders/retail Shareholders is at a negligible level. Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders. In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual Shareholders holding shares in demat mode.

- iv) In terms of the aforesaid SEBI Circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December, 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.

Pursuant to the aforesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> 1) 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 to Easi / Easiest are requested to visit cdsi website www.cdslindia.com and click on login icon & New System Myeasi Tab. 2) 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. 3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in Demat mode with NSDL	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting 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 name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is

	launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on Company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you 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 name and you will be redirected to e-Voting service provider website 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. CDSL and NSDL

Login type	Helpdesk details
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 Tollfree No.: 1800225533
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at Tollfree No.: 18001020990 and 1800224430

Step 2: Access through CDSL e-Voting system in case of Shareholders holding shares in physical mode and non-individual shareholders in Demat mode.

- v) Login method for e-Voting and joining virtual meetings for Physical Shareholders and Shareholders other than individual holding in Demat form.
- The Shareholders should log on to the e-voting website www.evotingindia.com.
 - Click on "Shareholders" module.
 - Now enter your User ID
For CDSL: 16 digits beneficiary ID,
For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
 - Next enter the Image Verification as displayed and Click on Login.
 - If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any Company, then your existing password is to be used.
 - If you are a first-time user follow the steps given below:

	For Physical Shareholders and other than individual Shareholders holding shares in Demat.
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- vi) After entering these details appropriately, click on "SUBMIT" tab.
- vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, Shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for Resolutions of any other Company on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- viii) For Shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- ix) Click on the EVSN for CEEJAY FINANCE LIMITED on which you choose to vote.
- x) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xii) After selecting the Resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- xiii) Once you "CONFIRM" your vote on the Resolution, you will not be allowed to modify your vote.
- xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to Scrutinizer for verification.
- xvii) Additional Facility for Non-Individual Shareholders and Custodians - For Remote Voting only.
 - Non-Individual Shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.

- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively, Non-Individual Shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer at the email address viz. csalpeshvekariya@gmail.com or to the Company at cs@ceejayfinance.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the Scrutinizer to verify the same.

23) INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

- a) The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.
- b) The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
- c) Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
- d) Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
- e) Further, Shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- f) 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.
- g) Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at Company's email id cs@ceejayfinance.com. The Shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at Company's email id cs@ceejayfinance.com. These queries will be replied to by the Company suitably by email.
- h) Those Shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
- i) Only those Shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
- j) If any Votes are cast by the Shareholders through the e-voting available during the AGM and if the same Shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such Shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the Shareholders attending the meeting.

24) PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES:

- i. For Physical Shareholders: Please provide necessary details like Folio No., Name of Shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Company/RTA.
- ii. For Demat Shareholders: Please update your email id & mobile no. with your respective Depository Participant (DP).

- iii. For Individual Demat Shareholders: Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.
- 25) If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800225533.
- 26) All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai-400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800225533.
- 27) The Company has appointed M/s. Alpesh Vekariya & Associates, Company Secretaries, Ahmedabad to act as the Scrutinizer for conducting the remote e-voting process as well as the e-voting system on the date of the AGM, in a fair and transparent manner.
- 28) The voting results shall be declared within two working days from the conclusion time of the Meeting. The results declared along with the Scrutinizer's Report will be placed on the website of the Company at www.ceejayfinance.com immediately after the result is declared by the Chairman or any other person authorised by the him in this regard and will simultaneously be sent to BSE Limited, where equity shares of the Company are listed.

Contact Details:**Company****Ceejay Finance Limited**Email Id: cs@ceejayfinance.com

Ph.: 0268-2562633/35

Registrar & Transfer Agent**Link Intime India Pvt. Ltd.**

506-508, Amarnath Business Centre-1, (ABC-1),
Besides Gala Business Centre, Near St. Xavier's College Corner,
Off C G Road, Ellisebridge, Ahmedabad - 380006
Email: ahmedabad@linkintime.co.in, Phone. No. 079 - 2646 5179

e-Voting Agency**Central Depository Services (India) Limited**

25th Floor, A Wing, Marathon Futurex, Mafatlal Mills Compound,
NM Joshi Marg, Lower Parel (E), Mumbai-400013.,
Email Id: helpdesk.evoting@cdslindia.com,
Phone/Helpline No.1800225533

Scrutinizer**M/s. Alpesh Vekariya & Associates, Company Secretaries,**

915, One World West, Iskcon-Ambli Road, Ambli, Ahmedabad-380058,
Email Id: csalpeshvekariya@gmail.com,
Ph.: +91 027-17464687

Registered Office
C.J. House, Mota Pore,
Nadiad-387001

Date: 29th May, 2023

By order of the Board of Directors
For CEEJAY FINANCE LIMITED

Sd/-

Kamlesh Upadhyaya
Company Secretary & Compliance Officer

THE STATEMENT SETTING OUT THE MATERIAL FACTS CONCERNING EACH ITEM OF SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**ITEM NO. 4.**

The Company is proposing to enter into certain business transactions with related parties as described in this explanatory statement up to the next AGM of the Company (for a period not exceeding Fifteen Months). All transactions to be entered into by the Company with related parties are in the ordinary course of business and are at arm's length basis and necessary approvals as required in compliance of the provisions under the Companies Act/ SEBI LODR, 2015 have already been obtained from the Audit Committee/Board.

Pursuant to Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter called as "the Listing Regulations"), all Related Party Transactions shall require prior approval of the Audit Committee and all material transactions with related parties shall require approval of the Members of the Company through a Resolution and all related parties shall abstain from voting on such Resolution.

It may be noted that as per the amended definition provided in the explanation to Regulation 23 (1) of SEBI LODR, 2015, a transaction with a related party shall be considered material if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds rupees one thousand crore or ten per cent of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity, whichever is lower. The said limits are applicable even if the transactions are in the ordinary course of business of the concerned Company and at an arm's length basis. The amended Regulation 2(1)(zc) of the SEBI Listing Regulations has also enhanced the definition of related party transaction which now includes a transaction involving a transfer of resources, services or obligations between a listed entity or any of its subsidiaries on one hand and a related party of the listed entity or any of its subsidiaries on the other hand, regardless of whether a price is charged or not.

Members may importantly note that the Company has been undertaking such transactions of similar nature with the said related parties in the past financial years, in the ordinary course of business and on arms' length after obtaining requisite approvals. The maximum annual value of the proposed transactions with below mentioned related parties is estimated on the basis of Company's current transactions with them and future business projections.

The Company is one of the Non-Banking Financial Companies (NBFC), primarily engaged in the business of loan financing. Accordingly, the lending book of the Company consists of diversified products, customer segments, geographies and varying tenors (Short Term and Long Term). Considering the nature of business and operations of the Company, the Company enters into various Related Party Transactions in the ordinary course of business.

The Management has provided the Audit Committee with the relevant details, as required under law, of various proposed RPTs. The Audit Committee, after reviewing all necessary information, has granted approval for entering into RPTs with related parties for an aggregate value as mentioned hereunder in a table to be entered up to the next AGM of the Company (for a period not exceeding Fifteen Months). The Audit Committee has noted that the said transactions are/will be on an arms' length basis and in the ordinary course of business of the Company.

Accordingly, approval of the Members is sought for approval of the arrangements/transactions/contracts under taken whether by way of continuation/extension/renewal/modification/ratification of earlier arrangements/transactions/contracts/agreements.

The following arrangements/transactions/contracts/agreements which may be entered into by the Company with its related parties, from time to time, defined below are estimated to exceeds the threshold limit as prescribed in the above para and therefore it is consider as material related party transactions. Accordingly, it requires approval of the Company by way of passing of an Ordinary Resolution.

Details of Proposed Related Party Transaction up to the next AGM of the Company (for a period not exceeding Fifteen Months).

Details of the proposed RPTs between the Company and it's Related Parties including the information required to be disclosed in the Explanatory Statement pursuant to the SEBI Circular, are as follows:

Sr. No.	Description	Details of proposed RPTs between the Company and it's Related Parties
1	Summary of information provided by the Management to the Audit Committee for approval of the proposed RPTs.	
a	Name of the Related Party and its relationship with the Company or its subsidiary, including nature of its concern or interest (financial or otherwise).	Given in below table
b	Type, material terms, monetary value and particulars of the proposed RPTs.	The Company and it's related parties (Given in below table) have entered into/propose to enter into the following RPTs up to the next AGM of the Company (for a period not exceeding Fifteen Months), for an aggregate value Given in below table
c	Percentage of the Company's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed RPTs.	Not Applicable
2	Justification for the proposed RPTs.	These transactions are regular business transactions of the Company and carried out at arm's length and in accordance with the applicable laws. Arrangement is commercially beneficial
3	Details of proposed RPTs relating to any loans, inter-corporate deposits, advances or investments made or given by the Company or its subsidiary.	
a	Details of the source of funds in connection with the proposed transaction	Own Share Capital/Internal accruals and liquidity of the Company.
b	Where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments: - Nature of indebtedness, - Cost of funds and - Tenure.	Not applicable.
c	Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security.	Given in below table
d	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	To meet working capital requirements of Company / Related Parties.
4	Arm's length pricing and 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 registered email address of the shareholder	Not Applicable
5	Name of the Director or Key Managerial Personnel ('KMP') who is related, if any, and the nature of their relationship.	Mr. Deepak Patel (KMP), Mr. Kiran Patel and Mr. Shailesh Patel (Directors)
6	Any other information that may be relevant.	All relevant information are mentioned herein Explanatory Statement setting out material facts, pursuant to Section102(1) of the Act, forming part of this Notice.

Name of the Related Party	Ceejay Microfin Limited	Ceejay Tobacco Limited	Chhotabhai Jethabhai Patel Charitable Trust
Nature of Relationship	Other related party	Other related party	Other related party
Nature of concern or interest of the related party (financial or otherwise)	Financial	Financial	Financial

Name of Related Party	Description of Relationship	Nature of Transactions	Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security.	Amount of transaction per Annum up to the next AGM of the Company (for a period not exceeding fifteen Months)*Amount ₹ In Lakhs
Ceejay Microfin Limited	Company with a common director and promoters which are covered under Section 2(76) of the Act.	Granting/availing/ providing of loan/ guarantees/securities /intercorporate deposit (ICD)/ interest payment/ interest income/ availing or providing of service and resources/ other transactions for business purpose.	<p>Terms for ICD:</p> <ul style="list-style-type: none"> - Lock in period of 2 days and thereafter on 'demand to pay basis'. - Tenure: upto 12 months. - Interest rate: 5% - 10%; linked to the Company's short-term borrowing cost. - Repayable on Demand. - ICD are under unsecured category. - Other terms and condition as decided by Managing Director/ Board of Directors including to alter the existing terms and conditions. <p>Terms for other Loans:</p> <ul style="list-style-type: none"> - Tenure: 20 years. - Interest rate: 10% to 12%. - Other terms and conditions as decided by Managing Director / Board of Directors including to alter the existing terms and conditions. 	₹ 2000/- Lakhs

			The terms and conditions for other transactions as decided by Managing Director / Board of Directors including to alter the existing terms and conditions.	
Ceejay Tobacco Limited	Company with a common director and promoters which are covered under Section 2(76) of the Act.	Granting/availing/ providing of loan/ guarantees/ securities/ intercorporate deposit (ICD)/ interest payment/ interest income/ availing or providing of service and resources/ other transactions for business purpose.	<p>Terms for ICD:</p> <ul style="list-style-type: none"> - Interest rate: 8% - 10%, - Repayable on Demand, - ICD are under unsecured category, - Other terms and conditions as decided by Managing Director/ Board of Directors including to alter the existing terms and conditions. <p>The terms and conditions for other transactions as decided by Managing Director / Board of Directors including to alter the existing terms and conditions.</p>	₹ 10000/- Lakhs
Chhotabhai Jethabhai Patel Charitable Trust	Trustees of the Trust are director and promoter(s) which are covered under Section 2(76) of the Act.	Donation/CSR/CSR Project	Granting of amount as a Donation/CSR of the Company.	₹. 50/- Lakhs

***Notes:**

1. Amount mentioned are based on projection of turnover for financial year 2023-24.
2. All transactions shall be on the arm's length price basis.
3. Transactions in the ordinary course of business with terms and conditions that are generally prevailing in the industry segments that the Company operates in. Monetary value of transactions with a single related party subject to a maximum as mentioned herein above. The arrangements/transactions/ contracts/ agreements involves granting/ availing/providing of loan/ guarantees/ securities/inter corporate deposit/ interest payment/ interest income/ receipt or availing or providing of service and resources/ other transactions for business purpose. The amount will be utilised for business purpose.

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. 4 of the Notice, whether the entity is a Related Party to the particular transaction or not.

None of the other Directors, KMPs and/or their respective relatives is in any way, concerned or interested, financially or otherwise, in the Resolution mentioned at Item No. 4 of the Notice.

Based on the recommendation of the Audit Committee, the Board recommends the Ordinary Resolution set forth at Item No. 4 of the Notice for approval of the Members.

Registered Office
C.J. House, Mota Pore,
Nadiad-387001

By order of the Board of Directors
For CEEJAY FINANCE LIMITED
Sd/-

Date: 29th May, 2023

Kamlesh Upadhyaya
Company Secretary & Compliance Officer

Brief resume of Directors to be re-appointed at this Annual General Meeting are given below pursuant to Secretarial Standard-2 on General Meetings and Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:

Name of Director	Mr. Deepak Patel
Date of Birth	05-07-1961
Nationality	Indian
Brief Resume of the Director	Wider Experience in Finance, Management, Real Estate and Marketing
Date of Appointment	20-04-1993
DIN	00081100
PAN	ACXPP5096J
Experience (Yrs.)	More than 31 years
Expertise	Leadership, Finance, Marketing, Real Estate
Other Directorship (as on 31 st March, 2023)	Ceejay Tobacco Limited. Chhotabhai Jethabhai Patel Tobacco Products Co. Ltd. Ceejay Microfin Limited. Ceejay Realty Private Limited.
Chairmanship/Membership of Committees of other Companies	Refer Corporate Governance Report
Inter-se relationship between Directors and other Key Managerial Personnel	He is related to Chairman and Director of the Company.
Shareholding (Individual) in Company	7285
Education	B.Com, MBA

BOARD'S REPORT

To,
The Members,

Your Directors are pleased to present their **Thirtieth(30) Annual Report** together with the Audited Financial Statements of the Company **for the financial year ended 31st March, 2023.**

FINANCIAL RESULTS

(Amount In ₹ Lakhs)

PARTICULARS	YEAR ENDED 31/03/2023	YEAR ENDED 31/03/2022
Revenue from operations	1972.96	1784.63
Other Income	13.72	11.12
Total Income	1986.68	1795.75
Profit Before Depreciation, Finance Cost & Tax	1237.04	953.48
Finance Cost	332.93	240.97
Depreciation and amortization expense	19.74	18.14
Profit before Tax	884.37	694.37
Provision for Tax	-	-
Current Tax	211.8	199.22
Deferred Tax	(11.91)	(2.10)
Provision of Income Tax of earlier period	-	-
Profit after Tax	684.48	497.25
Balance of Profit brought forward	202.88	258.20
Other Comprehensive Income	1.97	6.38
Profit available for Appropriation	889.33	761.82
Appropriations:		
Dividend paid	(34.50)	(34.50)
Transferred to Statutory reserve	(136.90)	(99.45)
Transferred to General reserve	(450.00)	(425.00)
Balance Carried to Balance Sheet	267.93	202.88

COMPANY'S AFFAIRS AND FUTURE OUTLOOK

Total revenue including income from operations and other income increased to ₹ 1986.68 Lakhs in the current year from ₹ 1795.75 Lakhs in the previous year. The total expenses increased to ₹ 1102.31 Lakhs in the current year from ₹ 1101.38 Lakhs in the previous year, mainly due to increase in finance cost and other expenses. The finance cost increased to ₹ 332.93 Lakhs in the current year from ₹ 240.97 Lakhs in the previous year due to increase in borrowing cost. Accordingly, the profit before tax increased to ₹ 884.37 Lakhs in the current year from ₹ 694.37 Lakhs in the previous year. After providing tax of ₹ 199.89 Lakhs in the current year (₹ 197.12 in the previous year) profit after tax increased to ₹ 684.48 Lakhs from ₹ 497.25 Lakhs in the previous year.

The total disbursement made in the current year ₹ 6628.00 Lakhs as compared to ₹ 5689.00 Lakhs in previous year. The Company's strategy to focus for the business in smaller places and specialization in two/three wheeler segment/used four wheelers has remained unchanged. Hypothecation/loan stock of the Company has increased to ₹ 7987.71 Lakhs in current year from ₹ 7362.35 Lakhs in the previous year.

The assets of the Company are properly and adequately insured and recoveries are at satisfactory level.

DIVIDEND

The Board is pleased to recommend dividend at the rate of ₹1.20/- (@ 12%) per equity share of ₹10/- each for the financial year ended 31st March, 2023, on the paidup equity share capital of the Company. The dividend, if approved by the members, will be paid to members eligible as on the record date, within the period stipulated under the Companies Act, 2013.

If declared, the total amount outflow on account of dividend will be ₹ 41.40 Lakhs subject to deduction of TDS as applicable.

TRANSFER OF AMOUNT TO GENERAL RESERVES

The Company has transferred ₹ 450.00 Lakhs to General Reserve and ₹ 136.90 to Statutory Reserve during the year.

UNCLAIMED DIVIDEND AND TRANSFER OF SHARES TO IEPF

The total unclaimed dividend as on 31st March, 2023 was ₹18.70 Lakhs. Unpaid/Unclaimed dividend of ₹ 3.06 Lakhs for the financial year 2014-15 has been transferred to the Investor Education and Protection Fund (IEPF) during the year.

Pursuant to the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, 12380 equity shares have been transferred to Investor Education and Protection Fund during the year. The Company has duly complied with relevant applicable provisions of Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016. The details of the unpaid and unclaimed dividend are uploaded at Company and IEPF Website (www.iepf.gov.in). The Board has appointed Company Secretary and Compliance Officer as Nodal Officer to co-ordinate with IEPF Authority and the Contact details of the same are available at Company's website (www.ceejayfinance.com).

SUBSIDIARY, ASSOCIATE AND JOINT VENTURE COMPANIES

The Company does not have any Subsidiary Companies, Associate Companies or Joint Venture Companies during the year under review.

CAPITAL STRUCTURE

There has been no change in the authorised, issued, subscribed and paid-up Share Capital of the Company during the year under review.

CHANGE IN NATURE OF BUSINESS

Your Company continues to operate in the single business segment as that of previous year and there is no change in the nature of the business.

MATERIAL CHANGES AND COMMITMENTS

No material changes and commitments have occurred after the close of the financial year till the date of this report, which affect or is likely to affect the financial position of the Company.

SIGNIFICANT AND MATERIAL ORDER PASSED BY REGULATORS OR COURTS OR TRIBUNALS

No orders were passed by the regulators or courts or tribunals impacting the going concern status and Company's operation in future.

REPORTING OF FRAUDS

There have been no instances of fraud reported by the statutory auditors under Section 143(12) of the Act and rules framed thereunder.

ANNUAL RETURN

Pursuant to Section 92(3) read with Section 134(3)(a) of the Companies Act, 2013 and rules made thereunder, the Annual Return as on 31st March, 2023 is available on the website of the Company at www.ceejayfinance.com.

MANAGEMENT DISCUSSION AND ANALYSIS**Global Economic Overview**

Global economic activity is experiencing a broad-based and sharper-than-expected slowdown, with inflation higher than seen in several decades. The cost-of-living crisis, tightening financial conditions in most regions, Russia's invasion of Ukraine, and the lingering Covid-19 pandemic all weigh heavily on the outlook. Global

growth is forecast to slow from 6.0 percent in 2021 to 3.2 percent in 2022 and 2.7 percent in 2023. This is the weakest growth profile since 2001 except for the global financial crisis and the acute phase of the Covid-19 pandemic. Global inflation is forecast to rise from 4.7 percent in 2021 to 8.8 percent in 2022 but to decline to 6.5 percent in 2023 and to 4.1 percent by 2024. Monetary policy should stay the course to restore price stability, and fiscal policy should aim to alleviate the cost-of-living pressures while maintaining a sufficiently tight stance aligned with monetary policy. Structural reforms can further support the fight against inflation by improving productivity and easing supply constraints, while multilateral cooperation is necessary for fast-tracking the green energy transition and preventing fragmentation.

The baseline forecast is for growth to fall from 3.4 percent in 2022 to 2.8 percent in 2023, before settling at 3.0 percent in 2024. Advanced economies are expected to see an especially pronounced growth slowdown, from 2.7 percent in 2022 to 1.3 percent in 2023. In a plausible alternative scenario with further financial sector stress, global growth declines to about 2.5 percent in 2023 with advanced economy growth falling below 1 percent. Global headline inflation in the baseline is set to fall from 8.7 percent in 2022 to 7.0 percent in 2023 on the back of lower commodity prices but underlying (core) inflation is likely to decline more slowly. Inflation's return to target is unlikely before 2025 in most cases. (Source: IMF World Economic Outlook- October 2022 and April 2023).

Indian Economy Overview

India's growth continues to be resilient despite some signs of moderation in growth, says the World Bank in its latest India Development Update, the World Bank India's biannual flagship publication.

The Update notes that although significant challenges remain in the global environment, India was one of the fastest growing economies in the world. The overall growth remains robust and is estimated to be 6.9 percent for the full year with real GDP growing 7.7 percent year-on-year during the first three quarters of fiscal year 2022/23. There were some signs of moderation in the second half of FY 22/23. Growth was underpinned by strong investment activity bolstered by the government's capex push and buoyant private consumption, particularly among higher income earners. Inflation remained high, averaging around 6.7 percent in FY22/23 but the current-account deficit narrowed in Q3 on the back of strong growth in service exports and easing global commodity prices.

The World Bank has revised its FY23/24 GDP forecast to 6.3 percent from 6.6 percent (December 2022). Growth is expected to be constrained by slower consumption growth and challenging external conditions. Rising borrowing costs and slower income growth will weigh on private consumption growth, and government consumption is projected to grow at a slower pace due to the withdrawal of pandemic-related fiscal support measures.

The Indian economy continues to show strong resilience to external shocks," said Auguste Tano Kouame, World Bank's Country Director in India. "Notwithstanding external pressures, India's service exports have continued to increase, and the current-account deficit is narrowing."

Although headline inflation is elevated, it is projected to decline to an average of 5.2 percent in FY23/24, amid easing global commodity prices and some moderation in domestic demand. The Reserve Bank of India's has withdrawn accommodative measures to rein in inflation by hiking the policy interest rate. India's financial sector also remains strong, buoyed by improvements in asset quality and robust private-sector credit growth. (Source: The World Bank Press Release- April 2023).

Industry Structure and Developments

In the recent decade, Non-Banking Financial Companies (NBFCs) have emerged as one of the principal institutions in providing credit financing to the unorganized underserved sector. NBFCs continue to leverage their superior understanding of regional dynamics and customized products and services to expedite financial inclusion in India. NBFCs have a systematically important role in the Indian financial system. They provide a means of financial inclusion for those who do not have easy access to credit. NBFCs have not only

revolutionized the way the lending system operates in India over the last decade, but they have also merged digitization and technology to provide customers with a quick and convenient financing experience. Thus, accessing the large untapped demographic of the Indian subcontinent and setting the way for economic prosperity.

Focusing on the low-income groups and untapped segments of the society, the NBFCs provide a plethora of services, including MSME financing, Home Finance, Microfinance, Gold loan and other retail segments. With small-ticket loan forming the major chunk of the business, NBFCs have further integrated with Fintech and developed newer products of the technological age. Leveraging on the hybrid model of physical and digital delivery, NBFCs have unlocked vast opportunities for the decades to come. The Government has also shown major focus towards the development of these NBFCs and have been working on governance measures to strengthen the systemic importance of the NBFCs. Given the increasing importance of NBFCs, the RBI, in the last few years, has increased its regulatory oversight over the sector.

In recent years as the impact of the second Covid-19 wave waned and the third wave turned out to be shortlived, the NBFC sector regained momentum, cushioned by proactive policy measures announced by the RBI and the Government. The economic survey has observed that credit extended by NBFCs is picking up momentum, with the aggregate outstanding amount at ₹ 31.5 trillion as on September 2022. NBFCs continued to deploy the largest quantum of credit to the industrial sector, followed by retail, services, and agriculture. Loans to the services sector (share in outstanding credit being 14.7%) and personal loans (share of 29.5%) registered a double-digit growth. This progress was mainly led by growth in the Housing, Auto, Gold and other retail segments which stood resilient even in the previous fiscal year.

Opportunities

The Company is expecting good opportunities in the upcoming financial year. It has witnessed considerable growth in the last few years and is now being recognized as complementary to the banking sector due to implementation of innovative marketing strategies, introduction of tailor-made products, customer-oriented services, attractive rates of return on deposits and simplified procedures, etc.

The Government is encouraging banks to use the co-origination model of financing to address the needs of the Micro, Small and Medium Enterprises (MSME) in the country, especially in smaller towns. The Reserve Bank of India (RBI) revised the co-lending scheme to provide greater operational flexibility to lenders with an aim to improve credit flow to the unserved and underserved sector of the economy. This helps flow of credit at a lower cost to a wider market. The Reserve Bank of India's (RBI)'s decision to enable banks and NBFCs (including HFCs) to co-lend is crucial to the progress of NBFCs in India. This has allowed banks and NBFCs to leverage their respective strengths and offer better lending options to the economically weaker sections. Co-lending is an important tool to increase the microfinance, MSME and affordable housing portfolio, a win-win situation for both banks and NBFCs. Co-lending is anticipated to boost NBFCs' performance as better loan originators, allowing them to reach a broader audience and provide a better customer care experience. While banks have greater liquidity, NBFCs have better reach and origination capabilities. Co-lending, which was developed as a means of increasing liquidity, has opened up new opportunities for NBFCs to expand and succeed.

Threats

Unanticipated changes in regulatory norms: The appropriate supervision and regulation of NBFC sector is a prerequisite for India's overall financial development. Non-bank lenders' regulatory structure has been changing over time to ensure prudent supervision and regulation. However, unexpected regulatory changes and restrictions, may increase compliance costs and adversely impact the way current products or services are produced or delivered.

Technology disruption: In India, the NBFC business is undergoing rapid technological development. Technology-based innovation has become essential to the Company's success. It has become critical to stay

on top of the competition when it comes to new generation digital innovations. The potential of disruptions induced by developing technologies, however, always remain.

Liquidity squeeze: NBFCs rely on external funding to fulfill the financing needs of their customers. A liquidity crunch arising from reduced loan recovery, external funding or other unforeseen events could adversely impact the loan disbursement cycle of the NBFCs leading to subdued performance.

Global economic slowdown: The global scenario is as complex as it is uncertain. A global economic downturn might be disastrous for emerging economies. Erratic capital flows, currency volatility, migration restrictions, and global trade barriers might all have adverse impacts on the productivity and business of the NBFC sector.

Global geopolitical crises: India being an emerging global economy, faces notable risks due to global relations. A shift in developed and emerging countries' interest rates, policies and protectionism along with trade and capital market conditions may hamper businesses locally. Geopolitical and trade tensions in the global market pose further risk to the Indian NBFC industry.

Segment/Product wise performance

The Company operates in single business segment i.e. NBFC/Finance. CEEJAY Finance intends to continue its focus on serving the informal segment in the rural and semi-urban areas and scale up business by deepening the penetration levels of existing branch network to reach more unorganized enterprises in the rural and semi-urban areas. CEEJAY Finance would be selective in choosing the customer segments, after effective credit underwriting and enhanced risk management framework to maintain portfolio quality. On the liquidity front, we would continue to maintain higher than required liquidity during the early part of the year. We would take every step into the coming year cautiously. Protecting the portfolio, ensuring safety of our employees, containing cost and improving efficiency would be our key focus areas for the coming months till the environment becomes clear.

The Company's significant share of revenue comes from two wheeler finance in rural area. The thrust on rural and infrastructure sectors by the government could rejuvenate rural demand and also crowd in private investment. We continue to focus on Two Wheeler and Second-hand Four Wheeler Vehicle financing and we adopt such business models which generates required return on assets and the quality portfolio.

Our mission is to be sound NBFC among regional players in terms of product offerings, technology, service levels, risk management and audit and compliance etc. The objective is to continue building sound customer /franchises across distinct businesses so as to be a preferred provider of NBFC services for its target retail and customer segments, and to achieve a healthy growth in profitability, consistent with the Company's risk appetite.

The Company's range of retail financial products and excellent services and branches net work is fairly exhaustive to meet up the coming challenges. The objective is continue to build sound customer/dealer friendly atmosphere to achieve healthy growth in profitability, consistent with Company's risk appetite. The Company also emphasizes to develop innovative products and services that attract its Customers, Increase its market share as NBFC and financial services industry by following a disciplined growth strategy focusing on balancing quality and volume growth while delivering high quality customer service, maintain reasonably good standards for asset quality through disciplined credit risk management; and continue to develop products and services that reduce its cost of funds; and Focus on healthy earnings growth with low volatility. Our Company growth is more important especially looking to the concentration in rural area for the business. The Company grew its retail assets portfolio in a well-balanced manner focusing on both returns as well as risk. Company intends to follow conservative view in the coming years. Company also expects continuous threats to small/medium Company like us, from global/giant players in the retail finance market especially with large size/volume, lower rate of interest and ability to sustain in the market is inevitable for the Company to sustain in the market. Overall, in spite of various pros and cons your Company has demonstrated outstanding achievement in terms of earned valued and well-built market presence. Your Company is cash rich, has better liquidity, improved working capital and it has shown its readiness to accept market challenges. All of these are signs of strong

fundamentals which the Company has been able to establish with the help of better and professional management support. The main growth drivers for the Company is Unique value proposition, Regional outreach, Deep understanding of the customer segment, Customized product offerings, Availability of capital, Leveraging technology, Co-lending arrangements and Risk management.

Outlook

The future of Non-Banking Financial Companies (NBFCs) in India appears to be positive, with the sector striving for continued growth and innovation in the years ahead. NBFCs have become an important part of the financial services landscape in India, serving as a critical source of credit for individuals and businesses that are underserved by traditional banks. One of the key factors driving the growth of NBFCs in India is the increasing demand for financial services in the country.

Post-pandemic, the growth of various sectors has declined while NBFCs still attracted people and surged them with their accessible and affordable financial services. The proactive RBI modifications have been a major factor in harmonising NBFCs with banking sector regulation, making it easy and protecting the interests of the client. (Source: IBEF).

NBFCs have also taken various steps to navigate through the pandemic induced headwinds, stricter and strengthened underwriting norms, use of alternate data sources for underwriting, quickening the pace of digitalisation through use of UPI handles, Bots, IVR's, strengthening of collection teams and focus on safer asset classes amongst others.

The aforementioned measures, coupled with greater focus on asset quality, digitalisation across customer lifecycle, co-lending partnerships, effective utilisation of structured financing and strengthening of capital base amongst others will hold NBFC's in good stead as they navigate towards a more benign economic environment that is expected in the latter part of fiscal 2023 and beyond.

NBFCs have come a long way in terms of their scale and diversity of operations. They now play a critical role in financial intermediation and promoting inclusive growth by providing last-mile access of financial services to meet the diversified financial needs of less-banked customers. Over the years, the segment has grown rapidly, with a few of the large NBFCs becoming comparable in size to some of the private sector banks. The sector has also seen advent of many non-traditional players leveraging technology to adopt tech-based innovative business models.

There is an increasingly complex web of inter-linkages of the sector with the banking sector, capital market and other financial sector entities, on both sides of the balance sheet. As such NBFCs, like other financial intermediaries, are increasingly exposed to counterparty, funding, market and asset concentration risks, even before the Covid-19 pandemic impacted financial markets and our lives.

Risk Management/Swot Analysis and Internal Control Systems and their Adequacy

Managing risk is fundamental for ensuring sustained profitability and stability of an organisation. Risk management is the process of identifying, assessing, and controlling threats to an organisation's capital and earnings and focuses on proactive approach to manage both existing and emerging risks. The Company views risk management as one of its core competencies and endeavours to ensure that risks are identified, assessed, and managed in a timely manner. The Company risk management framework aligns risk and capital management to business strategies; aims to protect its financial strength and reputation; and ensures support to business activities for adding value to customers while creating sustainable shareholder value.

In its pursuit of creating value for stakeholders through sustainable business growth Company has put in place a robust risk management framework to promote a proactive approach in reporting, evaluating and resolving risks associated with the business. Given the nature of the business the company is engaged in, the risk framework recognizes that there is uncertainty in creating and sustaining such value as well as in identifying opportunities. Risk management is therefore made an integral part of the company's operations

Your Company is exposed to various risks that are an inherent part of any financial service business.

Traditionally, credit, operational and liquidity risks have always been seen as the top tier risks. The Company's risk management framework is well dimensioned and managed based on a clear understanding of various risks, disciplined risk assessment, measurement procedures and continuous monitoring. The Board of Directors has oversight on all risks assumed by the Company and to facilitate focused oversight of the risks identified. These risks have the potential of impacting the financial strength, operations and reputation of your Company. Keeping this in mind, your Company has a Risk Management Framework in place. The effectiveness of this framework is supervised periodically. Your company is committed towards creating an environment of increased risk awareness at all levels. It also aims at constantly upgrading the appropriate security measures, including cyber security measures, to ensure avoidance and mitigation of various risks and achieve an optimised balance of return for the risk assumed, while remaining within acceptable risk levels. Your Company conducts stress tests to assess the resilience of its Balance Sheet. This also helps to provide insights to the Management to understand the nature and extent of vulnerabilities, quantify the impact and develop plausible business-as-usual mitigating actions. The market witnessed substantial turbulence in the previous year, stemming from multiple sources impacting the industry. However, as your Company has been fundamentally built on the principle of sound risk management practices, it has successfully weathered the market turbulence and continues to remain resilient.

The Central Bank has been tightening regulations to manage the risk in the sector and has been proposing higher capital and provisioning requirements. It has also been stressing on higher disclosures to safeguard public money and prevent systemic shocks. In addition, the RBI has taken rapid preventive actions in addressing specific issues to manage systemic risk. It is expected that RBI will continue to monitor the activity and performance of the NBFC sector with a focus on major entities and their inter-linkages with other sectors to maintain financial stability in the short, medium and long-term.

Your Company has comprehensive Risk Management System towards identification and evaluation of all potential business risks. Management has developed Risk Management Plan and reviews its implementation regularly. The Company is exposed to external and internal risk associated with its business. To counter these risks, the Company continues to broaden its product portfolio, increase customer profile and geographic reach. Taking on various types of risk is integral to the NBFC business. Sound risk management and balancing risk reward trade-offs are critical to a Company's success. Business and revenue growth have therefore to be weighed in the context of the risks implicit in the Company's business strategy. Of the various types of risks your Company is exposed to, the most important are credit risk, credit concentration risk, market risk, business risk, strategic risk, interest rate risk, model risk, technology risk including liquidity risk price risk and operational risk. The identification, measurement, monitoring and management of risks accordingly remain a key focus area for the Company. For credit risk, appropriate distinct policies and processes are in place for the retail businesses. Overall portfolio diversification and reviews also facilitate mitigation and management. Especially a small capital based Company faces multiple problems due to poor recovery systems. The specific NPA provisions that the Company has made continue to be more conservative than the regulatory requirements. This will help the Company to maintain high standards for assets quality through disciplined credit risk management. The Company has strength as being the pioneer in the two wheeler vehicles financing sector in Gujarat/Maharashtra, Oldest NBFC since last 26 years, sound financial position since inception, a well-defined and scalable organisation structure, strong financial track record with low Non Performing Assets (NPAs), Experienced and stable management team, strong relationships with public, private as well as banks, fast Procedure. However, your Company is facing the threat of, small organisation structure, availability of cheaper fund, competition with large NBFC's/Banks, direct manufacturer involvement in finance business and rain fall affecting rural area. Regulatory restrictions - continuously evolving Government regulations and uncertain economic and political environment may impact operations.

Your Company continued to focus on managing cash efficiently and ensured that it had adequate levels of liquidity apart from back-up lines of credit to support business requirement and near term liability maturity.

Further, Capital Adequacy (capital as a % of total advances) is quite comfortable at around 67.77%, well

above regulatory minimum of 15%.

Also, CEEJAY has healthy internal controls system in place, driven through various procedures and policies which are reviewed and tested periodically, across processes, units and functions. CEEJAY teams have an eye on the market; have inbuilt processes to identify the existing and probable risks and to mitigate identified risks. Senior management also monitors the mitigating measures. The Company has various committees which are designed to review and oversee critical aspects of Company's operations.

Financial Performance

As on 31st March, 2023 hypothecation/loan stock of the Company was ₹ 7987.71 Lakhs in the current year against ₹ 7362.35 Lakhs in the previous year. The Company has made impairment loss allowance of ₹ 302.56 Lakhs during the year. However, there is positive impairment of financial instrument of ₹ 72.44 Lakhs. The total disbursement made in the current year ₹ 6628.00 Lakhs as compared to ₹ 5689.00 Lakhs in previous year.

Key Ratios

Ratio	2022-2023	2021-2022
Capital to risk-weighted assets ratio (CRAR)		
Tier I CRAR	67.77%	70.14%
Tier II CRAR	-	-
Liquidity Coverage Ratio	163.81%	283%

Capital Adequacy Ratio

Your Company's Capital Adequacy Ratio (CAR) stood at 67.77% well above the regulatory minimum of 15%. The revised Guidelines issued by R.B.I for recognition of Income, asset classification, Investment accounting, provision for non-performing assets and capital adequacy have been followed by your Company. The Company has also made the provision for non-performing assets in case of sub-standard, doubtful and loss assets as per R.B.I. guidelines.

Disclosure of Accounting Treatment and Fulfilment of the RBI's Norms and Standards

The Company has followed the same Accounting Standard as prescribed in preparation of Financial Statements and the Company has complied with the applicable norms and standards laid down by the RBI.

CAUTIONARY NOTE Certain statements in this Report may be forward-looking and are stated as may be required by applicable laws and regulations. Actual results may vary from those expressed or implied, depending upon economic conditions, Government policies, regulations, tax laws, other statutes and other incidental/related factors.

RESOURCE MOBILATION/ICRA RATING

Cost of funds for retail-focused NBFCs, which remained high at 10%-12%, is likely to increase during the year. As mentioned earlier, Company is in constant search to avail cheaper fund to reduce our cost of funds. The cash credit limit of the Company has increased from ₹ 1780.00 Lakhs to ₹ 2280.00 Lakhs with the Banks during the year under review.

The Company has discontinued accepting or renewing fresh deposits, therefore there no outstanding fixed deposit as on date. Inter Corporate Deposit (received) decreased to ₹ 475.00 Lakhs in the current year from ₹ 900.00 Lakhs in previous year.

During the year there was no change in rating as assigned +BB (Stable) by CARE for cash credit limits of the Company from Banks.

PUBLIC DEPOSITS

The Company has not accepted any deposits from the public within the meaning of provision of Non-Banking

Financial Companies acceptance of public deposits (Reserve Banks) Direction, 1998.

As reported earlier, the Company has discontinued accepting or renewing fresh/existing fixed deposits. At the close of the year, no amount remained unclaimed or unpaid. The Company does not have any claimed but unpaid deposits.

DIRECTORATE/KMP AND DECLARATIONS

Mr. Deepak Patel (DIN: 00081100), Director of the Company, is liable to retire by rotation at the ensuing Annual General Meeting and being eligible offers himself for re-appointment.

The Board of Directors of the Company hereby confirms/declares that all the Independent Directors duly appointed by the Company have submitted declarations and they meet the criteria of independence as provided under Section 149(6) of the Companies Act, 2013 along with Rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations.

Mr. Shailesh Bharvad, Company Secretary and Compliance Officer of the Company has resigned w.e.f. 10th December, 2022 and the Board of Directors has appointed Mr. Kamlesh Upadhyaya as Company Secretary and Compliance Officer of the Company w.e.f. 17th December, 2022.

Mr. Deepak Patel, Managing Director, Mr. Devang Shah, Chief Financial Officer and Mr. Kamlesh Upadhyaya, Company Secretary are the Key Managerial Personnel of the Company as on 31st March, 2023.

All the Directors of the Company have confirmed that they are not disqualified from being appointed as Directors in terms of Section 164 of the Companies Act, 2013 and not debarred or disqualified by the SEBI / Ministry of Corporate Affairs or any such statutory authority from being appointed or continuing as Director of the Company or any other Company where such Director holds such position in terms of Regulation 34(3) and Clause 10(i) of Part C of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

NUMBER OF MEETINGS OF THE BOARD

Seven meetings of the Board of Directors of the Company were held during the financial year. The meetings' details are provided in the Corporate Governance Report, which is a part of this Report.

DIRECTORS' RESPONSIBILITY STATEMENT

To the best of their knowledge and belief and according to the information and explanations obtained by them, your Directors make the following statements in terms of clause (c) of sub-Section (3) of Section 134 of the Companies Act, 2013, which states that-

- (a) in the preparation of the Annual Accounts, the applicable Accounting Standards have been followed along with proper explanation relating to material departures;
- (b) the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for that period;
- (c) the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (d) the Directors have prepared the Annual Accounts on a going concern basis;
- (e) the Directors have laid down Internal Financial Controls to be followed by the Company and that such Internal Financial Controls are adequate and were operating effectively; and
- (f) the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

CORPORATE GOVERNANCE

The Company has been following the principles and practices of good Corporate Governance and has ensured compliance of the requirements stipulated under Regulation 34 of the SEBI (Listing Obligations and Disclosure

Requirements) Regulations, 2015.

As per SEBI Listing Regulations, a detailed Report on Corporate Governance along with the Certificate thereon issued by Secretarial Auditors of the Company form part of the Board's Report.

SECRETARIAL STANDARDS

The Company has complied with applicable mandatory Secretarial Standards issued by the Institute of Company Secretaries of India.

LISTING AGREEMENT WITH STOCK EXCHANGES

Pursuant to the provisions of listing agreement with stock exchanges, the equity shares of the Company are listed on BSE Limited and annual listing fees has been paid to the said Stock Exchange for the financial year 2023-24.

DEPOSITORY SYSTEM

Your Company has established electronic connectivity with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). In view of the compulsory dematerialization of Company's equity shares on stock exchanges, members are requested to dematerialize the shares on either of the depositories as aforesaid.

The Board would like to bring to your notice that in terms of amended Regulation 40 of the SEBI [LODR] Regulations, 2015 vide notification dated 8th June, 2018 and in terms of Circular of BSE Limited dated 5th July, 2018, effective from December 5, 2018 including amendments from time to time, all shares which are lodged for transfer shall be transferred in dematerialized form only. Hence those members who have yet not dematerialized their shares are hereby requested to dematerialize the same as early as possible.

INTERNAL AUDITORS, AUDIT REPORT AND COMPLIANCE

In terms of the provisions of Section 138 of the Companies Act, 2013 read with Rule 13 of the Companies (Accounts) Rules, 2014, M/s. Vipinchandra C. Shah & Co., Chartered Accountants, was appointed as Internal Auditors of the Company for the financial year 2022-23, who regularly carries out the Internal Audit of the Company.

All Audit Reports are regularly placed before the Audit Committee at Committees' meetings. After providing due explanations, the Company adopts the final suggestions and necessary effects are given in accounting process and system of the Company. There are no qualifications, reservations or adverse remarks or disclaimer made by the Internal Auditors in their Reports.

STATUTORY AUDITORS & AUDIT REPORT

The Company had appointed M/s. Kantilal Patel & Co., (Firm Registration No. 104744W), Chartered Accountants, as Statutory Auditors of the Company at the 29th Annual General Meeting till the conclusion of 34th Annual General Meeting in compliance with the provision of Section 139[1] of the Companies Act, 2013.

The Report given by the Auditors on the financial statement of the Company is part of this Report. There has been no qualification, reservation, adverse remark or disclaimer made by the Auditors in their Report.

SECRETARIAL AUDITORS AND AUDIT REPORT

M/s. Alpesh Vekariya & Associates, Company Secretaries, was appointed as Secretarial Auditor of the Company for the financial year 2022-23.

In accordance with Section 204 of the Companies Act, 2013 read with Rules made thereunder and Regulation 24A of the SEBI Listing Regulations, the Report given by the Secretarial Auditors form part of this Report. There has been no qualification, reservation, adverse remark or disclaimer made by the Secretarial Auditors in their Report.

CORPORATE SOCIAL RESPONSIBILITY [CSR]

Company's CSR initiatives and activities are aligned to the requirements of Section 135 of the Act and rules

made thereunder. The CSR Policy of the Company as approved by the Board on the recommendation of the CSR Committee is available on the website of the Company at www.cejayfinance.com.

The Annual Report on CSR Activities undertaken by the Company during the financial year 2022-23 is annexed as **Annexure-A** and forms part of this Report. The details pertaining to the CSR Committee and meetings are provided in the Corporate Governance Report, which is a part of this Report.

NOMINATION AND REMUNERATION COMMITTEE

The role and responsibilities, Company's policy on Directors' appointment and remuneration including criteria for determining qualifications, positive attributes, independence of a Directors and other related matters are in conformity with the requirements of the Companies Act, 2013 and SEBI [Listing Obligations and Disclosure Requirements] Regulations, 2015. The details pertaining to the composition and meetings of the Nomination and Remuneration Committee are included in the Corporate Governance Report, which is a part of this Report.

AUDIT COMMITTEE

The scope of Audit Committee is in accordance with the Companies Act, 2013 and SEBI [Listing Obligations and Disclosure Requirements] Regulations, 2015. The details pertaining to the composition and meetings of the Audit Committee are included in the Corporate Governance Report, which is a part of this Report.

STAKEHOLDERS RELATIONSHIP/INVESTOR GRIEVANCES COMMITTEE

The Company has constituted the Stakeholders Relationship Committee in accordance with the Companies Act, 2013 and SEBI [Listing Obligations and Disclosure Requirements] Regulations, 2015. The details pertaining to the composition, functions and meetings of the Stakeholders Relationship Committee are included in the Corporate Governance Report, which is a part of this Report.

EVALUATION OF BOARD, COMMITTEE AND DIRECTORS

A detailed exercise for evaluation of the performance of the Board, its various Committees and also the performance of individual Directors pursuant to the provisions of the Act and SEBI Listing Regulations was carried out by the Board by way of structured questionnaire and Directors were satisfied with the evaluation process. The performance evaluation of the Independent Directors was carried out by the entire Board excluding the Independent Director being evaluated. The Directors expressed their satisfaction with the evaluation process. The performance of the Board and that of its Committees was evaluated on the basis of various parameters like adequacy of Composition, Board Culture, Execution and Performance of specific duties, Effectiveness of Board processes, Effectiveness of Committee meetings, Obligations and Governance etc. Whereas the evaluation of individual Directors and that of the Chairman of the Board was on the basis of various factors like their attendance, level of their engagement, their contribution, and independency of judgment, their contribution in safeguarding the interest of the Company and other relevant factors. The Board and Committees put sufficient efforts to safeguard the interest of the Company. The information relating to its terms of reference, number of meetings held and attendance etc. during the year under report are provided in Corporate Governance Report, which is a part of this Report.

DISCLOSURE OF REMUNERATION RATIO

The particulars of ratio of remuneration of Director, KMP and employees, more particularly described under Section 197(12) of the Companies Act, 2013 and Rules 5 of Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014 are given in **Annexure-B** to this Report.

PARTICULARS OF EMPLOYEES

During the year under Report, there were no Employees covered by Section 197 of the Companies Act, 2013 read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

PARTICULARS OF LOANS AND INVESTMENTS

The Company being NBFC registered with Reserve Bank of India (RBI) with principal business as loan Company, the provisions of Section 186 except sub Section (1) of the Companies Act, 2013 are not applicable

to it. Hence, no particulars thereof as envisaged under Section 134(3)(g) of the Act are covered in this Report.

THE DETAILS OF DIFFERENCE BETWEEN AMOUNT OF THE VALUATION DONE AT THE TIME OF ONE-TIME SETTLEMENT AND THE VALUATION DONE WHILE TAKING LOAN FROM THE BANKS OR FINANCIAL INSTITUTIONS ALONG WITH THE REASONS THEREOF

Not Applicable

RELATED PARTY TRANSACTIONS

None of the transactions with related parties fall under the scope of Section 188(1) of the Companies Act, 2013. Accordingly, the disclosure is not applicable to the Company for financial year and hence does not form part of this Report. However, other related party transactions not covered above are disclosed in the Financial Statements.

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

As the Company is in finance and loan segment, the Company has no activities relating to conservation of energy or technology absorption. The Company has had no foreign exchange earnings or outgoes during the year under review.

DISCLOSURES AS PER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

The Company has zero tolerance for sexual harassment at workplace and the Company has, in place, a Policy for prevention of Sexual Harassment at the Workplace in line with the requirements of the Sexual Harassment of Women at the Workplace (Prevention, Prohibition & Redressal) Act, 2013. The Internal Complaints Committee (ICC) has been set up to redress complaints received regarding sexual harassment. All employees (permanent, contractual, temporary, trainees) are covered under this policy. The Company has complied with the provision relating to the constitution of Internal Complaint Committee which are set up to redress complaints received regularly and are monitored by women line supervisors who directly report to the Chairman / Managing Director of the Company. The following is a summary of sexual harassment complaints received and disposed of during the year:

- (a) Number of complaints pending at the beginning of the year: Nil
- (b) Number of complaints received during the year: Nil
- (c) Number of complaints disposed off during the year: NA
- (d) Number of cases pending at the end of the year: Nil

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

During the year under review, neither any application was made nor any proceedings were pending under Insolvency and Bankruptcy Code, 2016.

VIGIL MECHANISM/WHISTLE BLOWER POLICY

The Company has adopted a "Vigil Mechanism/Whistle Blower Policy". The Brief details of establishment of this policy are provided in the Corporate Governance Report, which is a part of this Report.

RISK MANAGEMENT POLICY

The Company was already having risk management system to identify, evaluate and minimize the business risks. The Company during the year had formalized the same by adopting Risk Management Policy. This policy intends to identify, evaluate monitor and minimize the identifiable risks in the organization.

REMUNERATION POLICY

Remuneration to Managing Director: The remuneration paid to Managing Director is recommended by the Nomination and Remuneration Committee and approved by Board of Directors and Shareholders of the

Company. The remuneration is decided after considering various factors such as qualification, experience, performance, responsibilities shouldered, industry standards as well as financial position of the Company.

Remuneration to Non-Executive Directors: No fee/remuneration is being paid to the Non-Executive Directors.

CODE OF CONDUCT

The Code of Conduct for all Board members and Senior Management of the Company have been laid down and are being complied with in words and spirit. The compliance on declaration of code of Conduct signed by Managing Director of the Company is included as a part of this Annual Report.

GREEN INITIATIVE

In accordance with the 'Green Initiative', the Company has been sending the Annual Report/Notice of AGM in electronic mode to those Shareholders whose Email ids are registered with the Company and/or the Depository Participants. Your Directors are thankful to the Shareholders for actively participating in the Green Initiative.

ACKNOWLEDGEMENT

The Directors would like to place on record their sincere appreciation to all the employees for their continued effort towards the growth of the Company and would also like to express their thanks to the Bankers, Shareholders and Customers for their support and contribution which enabled the Company to achieve its goals for the year. The Directors also thank the Government and concerned Government departments and agencies for their co-operation.

FOR AND ON BEHALF OF THE BOARD

Place: Nadiad
Dated: 29th May, 2023

Sd/-
KIRAN PATEL
CHAIRMAN
DIN: 00081061

ANNEXURE-A TO BOARD'S REPORT ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES

1. Brief outline of the CSR Policy:

It has been Ceejay Finance Limited's mission to promote life skills and value education. The Company's focus areas are Education and Skill Development, Health and Wellness, Environmental Sustainability. While doing meaningful contribution to the society through its active participation, the Company undertakes its CSR activities. The approved CSR Policy of the Company can be found at Company's website www.ceejayfinance.com.

The projects undertaken are within the broad framework of Schedule VII of the Companies Act, 2013.

2. Composition of CSR Committee:

Sr. No.	Name of the Director	Designation / Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1	Mr. Bharatkumar Amin	Chairman-Independent Director	Seven Committee Meetings	7
2	Mrs. Mrudula Patel	Member-Independent Director		5
3	Mr. Sunilkumar Patel	Member-Independent Director		6
4	Mr. Deepak Patel	Member-Executive Director		2

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

Composition of the CSR committee shared above and is available on the Company's website http://ceejayfinance.com/shareholders/otherfilings/CSR_Policy.pdf

4. Provide the executive summary along with web-link(s) of Impact Assessment of CSR Projects carried out in pursuance of sub-rule (3) of rule 8, if applicable: Not Applicable

5. (a) Average net profit of the Company as per Section 135(5): ₹833.55 Lakhs

(b) Two percent of average net profit of the Company as per Section 135(5): ₹16.67 Lakhs

(c) Surplus arising out of the CSR projects or programmes or activities of the previous financial years: Nil

(d) Amount required to be set off for the financial year, if any: Nil

(e) Total CSR obligation for the financial year [(b)+(c)-(d)]: ₹ 16.67 Lakhs

6. (a) Amount spent on CSR Projects (both Ongoing Project and other than Ongoing Project): ₹ 16.67 Lakhs

(b) Amount spent in Administrative Overheads: Nil

(c) Amount spent on Impact Assessment, if applicable: Not Applicable

(d) Total amount spent for the Financial Year [(a)+(b)+(c)]: ₹ 16.67 Lakhs

(e) CSR amount spent or unspent for the financial year:

Total Amount Spent for the Financial Year (₹ in Lakhs)	Amount Unspent (₹ in Lakhs)				
	Total Amount transferred to Unspent CSR Account as per Section 135(6).		Amount transferred to any fund specified under Schedule VII as per second proviso to Section 135(5).		
	Amount	Date of transfer	Name of the Fund	Amount	Date of transfer
₹ 13 Lakhs	₹ 3.67 Lakhs	01st April, 2023	---Not Applicable---		

(f) Excess amount for set off, if any:

Sr. No.	Particular	Amount (₹ in Lakhs)
(i)	Two percent of average net profit of the Company as per Section 135(5)	16.67
(ii)	Total amount spent for the financial year	16.67
(iii)	Excess amount spent for the financial year [(ii)-(i)]	0
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	0
(v)	Amount available for set off in succeeding financial years [(iii)-(iv)]	0

7. Details of Unspent CSR amount for the preceding three financial years: Not Applicable

8. Whether any capital assets have been created or acquired through Corporate Social Responsibility amount spent in the Financial Year (If Yes, enter the number of Capital assets created/ acquired):
NO

Furnish the details relating to such asset(s) so created or acquired through Corporate Social Responsibility amount spent in the Financial Year: Not Applicable

9. Specify the reason(s), if the Company has failed to spend two per cent of the average net profit as per Section 135(5): Not Applicable

Date: 29th May, 2023

Place: Nadiad

Sd/-

Deepak Patel

Managing Director

Sd/-

Bharatkumar Amin

Chairman of CSR Committee

ANNEXURE-B TO BOARD'S REPORT

Disclosure of the ratio of remuneration of each Director to median remuneration of employees, the % increase in remuneration of Director, Chief Financial Officer and Company Secretary of the Company for the financial year ended 31st March, 2023.

- 1) Ratio of Mr. Deepak Patel, Managing Director's remuneration to the median remuneration of employees of the Company is 7.71:1
- 2) Percentage increase in remuneration of Mr. Deepak Patel, Managing Director is 10.76%, Mr. Kamlesh Upadhyaya, Company Secretary is Nil% and Mr. Devang Shah, CFO is 17.28%
- 3) Percentage increase in the median remuneration of employees:17.28%
- 4) Number of permanent employees on the rolls of Company: 62 employees.
- 5) The average increase in the salaries of employees other than managerial personnel in the financial year was 11.71% compared to average increase in managerial personnel remuneration of 9.18%.
- 6) The Company affirms that the remuneration is as per the remuneration policy of the Company.

FOR AND ON BEHALF OF THE BOARD

**Sd/-
KIRAN PATEL
CHAIRMAN
DIN: 00081061**

Place: Nadiad

Dated: 29th May, 2023

CORPORATE GOVERNANCE REPORT

(In compliance with Regulation 27(2) of the SEBI (LODR) Regulations, 2015)

Given below is a Report on Corporate Governance:

I. COMPANY'S PHILOSOPHY ON CODE OF CONDUCT

The Company's philosophy on corporate governance is to ensure that its obligations are discharged in a fair and transparent manner and to enhance the value to all its Stakeholders through sound and professional governance. The Company endeavors to constantly comply with and continuously improve on these aspects.

II. BOARD OF DIRECTORS

The Board comprises of a Non-Executive Chairman, a Managing Director and Four Non-Executive Directors of which three are independent Directors including Woman Director.

Mr. Kiran Patel is Promoter, Chairman of the Company.

During the year ended 31st March, 2023, Seven Board meetings were held on the following dates: 30-05-2022, 24-06-2022, 13-08-2022, 14-11-2022, 17-12-2022, 14-02-2023 and 24-03-2023.

The constitution of the Board and other relevant details are given below:

Name of Director	Category	Directorship in other Co.	Membership in Board/ Committees of other Co.	Attendance at Meetings	
Mr. Kiran Patel	Chairman Non-Exe./Promoter	4	4	5	Yes
Mr. Deepak Patel	Executive/Promoter	4	-	5	Yes
Mr. Shailesh Patel	Non-Exe./Promoter	4	-	4	Yes
Mr. Bharatkumar Amin	Non-Exe./Independent	3	5	7	Yes
Mrs. Mrudula Patel	Non-Exe./Independent	2	-	4	Yes
Mr. Sunilkumar Patel	Non-Exe./Independent	2	5	6	Yes

Except Mr. Sunilkumar Patel, All the Directors were present at the previous AGM of the Company held on 24th September, 2022 via Video Conferencing/Other Audio Visual Means.

The information as required under Schedule II - Part- A to the Regulation 17[7] of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is made available to the Board of Directors.

Mr. Deepak Patel, Mr. Shailesh Patel and Mr. Kiran Patel are relatives. None of the other Directors are related in any manner to each other.

Mr. Deepak Patel (DIN: 00081100) is liable to retirement by rotation, being eligible offers himself for re-appointment.

The Company has not paid any fees/commission to any of the Non-Executive Directors.

Skills / Expertise / Competencies of the Board of Directors as identified for NBFC Business

The Board comprises of qualified members who possess required skills, expertise and competence that allow them to make effective contributions to the Board and its Committees.

The following is the list of core skills / expertise /competencies identified by the Board of Directors as required in the context of the Company's business and that the said skills are available with the Board Members:

- Knowledge on Company's businesses policies and culture (including the Mission, Vision and Values) major risks / threats and potential opportunities and knowledge of the industry in which the Company operates- Mr. Deepak Patel, Mr. Kiran Patel, Mr. Shailesh Patel, Mr. Bharatkumar Amin and Mr. Sunilkumar Patel possess such skills/expertise/competencies.
- Behavioral skills - attributes and competencies to use their knowledge and skills to contribute effectively to the growth of the Company- Mr. Deepak Patel, Mr. Kiran Patel, Mr. Shailesh Patel, Mr. Bharatkumar

Amin, Mr. Sunilkumar Patel and Mrs. Mrudula Patel possess such skills/expertise/competencies.

- iii) Business Strategy, Sales & Marketing, Corporate Governance, Administration, Decision Making - Mr. Deepak Patel, Mr. Kiran Patel, Mr. Shailesh Patel, Mr. Bharatkumar Amin and Mr. Sunilkumar Patel possess such skills/expertise/competencies.
- iv) Financial and Management skills- Mr. Deepak Patel, Mr. Kiran Patel, Mr. Shailesh Patel, Mr. Sunilkumar Patel possess such skills/expertise/competencies.
- v) Professional skills and specialized knowledge in relation to Company's business- Mr. Deepak Patel, Mr. Kiran Patel, Mr. Shailesh Patel, Mr. Bharatkumar Amin and Mr. Sunilkumar Patel possess such skills/expertise/competencies.

The evaluation involves assessment of each member of the Board, by the Directors excluding the person who is being evaluated. A member of the Board will not participate in the discussion of his / her evaluation.

Independent Directors' Meeting

During the year, all the Independent Directors met once at their separate meeting on 24th March, 2023 and evaluated:

- Performance of Non-Independent Directors and the Board of Directors as a whole.
- Performance of Chairman of the Company, taking into account the views of other Non-Executive Directors.
- Quality, content, and MIS information timeline between the Management and the Board that is necessary for the Board to effectively and reasonably perform its duties.

Confirmation of Independence

The Board confirmed that in the opinion of the Board, the Independent Directors fulfill the conditions specified in SEBI (LODR) Regulations, 2015 and are independent of the management.

All Independent Directors in addition to the provisions of Regulation 16(1)(b) of the Listing Regulations, also confirm that he/she is not aware of any circumstance or situation, which exist or may be reasonably anticipated, that could impair or impact his ability to discharge his duties with an objective independent judgment and without any external influence and that he/she is independent of the management.

The Independent Directors have complied with the Code for Independent Directors prescribed in Schedule IV to the Act and also a statement on compliance of Code of Conduct for Directors and Senior Management Personnel.

Certificate from Practicing Company Secretary for Non Disqualification of Directors of the Company

The Company has received a Certificate from M/s. Alpesh Vekariya & Associates, Company Secretaries, that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as Director(s) of Company by the Board/Ministry of Corporate Affairs or any such statutory authority.

Familiarization Programme for Independent Directors

The Company familiarizes its Independent Directors with their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, etc., through various programmes. These include orientation programme upon induction of new Director, as well as other initiatives to update the Directors on an ongoing basis.

Further, the Company also makes periodic presentations at the Board and Committee meetings on various aspects of the Company's operations including Sustainability, performance updates of the Company, Industry scenario, business strategy, internal control and risks involved and mitigation plan.

The details of the Familiarization Programme for Independent Directors is disclosed on the Company's website at the web-link: https://ceejayfinance.com/shareholders/otherfilings/Familiarization_Programme_imparted_to_Independent_Directors_2023.pdf

Risk Management

During the financial year under review, a detailed exercise on Business Risk Management was carried out covering the entire spectrum of business operations and same was placed the Board Meeting. The Board has been informed about the risk assessment and risks minimize procedures as required under Regulation 21 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. In day to day operations, business risk evaluation and management is an ongoing process with the Company.

Committees of the Board

There are four Committees of the Board viz.

- Audit Committee
- Stakeholders Relationship/Investors Grievances Committee.
- Nomination and Remuneration Committee
- Corporate Social Responsibility Committee

The Board has duly determined the terms of reference of these Committees. The respective Committee's Chairman/Company Secretary convenes meetings of these Committees. At each Board meeting, Minutes of these Committees are placed before the Board for their perusal and noting.

III. AUDIT COMMITTEE

The Audit Committee comprises of three Non-Executive Independent Directors, and a Managing Director. The composition of Audit Committee is as under:

- | | |
|------------------------|--------------------------------------|
| • Mr. Bharatkumar Amin | (Chairman)-Non-Executive/Independent |
| • Mrs. Mrudula Patel | (Member)-Non-Executive/Independent |
| • Mr. Sunilkumar Patel | (Member)-Non-Executive/Independent |
| • Mr. Deepak Patel | (Member)-Executive/Promoter |

The role, terms of reference, authority and powers of this Committee are in conformity with the requirements of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as applicable to the Company. Besides having access to all the required information from within the Company, the Committee can obtain external professional advice whenever required. The Committee acts as a link between the Statutory and Internal Auditors and the Board of Directors of the Company. It is authorised to select and established accounting policies, review reports of the Statutory and Internal Auditors and to discuss their findings, suggestions, and other related matters and to implement their suggestions. Committee also looks after Management Discussion financial conditions and results of operations. The Committee is empowered to recommend the appointment and removal of Statutory and Internal Auditors.

During the year Seven meetings of the Committee were held on 30-05-2022, 24-06-2022, 13-08-2022, 14-11-2022, 17-12-2022, 14-02-2023 and 24-03-2023. Attendance details are given below:

Name / Date	Mr. Bharatkumar Amin	Mrs. Mrudula Patel	Mr. Sunilkumar Patel	Mr. Deepak Patel
30-05-2022	✓	x	✓	x
24-06-2022	✓	x	✓	x
13-08-2022	✓	✓	x	x
14-11-2022	✓	✓	✓	x
17-12-2022	✓	✓	✓	x
14-02-2023	✓	✓	✓	✓
24-03-2023	✓	✓	✓	✓

Company Secretary and CFO of the Company have attended all the meetings.

IV. NOMINATION AND REMUNERATION COMMITTEE

The Nomination and Remuneration Committee comprises of three Non-Executive Independent Directors. The composition of Committee is as under:

- Mr. Bharatkumar Amin (Chairman)-Non-Executive/Independent
- Mrs. Mrudula Patel (Member)-Non-Executive/Independent
- Mr. Sunilkumar Patel (Member)-Non-Executive/Independent

The role, terms of reference, authority and powers of this Committee are in conformity with the requirements of the Companies Act, 2013 and the SEBI [Listing Obligations and Disclosure Requirements] Regulations, 2015, as applicable to the Company.

During the year Seven meetings of the Committee were held on 30-05-2022, 24-06-2022, 13-08-2022, 14-11-2022, 17-12-2022, 14-02-2023 and 24-03-2023. Attendance details are given below:

Name / Date	Mr. Bharatkumar Amin	Mrs. Mrudula Patel	Mr. Sunilkumar Patel
30-05-2022	✓	×	✓
24-06-2022	✓	×	✓
13-08-2022	✓	✓	×
14-11-2022	✓	✓	✓
17-12-2022	✓	✓	✓
14-02-2023	✓	✓	✓
24-03-2023	✓	✓	✓

Company Secretary and CFO of the Company have attended all the meetings.

During the year 2022-23, Mr. Deepak Patel, Managing Director of the Company, has been paid total remuneration of ₹ 24.70 Lakhs, comprising Salary of ₹ 24.48 Lakhs and contribution to Provident Fund of ₹ 0.22 Lakh. The remuneration paid is within the limits approved by the Shareholders.

The performance evaluation of the Independent Directors was carried out by the entire Board excluding the Independent Director being evaluated. The Directors expressed their satisfaction with the evaluation process. The performance of the Board and that of its Committees was evaluated on the basis of various parameters like adequacy of Composition, Board Culture, Execution and performance of specific duties, effectiveness of Board processes, effectiveness of Committee meetings, obligations and governance etc. Whereas the evaluation of individual Directors and that of the Chairman of the Board was on the basis of various factors like their attendance, level of their engagement, their contribution, and independency of judgment, their contribution in safeguarding the interest of the Company and other relevant factors.

The Nomination and Remuneration Policy is available on Company's website at www.cejayfinance.com.

No sitting fees are paid to any Directors.

V. STAKEHOLDERS RELATIONSHIP/INVESTORS GRIEVANCES COMMITTEE

The Stakeholders Relationship/Investors Grievances Committee comprises of three Non-Executive Independent Directors and one executive Director. The composition of Committee is as under

- Mr. Bharatkumar Amin (Chairman)-Non-Executive/Independent
- Mrs. Mrudula Patel (Member)-Non-Executive/Independent
- Mr. Sunilkumar Patel (Member)-Non-Executive/Independent
- Mr. Deepak Patel (Member)-Executive/Promoter

The Committee is also known as "Stakeholders Relationship Committee" with revised terms of reference under the Companies Act, 2013 and amended SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The function of the Committee is to review and redress Shareholder's grievance/complaints on matters relating to transfer of shares, non-receipt of dividend etc.

The Board has designated Mr. Kamlesh Upadhyaya, Company Secretary, as the Compliance Officer w.e.f 17th December, 2022.

During the year Seven meetings of the Committee were held on 30-05-2022, 24-06-2022, 13-08-2022, 14-11-2022, 17-12-2022, 14-02-2023 and 24-03-2023. Attendance details are given below:

Name / Date	Mr. Bharatkumar Amin	Mrs. Mrudula Patel	Mr. Sunilkumar Patel	Mr. Deepak Patel
30-05-2022	✓	×	✓	×
24-06-2022	✓	×	✓	×
13-08-2022	✓	✓	×	×
14-11-2022	✓	✓	✓	×
17-12-2022	✓	✓	✓	×
14-02-2023	✓	✓	✓	✓
24-03-2023	✓	✓	✓	✓

Company Secretary and CFO of the Company have attended all the meetings.

The Committee reviewed redressal of Investors' Grievances pertaining to share transfer, dematerialization of shares, replacement of lost, mutilated, and old share certificates, change of address etc. The Committee has also taken steps to strengthening investors' relations.

The Company has no pending complaints during the year.

VI. CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

The Corporate Social Responsibility Committee comprises of three Non-Executive Independent Directors and a Managing Director. The composition of Committee is as under:

- Mr. Bharatkumar Amin (Chairman)-Non-Executive/Independent
- Mrs. Mrudula Patel (Member)-Non-Executive/Independent
- Mr. Sunilkumar Patel (Member)-Non-Executive/Independent
- Mr. Deepak Patel (Member)-Executive/Promoter

During the year Seven meetings of the Committee were held on 30-05-2022, 24-06-2022, 13-08-2022, 14-11-2022, 17-12-2022, 14-02-2023 and 24-03-2023. Attendance details are given below:

Name / Date	Mr. Bharatkumar Amin	Mrs. Mrudula Patel	Mr. Sunilkumar Patel	Mr. Deepak Patel
30-05-2022	✓	×	✓	×
24-06-2022	✓	×	✓	×
13-08-2022	✓	✓	×	×
14-11-2022	✓	✓	✓	×
17-12-2022	✓	✓	✓	×
14-02-2023	✓	✓	✓	✓
24-03-2023	✓	✓	✓	✓

Company Secretary and CFO of the Company have attended all the meetings.

The Committee has formulated and recommended to the Board, a CSR Policy indicating the CSR Activities to be undertaken by the Company as specified in Schedule VII of the Companies Act, 2013, Recommend the amount to be spent on CSR Activities and such other Activities as the Board of Directors determine as they may deem fit in line with CSR Policy. The is available at Company's website at www.cejayfinance.com.

VII. (a) GENERAL BODY MEETINGS

Details of the Annual General Meeting held during last three years:

FINANCIAL YEAR	DATE	TIME	VENUE
2020-2021	26-09-2020	11.00 A.M.	Through Video Conferencing / Other Audio Visual Means
2021-2022	25-09-2021	11.00 A.M.	Through Video Conferencing/ Other Audio Visual Means
2022-2023	24-09-2022	11.00 A.M.	Through Video Conferencing/ Other Audio Visual Means

No Special Resolutions were put through postal ballot in last year. There is no item on Agenda that needs approval by postal ballot in the ensuing Annual General Meeting. The Company has passed Special Resolution(s) at the Annual General Meeting held on 26-09-2020 and 25-09-2021.

(b) CODE OF CONDUCT

The Board of Directors has laid down a code of conduct for all Board Members and Senior Management of the Company. The Board Members and Senior Management have affirmed their compliance with the code of conduct for the year under review.

VIII. DISCLOSURES

Related Party Transactions

All related party transactions entered during financial year 2022-23 were in the ordinary course of business, at arm's length. Prior approval of the Audit Committee, Board and Shareholders was obtained for all material related party transactions under the SEBI Listing Regulations entered during year. Details of such transactions were placed before the Audit Committee and Board for its noting and review on a quarterly basis.

There are no materially significant related party transactions made by the Company with promoters, Directors or management or relatives, etc. that may have potential conflict with the interest of the Company at large.

A statement containing disclosure of transactions with related parties as required under Indian Accounting Standard including transaction with promoter is set out separately in this Annual Report. Disclosures relating to related party transactions are filed with the stock exchanges on a half-yearly basis.

The Related Party Transactions Policy is available on Company's website at www.ceejayfinance.com/investors.html#left-tab5

Penalties

During the last three years, there were no penalties, strictures imposed by either SEBI or Stock Exchanges or any statutory authority for non-compliance of any matter related to the capital market.

Vigil Mechanism / Whistle Blower Policy

In compliance with Section 177 of the Companies Act, 2013 and Regulation 22 of the SEBI (LODR) Regulations, 2015, the Company has formulated a Vigil Mechanism/Whistle Blower Policy (Mechanism) for its Stakeholders, Directors, and Employees to report concerns about unethical behavior, actual or suspected fraud, or violation of the Company's Code of Conduct policy.

This Mechanism also provides for adequate safeguards against victimization of Director(s)/ Employee(s)/ Stakeholders who avail of the mechanism and also provide for direct access to the Chairman of the Audit Committee and we affirm that no personnel has been denied access to the Audit Committee. The web-link of the aforesaid mechanism can be found at: http://ceejayfinance.com/shareholders/otherfilings/Whistle_Blower_Policy.pdf

Prohibition of insider trading

In Compliance with SEBI Regulation for prohibition of Insider Trading the Company has formed Model Code of Conduct as per Insider Trading Regulations which is applicable to all the Directors, officers and the designated persons of the Company who are expected to have access to the unpublished price sensitive information relating to the Company.

The Company has also revised its Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information ("UPSI") and Code on Insider Trading in line with SEBI (Prohibition of Insider Trading) (Amendment) Regulation, 2018. The Company also makes aware the Designated Persons of their obligations under the SEBI PIT Regulations.

IX. CEO/CFO CERTIFICATION / COMPLIANCE

Mr. Deepak Patel, Managing Director and Mr. Devang Shah, CFO had issued a Certificate to the Board as prescribed under Regulation 17(8) of the SEBI (LODR) Regulations, 2015. The said Certificate was placed before the meeting of Board of Directors held on 29th May, 2023.

Except as mentioned elsewhere in this report, the Company has complied with all the mandatory requirements of the Corporate Governance Norms as enumerated in Regulation 27(2)(a) of the SEBI (LODR) Regulations, 2015 with the Stock Exchanges.

X. MEANS OF COMMUNICATIONS

Annual, half yearly, quarterly results are communicated to all the stock exchanges whereby the Company's shares are listed, immediately after the Board of Directors meeting. The quarterly, half-yearly and annual results of the Company are published in English (Western Times) and Gujarati newspapers (Western Times) as per the requirements of Regulation 47 of LODR. The results are available on the website of the Company. There were no presentations made to the institutional investors or analysts during the financial year.

All financial and other official news releases and documents under the SEBI Listing Regulations are also communicated to the concerned stock exchanges. All the information as required by Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, are displayed under Investors section of Company's website: www.cejjayfinance.com

XI. MANAGEMENT DISCUSSION AND ANALYSIS REPORT

The contents of the Management Discussion and Analysis Report have been included in the Board's Report at the appropriate places and thus the said Report forms part of the Annual Report.

XII. GENERAL SHAREHOLDERS INFORMATION

Annual General Meeting Date/ Time	30 th September, 2023, Saturday, at 11.00 a.m., (IST) through Video Conferencing ("VC") /Other Audio Visual Means("OAVM").
Financial Calendar	1 st April, 2022 to 31 st March, 2023
Date of Book Closure	24 th September, 2023 to 30 th September, 2023 (Both days inclusive)
Dividend Payment date	On or before 29 th October, 2023
Listing on Stock Exchanges	BSE Limited 25 th Floor, P J Towers, Dalal Street, Mumbai-400001
Listing Fees	The Company has paid Annual listing fees to the Stock Exchange for financial year 2023-24.
Stock Code	BSE Limited-530789
Demat ISIN No. for NSDL/ CDSL	INE 358C01010

CIN of the Company
Stock Market Data

L65910GJ1993PLC019090

Monthly high and low of closing quotations of share traded on the Stock Exchange, Mumbai is furnished below.

MONTH	BSE PRICES (in ₹)	
	HIGH	LOW
April, 2022	125.85	94.95
May, 2022	127.90	86.10
June, 2022	123.00	96.10
July, 2022	113.90	93.50
August, 2022	115.95	94.05
September, 2022	125.00	100.30
October, 2022	119.85	100.60
November, 2022	125.00	97.00
December, 2022	142.70	95.95
January, 2023	145.15	105.20
February, 2023	129.90	100.20
March, 2023	115.90	99.10

Registrar and Transfer Agent

Link Intime India Private Limited.

5th Floor, 506 TO 508, Amarnath Business Centre - 1 (ABC-1), Beside Gala Business Centre, Nr. St. Xavier's College Corner, Off C G Road, Ellisbridge, Ahmedabad - 380006 as the common agency both in respect of physical and demat shares.

Share Transfer System

Effective 1st April, 2019 request for effecting the transfer of listed securities were required to be processed only in dematerialised form with a Depository. The Company had stopped accepting any fresh transfer request for securities held in physical form.

Dematerialisation of holdings will, inter alia, curb fraud in physical transfer of securities by unscrupulous entities and improve ease, convenience and safety of transaction for investors. In view of the aforesaid, Members who are holding shares in physical form are hereby requested to dematerialise their holdings.

Shareholding pattern

As on 31-03-2023

Sr. no	Category	No. of shares	% of total shares
1	Promoters	2040430	59.14
2	Person acting in concert	0	0
3	Institutional Investors	0	0
4	Mutual funds and UTI	0	0
5	Banks, Financial Institution etc	0	0
6	HUF	58948	1.71
7	FII's/NRI	156265	4.53
8	Private Bodies Corporate	272738	7.90
9	IEPF	113712	3.30
10	Indian Public	807907	23.42
	Total	3450000	100.00

Distribution of Shareholding: As on 31-03-2023

Shareholding Class	No. of Shareholder	No. of Share Held	% of Total
UPTO 500	2606	277368	90.80
501-1000	108	82959	3.76
1001-2000	38	54915	1.32
2001-3000	45	113322	1.57
3001-4000	13	48293	0.45
4001-5000	10	45484	0.35
5001-10000	13	93201	0.45
10001-above	37	2734458	1.29
TOTAL	2870	3450000	100.00

Directors' Shareholding: As on 31-03-2023

SR. NO.	NAME OF DIRECTOR	NO. OF SHARES HELD
1	Mr. Deepak Patel	7285
2	Mr. Kiran Patel	7285
3	Mr. Shailesh Patel	7485

Dematerialization of shares

As on 31-03-2023 DEMAT shares accounted for 91.87% (3169530 Equity Shares) of total Equity Shares.

Outstanding GDR/ ADR/ Warrants

Not applicable

Address for correspondence

Link Intime India Private Limited.
5th Floor, 506 TO 508, Amarnath Business Centre-1 (ABC-1),
Beside Gala Business Centre, Nr. St. Xavier's College Corner,
Off C G Road, Ellisbridge, Ahmedabad-380006,
Ph.: (079) 26465179, Email: ahmedabad@linkintime.co.in,
Website: www.linkintime.co.in

OR

Ceejay Finance Limited.
C.J. House, Mota Pore, Nadiad-387001
Ph.: 0268-2562633/35,
Email:cs@ceejayfinance.com,
Website: www.ceejayfinance.com

Disclosures

- There were no instances of non-compliance nor have any penalties, strictures been imposed by Stock Exchanges or SEBI or any other statutory authority during the last three years on any matter related to the capital markets.
- In line with the requirements of the Regulation 17(9) of the Listing Regulations, the Board reviewed the Management's perception of the risks facing the Company and measures taken to minimize the same.
- As required by Regulation 17(8) of the Listing Regulations, the Managing Director and the Chief Financial Officer have submitted a Certificate to the Board in the prescribed format for the financial year ended 31st March, 2023. The Certificate has been reviewed by the Audit Committee and taken on record by the Board.
- The Company is in full compliance with the mandatory requirements as contained in the Listing Regulations. The Company has also adopted certain discretionary requirements of the Listing Regulations i.e. providing the Chairperson of the Company with the resources required by him to discharge his responsibilities as Chairman of the Company. The Financial Statements of the Company are unqualified.
- The Company has no imports / exports during the year and has also not involved in any hedging activities. Thus there is no commodity price risk / foreign exchange risk / hedging activities of the Company.

- f) As required by the provisions of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, the Company has adopted a Code of Conduct for Prevention of Insider Trading. The Company Secretary acts as the Compliance Officer. The Code of Conduct is applicable to all Directors and identified employees of the Company who are expected to have access to unpublished price sensitive information relating to the Company.

CERTIFICATE ON CORPORATE GOVERNANCE

To the Members,
Ceejay Finance Limited,
C J House, Mota Pore,
Nadiad-387001

We have examined the compliance of conditions of Corporate Governance by **CEEJAY FINANCE LIMITED**, CIN: L65910GJ1993PLC019090 ("the Company") for the year ended on 31st March, 2023 as stipulated under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations").

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

In our opinion and to the best of our information and according to the explanations given to us and based on the representations made by the Directors and the Management, we certify that the Company has complied with all the mandatory conditions of Corporate Governance as stipulated in Regulations 17 to 27 and clauses (b) to (i) of Regulation 46(2) and Para C, D and E of Schedule V of the Listing Regulations.

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

FOR ALPESH VEKARIYA & ASSOCIATES
COMPANY SECRETARIES

Sd/-
ALPESH VEKARIYA
FCS: 11100
COP: 21541

UDIN: F011100E000402766
PRC: 1799/2022
Place: Ahmedabad
Date: 29th May, 2023

MD & CFO CERTIFICATE

[Under Regulation 17(8) of SEBI (LODR) Regulations, 2015]

In compliance with Reg. 17(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, We, the undersigned, in our capacities as the Managing Director and Chief Financial Officer of Ceejay Finance Limited ("theCompany") to the best of our knowledge and belief certify that:

- (a) We have reviewed Financial Statements and the Cash Flow Statement for the year ended 31st March, 2023 and that to the best of our knowledge and belief, we state that:
 - (i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading,
 - (ii) these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable Laws & Regulations.
- (b) We further state that to the best of our knowledge and belief, no transactions entered into by the Company during the year under review, which are fraudulent, illegal, or violate the Company's code of conduct.
- (c) We accept responsibility for establishing and maintaining internal controls for financial reporting. We have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed the same to our Auditors and the Audit Committee, deficiencies in the design or operation of such internal control of which we are aware and the steps we have taken or proposed to take to rectify these deficiencies.
- (d) We have indicated, based on our evaluation, wherever applicable, to the Auditors and the Audit Committee:
 - (i) Significant changes, if any, in internal control over financial reporting during the year,
 - (ii) Significant changes, if any, in accounting policies during the year and that the same have been disclosed in the notes to the financial statements, and,
 - (iii) Instances of significant fraud of which, we have become aware and the involvement therein, if any, of the Management or an employee having a significant role in the Company's internal control system over the financial reporting.

For, Ceejay Finance Limited

Date: 29th May, 2023
Place: Nadiad

Sd/-
Deepak Patel
Managing Director

Sd/-
Devang Shah
Chief Financial Officer

DECLARATION OF COMPLIANCE WITH THE CODE OF CONDUCT

It is hereby declared that the Company has obtained from all the members of the Board and Key Management Personnel / Senior Management Personnel / Employees, affirmation(s) that they have complied with the Code of Conduct as approved and adopted by the Board of Directors.

For, Ceejay Finance Limited

Place: Nadiad
Date: 29th May, 2023

Sd/-
Deepak Patel
Managing Director
DIN: 00081100

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(Pursuant to Regulation 34(3) read with Clause 10(i) of Part C of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,

The Members,

Ceejay Finance Limited

C J House, Mota Pore,

Nadiad - 387001,

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **CEEJAY FINANCE LIMITED** having CIN L65910GJ1993PLC019090 and having registered office at C J House, Mota Pore, Nadiad-387001 (hereinafter referred to as "the Company"), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Clause 10(i) of Part C of Schedule V of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations").

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to us by the Company & its officers, We hereby certify that none of the Directors on the Board of the Company as stated below for the financial year ending on 31st March, 2023, have been debarred or disqualified from being appointed or continuing as Directors of Companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority.

Date format: dd/mm/yyyy

SR. NO.	NAME OF DIRECTOR	DIN	DATE OF APPOINTMENT IN THE COMPANY [As appearing on MCA Portal]
1	Kiranbhai Ramanbhai Patel	00081061	20/04/1993
2	Deepakbhai Ramanbhai Patel	00081100	20/04/1993
3	Shaileshbhai Ramanbhai Patel	00081127	12/07/2001
4	Bharatkumar Mahendrabhai Amin	00509903	31/12/2005
5	Sunilkumar Govindbhai Patel	05307501	29/09/2012
6	Mrudulaben Bhikhubhai Patel	07143287	31/03/2015

Ensuring the eligibility of the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**FOR ALPESH VEKARIYA & ASSOCIATES
COMPANY SECRETARIES**

UDIN: F011100E000402691

PRC: 1799/2022

Place: Ahmedabad

Date: 29th May, 2023

Sd/-

ALPESH VEKARIYA

FCS: 11100

COP: 21541

FORM NO. MR-3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2023

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

To the Members,
Ceejay Finance Limited,
C J House, Mota Pore,
Nadiad-387001

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **CEEJAY FINANCE LIMITED**, CIN: L65910GJ1993PLC019090 (hereinafter called "the Company"). The Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts / statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, We hereby report that in our opinion read with **Annexure-A** forming part of this report, the Company has, during the audit period covering the financial year ended on 31st March, 2023, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

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

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 - (Not applicable during the period under review);
 - (d) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 - (Not applicable during the period under review);
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 and the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 - (Not applicable during the period under review);
 - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client - (Not Applicable);
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 - (Not applicable during the period under review); and

- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 - (Not applicable during the period under review);
- (i) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

- a. Secretarial Standards issued by the Institute of Company Secretaries of India; and
- b. The Listing Agreement entered into by the Company with BSE Limited.

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

We further report that having regard to the compliance system and process prevailing in the Company and on examination of the relevant documents and records in pursuance thereof on test-check basis, the Company has complied with the following laws applicable specifically to the Company:

- a. The Reserve Bank of India Act, 1934; and
- b. Non-Banking Financial (Non-Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2007 as are specifically applicable to the Company.

We further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Except where consent of the Directors was received for scheduling meeting at a shorter notice, adequate notice is given at least seven days in advance to all Directors to schedule the Board Meetings. As informed to us, the Company has also provided agenda and detailed notes on agenda to the Directors, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting members' views are captured and recorded, wherever applicable, as part of the minutes.

We further report that, based on the information provided and the representation made by the Company and also on the review of the compliance certificates / reports taken on record by the Board of Directors of the Company, in our opinion there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that, during the audit period:

- 1. the approval of Shareholders by way of Special Resolution has been obtained for related party transactions pursuant to Section 188 of the Companies Act, 2013 and Regulation 23 of SEBI Listing Regulations.

There were no other major events / actions took place in pursuance of the above referred laws, rules, regulations, guidelines having a major bearing on the Company's affairs.

**FOR ALPESH VEKARIYA & ASSOCIATES
COMPANY SECRETARIES**

Sd/-
ALPESH VEKARIYA
FCS: 11100
COP: 21541

UDIN: F011100E000402865
PRC: 1799/2022
Place: Ahmedabad
Date: 29th May, 2023

"Annexure-A"

To the Members,
Ceejay Finance Limited,
C J House, Mota Pore,
Nadiad-387001

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

1. Maintenance of Secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and process as considered appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification as done on test basis is to reasonably ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. In respect of laws, rules and regulations other than those specifically mentioned in our report above, we have limited our review, analysis and reporting up to process and system adopted by the Company for compliance with the same and have not verified detailed compliance, submissions, reporting under such laws etc. nor verified correctness and appropriateness thereof including financial records and books of accounts of the Company.
4. Where ever required, we have obtained the Management Representation about the compliance of laws, rules, regulations and guidelines and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, guidelines, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit Report is neither an assurance as to compliance in totality or the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

**FOR ALPESH VEKARIYA & ASSOCIATES
COMPANY SECRETARIES**

Sd/-
ALPESH VEKARIYA
FCS: 11100
COP: 21541

UDIN: F011100E000402865
PRC: 1799/2022
Place: Ahmedabad
Date: 29th May, 2023

**SECRETARIAL COMPLIANCE REPORT OF CEEJAY FINANCE LIMITED
FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2023**

We have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by **CEEJAY FINANCE LIMITED** (hereinafter referred as "the listed entity"), CIN: L65910GJ1993PLC019090, having its Registered Office at C J House, Mota Pore, Nadiad-387001. Secretarial Review was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/ statutory compliances and to provide our observations thereon.

Based on our verification of the listed entity's books, papers, minutes books, forms and returns filed and other records maintained by the listed entity and also the information and explanations provided by the listed entity, its officers, agents and authorized representatives during the conduct of Secretarial Review, we hereby report that the listed entity as, during the review period covering the financial year ended on 31st March, 2023 complied with the statutory provisions listed hereunder in the manner and subject to the reporting made hereinafter :

We, **ALPESH VEKARIYA & ASSOCIATES, Company Secretaries**, have examined:

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

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, Circulars, Guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, Circulars, Guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

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

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018- (Not applicable during the period under review);
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018- (Not applicable during the period under review);
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021- (Not applicable during the period under review);
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 and Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 - (Not applicable during the period under review);
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013- (Not applicable during the period under review);
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

(i) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018; and Circulars/ Guidelines issued thereunder;

and based on the above examination, We hereby report that, during the review period:

- I. (a) The listed entity has complied with the provisions of the above Regulations and Circulars / Guidelines issued thereunder, except in respect of matters specified below:-

Sr. No.	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of PCS	Management Response	Remarks
NIL										

- (b) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of PCS	Management Response	Remarks
NIL										

- II. We hereby report that, during the review period the compliance status of the listed entity is appended as below:

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations / Remarks by PCS
1	Secretarial Standards: The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries of India (ICSI), as notified by the Central Government under Section 118(10) of the Companies Act, 2013 and mandatorily applicable.	Yes	-
2	Adoption and timely updation of the Policies: i. All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities. ii. All the policies are in conformity with SEBI Regulations and have been reviewed & updated on time, as per the regulations/circulars/guidelines issued by SEBI.	Yes	-
3	Maintenance and disclosures on Website: i. The listed entity is maintaining a functional website. ii. Timely dissemination of the documents/ information under a separate section on the website.	Yes	-

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations / Remarks by PCS
	iii. Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/section of the website.		
4	Disqualification of Director: None of the Director(s) of the Company is/are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.	Yes	-
5	Details related to Subsidiaries of listed entities have been examined w.r.t.: (a) Identification of material subsidiary companies. (b) Disclosure requirement of material as well as other subsidiaries.	NA	The Company does not have any subsidiary company(ies).
6	Preservation of Documents: The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI (LODR) Regulations, 2015.	Yes	-
7	Performance Evaluation: The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations.	Yes	-
8	Related Party Transactions: (a) The listed entity has obtained prior approval of Audit Committee for all related party transactions; or (b) The listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit Committee, in case no prior approval has been obtained.	Yes	-
9	Disclosure of events or information: The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI (LODR) Regulations, 2015 within the time limits prescribed thereunder.	Yes	-
10	Prohibition of Insider Trading: The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	Yes	-
11	Actions taken by SEBI or Stock Exchange(s), if any: No action(s) has been taken against the listed entity/its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/guidelines issued thereunder except as provided under separate paragraph herein (a).	Yes	-
12	Additional Non-compliances, if any: No additional non-compliance observed for any SEBI regulation/circular/guidance note etc.	Yes	-

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

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations / Remarks by PCS
1	Compliances with the following conditions while appointing/re-appointing an auditor		
	i. If the auditor has resigned within 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter; or ii. If the auditor has resigned after 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter as well as the next quarter; or iii. If the auditor has signed the limited review/ audit report for the first three quarters of a financial year, the auditor before such resignation, has issued the limited review/ audit report for the last quarter of such financial year as well as the audit report for such financial year.	NA	No such instance - During the review period, the appointment of statutory auditors has been made in place of retiring auditors
2	Other conditions relating to resignation of statutory auditor		
	i. Reporting of concerns by Auditor with respect to the listed entity/its material subsidiary to the Audit Committee: a. In case of any concern with the management of the listed entity/material subsidiary such as non-availability of information / non-cooperation by the management which has hampered the audit process, the auditor has approached the Chairman of the Audit Committee of the listed entity and the Audit Committee shall receive such concern directly and immediately without specifically waiting for the quarterly Audit Committee meetings. b. In case the auditor proposes to resign, all concerns with respect to the proposed resignation, along with relevant documents has been brought to the notice of the Audit Committee. In cases where the proposed resignation is due to non-receipt of information / explanation from the company, the auditor has informed the Audit Committee the details of information / explanation sought and not provided by the management, as applicable. c. The Audit Committee / Board of Directors, as the case may be, deliberated on the matter on receipt of such information from the auditor relating to the proposal to resign as mentioned above and communicate its views to the management and the auditor. ii. Disclaimer in case of non-receipt of information: The auditor has provided an appropriate disclaimer in its audit report, which is in accordance with the Standards of Auditing as specified by ICAI / NFRA, in case where	NA	No such instance

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations / Remarks by PCS
3	the listed entity/ its material subsidiary has not provided information as required by the auditor. The listed entity / its material subsidiary has obtained information from the Auditor upon resignation, in the format as specified in Annexure-A in SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019.	NA	No such instance

Assumptions & Limitation of Scope and Review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial records and books of accounts of the listed entity.
4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

**FOR ALPESH VEKARIYA & ASSOCIATES
COMPANY SECRETARIES**

**Sd/-
ALPESH VEKARIYA
FCS: 11100
COP: 21541**

**UDIN: F011100E000388895
PRC: 1799/2022
Place: Ahmedabad
Date: 26th May, 2023**

INDEPENDENT AUDITORS' REPORT

To the members of Ceejay Finance Limited
Report on the Audit of the Financial Statements
Opinion

We have audited the accompanying financial statements of Ceejay Finance Limited (the "Company"), which comprise the Balance Sheet as at March 31, 2023, the Statement of Profit and Loss (including Other Comprehensive Income), Statement of Changes in Equity and the Statement of Cash Flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as 'financial statements').

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 (the "Act"), in the manner so required, and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2023 and its profit, total comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

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

Key Audit Matters

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

S. No.	Key Audit Matter	Auditor's Response
1	Impairment of Financial Assets (Expected Credit Losses) As at 31 March 2023, the carrying value of loan assets carried at amortised cost, aggregated Rs 8849.22 lacs (net of allowance for expected credit loss Rs 302.56 lacs) constituting major portion of Company's total assets.(Refer note no 5 to the financial statements).Significant judgement is used in classifying these loan assets and applying	Our Audit Procedure included: <ul style="list-style-type: none"> We have examined and assessed the policies approved by the Board of Directors of the Company, and their compliance with the requirements of Ind AS 109. We examined and evaluated the computation of the ECL estimate including the reasonableness of assumptions used to determine macroeconomic overlays. Additionally, we verified the accuracy of controls related to data retrieval and validation during this process.

S. No.	Key Audit Matter	Auditor's Response
	appropriate measurement principles. ECL on such loan assets carried at amortised cost is a critical estimate involving greater level of management judgement. As part of our risk assessment, we determined that the ECL on such loan assets has a high degree of estimation uncertainty, with a potential range of reasonable outcomes for the financial statements	<ul style="list-style-type: none"> We evaluated loan staging criteria under Ind AS 109, focusing on past-due status. Our examination focused on performing (stage 1) loans to identify potential loss indicators that might necessitate reclassification into stage 2 or 3, as well as the reverse scenario. We also assessed the disclosures made in relation to the ECL allowance to confirm compliance with the provisions of Ind AS 107

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

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

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

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information; we are required to communicate the matter to those charged with governance as required under SA 720 'The Auditors' responsibilities relating to other Information'. We have nothing to report in this regard.

Management's responsibility for the Financial Statements

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

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

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

Auditor's responsibilities for the audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted

in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

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

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

Materiality is the magnitude of misstatements in the financial statements that, individually or in aggregate, make it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work: and (ii) to evaluate the effect of any identified 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 financial statements for the financial year ended March 31, 2023 and are therefore the key audit matters. We describe these matters in our auditors' 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 Matter

The financial statement of the Company for the year ended March 31, 2022 have been audited by the

predecessor auditor who expressed an unmodified opinion on those standalone financial statements on May 30, 2022. Our report on the standalone financial statements is not modified in respect of this matter.

Report on other legal and regulatory requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ('the Order'), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the 'Annexure A', a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by 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 as at March 31, 2023, the Statement of Profit and Loss (including Other Comprehensive Income), Statement of Changes in Equity and the Statement of Cash Flows for the year then ended for the year then ended dealt with by this Report are in agreement with the books of account.
 - (d) In our opinion, the financial statements comply with the Ind AS specified under section 133 of the Act and the Rules thereunder, as amended.
 - (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 with reference to the financial statements and the operating effectiveness of such controls, refer to our separate Report in 'Annexure B' to this report.
 - (g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of sub-section (16) of Section 197 of the Act, as amended, we report that to the best of our information and according to the explanations given to us, 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, 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 litigation which would have impact on its financial statements.
 - (ii) The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - (iii) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.
 - (iv)
 - (a) The management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in aggregate) 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, no funds (which are material either individually or in aggregate) 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 the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as provided in (a) and (b) above, contain any material misstatement.
- (v) The final dividend paid by the Company during the year in respect of the same declared for the previous year is in accordance with the section 123 of the Act to the extent it applies to payment of dividend.

As stated in note 18 to the Ind AS financial statements, the Board of Directors of the Company have proposed final dividend for the year which is subject to the approval of members at the ensuing Annual General Meeting. The dividend declared is in accordance with the section 123 of the Act to the extent it applies to declaration of dividend.

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

For Kantilal Patel & Co.
Chartered Accountants
Firm's Registration No.: 104744W

Jinal A. Patel
Partner
Membership No.: 153599

Place: Ahmedabad
Date: May 29, 2023

UDIN: 23153599BGVAYK5859

Annexure A to the Independent Auditor's Report of even date on the Financial Statements of Ceejay Finance Limited

(Referred to in paragraph 1 under 'Report on other legal and regulatory requirements' section of our report of even date to the members of Ceejay Finance Limited)

To the best of our information and according to the explanations provided to us by the Company and the books of accounts and the records examined by us in the normal course of audit, we state that:

- (i) In respect of the Company's Property, Plant and Equipment and Intangible Assets:
- (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment.
- (B) The Company has maintained proper records showing full particulars of intangible assets.
- (b) The Company has a program of physical verification of Property, Plant and Equipment, so as to cover all the assets every year which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the program, Property, Plant and Equipment due for verification during the year and were physically verified by the management during the year. According to the information and explanations given to us, no material discrepancies were noticed on such verification.
- (c) Based on our examination of the property tax receipts, registered sale deed/ transfer deed/ conveyance deed provided to us, we report that, the title in respect of self-constructed buildings and title deeds of all other immovable properties, disclosed in the financial statements included under Property, Plant and Equipment are held in the name of the Company as at the balance sheet date, except the following:

Description of the property, including location, identification number from land records, municipal records, etc.	Gross carrying amount as per balance sheet of the Client (in ₹ lakhs)	Name of the party(s) who are holding the title of the immovable property	Whether the immovable property is held in the name of the promoter, director or their relative or employee?	In whose name is the property held?	Period of Holding	Reason for the immovable property not being held in the name of the Client
Building	8.25	Mr. Kiran R Patel, Mr. Deepak R Patel and Mr. Shailesh R Patel	Yes	Mr. Kiran R Patel, Mr. Deepak R Patel and Mr. Shailesh R Patel	Since 1993-94	This property is in the process of being transferred in the name of the company.

- (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.
- (ii) (a) The Company does not have any inventory during the year and hence, reporting under clause 3(ii)(a) of the Order is not applicable.
- (b) The Company has been sanctioned working capital limits in excess of five crore rupees, in aggregate from banks on the basis of security of current assets. The quarterly returns/statements filed by the Company with such banks are in agreement with the books of account of the Company.
- (iii) (a) As the principal business of the Company is to give loans, reporting under clause 3(iii)(a) of the Order

is not applicable.

- (b) The grant of loans are not prejudicial to the Company's interest.
- (c) In respect of loans assets, the schedule of repayment of principal and payment of interest has been stipulated, except for loans where there are delays or defaults in repayment of principal and / or payment of interest as at the balance sheet date, in respect of which the Company has disclosed the accounting policy in note no 2.16 and asset classification / staging in note 5 to the Financial Statements in accordance with Ind AS and the guidelines issued by the regulators, the parties are repaying the principal amounts, as stipulated, and are also regular in payment of interest, as applicable. Having regard to the nature of the Company's business and the voluminous nature of loan transactions involved, it is not practicable to furnish entity wise list of loan assets where delinquencies in the repayment of principal and interest have been identified.
- (d) The total amount overdue for more than ninety days, in respect of loans and advances in the nature of loans including interest thereon, as at March 31, 2023 is ₹ 837.90 Lakh (1929 cases). Reasonable steps have been taken by the Company for recovery of the principal and interest as stated in the applicable Regulations and Loan agreements.
- (e) As the principal business of the Company is to give loans, reporting under clause 3(iii)(e) of the Order is not applicable.
- (f) The Company has not granted any loans or advances in the nature of loans, either repayable on demand or without specifying any terms or period of repayment to companies, firms, Limited Liability Partnerships or any other parties. Accordingly, the requirement to report on clause 3(iii)(f) of the Order is not applicable to the Company.
- (iv) The Company has complied with the provisions of sections 185 and 186 of the Act in respect of grant of loans, making investments and providing guarantees and securities, as applicable.
- (v) The Company has not accepted any deposits within the meaning of Sections 73 to 76 of the Act and the Companies (Acceptance of Deposits) Rules, 2014 (as amended). Accordingly, reporting under clause 3(v) of the Order is not applicable to the Company.
- (vi) To the best of our knowledge and as explained, the Central Government has not specified the maintenance of cost records under clause 148(1) of the Companies Act, 2013, for the operations of the Company.
- (vii) In respect of statutory dues:
 - (a) In respect of statutory dues: In our opinion, the Company has generally been regular in depositing the undisputed statutory dues including Goods and Services Tax, provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and any other material statutory dues, as applicable, to the appropriate authorities.
 - (b) There were no undisputed amounts payable in respect of Goods and Services Tax, provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and other material statutory dues, as applicable, in arrears as at March 31, 2023 for a period of more than six months from the date they became payable.
 - (c) Based on the records of the Company examined by us, there are no dues of Goods and Services Tax, provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and any other material statutory dues, as applicable, which have not been deposited on account of any dispute.
- (viii) There were no transactions relating to previously unrecorded income that have been surrendered or disclosed as income during the year in the tax assessments under the Income-tax Act, 1961 (43 of 1961).
- (ix) (a) The Company is regular in repayment of loans or other borrowings or in payment of interest thereon to lenders.

- (b) The Company has not been declared wilful defaulter by any bank or financial institution or government or government authority.
- (c) The Company has not taken any term loan during the year and there are no outstanding term loans at the beginning of the year and hence, reporting under clause 3(ix)(c) of the Order is not applicable.
- (d) According to the procedures performed by us, and on an overall examination of the financial statements of the Company, we report that no funds raised on short-term basis have been used for long-term purposes by the Company.
- (e) The Company does not have subsidiaries, associates or joint ventures during the year. Hence, reporting under clause 3(ix)(e) of the Order is not applicable.
- (f) The Company does not have subsidiaries, associates or joint ventures during the year. Hence, reporting under clause 3(ix)(f) of the Order is not applicable.
- (x) (a) The Company has not raised any moneys by way of initial public offer, further public offer (including debt instruments) during the year. Accordingly, reporting under clause 3(x)(a) of the Order is not applicable.
- (b) During the year, the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully or partly or optionally) and hence, reporting under clause 3(x)(b) of the Order is not applicable.
- (xi) (a) No fraud by the Company and no material fraud on the Company has been noticed or reported during the year.
- (b) No report under sub-section (12) of Section 143 of the Act has been filed in Form ADT-4 as prescribed under Rule 13 of the Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year.
- (c) As represented to us by the management of the Company, there are no whistle blower complaints received by the Company during the year.
- (xii) In our opinion, the Company is not a Nidhi company. Accordingly, reporting under clause 3(xii) of the Order is not applicable to the Company.
- (xiii) In our opinion, the Company is in compliance with Section 177 and Section 188 of the Act with respect to applicable transactions with the related parties and the details of related party transactions have been disclosed in the financial statements as required by the applicable accounting standards.
- (xiv) (a) In our opinion, the Company has an adequate internal audit system commensurate with the size and nature of its business.
- (b) We have considered, the internal audit reports for the year under audit, issued to the Company during the year and till date, in determining the nature, timing and extent of our audit procedures.
- (xv) In our opinion, during the year, the Company has not entered into non-cash transactions with directors or persons connected with its directors, and hence, provisions of section 192 of Act are not applicable to the Company.
- (xvi) (a) In our opinion, the Company has registered as required, under section 45-IA of the Reserve Bank of India Act, 1934.
- (b) In our opinion, there is no core investment company within the Group (as defined in the Core Investment Companies (Reserve Bank) Directions, 2016). Hence, reporting under clause 3(xvi)(d) of the Order is not applicable to the Company.
- (xvii) The Company has not incurred cash losses during the financial year covered by our audit and the immediately preceding financial year.
- (xviii) There has been no resignation of the statutory auditors of the Company during the year.
- (xix) On the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements 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 the Company is not capable of meeting its liabilities existing at the date of the balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

- (xx) (a) The Company has transferred the amount remaining unspent in respect of other than ongoing projects, to a fund specified in Schedule VII to the Act till the date of our report.
- (b) There are no unspent amounts towards Corporate Social Responsibility (CSR) on ongoing projects requiring a transfer to a Fund specified in Schedule VII to the Act in compliance with sub-section (6) of Section 135 of the Act. Accordingly, reporting under clause 3(xx)(a) of the Order is not applicable.

For Kantilal Patel & Co.
Chartered Accountants
Firm's Registration No.: 104744W

Jinal A. Patel
Partner
Membership No.: 153599

Place: Ahmedabad
Date: May 29, 2023

UDIN: 23153599BGVAYK5859

Annexure B to the Independent Auditor's Report of even date on the Financial Statements of Ceejay Finance Limited

Referred to in paragraph 2(f) under 'Report on other legal and regulatory requirements' section of our report of even date to the members of Ceejay Finance Limited)

Report on the internal financial controls with reference to the financial statements under section 143(3)(i) of the Act

We have audited the internal financial controls over financial reporting of the Company as of March 31, 2023 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's responsibility for internal financial controls

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

Auditors' Responsibility

Our responsibility is to express an opinion on the internal financial controls over financial reporting of the Company based on our audit. We conducted our audit in accordance with the Guidance Note issued by the ICAI and the SAs prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls. Those SAs 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 were 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 with reference to the financial statements and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting with reference to the financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

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

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 with reference to these financial statements includes those policies and procedures that (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of the financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorisations of management and directors of the Company; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the Company's assets that could have a material effect on the financial statements.

Inherent limitations of internal financial controls over financial reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of

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

Opinion

In our opinion, 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 with reference to the financial statements 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 issued by the ICAI.

For Kantilal Patel & Co.
Chartered Accountants
Firm's Registration No.: 104744W

Jinal A. Patel
Partner
Membership No.: 153599

Place: Ahmedabad
Date: May 29, 2023

UDIN: 23153599BGVAYK5859

Statement of Balance Sheet as at 31st March 2023

(Amount in ₹ Lakhs)

Particulars	Note No.	As at 31 st March 2023	As at 31 st March 2022
ASSETS			
(1) Financial Assets			
(a) Cash and cash equivalents	3	123.19	174.60
(b) Bank Balance other than (a) above	4	61.72	57.18
(c) Loans	5	8,849.22	7,700.05
(d) Investments	6	46.68	54.34
(e) Other Financial assets	7	5.70	5.81
Total Financial Assets		9,086.51	7,991.98
(2) Non Financial Assets			
(a) Income tax assets (Net)	8	-	-
(b) Deferred tax Assets (Net)	19C	74.14	62.42
(c) Property, Plant and Equipment	9	135.15	108.11
(d) Other Intangible assets	9	4.30	7.02
(e) Other non-financial assets	10	153.02	126.20
Total Non Financial Assets		366.61	303.75
Total Assets		9,453.12	8,295.73
LIABILITIES AND EQUITY			
LIABILITIES			
(1) Financial Liabilities			
(a) Payables			
Trade Payables	11		
(i) total outstanding dues of micro and small enterprises		-	-
(ii) total outstanding dues of creditors other than micro and small enterprises		189.07	102.64
(b) Borrowings (Other than Debt Securities)	12	2,837.36	2,408.31
(c) Other financial liabilities	13	18.70	20.20
Total Financial Liabilities		3,045.13	2,531.15
(2) Non Financial Liabilities			
(a) Income tax liabilities (Net)	14	23.48	25.50
(b) Provisions	15	8.37	40.53
(c) Other non-financial liabilities	16	44.95	19.32
Total Non Financial Liabilities		76.80	85.35
(3) EQUITY			
(a) Equity Share capital	17	345.00	345.00
(b) Other Equity	18	5,986.19	5,334.23
Total Equity		6,331.19	5,679.23
Total Liabilities and Equity		9,453.12	8,295.73

The accompanying notes form an integral part of the financial statements

As Per our audit report of even date.

For Kantilal Patel & Co.

Chartered Accountants

Firm Registration Number: 104744W

Jinal A Patel

Partner

Membership no. 153599

For and on behalf of the board of directors :

Kiran Patel

Chairman

DIN: 00081061

Deepak Patel

Managing Director

DIN: 00081100

Mrudula Patel

Director

DIN: 07143287

Sunil Patel

Director

DIN: 05307501

Bharat Amin

Director

DIN: 00509903

Kamlesh Upadhyay

Company Secretary

Devang Shah

Chief Financial Officer

Place : Ahmedabad

Date : May 29, 2023

Place : Nadiad

Date : May 29, 2023

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

(Amount in ₹ Lakhs)

Particulars	Note No.	For the year ended 31 st March 2023	For the year ended 31 st March 2022
I REVENUE			
Interest income	20	1,971.64	1,783.62
Dividend income		1.32	1.01
Total Revenue from operations		1,972.96	1,784.63
Other Income	21	13.72	11.12
Total Income (I)		1,986.68	1,795.75
II EXPENSES			
Finance costs	22	332.93	240.97
Impairment of financial instruments	23	(72.44)	156.99
Employee benefit expenses	24	310.31	291.13
Depreciation and amortization expense	9	19.74	18.14
Other expenses	25	511.77	394.15
Total Expenses (II)		1,102.31	1,101.38
III Profit before exceptional items and tax (I-II)		884.37	694.37
IV Exceptional Items		-	-
V Profit before tax (III-IV)		884.37	694.37
VI Tax expense:			
(1) Current tax	19A	211.80	199.22
(2) Deferred tax charged/(credited)	19C	(11.91)	(2.10)
Total tax expenses		199.89	197.12
VII Profit for the year		684.48	497.25
Other Comprehensive Income			
(A) (i) Other Comprehensive Income that will not be reclassified to profit or loss in subsequent periods:			
(a) Remeasurements of the defined benefit plans		(0.17)	-1.59
(b) Net gain/(loss) on equity instruments through OCI		2.32	8.41
(ii) Income Tax impact thereon		(0.19)	(0.44)
		1.96	6.38
(B) (i) Other Comprehensive Income that will be reclassified to profit or loss in subsequent periods:		-	-
(ii) Income Tax impact thereon		-	-
VIII Total Other Comprehensive Income		1.96	6.38
IX Total Comprehensive Income for the year(VII+VIII)		686.44	503.63
Earnings per share (Face Value of ₹ 10 each)			
- Basic	27	19.84	14.41
- Diluted	27	19.84	14.41

The accompanying notes form an integral part of the financial statements

As Per our audit report of even date.

For Kantilal Patel & Co.

Chartered Accountants

Firm Registration Number: 104744W

Jinal A Patel

Partner

Membership no. 153599

For and on behalf of the board of directors :

Kiran Patel

Chairman

DIN: 00081061

Sunil Patel

Director

DIN: 05307501

Kamlesh Upadhyay

Company Secretary

Deepak Patel

Managing Director

DIN: 00081100

Bharat Amin

Director

DIN: 00509903

Devang Shah

Chief Financial Officer

Mrudula Patel

Director

DIN: 07143287

Place : Ahmedabad

Date : May 29, 2023

Place : Nadiad

Date : May 29, 2023

Statement of cash flows for the year ended 31st March 2023

(Amount in ₹ Lakhs)

Particulars	For the Year ended 31 st March 2023	For the Year ended 31 st March 2022
I CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit Before Tax	884.37	694.37
Adjustments for :		
Depreciation	19.74	18.14
Dividend Income	(1.32)	(1.01)
Profit on sale of Property, Plant & Equipment	(3.75)	(0.21)
Interest Income on Fixed Deposits	(2.15)	(2.08)
ECL Provision	60.40	8.15
Actuarial Loss on employee benefits	6.00	7.10
Non operative income	-	(0.39)
Interest expense	332.93	240.97
	411.86	270.67
Operating profit before working capital changes	1,296.23	965.05
Changes in Working Capital :		
(Increase)/Decrease in Loans	(1,209.58)	(1,102.42)
(Increase)/Decrease in Other Financial & Non-financial assets	(27.51)	(7.17)
Increase/(Decrease) in Trade Payables	86.43	36.75
Increase/(Decrease) in Other Financial Liabilities	-	(0.95)
Increase/(Decrease) in Provision	(38.35)	18.86
Increase/(Decrease) in Other Non-Financial Liabilities	25.63	5.21
Cash generated form/(Used in) operations before adjustment of interest paid	132.85	(84.67)
Interest Paid	(330.43)	(241.35)
Direct Taxes Paid	(216.31)	(172.00)
NET CASH FLOW FROM/(USED IN) OPERATING ACTIVITIES	(413.89)	(498.03)
II CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of Property, Plant & Equipments	(45.56)	(5.61)
Purchase of Intangible Assets	-	(8.50)
Sale of Property, Plant & Equipment	5.25	0.30
Sale of Investments	9.98	3.99
(Increase)/Decrease of Fixed Deposits	(6.02)	-
Interest received on Fixed Deposits	2.95	0.82
Dividend Income	1.32	1.01
NET CASH FLOW FROM/(USED IN) INVESTING ACTIVITIES	(32.08)	(7.99)
III CASH FLOW FROM FINANCING ACTIVITIES		
Repayment of Borrowings	-	-
Net Proceeds from Borrowings	429.05	565.53
Dividend Paid	(34.40)	(35.29)
NET CASH FLOW FROM/(USED IN) FINANCING ACTIVITIES	394.55	530.24
NET INCREASE/(DECREASE) IN CASH & CASH EQUIVALENTS	(51.42)	24.22
NET CASH & CASH EQUIVALENTS (OPENING BALANCE)	174.60	150.37
NET CASH & CASH EQUIVALENTS (CLOSING BALANCE)	123.18	174.60

1 The above cash flow statement has been prepared under the "Indirect method" as set out in Indian Accounting Standard (Ind AS 7) on statement of cash flows specified under section 133 of the Companies Act, 2013

2 Changes in liabilities arising from financial activities:

(₹ in Lakhs)

Particulars	As at 31 st March, 2022	Cash Flows	Non cash changes	As at 31 st March, 2023
Borrowings (Other than Debt Securities)	2,408.31	429.05	-	2,837.36
Other financial liabilities	-	-	-	-

(₹ in Lakhs)

Particulars	As at 31 st March, 2021	Cash Flows	Non cash changes	As at 31 st March, 2022
Borrowings (Other than Debt Securities)	1,842.78	565.53	-	2,408.31
Other financial liabilities	0.38	(0.38)	-	-

As Per our audit report of even date.

For Kantilal Patel & Co.

Chartered Accountants

Firm Registration Number: 104744W

Jinal A Patel

Partner

Membership no. 153599

Place : Ahmedabad

Date : May 29, 2023

For and on behalf of the board of directors :

Kiran Patel

Chairman

DIN: 00081061

Sunil Patel

Director

DIN: 05307501

Kamlesh Upadhyay

Company Secretary

Deepak Patel

Managing Director

DIN: 00081100

Bharat Amin

Director

DIN: 00509903

Devang Shah

Chief Financial Officer

Mrudula Patel

Director

DIN: 07143287

Place : Nadiad

Date : May 29, 2023

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

(₹ In Lakhs)

Particulars	Attributable to the equity holders of the company				
	Equity share capital	Reserves & Surplus			Total
		Retained Earnings	Statutory		
		General reserve	Net Surplus in Statement of Profit & Loss	Reserve as per Section 45IC of the RBI Act, 1934	
As at April 1, 2022	345.00	3,476.00	258.21	1,130.91	5,210.11
Add: Profit for the year	-	-	497.25	-	497.25
Add/(Less): Other Comprehensive income (Net of Tax)	-	-	6.37	-	6.37
Add/(less) : Amount transferred to Statutory reserve	-	-	(99.45)	99.45	0.00
Add/(less) : Amount transferred to General reserve	-	425.00	(425.00)	-	-
Transactions with Owners in their capacity as owners:					
Dividend Paid	-	-	(34.50)	-	(34.50)
Corporate Dividend Tax on Dividend paid	-	-	-	-	-
As at March 31, 2022	345.00	3,901.00	202.88	1,230.36	5,679.23
Add: Profit for the year	-	-	684.48	-	684.48
Add/(Less): Other Comprehensive income (Net of Tax)	-	-	1.97	-	1.97
Add/(less) : Amount transferred to Statutory reserve	-	-	(136.90)	136.90	-
Add/(less) : Amount transferred to General reserve	-	450.00	(450.00)	-	-
Transactions with Owners in their capacity as owners:					
Dividend Paid	-	-	(34.50)	-	(34.50)
As at March 31, 2023	345.00	4,351.00	267.93	1,367.26	6,331.20

The accompanying notes form an integral part of the financial statements

As Per our report of even date.

For Kantilal Patel & Co.
Chartered Accountants
Firm Registration Number: 104744W

Jinal K. Patel
Partner
Membership no. 153599

Place : Ahmedabad
Date : May 29, 2023

For and on behalf of the board of directors :

Kiran Patel Chairman DIN: 00081061	Deepak Patel Managing Director DIN: 00081100	Mrudula Patel Director DIN: 07143287
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Sunil Patel
Director
Din - 05307501

Kamlesh Upadhyay
Company Secretary

Bharat Amin
Director
DIN: 00509903

Devang Shah
Chief Financial Officer

Place : Nadiad
Date : May 29, 2023

Notes to the financial statements

1. Company Information

Ceejay Finance Ltd (Company) is a Public Limited Company domiciled in India. The company has its registered office at CJ house, Mota pore, Nadiad, Gujarat - 387001.

It is registered as Non-banking finance company under RBI Act, 1934 and Registration number A.01.400. The company is engaged predominantly in automobile financing. The Company's shares are listed on BSE

2. SIGNIFICANT ACCOUNTING POLICIES

2.1 Basis of Preparation of Financial Statements:

(i) Compliance with Ind-AS

The financial statements of the Company have been prepared in accordance with Indian Accounting Standards (Ind-AS) notified under Section 133 of the Companies Act, 2013 (the Act) read with [Companies (Indian Accounting Standards) Rules, 2015] as amended by the Companies (Indian Accounting Standards) Rules, 2016 and other relevant provisions of the Act.

Further, the Company follows the statutory requirements, circulars and guidelines issued by the Reserve Bank of India (RBI) for Non-Banking Financial Companies (NBFC), from time to time.

(ii) Basis of measurement

The financial statements have been prepared on a historical cost basis, except for certain assets and liabilities which have been measured at the fair value amount:

- a) Certain financial assets and liabilities (including derivative instruments),
- b) Defined benefit plans - plan assets

Accounting policies have been consistently applied except where a newly-issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

(iii) Functional and presentation currencies:

Items included in the financial statements are measured using the currency of the primary economic environment in which the Company operates ('the functional currency') i.e., in Indian rupees (INR) and all values are rounded off to nearest lakhs except where otherwise indicated.

2.2 Use of estimates, judgements and assumptions :

(i) Critical estimates and assumptions

The preparation of the financial statements in conformity with Ind AS requires the Management to make estimates, judgments and assumptions. These estimates, judgments and assumptions affect the application of accounting policies and the reported amounts of assets and liabilities, the disclosures of contingent assets and liabilities at the date of the financial statements and reported amounts of revenues and expenses during the period. The management believes that the application of accounting policies require critical accounting estimates involving complex and subjective judgments and the use of assumptions. Actual results could differ from those estimates. Any revision to accounting estimates is recognised prospectively in the current and future period.

This note provides an overview of the areas that involved a higher degree of judgement or complexity, and of items which are more likely to be materially adjusted due to estimates and assumptions turning out to be different than those originally assessed. Detailed information about each of these estimates and judgement is included in the relevant notes together with information about the basis of calculation for each affected line item in the financial statements.

(ii) Judgements

In the process of applying the Company's accounting policies, management has made judgements, which have a significant risk of causing material adjustment to the carrying amounts of assets and liabilities within the next financial year.

The areas involving critical estimates and judgements are:

Estimation of Defined benefit obligation - refer note 2.4(ii)

Fair value of financial instruments - refer note 2.15

Effective Interest Rate (EIR) - refer note 2.3

Impairment on financial assets - refer note 2.16

Provision for tax expenses - refer note 2.4(iii)

Business model assessment - refer note below

Business model assessment

Classification and measurement of financial assets depends on the results of business model and the solely payments of principal and interest ("SPPI") test. The Company determines the business model at a level that reflects how groups of financial assets are managed together to achieve a particular business objective. This assessment includes judgement reflecting all relevant evidence including how the performance of the assets is evaluated and their performance measured, the risks that affect the performance of the assets and how these are managed and how the managers of the assets are compensated. The Company monitors financial assets measured at amortised cost or fair value through other comprehensive income that are derecognised prior to their maturity to understand the reason for their disposal and whether the reasons are consistent with the objective of the business for which the asset was held. Monitoring is part of the Company's continuous assessment of whether the business model for which the remaining financial assets are held continues to be appropriate and if it is not appropriate whether there has been a change in business model and so a prospective change to the classification of those assets.

2.3 Revenue recognitionInterest income

Interest income is recognised using the Effective Interest Rate (EIR) method for all financial assets measured at amortised cost. The EIR is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset, to its gross carrying amount. The calculation of the effective interest rate includes transaction costs and transaction income that are directly attributable to the acquisition of a financial asset.

Income by way of additional interest on account of delayed payment by the customers is recognised on realisation basis, due to uncertainty in collection.

Other Revenue from Operations

Fee and commission income such as documentation charges, guarantee commission, servicer fee income that are not integral part of the effective interest rate on the financial asset are recognised as the performance obligations are performed.

Income in the nature of cheque bounce and other related charges are recognised on realisation basis, due to uncertainty in collection.

Dividends

Dividend income from investment is accounted for when the right to receive is established.

2.4 Expenses**(i) Finance costs**

Finance costs represents Interest expense recognised by applying the Effective Interest Rate (EIR) to the gross carrying amount of financial liabilities other than financial liabilities classified as FVTPL.

The EIR in case of a financial liability is computed :

- a. As the rate that exactly discounts estimated future cash payments through the expected life of the financial liability to the gross carrying amount of the amortised cost of a financial liability.
- b. By considering all the contractual terms of the financial instrument in estimating the cash flows.
- c. Including all fees paid between parties to the contract that are an integral part of the effective interest rate, transaction costs, and all other premiums or discounts.

Interest expense includes issue costs that are initially recognized as part of the carrying value of the financial liability and amortized over the expected life using the effective interest method. These include fees and commissions payable to advisers and other expenses such as external legal costs, rating fee etc., provided these are incremental costs that are directly related to the issue of a financial liability.

(ii) Employee benefits

- a) Liabilities for wages and salaries, including non-monetary benefits that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are recognised in respect of employees' services up to the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled.
- b) The liabilities for earned leave are not expected to be settled wholly within 12 months after the end of the period in which the employees render the related service. They are therefore measured as the present value of the expected future payments to be made in respect of services provided by employee up to the end of reporting period using the projected unit credit method. The benefits are discounted using the market yields at the end of the reporting period that have terms approximating to the terms of the related obligation. Re-measurements as a result of experience adjustments and changes in actuarial assumptions are recognised in profit or loss.
- c) Post-employment obligation:

The Company operates the following post-employment schemes:

- Defined benefit plans such as gratuity for its eligible employees
- Defined contribution plans such as provident fund.

(i) Defined benefit obligation:

The liability or asset recognised in the balance sheet in respect of defined benefit gratuity plan is the present value of the defined benefit obligation at the end of the reporting period less the fair value of plan assets. The defined benefit obligation is calculated annually by actuaries using the projected unit credit method.

The present value of the defined benefit obligation denominated is determined by discounting the estimated future cash outflows by reference to market yields at the end of the reporting period on the government bonds that have terms approximating to the terms of the related obligation.

The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets. This cost is included in employee benefit expense in the statement of profit and loss.

Re-measurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognised in the period in which they occur, directly in other comprehensive income. They are included in retained earnings in the statement of changes in equity and in the balance sheet.

Changes in the present value of the defined benefit obligation resulting from plan amendments or curtailments are recognised immediately in profit or loss as past service cost.

(ii) Provident fund:

Contributions to Provident Fund made to Regional Provident Fund Commissioner in respect of

Employees' Provident Fund based on the statutory provisions are charged to Statement of Profit and Loss on accrual basis.

(iii) Taxes

- (a) The income tax expense or credit for the period is the tax payable on the current period's taxable income based on the applicable income tax rate for each jurisdiction adjusted by the changes in deferred tax assets and liabilities attributable to temporary differences and to unused tax losses. The current income tax charge is calculated on the basis of the tax laws enacted on substantively enacted at the end of the reporting period. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

Deferred income tax provided in full on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the end of the reporting period and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

- (b) Deferred tax assets are recognised only if it is probable that future taxable amounts will be available to utilise those temporary differences and losses.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority. Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

Current and deferred tax is recognised in the statement of profit or loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

A deferred tax asset is recognised for unclaimed tax credits that are carried forward as deferred tax assets.

2.5 Cash and cash equivalents

For the purpose of presentation in the statement of cash flows, cash and cash equivalents includes cash on hand, deposits with maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value, and bank overdrafts. Bank overdrafts are shown within borrowings in the balance sheet.

2.6 Property, Plant and Equipment

Items of property, plant & equipment are stated at cost of acquisition or construction less accumulated depreciation and impairment, if any. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. All repairs and maintenance are charged to the statement of profit or loss during the reporting period in which they are incurred.

Depreciation is provided on straight-line basis over the estimated useful lives of the assets. Useful life estimated by the Company is in line with the useful life prescribed under Schedule II of the Companies Act, 2013.

The estimated useful lives are, as follows:

Building	- 60 years
Office Equipment	- 5 years
Computers	- 3 years
Furniture and Fixtures	- 10 years
Vehicles	- 6 to 10 years

Depreciation on property plant and equipment individually costing ₹ 5,000/- or less is provided 100% in the year of acquisition.

The cost of improvements made to rented property during the year and included under furniture and fixtures, is depreciated over the primary lease period.

An asset's carrying amount is written down immediately to its estimated recoverable amount, if the asset's carrying amount is greater than its estimated recoverable amount. Gain and losses on disposals are determined by comparing proceeds with carrying amount. These are included in the statement of profit or loss.

The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

Depreciation on fixed assets added / disposed off during the year is calculated on pro-rata basis with reference to the date of addition / disposal.

2.7 Intangible assets

Intangible assets include the value of Software. Intangible assets acquired are recorded at their acquisition cost and are amortised on straight line basis over its useful life.

The estimated useful lives are, as follows:

Computer Software - 5 years

2.8 Leases

Ind AS 116 requires lessees to determine the lease term as the non-cancellable period of a lease adjusted with any option to extend or terminate the lease, if the use of such option is reasonably certain. The Company makes an assessment on the expected lease term on a lease-by-lease basis and thereby assesses whether it is reasonably certain that any options to extend or terminate the contract will be exercised. In evaluating the lease term, the Company considers factors such as any significant leasehold improvements undertaken over the lease term, costs relating to the termination of the lease and the importance of the underlying asset to Company's operations taking into account the location of the underlying asset and the availability of suitable alternatives. The lease term in future periods is reassessed to ensure that the lease term reflects the current economic circumstances.

2.9 Borrowings

Borrowings are initially recognised at fair value, net of transaction cost incurred.

Borrowings are subsequently measured at amortised cost. Any difference between the proceeds (net of transaction cost) and the redemption amount is recognised in profit or loss over the period of the borrowings, using the effective interest method. Fees paid on the established loan facilities are recognised as transaction cost of the loan, to the extent that it is probable that some or all the facility will be drawn down.

Borrowings are removed from the balance sheet when the obligation specified in the contract is discharged, cancelled or expired. The difference between the carrying amount of a financial liability that has been extinguished or transferred to another party and the consideration paid, including any non-cash assets transferred or liabilities assumed, is recognised in profit or loss as other gain/(loss).

Finance charges are expensed in the period in which they are incurred.

2.10 Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of the asset. All other borrowing costs are expensed in the period in which they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds. Borrowing cost also includes exchange differences to the extent regarded as an adjustment to the borrowing costs.

General borrowing costs are capitalised at the weighted average of such borrowings outstanding during the year.

2.11 Earnings Per Share

The basic earnings per share is computed by dividing the net profit / (loss) attributable to the equity shareholders for the period by the weighted average number of equity shares outstanding during the reporting period. The number of shares used in computing diluted earnings per share comprises the weighted average number of shares considered for deriving earnings per share, and also the weighted average number of equity shares, which could have been issued on the conversion of all dilutive potential shares. In computing dilutive earnings per share, only potential equity shares that are dilutive and that reduce profit per share are included.

2.12 Impairment of non financial assets

Assets are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs of disposal and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash inflows which are largely independent of the cash inflows from other assets or groups of assets (cash-generating units). Non-financial assets that suffered impairment are reviewed for possible reversal of the impairment at the end of each reporting period.

2.13 Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker.

2.14 Provisions, Contingent Liabilities and Contingent Assets:

A Provision is recognised when the Company has present obligation (legal or constructive) as a result of past events, for which it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made for the amount of the obligation.

Contingent Liabilities are disclosed by way of notes to Financial Statements. Contingent assets are not recognised in the financial statements but are disclosed in the notes to the financial statements where an inflow of economic benefits is probable. Provisions and contingent liabilities are reviewed at each Balance Sheet date.

2.15 Fair value measurement

The Company measures financial instruments at fair value as per Ind AS 113 at each balance sheet date. All financial assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- ▶ Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities

- ▶ Level 2 — Inputs other than quoted prices included in level 1 that are observable for the asset or liability, either directly or indirectly.
- ▶ Level 3 — Inputs for the asset or liability that are not based on observable market data (Unobservable inputs).

For the purpose of fair value disclosures, the Company has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

2.16 Financial instruments

Financial assets

(i) Classification

The Company classifies its financial assets in the following categories, those to be measured subsequently at:

1. Fair value through other comprehensive income (FVOCI),
2. Fair value through profit or loss (FVTPL), and
3. Amortised cost.

The classification depends on the entity's business model for managing the financial assets and the contractual terms of the cash flows. For assets measured at fair value, gains and losses will either be recorded in profit or loss or other comprehensive income. For investments in debt instruments, this will depend on the business model in which the investment is held. For investments in equity instruments, this will depend on whether the Company has made an irrevocable election at the time of initial recognition to account for the equity investment at fair value through other comprehensive income.

Business model assessment

The Company makes an assessment of the objective of a business model in which an asset is held at a portfolio level because this best reflects the way the business is managed and information is provided to management.

Assessment of whether contractual cash flows are solely payments of principal and interest

For the purpose of this assessment, 'principal' is defined as the fair value of the financial asset on initial recognition. 'Interest' is defined as consideration for the time value of money and for the credit risk associated with the principal amount outstanding during a particular period of time and for other basic lending risks and costs, as well as profit margin.

In assessing whether the contractual cash flows are SPPI, the Company considers the contractual terms of the instrument. This includes assessing whether the financial asset contains a contractual term that could change the timing or amount of contractual cash flows such that it would not meet this condition.

Reclassifications

Financial assets are not reclassified subsequent to their initial recognition, except in the period after the Company changes its business model for managing financial assets.

Financial liabilities

The Company classifies its financial liabilities as measured at amortised cost or fair value through profit or loss.

(ii) Measurement

At initial recognition, the Company measures a financial assets that are not at fair value through

profit or loss at its fair value plus / (minus), transaction costs / origination, Income that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at fair value through profit or loss are expensed in profit or loss.

Financial Assets :

Subsequent measurement of financial assets depends on the Company's business model for managing the asset and the cash flow characteristics of the asset. The Company classifies its debt instruments into following categories:

(1) Amortised cost:

Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. Interest income from these financial assets is included in revenue from operations using the effective interest rate method.

(2) Fair value through other comprehensive Income:

Assets that are held for collection of contractual cash flows and for sale and the contractual term of the financial assets give rise on specified dates to cash flows that are solely for the payment of principal and interest thereon.

(3) Fair value through profit or loss:

Assets that do not meet the criteria for amortised cost or Fair Value through Other Comprehensive Income (FVOCI) are measured at fair value through profit or loss.

Equity instruments:

The Company measures its equity investment at fair value through Other Comprehensive Income. However where the Company's management makes an irrevocable choice on initial recognition to present fair value gains and losses on specific equity investments in other comprehensive income (Currently no such choice made), there is no subsequent reclassification, on sale or otherwise, of fair value gains and losses to the Statement of profit or loss.

Financial liabilities

Financial liabilities are carried at amortised cost using effective interest rate method

(iii) Impairment of financial assets**Overview of the ECL principles**

The Company records allowance for expected credit losses for all loans. Equity instruments are not subject to impairment under Ind AS 109.

The ECL allowance is based on the credit losses expected to arise over the life of the asset (the lifetime expected credit loss), unless there has been no significant increase in credit risk since origination, in which case, the allowance is based on the 12 months' expected credit loss as below

Lifetime ECL are the expected credit losses resulting from all possible default events over the expected life of a financial instrument. The 12-month ECL is the portion of Lifetime ECL that represent the ECLs that result from default events on a financial instrument that are possible within the 12 months after the reporting date.

a) The Company has established a policy to perform an assessment, at the end of each reporting period, of whether a financial instrument's credit risk has increased significantly since initial recognition, by considering the change in the risk of default occurring over the remaining life of the financial instrument. The Company does the assessment of significant increase in credit risk at a borrower level.

Based on the above, the Company categorises its loans into Stage 1, Stage 2 and Stage 3 as described below:

Stage 1

All exposures where there has not been a significant increase in credit risk since initial recognition or that has low credit risk at the reporting date and that are not credit impaired upon origination are classified under this stage. The company classifies all standard advances and advances upto 30 days default under this category. Stage 1 loans also include facilities where the credit risk has improved and the loan has been reclassified from Stage 2.

Stage 2

All exposures where there has been a significant increase in credit risk since initial recognition but are not credit impaired are classified under this stage. 30 Days Past Due is considered as significant increase in credit risk.

Stage 3

All exposures assessed as credit impaired when one or more events that have a detrimental impact on the estimated future cash flows of that asset have occurred are classified in this stage. For exposures that have become credit impaired, a lifetime ECL is recognised and interest revenue is calculated by applying the effective interest rate to the amortised cost (net of provision) rather than the gross carrying amount. 90 Days Past Due is considered as default for classifying a financial instrument as credit impaired. If an event (for eg. any natural calamity) warrants a provision higher than as mandated under ECL methodology, the Company may classify the financial asset in Stage 3 accordingly.

The mechanics of ECL:

The Company calculates ECLs based on probability-weighted scenarios to measure the expected cash shortfalls, discounted at an approximation to the EIR. A cash shortfall is the difference between the cash flows that are due to the Company in accordance with the contract and the cash flows that the Company expects to receive.

The mechanics of the ECL calculations are outlined below and the key elements are, as follows:

Probability of Default (PD) - The Probability of Default is an estimate of the likelihood of default over a given time horizon. A default may only happen at a certain time over the assessed period, if the facility has not been previously derecognised and is still in the portfolio.

Exposure at Default(EAD) - The Exposure at Default is an estimate of the exposure at a future default date.

Loss Given Default (LGD) - The Loss Given Default is an estimate of the loss arising in the case where a default occurs at a given time. It is based on the difference between the contractual cash flows due and those that the Company would expect to receive, including from the realisation of any collateral.

The Company categorises loan assets into stages based on the Days Past Due status:

Stage	Past due	ECL
Stage 1	30 Days Past Due	12-Month ECL
Stage 2	31-90 Days Past Due	Life-time ECL
Stage 3	More than 90 Days Past Due	Life-time ECL

Measurement of ECL

ECL are a probability-weighted estimate of credit losses. They are measured as follows:

- financial assets that are not credit-impaired at the reporting date: as the present value of all cash shortfalls (i.e. the difference between the cash flows due to the Company in accordance with the contract and the cash flows that the Company expects to receive);
- financial assets that are credit-impaired at the reporting date: as the difference between the

gross carrying amount and the present value of estimated future cash flows.

Collateral repossessed

In its normal course of business whenever default occurs, the Company may take possession of properties or other assets in its retail portfolio and generally disposes such assets through auction, to settle outstanding debt. As a result of this practice, assets under legal repossession processes are recorded on the balance sheet.

(iv) Write-off

Loans are written off when there is no reasonable expectation of recovering in its entirety or a portion thereof. This is generally the case when the Company determines that the borrower does not have assets or sources of income that could generate sufficient cash flows to repay the amounts subject to the write-off. This assessment is carried out at the individual asset level.

Financial assets that are written off could still be subject to enforcement activities in order to comply with the Company's procedures for recovery of amounts due.

(V) De-recognition of financial assets and financial liabilities:

A financial asset is derecognised only when:

The Company has transferred the contractual rights to receive cash flows from the financial asset or the Company retains the contractual rights to receive the cash flows of the financial asset, but assumes a contractual obligation to pay the cash flows to one or more recipients.

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

Where the entity has neither transferred a financial asset nor retains substantially all risks and rewards of ownership of the financial asset, the financial asset is derecognised, if the Company has not retained control of the financial asset. Where the Company retains control of the financial asset, the asset is continued to be recognised to the extent of continuing involvement in the financial asset.

On derecognition of a financial asset, the difference between the carrying amount of the asset (or the carrying amount allocated to the portion of the asset derecognised) and the sum of (i) the consideration received (including any new asset obtained less any new liability assumed) and (ii) any cumulative gain or loss that had been recognised in OCI is recognised in profit or loss except for the financial instrument that has been classified as fair value through other comprehensive income that will not be reclassified to profit or loss in subsequent periods.

A financial liability is derecognised when its contractual obligations are discharged or cancelled, or expires.

(VI) Offsetting financial instruments

Financial assets and liabilities are offset and the net amount is reported in the balance sheet where there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously.

2.17 Cash flow statement

Cash flows are reported using the indirect method, whereby profit for the period 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 of the Company are segregated.

2.18 Amendment to Schedule III of Companies Act, 2013

Ministry of Corporate Affairs (MCA) issued notifications dated 24th March, 2021 to amend Schedule III of the Companies Act, 2013 to enhance the disclosures required to be made by the Company in its financial statements. These amendments are applicable to the Company for the financial year starting 1st April, 2021 and applied to the standalone financial statements:

- a. Lease liabilities separately disclosed under the head 'financial liabilities', duly distinguished as current or non-current.
- b. Certain additional disclosures in the standalone Statement of Changes in Equity such as changes in equity share capital due to prior period errors and restated balances at the beginning of the current reporting period.
- c. Additional disclosure for shareholding of promoters.
- d. Additional disclosure for ageing schedule of trade payables and capital work-in-progress.
- e. Specific disclosure such as compliance with approved schemes of arrangements, compliance with number of layers of companies, title deeds of immovable property not held in the name of the Company, loans and advances to promoters, directors, key managerial personnel (KMP) and related parties etc.
- f. Additional disclosure regarding to Corporate Social Responsibility (CSR) and undisclosed income.

2.19 Recent accounting pronouncements

In March 2023, the Ministry of Corporate Affairs issued the Companies (Indian Accounting Standards) Amendment Rules, 2023 which amended certain Ind AS as explained below:

(i) Ind AS 1 – Presentation of Financial Statements

The amendment prescribes disclosure of material accounting policies instead of significant accounting policies. The impact of the amendment on the Financial Statements is expected to be insignificant basis the preliminary evaluation.

(ii) Ind AS 8 – Accounting Policies, Changes in Accounting Estimates and Errors

The amendment added definition of accounting estimate and clarifies what is accounting estimate and treatment of change in the accounting estimate and accounting policy. There is no impact of the amendment on the Financial Statements basis the preliminary evaluation.

(iii) Ind AS 12 – Income taxes

The definition of deferred tax asset and deferred tax liability is amended to apply initial recognition exception on assets and liabilities that does not give rise to equal taxable and deductible temporary differences. There is no impact of the amendment on the Financial Statements basis the preliminary evaluation. The above amendments are effective from annual periods beginning on or after April 1, 2023.

Note 3 Cash and Cash equivalents

(₹ in Lakhs)

Particulars	31st March, 2023 ₹	31st March, 2022 ₹
Cash on hand (Including cheques on hand)*	61.31	44.77
Balances with banks		
(i) In current accounts	61.88	129.83
(ii) In cash credit accounts	-	-
Total	123.19	174.60

* Represents cash collected from borrowers as on balance sheet date, deposited with bank subsequently.

Note 4 Bank Balance other than Cash and Cash Equivalents

(₹ in Lakhs)

Particulars	31st March, 2023 ₹	31st March, 2022 ₹
Unpaid dividend bank balances	18.70	20.18
Margin money fixed deposits with maturity of more than 3 months but less than 12 months	43.02	37.00
Total	61.72	57.18

Margin money fixed deposit is lien against the cash credit facility availed by the company

Note 5 Loans

(₹ in Lakhs)

Particulars	31st March, 2023 ₹	31st March, 2022 ₹
(A) Loans at amortised cost :		
Term Loans	8156.35	6945.42
Term Loans to related parties	495.43	496.79
Inter corporate deposits to related parties	500.00	500.00
Total Loans (Gross)	9151.78	7942.21
Less : Impairment loss allowance	302.56	242.16
Total Loans (Net)	8849.22	7700.05
(B) Nature		
(i) Secured by tangible assets	7925.41	7120.19
(ii) Unsecured	1226.37	822.02
Total (B) (Gross)	9151.78	7942.21
Less : Impairment loss allowance	302.56	242.16
Total (B) (Net)	8849.22	7700.05
(C) Loans to :		
a) Public sector	-	-
a) Others	9151.78	7942.21
Total (C) (Gross)	9151.78	7942.21
Less : Impairment loss allowance	302.56	242.16
Total (C) (Net)	8849.22	7700.05

Reconciliation of ECL balance as on March 31, 2023 is given below:
(₹ in Lakhs)

Particulars	As at March 31, 2023			
	Stage 1	Stage 2	Stage 3	Total
ECL allowance - opening balance	146.03	11.43	84.70	242.16
New assets originated or purchased	84.33	13.47	141.26	239.06
Assets derecognised or write offs	-	-	(178.66)	(178.66)
Transfers to Stage 1	2.75	(1.87)	(0.88)	-
Transfers to Stage 2	(19.07)	20.00	(0.93)	-
Transfers to Stage 3	(63.89)	(12.85)	76.74	-
ECL allowance - closing balance	150.15	30.18	122.23	302.56

Reconciliation of ECL balance as on March 31, 2022 is given below:
(₹ in Lakhs)

Particulars	As at March 31, 2022			
	Stage 1	Stage 2	Stage 3	Total
ECL allowance - opening balance	90.72	9.68	133.61	234.01
New assets originated or purchased	132.04	15.14	9.81	156.99
Assets derecognised or write offs	-	-	(148.84)	(148.84)
Transfers to Stage 1	2.30	(1.67)	(0.63)	-
Transfers to Stage 2	(18.92)	19.71	(0.79)	(0.00)
Transfers to Stage 3	(60.11)	(31.43)	91.54	-
ECL allowance - closing balance	146.03	11.43	84.70	242.16

Note 6 Investments
(₹ in Lakhs)

Particulars	31st March, 2023 ₹	31st March, 2022 ₹
(i) Investment in Government securities (Unquoted) (Valued at Amortized Cost)		
1 (P.Y.1) Bond of 8.74% Andhra Pradesh Power Finance Corporation Limited 2022	-	9.98
Subtotal (i)	-	9.98
(ii) Investment in Equity Instruments (Quoted) (Valued at Fair Value through Other Comprehensive Income)		
537 (P.Y 537) of India Giletin Ltd of ₹ 10 each	1.49	0.60
3,000 (P.Y. 3,000) of Jagran Prakashan Ltd of ₹ 2 each	2.16	1.97
9,589 (P.Y.9,589) of NHPC Ltd. of ₹ 10 each	3.85	2.68
9,082 (P.Y.9,082) of NTPC Ltd. of ₹ 10 each	15.92	12.28
Nil (P.Y. 300) of Indus Network Ltd of ₹ 10 each	-	-
448 (P.Y. 448) of Reliance Industries Ltd. of ₹ 10 each	10.44	11.85
400 (P.Y. 400) of Tata Consultancy Service Ltd of ₹ 1 each	12.82	14.98
Investment - Indian As Impact	-	-
Investment - Indian As Impact	-	-
Subtotal (ii)	46.68	44.36
Total (i+ii)	46.68	54.34
AGGREGATE AMOUNT OF QUOTED INVESTMENTS	46.68	44.36
AGGREGATE AMOUNT OF UNQUOTED INVESTMENTS	-	9.98
FAIR VALUE OF QUOTED INVESTMENTS	46.68	44.36

(₹ in Lakhs)

Particulars	31st March, 2023 ₹	31st March, 2022 ₹
Note 7 Other Financial Assets		
Deposits	4.71	4.02
Interest accrued on Margin money fixed deposits	0.99	1.79
Total	5.70	5.81
Note 8 Current Tax assets (Net)		
Advance income tax (net of provision for taxation)	0	0.00
Total	0.00	0.00

Note 9 Property, Plant and Equipment and Intangible assets (Refer Note No 2.6 and 2.7)

(₹ in Lakhs)

Nature of the Assets	Property plant and equipment						Intangible assets	
	Building	Office Equipment	Computers	Furniture and Fixtures	Vehicles	Total	Computer Software	Total
Gross Carrying Amount								
As at 1st April, 2021	54.62	14.40	13.37	30.19	32.91	145.48	7.12	7.12
Additions	0.00	2.74	2.10	0.00	0.77	5.61	8.50	8.50
Disposals	-	(0.35)	-	-	-	(0.35)	-	-
At 31st March, 2022	54.62	16.79	15.47	30.19	33.68	150.75	15.62	15.62
Additions	-	5.63	2.24	3.38	34.31	45.56	-	-
Disposals	-	-	-	-	(14.62)	(14.62)	-	-
At 31st March, 2023	54.62	22.42	17.71	33.57	53.37	181.69	15.62	15.62
Depreciation								
At 1st April, 2021	3.06	6.17	7.78	7.07	4.30	28.38	4.95	4.95
Depreciation charge for the year	1.12	2.54	1.63	3.06	6.13	14.48	3.66	3.66
Disposals	0.01	(0.26)	-	0.02	0.02	(0.21)	(0.01)	(0.01)
At 31 Mar 2022	4.19	8.45	9.41	10.15	10.45	42.65	8.60	8.60
Depreciation charge for the year	1.12	2.97	1.76	3.26	7.90	17.01	2.73	2.73
Disposals	-	-	-	-	(13.12)	(13.12)	(0.01)	(0.01)
At 31 Mar 2023	5.31	11.42	11.17	13.41	5.23	46.54	11.32	11.32
Net carrying value								
At 31st March, 2023	49.31	11.00	6.54	20.16	48.14	135.15	4.30	4.30
At 31st March, 2022	50.43	8.34	6.06	20.04	23.23	108.10	7.02	7.02

Details of immovable properties not held in name of the company

Relevant line item in the Balance sheet	Description of item of property	Gross carrying value (₹ in Lakhs)	Title deeds held in the name of	Whether title deed holder is promoter, director or relative # of promoter/director or employee of promoter/director	Property held since which date	Reason for not being held in the name of the company
PPE	Building	8.25	Mr. Kiran R Patel Mr. Deepak R Patel Mr. Shailesh R Patel	Promoters	1993-94	This property is in the process of being transferred in the name of the company.

Note 10 Other Non Financial assets

(₹ in Lakhs)

Particulars	31st March, 2023 ₹	31st March, 2022 ₹
Advance to dealers	29.84	20.13
Balance with government authorities	25.59	18.33
Prepaid expenses	36.21	20.59
For gratuity	1.98	-
Repossessed Assets	59.40	67.15
Total	153.02	126.20

Note 11 Trade and other payables

(₹ in Lakhs)

Particulars	31st March, 2023 ₹	31st March, 2022 ₹
(i) Total outstanding dues of Micro and Small Enterprises	-	-
(ii) Total outstanding dues of Creditors other than Micro and Small Enterprises	189.07	102.64
Total	189.07	102.64

Trade payable aging as on 31st March, 2023

Particulars	Outstanding for following periods from due date of payment				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) MSME -	-	-	-	-	-
(ii) Others	133.84	45.89	8.57	0.77	189.07
(iii) Disputed dues MSME	-	-	-	-	-
(iv) Disputed dues Others	-	-	-	-	-

Trade payable aging as on 31st March, 2022

Particulars	Outstanding for following periods from due date of payment				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) MSME -	-	-	-	-	-
(ii) Others	92.62	9.26	0.77	-	102.64
(iii) Disputed dues MSME	-	-	-	-	-
(iv) Disputed dues Others	-	-	-	-	-

Note 12 Borrowings (other than debt Securities)

(₹ in Lakhs)

Particulars	31st March, 2023 ₹	31st March, 2022 ₹
At amortised cost :		
Loans repayable on demand from Banks (Cash Credit from banks)	2,362.36	1,508.31
Inter corporate deposits from related parties (Unsecured) (refer note no. 28)	475.00	900.00
Total	2,837.36	2,408.31

Note 13 Other Financial Liabilities

(₹ in Lakhs)

Particulars	31st March, 2023 ₹	31st March, 2022 ₹
Unclaimed Dividends	18.70	20.20
Interest accrued but not due on borrowings	-	-
Security deposit from customers	-	-
Total	18.70	20.20

Note 14 Current Tax Liabilities (net)

Provision for taxation	23.48	25.50
Total	23.48	25.50

Note 15 Provisions

For gratuity	-	4.59
For others	8.37	35.94
Total	8.37	40.53

Note 16 Other Non Financial Liabilities

Statutory dues payable	44.95	19.32
Total	44.95	19.32

Note 17 Equity Share Capital

(A) Authorised:		
50,00,000 (March 31, 2022 : 50,00,000)		
equity shares of ₹ 10/- each	500.00	500.00
(B) Issued, subscribed and fully paid up		
34,50,000 (March 31, 2022 : 34,50,000)		
equity shares of ₹ 10/- each	345.00	345.00
Total	345.00	345.00

a. Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the year

Particulars	Number of Shares	₹ in lakhs
As at April 01, 2021	3,450,000	345.00
Issued during the year	-	-
As at March 31, 2022	3,450,000	345.00
Issued during the year	-	-
As at March 31, 2023	3,450,000	345.00

b. Details of shares held by each shareholder holding more than 5%

Class of shares/ Name of shareholder	As at 31st March, 2023		As at 31st March, 2022	
	Number of shares held	% holding in the shares	Number of shares held	% holding in the shares
1. Harshadbhai Natvarlal Dalal (H.U.F)	207,625	6.02	207,625	6.02
2. Praful M Patel (H.U.F)	189,090	5.48	189,090	5.48
3. Aadit Harshadbhai Dalal	179,679	5.21	179,679	5.21

c. Details of Shares Held by Promoter as on March 31, 2023 and as on March 31, 2022.

Shares held by Promoters		31st March,2023			31st March,2022		
Sr. No.	Promoters Name	No of Shares	% of total Shares	% change during the Year	No of Shares	% of total Shares	% change during the Year
1	Aadit Harshad Dalal	179679	5.21	0.00%	179679	5.21	0.00%
2	Ankita Shaileshbhai Patel	111749	3.24	0.00%	111749	3.24	0.00%
3	Avni P Deshpande	39060	1.13	0.00%	39060	1.13	0.00%
4	Bhavini Kiran Patel	31342	0.91	0.00%	31342	0.91	0.00%
5	Bina Deepak Patel	29450	0.85	0.00%	29450	0.85	0.00%
6	Dalal Mona Rakesh	2850	0.08	0.00%	2850	0.08	0.00%
7	Datten Deepakbhai Patel	59070	1.71	0.00%	59070	1.71	0.00%
8	Deepak Ramanbhai Patel	7285	0.21	0.00%	7285	0.21	0.00%
9	Deepakbhai Ramanbhai Patel HUF	81730	2.37	0.00%	81730	2.37	0.00%
10	Dilipbhai Chimanlal Parikh	4000	0.12	0.00%	4000	0.12	0.00%
11	Harshadbhai Natverlal Dalal HUF	207625	6.02	0.00%	207625	6.02	0.00%
12	Jaimin Kiranbhai Patel	55570	1.61	0.00%	55570	1.61	0.00%
13	Jignesh Kiranbhai Patel	55570	1.61	0.00%	55570	1.61	0.00%
14	Kiran Ramanbhai Patel	7285	0.21	0.00%	7285	0.21	0.00%
15	Kiranbhai Ramanbhai Patel HUF	81630	2.37	0.00%	81630	2.37	0.00%
16	Mamtaben Sunilbhai Patel	17295	0.50	0.00%	17295	0.50	0.00%
17	Niyati Parekh	39000	1.13	0.00%	39000	1.13	0.00%
18	Poorna Praful Patel	89860	2.60	0.00%	89860	2.60	0.00%
19	Praful M Patel HUF	189090	5.48	0.00%	189090	5.48	0.00%
20	Prajay Praful Patel	137760	3.99	0.00%	137760	3.99	0.00%
21	Pratibha Vasantkumar Shah	40200	1.17	0.00%	40200	1.17	0.00%
22	Ramanbhai Jethabhai Patel (Huf)	44165	1.28	0.00%	44165	1.28	0.00%
23	Ranu Nimish Parikh	81230	2.35	0.00%	81230	2.35	0.00%
24	Shailesh Ramanbhai Patel	7485	0.22	0.00%	7485	0.22	0.00%
25	Shaileshbhai Ramanbhai Patel HUF	81830	2.37	0.00%	81830	2.37	0.00%
26	Shital Shailesh Patel	23125	0.67	0.00%	23125	0.67	0.00%
27	Taraben Ramanbhai Patel	29060	0.84	0.00%	29060	0.84	0.00%
28	Usha Harshad Dalal	148665	4.31	0.00%	148665	4.31	0.00%
29	Vanisha Deepakbhai Patel	52070	1.51	0.00%	52070	1.51	0.00%
30	Varsha Praful Patel	100200	2.90	0.00%	100200	2.90	0.00%
31	Vasantkumar Chimanlal Shah	5500	0.16	0.00%	5500	0.16	0.00%
Total		2040430	59.14		2040430	59.14	

Note 18 Other Equity
(₹ in Lakhs)

Particulars	31st March, 2023 ₹	31st March, 2022 ₹
Statutory reserve under section 45IC of RBI Act, 1934	1367.26	1,230.36
General reserve	4351.00	3,901.00
Net surplus in the statement of Profit and loss	267.93	202.88
Total	5,986.19	5,334.23

(₹ in Lakhs)

A.	Statutory reserve under section 45IC of RBI Act, 1934	31st March, 2023 ₹	31st March, 2022 ₹
	Opening balance	1,130.91	1,130.91
	Addition during the year	136.90	-
	Deduction/Adjustment during the year	-	-
	Closing balance	1,267.81	1,130.91

(₹ in Lakhs)

B.	General reserve	31st March, 2023 ₹	31st March, 2022 ₹
	Opening balance	3,901.00	3,476.00
	Addition during the year	450.00	425.00
	Deduction/Adjustment during the year	-	-
	Closing balance	4,351.00	3,901.00

(₹ in Lakhs)

C.	Net surplus in the statement of Profit and loss	31st March, 2023 ₹	31st March, 2022 ₹
	Opening balance	202.88	258.20
	Net profit for the period	684.48	497.24
	Other comprehensive income (net of tax)	1.97	6.38
	Less : Appropriations	-	-
	Transfer to reserve under section 45IC of RBI Act, 1934	(136.90)	(99.45)
	Transfer to general reserve	(450.00)	(425.00)
	Dividend paid	(34.50)	(34.50)
	Closing balance	267.93	202.88

(₹ in Lakhs)

D.	Dividend Distribution made and proposed	31st March, 2023 ₹	31st March, 2022 ₹
	Dividend on equity shares declared and paid:		
	Final Dividend for March 31, 2022 : ₹ 1 per share (March 31, 2021 ₹ 1 per share)	34.50	34.50
	Dividend on equity shares proposed:		
	Final Dividend for March 31, 2023 : ₹ 1.20 per share (March 31, 2022 ₹ 1 per share)	41.40	34.50

The Board has recommended dividend @ 12% p.a. amounting to ₹ 41.40 Lakhs (₹ 1.20 per share) on equity share capital of the Company, subject to approval of shareholders in the Annual General Meeting.

Statutory reserve under section 45IC of RBI Act, 1934

According to section 45IC of RBI Act, 1934, the company transfers a sum not less than 20% of its net profit every year as disclosed in the statement of profit and loss and before declaration of any dividend to statutory reserves

General reserve

Under the erstwhile Companies Act 1956, general reserve was created through an annual transfer of net income at a specified percentage in accordance with applicable regulations. Consequent to introduction of Companies Act 2013, the requirement to mandatorily transfer a specified percentage of the net profit to general reserve has been withdrawn. However, the amount previously transferred to the general reserve can be utilised only in accordance with the specific requirements of Companies Act, 2013.

Net surplus in the statement of Profit and loss

Surplus in the statement of profit and loss is accumulated available profit of the company carried forward from earlier years These reserves are free reserves which can be utilised for any purpose as may be required

Note 19 Income tax

(₹ in Lakhs)

19A	Income tax recognised in Statement of Profit or Loss:		31st March, 2023 ₹	31st March, 2022 ₹	
	Current Tax:				
	Current tax		230.00	197.89	
	Tax in respect of earlier year		(18.20)	1.33	
	Total Current Tax		211.80	199.22	
	Deferred Tax:				
	Deferred tax		(11.91)	(2.10)	
	Total deferred tax		(11.91)	(2.10)	
	Income tax expense reported in the Statement of Profit and Loss		199.89	197.12	
	Effective income tax rate		22.60%	28.39%	
	Tax related to items recognised in OCI during the year				
	Re-measurement gain/(loss) on defined benefit plans		0.04	0.40	
Net gain/(loss) on equity instruments through OCI		(0.23)	(0.84)		
Tax credited to OCI		(0.19)	(0.44)		
19B	A reconciliation of income tax expense applicable to accounting profit/(loss) before tax at the statutory income tax rate to recognised income tax expense for the year indicated are as follows:		31st March, 2023 ₹	31st March, 2022 ₹	
	Profit/ (loss) before tax		884.37	694.38	
	Enacted tax rate in India (Normal rate)		25.168%	25.168%	
	Expected income tax expense/ (benefit) at statutory tax rate		222.58	174.76	
	Effect of adjustments to reconcile the expected tax expense to reported income tax expense:				
	Effect of non-deductible expenses		8.05	19.64	
	Income exempt from tax		(0.33)	(0.22)	
	Tax allowances and exemptions		-	(13.39)	
	Others		(30.41)	16.33	
	Tax expense for the year		199.89	197.12	
19C	Movement In Deferred Tax Assets And Liabilities (₹ in Lakhs)				
	Movement during the year ended 31st March, 2023	As at 1st April, 2022	Credit/ (charge) in statement of Profit and Loss	Credit/(charge) in Other Comprehensive Income	As at 31st March, 2023
	Deferred Tax Asset/(Liabilities)				
	Difference between written down value of fixed assets as per books of accounts and income tax	(4.86)	(1.58)	-	(6.44)
	Fair value of investments	(3.29)	-	(0.23)	(3.52)
	Expected Credit Loss	60.96	15.20	-	76.16
	Others	9.61	(1.67)	-	7.94
	Total	62.42	11.95	(0.23)	74.14

(₹ in Lakhs)

Movement during the year ended 31st March, 2022	As at 1st April, 2021	Credit/(charge) in statement of Profit and Loss	Credit/(charge) in Other Comprehensive Income	As at 31st March, 2022
Deferred Tax Asset/(Liabilities)				
Difference between written down value of fixed assets as per books of accounts and income tax	(5.43)	0.57	-	(4.86)
Fair value of investments	(2.45)	-	(0.84)	(3.29)
Expected Credit Loss	58.89	2.07	-	60.96
Others	10.14	(0.53)	-	9.61
Total	61.15	2.11	(0.84)	62.42

The Company offsets tax assets and liabilities if and only if it has a legally enforceable right to set off current tax assets and current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same tax authority.

(₹ in Lakhs)

Particulars	31st March, 2023 ₹	31st March, 2022 ₹
Note 20 Interest Income		
On financial assets measured at amortised		
Interest on loans	1,971.64	1,783.52
Interest from investments	-	0.10
Total	1,971.64	1,783.62
Note 21 Other Income		
Interest on margin money deposits with Bank	2.15	2.08
Interest from others	7.25	8.65
Insurance commission	-	-
Profit/(Loss) on sale of Property, Plant & Equipment	3.74	0.20
Miscellaneous income	0.58	0.19
Total	13.72	11.12
Note 22 Finance Costs		
On financial liabilities measured at amortised cost:		
Interest on borrowings (other than debt securities)	309.84	216.84
Bank charges and commissions	23.09	24.13
Total	332.93	240.97
Note 23 Impairment of Financial Instruments		
On financial assets measured at amortised cost:		
Loans		
- Expected credit loss	60.40	8.15
- Bad debts and write offs	(132.84)	148.84
Total	(72.44)	156.99
Note 24 Employee Benefit Expenses		
Salaries, Wages and Bonus	263.28	244.74
Contribution to provident and other fund	18.76	19.50
Staff Welfare expenses	3.57	3.39
Remuneration to Managing Director	24.70	23.50
Total	310.31	291.13

Note 25 Other Expenses

(₹ in Lakhs)

Particulars	31st March, 2023 ₹	31st March, 2022 ₹
Brokerage	78.83	58.19
Recovery charges	62.77	45.05
Rent	9.77	5.32
Rates and taxes	1.18	0.67
Insurance	0.86	2.48
Repairs and maintenance		
Plant and machinery	1.25	1.26
Buildings	1.03	1.34
Others	3.31	3.16
Legal and Professional fees	60.34	45.74
Payment to Auditor:		
Audit fee (Including Tax Audit Fee)	2.73	1.25
Loss on sale of Property, Plant & Equipment	-	-
Branch Administrator expenses	79.30	64.15
Computer handling charges	39.86	17.45
(Excess receipt) / write down in value of seized vehicles	66.72	44.70
Corporate Social Welfare Expenses (Refer Note No.26)	16.67	11.75
Electricity expenses	3.63	2.83
GST Expenses	28.73	21.89
Miscellaneous Expenses	54.19	66.92
Total	511.77	394.15

Note 26 Details of CSR expenditure:

a) Gross amount required to be spent by the Company during the year	16.67	11.75
b) Amount spent during the year		
i) Construction/acquisition of any asset	-	-
ii) On purposes other than (i) above	13.00	11.75
c) Amount unspent during the year	3.67	-
Total	13.00	11.75

Other expenses include INR 16.67 lacs spent towards various activities relating to Corporate Social Responsibility as prescribed under Section 135 of the Companies Act, 2013, details of which are as under:

Details of Corporate Social Responsibility:	31st March, 2023 ₹	31st March, 2022 ₹
1. Gross amount required to be spent during the year	16.67	11.75
2. Amount approved by the board to be spent during the year	16.67	11.75
3. Amount spent during the year:		
i) Construction/acquisition of any asset		
> In Cash	-	-
> Yet to be paid in cash	-	-
Total	-	-
ii) On purposes other than (i) above		
> In Cash	13.00	11.75
> Yet to be paid in cash	-	-
Total	13.00	11.75
4. Amount related to spent/unspent obligation:		
i) Contribution to Trust	13.00	11.75
ii) Others	-	-
iii) Unspent amount in relation to :		
- Ongoing project	3.67	-
- Other than Ongoing project	-	-
Total	16.67	11.75

Note 27 Earnings per Share (EPS) as per Indian Accounting Standard 33:

Basic EPS amounts are calculated by dividing the profit for the year attributable to equity holders of the parent by the weighted average number of Equity shares outstanding during the year. Diluted EPS amounts are calculated by dividing the profit attributable to equity holders of the parent (after adjusting for interest on the convertible preference shares) by the weighted average number of Equity shares outstanding during the year plus the weighted average number of Equity shares that would be issued on conversion of all the dilutive potential Equity shares into Equity shares.

The following reflects the income and share data used in the basic and diluted EPS computations:

Particulars	For the year ended 31 st March 2023	For the year ended 31 st March 2022
Net Profit as per Statement of Profit & Loss	684.48	497.25
No. of weighted average outstanding Equity Shares	3,450,000	3,450,000
Basic Earning per Equity Share of ₹ 10/- each	19.84	14.41
Diluted Earning per Equity Share of ₹ 10/- each	19.84	14.41

Note 28 Related Party Transactions as per Indian Accounting Standard 24:

The disclosure in pursuance to Indian Accounting Standard-24 on "Related Party disclosures" is as under:

(a) Name of Related Parties & Relationship

SN	Name	Relationship	Manner
1	Mr. Deepak R. Patel	Key managerial personnel	Managing Director
2	Mr. Devang Shah	Key managerial personnel	Chief Financial Officer
3	Mr. Shailesh Bhavvad	Key managerial personnel (Till 10th December, 2022)	Company Secretary
4	Mr. Kamlesh Upadhyaya	Key managerial personnel (w.e.f. 17th December, 2022)	Company Secretary
5	Mr. Sunil Patel	Director	Non Executive Independent Director
6	Mr. Kiran Patel	Director	Non Executive Director
7	Mr. Shailesh Patel	Director	Non Executive Director
8	Mr. Bharat Amin	Director	Non Executive Independent Director
9	Mrs Mrudula Patel	Director	Non Executive Independent Director
10	Ramanbhai J. Patel HUF	Relatives of key management personnel	Karta of HUF is Mr. Kiran R. Patel
11	Mrs Taraben Ramanbhai Patel	Relatives of key management personnel	Mother of Mr. Deepak R. Patel
12	Mrs Bina Deepakbhai Patel	Relatives of key management personnel	Wife of Mr. Deepak R. Patel
13	Mr. Datten Deepakbhai Patel	Relatives of key management personnel	Son of Mr. Deepak R. Patel
14	Mrs Vanisha Patel	Relatives of key management personnel	Daughter of Mr. Deepak R. Patel
15	Mrs Mamtaben Sunilbhai Patel	Relatives of key management personnel	Sister of Mr. Deepak R. Patel
16	Deepak R. Patel HUF	Relatives of key management personnel	Karta of HUF is Mr. Deepak Patel
17	Ceejay Tobacco Limited	Enterprise significantly influenced by Directors or KMPs or their relatives	
18	Ceejay Microfin Limited	Enterprise significantly influenced by Directors or KMPs or their relatives	
19	Chhotabhai Jethabhai Patel Charitable Trust	Enterprise significantly influenced by Directors or KMPs or their relatives	

b) Transactions during the year with related parties mentioned in (a) above, in ordinary course of business & balances outstanding as at the year end:

(₹ In Lakhs)

Transaction		Total	Key Managerial Person	Relative of Key Managerial Person	Enterprise significantly influenced by Key Managerial Person	Non Executive Directors
(a) Managerial Remuneration						
Mr. Deepak R Patel		24.70	24.70	-	-	-
	P.Y.	23.72	23.72	-	-	-
Mr. Devang Shah		18.86	18.86	-	-	-
	P.Y.	16.95	16.95	-	-	-
Mr. Shailesh Bharvad		5.13	5.13	-	-	-
	P.Y.	5.86	5.86	-	-	-
Mr. Kamlesh Upadhyaya		3.15	3.15			
	P.Y.	-	-			
(b) Dividend paid						
Mr. Deepak R Patel		0.07	0.07	-	-	
	P.Y.	0.07	0.07	-	-	
Mr. Kiran Patel		0.07	-	-	-	0.07
	P.Y.	0.07	-	-	-	0.07
Mr. Shailesh Patel		0.07	-	-	-	0.07
	P.Y.	0.07	-	-	-	0.07
Mr. Kirit Dalal		-	-	-	-	-
	P.Y.	-	-	-	-	-
Ramanbhai J. Patel HUF		0.44	-	0.44	-	-
	P.Y.	0.44	-	0.44	-	-
Mrs Taraben Ramanbhai Patel		0.29	-	0.29	-	-
	P.Y.	0.29	-	0.29	-	-
Mrs Bina Deepakbhai Patel		0.29	-	0.29	-	-
	P.Y.	0.29	-	0.29	-	-
Mr. Datten Deepakbhai Patel		0.59	-	0.59	-	-
	P.Y.	0.59	-	0.59	-	-
Mrs Vanisha Patel		0.52	-	0.52	-	-
	P.Y.	0.52	-	0.52	-	-
Mrs Mamtaben Sunilbhai Patel		0.17	-	0.17	-	-
	P.Y.	0.17	-	0.17	-	-
Deepak R. Patel HUF		0.82	-	0.82	-	-
	P.Y.	0.82	-	0.82	-	-
(c) Inter corporate deposits Received/(Repaid) (Net)						
Ceejay Tobacco Limited (Repaid)		425.00	-	-	425.00	-
Ceejay Tobacco Limited (Taken)	P.Y.	540.00	-	-	540.00	-

(d) Inter corporate deposits Received/(Repaid) (Net)

Ceejay Microfin Limited (Repayment received)		494.31	-	-	494.31	-
Ceejay Microfin Limited (Repayment received)	P.Y.	-	-	-	-	-

(e) Interest expense on Inter corporate deposit

Ceejay Tobacco Limited		76.48	-	-	76.48	-
	P.Y.	76.48	-	-	76.48	-

(f) Interest income on Inter corporate deposit

Ceejay Microfin Limited		139.36	-	-	139.36	-
	P.Y.	142.36	-	-	142.36	-

(g) Loans Received/(Repaid) (Net)

Ceejay Microfin Limited (Given)		(500.00)	-	-	(500.00)	-
	P.Y.	(250.00)	-	-	(250.00)	-

(h) Payment in regards to Corporate Social Responsibility

Balance Outstanding as at 31st March 2023

Amount Receivable/(Payable) (Inter corporate deposit)

Ceejay Tobacco Limited		(475.00)	-	-	(475.00)	-
	P.Y.	(900.00)	-	-	(900.00)	-
Ceejay Microfin Limited		500.00	-	-	500.00	-
	P.Y.	500.00	-	-	500.00	-

Amount Receivable/(Payable) (Loans)

Ceejay Microfin Limited		495.43	-	-	495.43	-
	P.Y.	496.79	-	-	496.79	-

Guarantees Given by Key Managerial Personnel and directors to Company's banker for securing loans**

Mr. Deepak R Patel, Mr. Kiran Patel,		1,780.00	1,780.00	-	-	-
Mr. Shailesh Patel (Jointly)	P.Y.	1,500.00	1,500.00	-	-	-

**To secure bank loan personal guarantee has been given by KMP & Non executive directors as mentioned above.

C Compensation to Key Managerial Personnel of the Company: (₹ in Lakhs)

Nature of Benefits	For the year ended 31st March 2023 ₹	For the year ended 31st March 2022 ₹
Short term employee benefits	48.69	46.53
Post employment gratuity benefits	-	-
Total	48.69	46.53

Note: * Key Managerial Personnel and Relatives of Promoters who are under the employment of the Company are entitled to post employment benefits and other long term employee benefits recognised as per Ind AS 19 - 'Employee Benefits' in the financial statements. Post-employment gratuity benefits of Key Managerial Personnel has not been included in (b) above.

Note 29 Post Retirement Benefit Plans as per Indian Accounting Standard 19 :

As per Actuarial Valuation as on 31st March, 2023 and 31st March, 2022 and recognised in the financial statements in respect of Employee Benefit Schemes:

(i) Defined benefit obligations
A. Amount recognised in the Balance Sheet
(₹ in Lakhs)

Particulars	As at 31 st March, 2023 ₹	As at 31 st March, 2022 ₹
Gratuity:		
Present value of plan liabilities	125.80	119.67
Fair value of plan assets	127.78	115.08
Deficit/(Surplus) of funded plans	(1.98)	4.59
Unfunded plans	-	-
Net plan liability/ (Asset)*	(1.98)	4.59

B. Movements in plan assets and plan liabilities
(₹ in Lakhs)

Gratuity:	For the year ended 31 st March, 2023			For the year ended 31 st March, 2022		
	Plan Assets	Plan liabilities	Net	Plan Assets	Plan liabilities	Net
As at 1st April	115.08	119.67	4.59	116.90	114.39	-2.51
Current service cost	-	5.67	5.67	-	6.07	6.07
Employee contributions	-	-	-	-	-	-
Return on plan assets excluding actual return on plan assets	8.32	-	(8.32)	7.95	-	(7.95)
Actual return on plan asset	0.65	-	(0.65)	(0.73)	-	0.73
Interest cost	-	8.65	8.65	-	7.78	7.78
Actuarial (gain)/loss arising from changes in demographic Assumptions	-	-	-	-	(0.02)	(0.02)
Actuarial (gain)/loss arising from changes in financial Assumptions	-	(1.89)	(1.89)	-	(2.95)	(2.95)
Actuarial (gain)/loss arising from experience adjustments	-	2.70	2.70	-	3.82	3.82
Employer contributions	12.73	-	(12.73)	0.38	-	(0.38)
Benefit payments	(9.00)	(9.00)	-	(9.42)	(9.42)	-
As at 31st March	127.78	125.80	(1.98)	115.08	119.67	4.59

Defined benefit obligation and employer contribution

Particulars	Gratuity	
	As at 31 st March, 2023	As at 31 st March, 2022
Active Members	55	58

The liabilities are split between different categories of plan participants as follows:

The Company expects to contribute around INR 3.64 lakhs to the funded plans in financial year 2023-24 (2022-23 : INR 10.26 Lakhs) for gratuity

C. Amount recognised in the Statement of Profit and Loss as Employee Benefit Expenses
(₹ in Lakhs)

Gratuity:	For the year ended 31 st March, 2023 ₹	For the year ended 31 st March, 2022 ₹
Current service cost	5.67	6.07
Finance cost/(income)	0.33	-0.17
Net impact on the Profit / (Loss) before tax	6.00	5.90
Return on plan assets excluding actuarial return on plan assets	(0.65)	-0.73
Actuarial gains/(losses) arising from changes in demographic assumptions	-	-
Actuarial gains/(losses) arising from changes in financial assumption	0.81	(0.87)
Experience gains/(losses) arising on experience adjustments	-	-
Benefit plan liabilities	-	-
Net Loss recognised in the Other Comprehensive Income before tax	0.16	(1.60)

D. Assets

(₹ in Lakhs)

Gratuity:	As at 31 st March, 2023 ₹	As at 31 st March, 2022 ₹
Unquoted		
Government Debt Instruments	-	-
Corporate Bonds	-	-
Insurer managed funds	127.78	115.08
Others	-	-
Total	127.78	115.08

E. Assumptions

With the objective of presenting the plan assets and plan liabilities of the defined benefits plans and post retirement medical benefits at their fair value on the balance sheet, assumptions under Ind AS 19 are set by reference to market conditions at the valuation date

The significant actuarial assumptions were as follows:

Gratuity:	As at 31 st March, 2023	As at 31 st March, 2022
Financial Assumptions		
Discount rate	7.23%	6.80%
Salary Escalation Rate	7.00%	7.00%
Attrition Rate	3.00%	3.00%
Demographic Assumptions		
Published rates under the Indian Assured Lives		
Mortality (2012-14) Ult table.	N.A.	N.A.

F. Sensitivity

The sensitivity of the defined benefit obligation to changes in the weighted key assumptions are:

(₹ in Lakhs)

Gratuity :	As at 31 st March, 2023		As at 31 st March, 2022	
	Change in Present value of Plant Liabilities due to		Change in Present value of Plant Liabilities due to	
	Increase in Factor by 100 bps	Decrease in Factor by 100 bps	Increase in Factor by 100 bps	Decrease in Factor by 100 bps
Discount rate	(6.21)	7.09	(5.98)	6.76
Salary Escalation Rate	6.34	(5.62)	5.83	(5.23)
Attrition Rate	(0.11)	0.12	(0.07)	0.08

The sensitivity analyses above have been determined based on reasonably possible changes of the respective assumptions occurring at the end of the reporting period and may not be representative of the actual change. It is based on a change in the key assumption while holding all other assumptions constant. When calculating the sensitivity to the assumption, the method (Projected Unit Credit Method) used to calculate the liability recognised in the balance sheet has been applied. The methods and types of assumptions used in preparing the sensitivity analysis did not change compared with the previous period.

G. The defined benefit obligations shall mature after year end 31st March, 2023 as follows:

(₹ in Lakhs)

Gratuity :	As at 31st March, 2023 ₹	As at 31st March, 2022 ₹
1st following year	30.77	36.01
2nd following year	3.84	3.17
3rd following year	6.52	3.45
4th following year	6.62	5.82
5th following year	20.46	5.91
Thereafter	145.49	147.58

Risk Exposure - Asset Volatility

The plan liabilities are calculated using a discount rate set with reference to bond yields; if plan assets underperform this yield, this will create a deficit. Most of the plan asset investments is in fixed income securities with high grades and in government securities. These are subject to interest rate risk and the fund manages interest rate risk derivatives to minimize risk to an acceptable level. A portion of the funds are invested in equity securities and in alternative investments % which have low correlation with equity securities. The equity securities are expected to earn a return in excess of the discount rate and contribute to the plan deficit.

(ii) Defined contribution plans

The Company also has certain defined contribution plans. Contributions are made to provident fund in India for employees at the rate of 12% of basic salary as per regulations. The contributions are made to registered provident fund administered by the government. The obligation of the Company is limited to the amount contributed and it has no further contractual nor any constructive obligation. The expense recognised during the period towards defined contribution plan is ₹ 18.76 Lakhs (2021-22 : ₹ 19.50 Lakhs)

Note 30 Contingencies and Commitments (Refer Note No. 2.14)
a. Contingent liabilities not provided for in respect of: (₹ in Lakhs)

Sr. Nr.	Particulars	31 st March, 2023 ₹	31 st March, 2022 ₹
(a)	Claims against the Company /disputed liabilities not acknowledged as debts	-	-
(b)	Disputed Statutory Claims	-	-
	Total	0.00	0.00

Outflow in respect of (a) and (b) disputes /contingencies are dependent upon final outcome of the disputes or ultimate agreement to resolve the differences.

b. Commitments

Commitments on account of estimated amount of contracts remaining to be executed on capital account and not provided for ₹ Nil [31st March, 22 : ₹ Nil]

Note 31 Fair Value Measurement
Accounting classification and fair values (₹ in Lakhs)

Financial Assets & Financial Liabilities	Fair Value Hierarchy	As at 31 st March, 2023			As at 31 st March, 2022		
		Fair value Through OCI ₹	Amortised Cost ₹	Total ₹	Fair value Through OCI ₹	Amortised Cost ₹	Total ₹
Financial Assets							
Cash and Cash Equivalents	Level 3		123.19	123.19	-	174.60	174.60
Bank balances other than cash and cash Equivalents	Level 3		61.72	61.72	-	57.18	57.18
Investments	Level 1	46.68	0	46.68	44.36	9.98	54.34
Loans and advances	Level 3		8,849.22	8,849.22	-	7,700.05	7,700.05
Other Financial Assets	Level 3		5.70	5.70	-	5.81	5.81
Total		46.68	9,039.83	9,086.51	44.36	7,947.62	7,991.98
Financial Liabilities							
Borrowings	Level 3		2,837.36	2,837.36	-	2,408.31	2,408.31
Trade Payable	Level 3		189.07	189.07	-	102.64	102.64
Other Financial Liabilities	Level 3		18.70	18.70	-	20.20	20.20
Total		-	3,045.13	3,045.13	-	2,531.15	2,531.15

(i) Fair value Hierarchy

Ind AS 113, 'Fair Value Measurement' requires classification of the valuation method of financial instruments measured at fair value in the Statement of Balance Sheet, using a three level fair-value-hierarchy (which reflects the significance of inputs used in the measurements). The hierarchy gives the highest priority to un-adjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and lowest priority to un-observable inputs (Level 3 re-measurements). Fair value of derivative financial assets and liabilities are estimated by discounting expected future contractual cash flows using prevailing market interest rate curves. The three levels of the fair-value-hierarchy under Ind AS 113 are described below:

- **Level 1:** Level 1 hierarchy includes financial instruments measured using quoted prices. This includes publicly traded derivatives and mutual funds that have a quoted price. The quoted market price used for financial assets held by the Company is the current bid price.
- **Level 2:** The fair value of financial instruments that are not traded in an active market (for example over-the-counter derivatives) is determined using valuation techniques which maximise the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.
- **Level 3:** If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3

(ii) Valuation technique used to determine fair value

Specific valuation techniques used to value financial instruments include:

- the fair value of the equity instruments is determined based on the quoted price as majority of the equity instruments are actively traded on stock exchanges
- the fair value of the remaining financial instruments is determined using discounted cash flow analysis

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

(iii) Valuation process

Discount rates are determined using a market interest rate for a similar asset adjusted to the risk specific to the asset.

(iv) Comparison of Fair value and Carrying Value

(₹ in Lakhs)

Financial Assets & Financial Liabilities	Carrying Value		Fair Value	
	31 st March, 2023 ₹	31 st March, 2022 ₹	31 st March, 2023 ₹	31 st March, 2022 ₹
Financial Assets				
Cash and Cash Equivalents	123.19	174.60	123.19	174.60
Bank balances other than cash and cash Equivalents	61.72	57.18	61.72	57.18
Investments	11.25	21.46	46.68	54.34
Loans and advances	8,849.22	7,700.05	8,849.22	7,700.05
Other Financial Assets	5.70	5.81	5.70	5.81
Total	9,051.08	7,959.10	9,086.51	7,991.98
Financial Liabilities				
Borrowings	2,837.36	2,408.31	2,837.36	2,408.31
Trade Payable	189.07	102.64	189.07	102.64
Other Financial Liabilities	18.70	20.20	18.70	20.20
Total	3,045.13	2,531.15	3,045.13	2,531.15

Note 32 Capital Risk Management

(a) Risk management

The Risk Management policy includes identification of element of risks, including those which in the opinion of Board may lead to Company not meeting its financial objectives. The risk management process has been established across the Company and design to identify, access and frame a response to threat that affect the achievement of its objectives. Further, it is embedded across all the major functions and revolve around the goals and objectives of the Company.

Maintaining optimal capital to debt is one such measure to ensure healthy returns to the shareholders the Company monitors the ratio as below:

Net Debt divided by total equity

(₹ In Lakhs)

Particulars	As at 31 st March, 2023 ₹	As at 31 st March, 2022 ₹
Net Debt (total borrowings, less cash and cash equivalents)	2,714.17	2,233.71
Total Equity (as shown in the balance sheet)	6,331.19	5,679.23
Net debt to equity ratio	0.43	0.39

(b) Externally imposed capital restrictions

As per RBI requirements, Capital Adequacy Ratio should be minimum 15%, not meeting RBI requirements will lead to cancellation of NBFC licenses issued by RBI.

The Company has complied with these covenants throughout the reporting period.

Note 33 Financial risk management

A. Management of Liquidity Risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting its obligations associated with its financial liabilities. The Company's approach in managing liquidity is to ensure that it will have sufficient funds to meet its liabilities when due.

The Company is monitoring its liquidity risk by estimating the future inflows and outflows during the start of the year and planned accordingly the funding requirement. The Company manages its liquidity by unutilised cash credit facility and term loans.

The composition of the Company's liability mix ensures healthy asset liability maturity pattern and well diverse resource mix.

Capital adequacy ratio of the Company, as on 31 March 2023 is 67.77% against regulatory norms of 15%.

The total cash credit limit available to the Company is ₹ 1780 lakhs . The utilization level is maintained in such a way that ensures sufficient liquidity on hand.

The following table shows the maturity analysis of the company's financial liabilities based on the contractually agreed undiscounted cash flows along with its carrying value as at the Balance sheet date.

Exposure as at March 31, 2023

(₹ In Lakhs)

Particulars	< 1 year	1-5 years	Beyond 5 years	Total
Financial Liabilities				
Borrowings	2,837.36	-	-	2,837.36
Trade Payable	133.84	54.46	0.77	189.07
Other Financial Liabilities	18.70	-	-	18.70
Total Financial Liabilities	2,989.90	54.46	-	3,045.13

Exposure as at March 31, 2022

(₹ In Lakhs)

Particulars	< 1 year	1-5 years	Beyond 5 years	Total
Financial Liabilities				
Borrowings	2,408.31	-	-	2,408.31
Trade Payable	92.62	10.03	-	102.64
Other Financial Liabilities	20.20	-	-	20.20
Total Financial Liabilities	2,521.13	10.03	-	2,531.15

B. Management of Market Risk

The company's size and operations result in it being exposed to the following market risks that arise from its use of financial instruments:

- Foreign Currency risk
- Equity risk
- Interest rate risk

The above risks may affect the company's income and expenses, or the value of its financial instruments. The company's exposure to and management of these risks are explained below:

(i) Foreign Currency risk

The company does not have any instrument denominated or traded in foreign currency. Hence, such risk does not affect the company.

(ii) Price Risk

The Company's exposure to equity securities price risk arises from investments held by the Company and classified in the balance sheet at fair value through other comprehensive income. To manage its price risk arising from investments in equity securities, the Company diversifies its portfolio. Diversification of the portfolio is done in accordance with the limits set by the Company.

Sensitivity Analysis

The table below summarizes the impact of increases/decreases of the BSE index on the Company's equity and Gain/Loss for the period. The analysis is based on the assumption that the index has increased by 5 % or decreased by 5 % with all other variables held constant, and that all the Company's equity instruments moved in line with the index.

A change of 5% in market index would have following Impact on profit before tax

(₹ In Lakhs)

Particulars	For the year ended 31st March, 2023	For the year ended 31st March, 2022
BSE Index 100 - Increase by 5%	2.33	2.22
BSE Index 100 - Decrease by 5%	(2.33)	(2.22)

The above referred sensitivity pertains to quoted equity investments. Profit for the year would increase/decrease as a result of gains/losses on equity securities as at Fair Value through other comprehensive income (FVTOCI).

(iii) Interest rate risk

Interest rate risk is the risk that the fair value of future cash flows of the financial instruments will fluctuate because of changes in market interest rates. In order to optimize the Company's position with regards to interest income and interest expenses and to manage the interest rate risk, treasury performs a comprehensive corporate interest rate risk management by balancing the proportion of fixed rate and floating rate financial instruments in its total portfolio.

According to the Company interest rate risk exposure is only for floating rate borrowings. For floating rate liabilities, the analysis is prepared assuming that the amount of the liability outstanding at the end of the reporting period was outstanding for the whole year. A 50 basis point increase or decrease is used when reporting interest rate risk internally to key management personnel and represents management's assessment of the reasonably possible change in interest rates.

Exposure to interest rate risk

Interest rate sensitivity

A change of 50 bps in interest rates would have following Impact on profit before tax

(₹ In Lakhs)

Particulars	For the year ended 31 st March, 2023	For the year ended 31 st March, 2022
50 bp decrease would increase the profit before tax by	14.19	12.04
50 bp increase would decrease the profit before tax by	(14.19)	(12.04)

C Management of Credit Risk

Credit Risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the Company. The Company has adopted a policy of only dealing with creditworthy counterparties and obtaining sufficient collateral, where appropriate, as a means of mitigating the risk of financial loss from defaults. The exposure is continuously monitored to determine significant increase in credit risk. The Company monitors the credit assessment on a portfolio basis, assesses all credit exposures in excess of designated limits. The Company does a risk grading based upon the credit worthiness of the borrowers. All these factors are taken into consideration for computation of ECL.

Other Financial Assets

Credit risk with respect to other financial assets are extremely low. Based on the credit assessment, the historical trend of low default is expected to continue. No provision for Expected Credit Loss (ECL) has been created for Other financial Assets.

Loans

The following table sets out information about credit quality of loan assets measured at amortised cost based on Number of Days past due information. The amount represents gross carrying amount.

(₹ In Lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
Gross carrying value of loans		
Stage 1 (0-30 Days)	7,353.36	6,596.29
Stage 2 (31-90 Days)	721.51	507.46
Stage 3 (More than 90 Days)*	1,076.91	838.46
Total	9,151.78	7,942.21

****Stage 3 includes the gross NPA amounting to ₹ 532.74 lakhs.**

Credit Quality

Financial services business has a comprehensive framework for monitoring credit quality of its

loans based on days past due monitoring. Repayment by individual customers and portfolio is tracked regularly and required steps for recovery is taken through follow-ups and legal recourse.

Inputs considered in the ECL model

In assessing the impairment of loans assets under ECL model, the loan assets have been segmented into three stages.

The three stages reflect the general pattern of credit deterioration of a financial instrument. The differences in accounting between stages relate to the recognition of expected credit losses and the calculation and presentation of interest revenue.

The Company categorises loan assets into stages based on the Days Past Due status:

- Stage 1: 30 Days Past Due
- Stage 2: 31-90 Days Past Due
- Stage 3: More than 90 Days Past Due

Assumptions considered in the ECL model

The financial services business has made the following assumptions in the ECL Model:

- "Loss given default" (LGD) is common for all three stages and is based on loss in past portfolio. Actual cash flows are discounted with average rate for arriving loss rate. EIR has been taken as discount rate for all loans.

Estimation Technique

The financial services business has applied the following estimation technique in its ECL model :

- "Probability of default" (PD) is applied on Stage 1 and Stage 2 on portfolio basis and for Stage 3 PD is 100%.
- Probability of default for Stage 1 loan assets is calculated as average of historical trend from Stage 1 to Stage 3 in next 12 months.
- Probability of default for Stage 2 loan assets is calculated based on the lifetime PD as average of historical trend from Stage 2 to Stage 3 for the remaining tenor.

There is no change in estimation techniques or significant assumptions during the reporting period.

Assessment of significant increase in credit risk

When determining whether the risk of default has increased significantly since initial recognition, the financial services business considers both quantitative and qualitative information and analysis based on the business historical experience, including forward-looking information. The financial services business considers reasonable and supportable information that is relevant and available without undue cost and effort.

The financial services business uses the number of days past due to classify a financial instrument in low credit risk category and to determine significant increase in credit risk in loans. As a backstop, the financial services business considers that a significant increase in credit risk occurs no later than when an asset is more than 30 days past due.

Definition of default

The definition of default used for internal credit risk management purposes is based on RBI Guidelines. Under Ind AS, financial asset to be in default when it is more than 90 days past due. The financial services business considers a financial asset under default as 'credit impaired'.

Reconciliation of ECL balance as on March 31, 2023 is given below:

(₹ In Lakhs)

Particulars	As at March 31, 2023			
	Stage 1	Stage 2	Stage 3	Total
ECL allowance - opening balance	146.03	11.43	84.70	242.16
New assets originated or purchased	84.33	13.47	141.26	239.06
Assets derecognised or write offs	-	-	(178.66)	(178.66)
Transfers to Stage 1	2.75	(1.87)	(0.88)	-
Transfers to Stage 2	(19.07)	20.00	(0.93)	-
Transfers to Stage 3	(63.89)	(12.85)	76.74	-
ECL allowance - closing balance	150.15	30.18	122.23	302.56

Reconciliation of ECL balance as on March 31, 2022 is given below:

(₹ In Lakhs)

Particulars	As at March 31, 2022			
	Stage 1	Stage 2	Stage 3	Total
ECL allowance - opening balance	90.72	9.68	133.61	234.01
New assets originated or purchased	132.04	15.14	9.81	156.99
Assets derecognised or write offs	-	-	(148.84)	(148.84)
Transfers to Stage 1	2.30	(1.67)	(0.63)	-
Transfers to Stage 2	(18.92)	19.71	(0.79)	(0.00)
Transfers to Stage 3	(60.11)	(31.43)	91.54	-
ECL allowance - closing balance	146.03	11.43	84.70	242.16

Note 34 Dues to Micro, Small and Medium Enterprises

Based on the information available with the company there are no suppliers who are registered under the Micro, Small and Medium Enterprises Development Act, 2006 as at March 31, 2023. Hence, the disclosure required under this Act has not been given.

Note 35 Pursuant to para 2 of general instructions for preparation of financial statements of a NBFC as mentioned in Division III of Schedule III of The Companies Act, 2013, the current and non-current classification has not been provided.

Note 36 Segment Reporting

The Company is primarily engaged in one business segment viz. Finance service, as determined by the chief decision maker in accordance with Ind AS 108, Operating Segments. The Board of Directors has been identified as Chief operating decision maker (CODM), CODM of the Company evaluates the Company performance, allocates resources based on the analysis of various performance indicators of the Company as a single unit. Therefore, there is no separate reportable segment for the Company.

Note 37 The Board has recommended dividend @ 12% p.a. amounting to ₹ 41.40 Lakhs (₹ 1.20 per share) on equity share capital of the Company, subject to approval of shareholders in the Annual General Meeting.

Note 38 Provision on loan assets created in earlier accounting periods which is in excess of the amount determined and adjusted against such assets as impairment loss on application of expected credit loss method as per Ind AS 109 ('Financial instruments') as at 31st March, 2022 has been retained in the books of account as a matter of prudence.

Note 39 There has been no significant impact on the operations/financial position of the company on account of the COVID-19 pandemic. Based on an assessment of the situation, the company considers that the impairment loss as stated in Note No.38 above are adequate to cover all future situations that may arise from the pandemic, which the company will continue to assess closely.

Note 40 In terms of the requirement as per RBI notification no. RBI/2019-20/170 DOR (NBFC).

CC.PD.No.109/22.10.106/2019-20 dated 13 March 2020 on Implementation of Indian Accounting Standards, Non-Banking Financial Companies (NBFCs) are required to create an impairment reserve for any shortfall in impairment allowances under Ind AS 109 and Income Recognition, Asset Classification and Provisioning (IRACP) norms (including provision on standard assets). The impairment allowances under Ind AS 109 made by the company exceeds the total provision required under IRACP (including standard asset provisioning), as at 31 March 2022 and accordingly, no amount is required to be transferred to impairment reserve.

Note 41 The Indian Parliament has approved the Code on Social Security, 2020 which would impact the contributions by the Company towards Provident Fund and Gratuity. The Ministry of Labour and Employment has released draft rules for the Code on Social Security, 2020 on November 13, 2020 and has invited suggestions from stakeholders which are under active consideration by the Ministry. The Company will assess the impact and its evaluation once the subject rules are notified and will give appropriate impact in its financial statements in the period in which, the said code becomes effective including the related rules framed thereunder to determine the financial impact are published.

Note 42 Ratios

Ratio	2022-23	2021-22	% Variance	Reason For Variance (If Above 25%)
Capital to risk-weighted assets ratio (CRAR)				
Tier I CRAR	67.77%	70.14%	9.23%	-
Tier II CRAR	-	-	-	-
Liquidity Coverage Ratio	163.81%	283%	-42.17%	-

Note 43 Schedule to the Balance Sheet of a non-deposit taking non-banking financial company
(as required in terms of paragraph 13 of Non-Banking Financial (Non-Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2007)

(₹ in Lakhs)

Sr No	Particulars	Amount outstanding as on March 31, 2023	Amount Overdue as on March 31, 2022
1	Liabilities side : Loans and advances availed by the non- banking financial company inclusive of interest accrued thereon but not paid: (a) Debentures Secured - Unsecured - (other than falling within the meaning of public deposits) (b) Deferred Credits - (c) Term Loans - (d) Inter-corporate loans and borrowing 475.00 (e) Commercial Paper - (f) Other Loans : Cash Credit from Banks 2,362.36 Security Deposit from Customers - Total	2,837.36	-

Sr No	Particulars	Amount outstanding as on March 31,2023	Amount Overdue as on March 31, 2022
2	Assets side : Break-up of Loans and Advances including bills receivables [other than those included in (4) below] : Secured Unsecured	7622.85 1226.37	- -
3	Break up of Leased Assets and stock on hire and other assets counting towards AFC activities (i) Lease assets including lease rentals under sundry debtors : (a) Finance Lease (b) Operating Lease (ii) Stock on hire including hire charges under sundry debtors: (a) Assets on hire (b) Repossessed Assets (iii) Other loans counting towards AFC activities (a) Loans where assets have been repossessed (b) Loans other than (a) above	- - - - - 59.40 7563.45	- - - - - - -
	Total	7,622.85	-

(₹ in Lakhs)

4	Break-up of Investments :	Amount outstanding as on March 31,2023	Amount Overdue as on March 31, 2022
	Current Investments:		
	1. Quoted :		
	(i) Shares: (a) Equity	46.68	-
	(b) Preference	-	-
	(ii) Debentures and Bonds	-	-
	(iii) Units of Mutual funds	-	-
	(iv) Government securities	-	-
	(v) Others (Please specify)	-	-
	2. Unquoted:		
	(i) Shares: (a) Equity	-	-
	(b) Preference	-	-
	(ii) Debentures and Bonds	-	-
	(iii) Units of Mutual funds	-	-
	(iv) Government Securities	-	-
	(v) Others (Please specify)	-	-
	Long-term Investments:		
	1. Quoted :		
	(i) Shares: (a) Equity	-	-
	(b) Preference	-	-
	(ii) Debentures and Bonds	-	-
	(iii) Units of Mutual Funds	-	-
	(iv) Government Securities	-	-
	(v) Others (Please specify)	-	-
	2. Unquoted:		
	(i) Shares (a) Equity	-	-
	(b) Preference	-	-
	(ii) Debentures and Bonds	-	-
	(iii) Units of Mutual Funds	-	-
	(iv) Government Securities	-	-
	(v) Others (Pass through Certificates - Securitisation)	-	-
	Total	46.68	-

(₹ in Lakhs)

5 Borrower group-wise classification of assets financed as in (2) and (3) above	Amount (Net of provisions for Non- performing assets)		
	Secured	Unsecured	Total
1. Related Parties			
(a) Subsidiaries	-	-	-
(b) Companies in the same group	-	995.43	995.43
(c) Other related parties	-	-	-
2. Other than related parties	7,622.85	230.94	7,853.79
Total	7,622.85	1,226.37	8,849.22

(₹ in Lakhs)

6 Investor group-wise classification of all investments (current and long-term) in shares and securities (both quoted and unquoted)	Market value or fair value of NAV	Book Value (Net of provisions)
1. Related Parties		
(a) Subsidiaries	-	-
(b) Companies in the same group	-	-
(c) Other related parties	-	-
2. Other than related parties	46.68	46.68
Total	46.68	46.68

(₹ in Lakhs)

7 Other Information	Amount outstanding as on March 31, 2023
(i) Gross Non-Performing assets	
(a) Related Parties	-
(b) Other than related parties	532.74
(ii) Net Non-Performing assets	
(a) Related Parties	-
(b) Other than related parties	230.18
(iii) Assets acquired in satisfaction of debt	-

8. Sectoral Exposure

Sectors	31st March, 2023			31st March, 2022		
	Total Exposure (includes on balance sheet and off-balance sheet exposure) (₹ crore)	Gross NPAs (₹ crore)	Percentage of Gross NPAs to total exposure in that sector	Total Exposure (includes on balance sheet and off-balance sheet exposure) (₹ crore)	Gross NPAs (₹ crore)	Percentage of Gross NPAs to total exposure in that sector
1. Agriculture and Allied Activities	-	-	-	-	-	-
2. Industry	-	-	-	-	-	-
3. Services	-	-	-	-	-	-
4. Personal Loans						
i.... Secured Loans	7622.85	482.7	5.38%	6878.03	413.93	5.30%
ii... Unsecured Loans	1226.37	50.04	0.56%	822.02	29.09	0.37%
Others						
Total of Personal Loans	8849.22	532.74	5.94%	7700.05	443.02	5.67%
5. Others, if any (please specify)	-	-	-	-	-	-

Note: In the disclosures as above, if within a sector, exposure to a specific sub-sector/industry is more than 10 per cent of Tier I Capital of a NBFC, the same shall be disclosed separately within that sector. Further, within a sector, if exposure to specific sub-sector/industry is less than 10 per cent of Tier I Capital, such exposures shall be clubbed and disclosed as “Others” within that sector.

9 Top five grounds of complaints received by NBFCs from customers

Grounds of complaints, (i.e. complaints relating to)	Number of complaints pending at the beginning of the year	Number of complaints received during the year	% increase/decrease in the number of complaints received over the previous year	Number of complaints pending at the end of the year	Of 5, number of complaints pending beyond 30 days
1	2	3	4	5	6
31 March, 2023					
Ground - 1	-	-	-	-	-
Ground - 2	-	-	-	-	-
Ground - 3	-	-	-	-	-
Ground - 4	-	-	-	-	-
Ground - 5	-	-	-	-	-
Others	-	-	-	-	-
Total	0	0	0	0	0
31 March, 2022					
Ground - 1	-	-	-	-	-
Ground - 2	-	-	-	-	-
Ground - 3	-	-	-	-	-
Ground - 4	-	-	-	-	-
Ground - 5	-	-	-	-	-
Others	-	-	-	-	-
Total	0	0	0	0	0

Note 44 Other statutory information

- (i) The Company do not have any Benami property, where any proceeding has been initiated or pending against the Company for holding any Benami property.
- (ii) The Company do not have any transactions with companies struck off.
- (iii) The Company do not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.
- (iv) The Company have not traded or invested in Crypto currency or Virtual Currency during the financial year.
- (v) 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:
 - (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (Ultimate Beneficiaries) or
 - (b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
- (vi) The Company 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:
 - (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or
 - (b) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries
- (vii) The quarterly returns or statements of current assets filed by the company with banks or financial institutions are in agreement with the books of accounts.

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

(ix) The Company has complied with 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.

Note 45 Previous period figures have been regrouped/reclassified, wherever necessary, to conform to current period's classification.

As Per our audit report of even date.

For Kantilal Patel & Co.

Chartered Accountants

Firm Registration Number: 104744W

Jinal A Patel

Partner

Membership no. 153599

Place : Ahmedabad

Date : May 29, 2023

For and on behalf of the board of directors :

Kiran Patel

Chairman

DIN: 00081061

Sunil Patel

Director

DIN: 05307501

Kamlesh Upadhyay

Company Secretary

Place : Nadiad

Date : May 29, 2023

Deepak Patel

Managing Director

DIN: 00081100

Bharat Amin

Director

DIN: 00509903

Devang Shah

Chief Financial Officer

Mrudula Patel

Director

DIN: 07143287



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