

38TH

ANNUAL REPORT

OF

KAPIL RAJ FINANCE  
LIMITED

## CORPORATE INFORMATION

### Board of Directors

Amit Balkrishana Ghume	:	Managing Director
MADHU NEELESHKUMAR LAHOTI	:	Non Executive Director
SANTOSH RANI		Whole Time Director
DIPESH DINKAR KAMBLI	:	Independent Director
KOMAL JAIN		Company Secretary
GURSHARANDEEP KAUR	:	Independent Director
PUNITH D PUTHRAN	:	Non Executive Director

### Banker of the Company

HDFC Bank Ltd.

### Registered Office

23, II" Floor, North West Avenue  
Club Road, West Punjab Bagh,

New Delhi – 110026

### Admin Office

501/502 , Triveni kripa bldg  
carter Road 3 Opp Mota Amba  
Mata MAndir  
BHorivali (E), Mumbai -  
400066

### Registrar & Share Transfer Agent

M/s. Purva Share Registry (India) Pvt. Ltd.  
Unit No. 9, Shiv Shakti Industrial Estate,  
J .R. Boricha Marg, Opp. Kasturba Hospital Lane,  
Lower Parel (E). Mumbai 400 011  
Website: [www.purvashare.com](http://www.purvashare.com)

**CIN No-**L65929DL1985PLC022788

**Email Id:** [kapilrajfin@gmail.com](mailto:kapilrajfin@gmail.com)

**Web:** [www.kapilrajfinanceltd.com](http://www.kapilrajfinanceltd.com)

## NOTICE

NOTICE is hereby given that the Annual General Meeting of the Members of KAPIL RAJ FINANCE LIMITED will be held on Monday ,30<sup>th</sup> September , 2024 at 3:30 P.M through Video Conferencing/other Audio Visual Means(“VC/OAVM”):

### ***ORDINARY BUSINESS***

1. To consider and adopt the Audited Financial Statement of the Company, including the Audited Balance Sheet as at 31st March, 2024, the Statement of Profit and Loss account for the year ended on that date, together with the report of the Board of Director’s and Auditor’s report thereon.
2. To re-appoint a Director, Ms. MADHU NEELESHKUMAR LAHOTI (DIN: 08266202) who retires by rotation and being eligible, offers herself for re-appointment.

**Date:**7<sup>th</sup> September, 2024  
**Place:** Delhi

**For KAPIL RAJ FINANCE LIMITED**

SD/-  
**Santosh Rani**  
**(Whole Time Director)**  
**DIN: 09155303**

## NOTES:

1. In view of the COVID-19 pandemic, the Ministry of Corporate Affairs ('MCA') issued General Circular Nos.14/2020, 17/2020, 20/2020,02/2021, 21/2021 and 2/2022 dated April 08, 2020, April 13, 2020, May 05, 2020, January 13, 2021, December 14, 2021 and May 05, 2022 respectively (collectively referred to as "MCA Circulars") permitted the holding of AGM's by Companies, through Video Conferencing / Other Audio-Visual facility (VC/OAVM), up to December 31, 2022 without the physical presence of the Members at a common venue. The Securities and Exchange Board of India ('SEBI') also issued Circular Nos . SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12 May 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15 January 2021 and SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13 May 2022 (collectively referred to as "SEBI Circulars"). In compliance with MCA Circulars, SEBI Circulars, provisions of the Act and the SEBI Listing Regulations, the AGM of the Company is being conducted through VC/OAVM Facility, which does not require the physical presence of members. The deemed venue for the AGM shall be the Registered Office of the Company
2. The relevant Explanatory Statement pursuant to section 102 (1) of the Companies Act, 2013, in respect of Special Business at the meeting, is annexed hereto and forms part of this notice.
3. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice. The proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company located 23, II<sup>nd</sup> Floor, North West Avenue, Club Road, West Punjab Bagh, New Delhi New Delhi which shall be the deemed venue of AGM.
4. Mr. Neeraj Jindal, has been appointed as the Scrutinizer to scrutinize the remote e-voting/e-voting process in a fair and transparent manner. The Scrutinizer will submit the report to the Chairman or any person authorised by him after completion of the scrutiny and the results of voting will be announced after the AGM of the Company. Subject to receipt of requisite number of votes, the resolutions shall be deemed to be passed on the date of the AGM
5. In compliance with the Circulars, copies of Annual Report for Financial Year 2023-24, the Notice of the AGM and instructions for remote e-voting/ e-voting are being sent in electronic mode to those Shareholders whose email addresses are registered with Registrar/ Depository Participant(s). The copy of Annual Report along with the Notice is also available on Company's website at [www.kapilrajfinanceitd.com](http://www.kapilrajfinanceitd.com) and on website of the Stock Exchange at [www.bseindia.com](http://www.bseindia.com) and [www.mseil.in](http://www.mseil.in)
6. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the Meeting.
7. Relevant documents referred to in the accompanying Notice and in the Explanatory Statements are open for inspection by the Members at the Company's Registered Office on all working days of the Company, during business hours up to the date of the Meeting.
8. Corporate Members intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company, a certified copy of the relevant Board Resolution together with their respective specimen signatures authorizing their representative(s) to attend and vote on their behalf at the Meeting.
9. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
10. Members whose email addresses / Bank details are not registered/updated are requested to register/ update by contacting their respective Depository Participant(s).
11. As required under Listing Regulations and Secretarial Standards-2 on General Meetings details in respect of directors seeking reappointment at the AGM, is separately annexed. Directors seeking re-appointment have furnished requisite declarations under section 164(2) and other applicable provisions of the Companies Act, 2013 including rules framed thereunder.
12. The Register of Members of the Company shall remain closed from the Tuesday, 24<sup>th</sup> September, 2024 to Monday, 30<sup>th</sup> September, 2024 (both days inclusive).
13. Members seeking any information with regard to the Accounts are requested to write to the Company at an early date, so as to enable the Management to keep the information ready at the meeting.
14. The cut-off date for the purpose of remote e-voting and voting at the AGM shall be Monday, 23<sup>rd</sup> September, 2024
15. Institutional/Corporate Shareholders (i.e. other than individuals/HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the e-AGM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Company.

16. A Member desirous of getting any information on the accounts or operations of the Company is requested to forward his request to the Company at least 7 days prior to the Meeting so that the required information can be made available at the Meeting.

**17. Instructions for attending the AGM through VC/OAVM:**

## **CDSL e-Voting System – For e-voting and Joining Virtual meetings.**

1. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020. The forthcoming AGM/EGM will thus be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM/EGM through VC/OAVM.
2. 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 April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM/EGM. 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 EGM/AGM will be provided by CDSL.
3. The Members can join the EGM/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 EGM/AGM through VC/OAVM will be made available to atleast 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 EGM/AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM/EGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, , the facility to appoint proxy to attend and cast vote for the members is not available for this AGM/EGM. 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/EGM through VC/OAVM and cast their votes through e-voting.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM/EGM has been uploaded on the website of the Company at [www.kapilrajfinanceltd.com](http://www.kapilrajfinanceltd.com) The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and Metropolitan Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.msei.com](http://www.msei.com) respectively. The AGM/EGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM/EGM) i.e. [www.evotingindia.com](http://www.evotingindia.com).
7. The AGM/EGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.
8. In continuation of this Ministry's General Circular No. 20/2020, dated 05th May, 2020 and after due examination, it has been decided to allow companies whose AGMs were due to be held in the year 2020, or become due in the year 2021, to conduct their AGMs on or before 31.12.2021, in accordance with the requirements provided in paragraphs 3 and 4 of the General Circular No. 20/2020 as per MCA circular no. 02/2021 dated January,13,2021.

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 27.09.2024 at 09:00 AM and ends on 29.09.2024 at 05:00 pm During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 23<sup>rd</sup> September, 2024 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 09.12.2020, 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 SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid 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 Depository	<ol style="list-style-type: none"> <li>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab.</li> <li>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 &amp; 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.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at cdsi website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> </ol>

	<p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdsindia.com">www.cdsindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders holding securities in demat mode with NSDL Depository	<p>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: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> 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 &amp; voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS" Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider 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 &amp; voting during the meeting</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	<p>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 &amp; voting during the meeting.</p>

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

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. 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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30

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.

- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- 2) Click on "Shareholders" module.
- 3) Now enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) 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"> <li>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.</li> </ul>
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"> <li>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.</li> </ul>

- (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 the relevant <Company Name> 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](http://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](mailto: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 and to the Company at the email address viz; [kapilrajfin@gmail.com](mailto:kapilrajfin@gmail.com) (designated email address by company) , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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

1. The procedure for attending meeting & e-Voting on the day of the AGM/ EGM is same as the instructions mentioned above for e-voting.

2. 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.
3. 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/EGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. 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.
7. 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 email id). 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 email id). These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM/EGM 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 EGM/AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the EGM/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.

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

1. 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 email id.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. 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.

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](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. 1800 22 55 33

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](mailto:helpdesk.evoting@cdslindia.com) or call toll free no. 1800 22 55 33.

## **DIRECTORS' REPORT**

To,  
The Members  
Kapil Raj Finance Limited

Your Directors have pleasure in presenting their 38<sup>th</sup> Annual Report and the Audited financial statement for the financial year ended March 31, 2024.

### **OPERATION AND FINANCIAL RESULTS:**

The summary of operation and financial results of the company for the year with comparative figures for last year is as under:

Particulars	Standalone	
	2023-24(Rs)	2022-23 (Rs.)
Net Revenue from Operations	-	-
Other Income	14.70	59.00
Profit before Exceptional and Extra ordinary items and tax	(2.25)	35.93
Extra Ordinary Items	-	-
Profit after Exceptional and Extra ordinary items and tax	(0.56)	26.89
Amount Transferred to Reserves		-

### **REVIEW OF OPERATIONS AND FUTURE PROSPECTS:**

Total income for the financial year ended 31 March, 2024 is Rs 14.70 Lacs as compared to 59 lacs in last year's. Loss incurred by the Company in the current financial year (0.56) lacs as compared to the profit of Rs. 26.89 lacs in the previous financial year

### **TRANSFER TO RESERVES:**

The credit balance of Profit and Loss account is transferred to reserves in Balance sheet.

### **DIVIDEND:**

Your Directors has decided to plough back the profit and therefore it was decided to not declare any dividend.

### **DIRECTORS:**

Pursuant to Sections 149, 152 and other applicable provisions of the Companies Act, 2013, one-third of such of the Directors as are liable to retire by rotation shall retire every year and if eligible offer themselves for re-appointment at every Annual General Meeting. Consecutively, Ms Madhu Neeleshkumar Lahoti Director will retire by rotation at the ensuing Annual General Meeting and being eligible offer himself for re-appointment in accordance with the provisions of the Companies Act, 2013.

Following are the Details of Directors on the Board of the Company:

Sr. No.	Name of Directors	DIN
1.	AMIT Balkrishna Ghume	10428357
2.	MADHU NEELESHKUMAR LAHOTI	08266202
3.	SANTOSH RANI	09155303
4.	PUNITH D PUTHRAN	09207736
5.	GURSHARANDEEP KAUR	09229810
6.	DIPESH DINKAR KAMBLI	09793345

Further, during the year under review, following are changes in the Board of Directors of the Company in the Company as per Section 2(51) and 203 of the Companies Act, 2013 are as follows:

<b>Name of Directors</b>	<b>DIN PAN</b>	<b>DATE OF APPOINTMENT/RE SIGNATIO N</b>	<b>DESIGNATIO N</b>
PRAVIN SALVI PRAKASH	03346896	Resigned 24-01-2024	Managing Director
AMIT BALKRISHAN GHUME	09793345	APPOINTED ON 30- 12-2023	Managing Director

#### **DECLARATION BY INDEPENDENT DIRECTOR: (SECTION 134 (3)(D))**

The Declaration by an Independent Director(s) that they meet the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013 is enclosed.

An independent director shall hold office for a term up to five consecutive years on the Board of a Company and shall not be eligible for reappointment for next five years on passing of a special resolution by the Company.

#### **PARTICULARS OF REMUNERATION OF DIRECTORS/KMP/EMPLOYEES**

The remuneration policy is directed towards rewarding performance, based on review of achievements. It is aimed at attracting and retaining high caliber talent. The remuneration policy is in consonance with the existing practice in the Industry.

#### **PERFORMANCE EVALUATION**

Pursuant to the provisions of the Companies Act, 2013 and as per SEBI (LODR), 2015, during the year under review, the Board carried out the annual evaluation of its own performance. A structured questionnaire covering various aspects of the Board's functioning such as adequacy of the composition of the Board and its Committees, Board culture, execution and performance of specific duties, obligation and governance was distributed to each member of the Board and inputs were received. The performance evaluation of the Independent Directors who will be appointed at the ensuing Annual General Meeting was carried out by the entire Board. The performance evaluation of Non-Independent Directors and the Board as a whole was carried out by the Independent Directors. The Directors expressed their satisfaction with the evaluation process.

#### **SHARE CAPITAL:**

During the year under review, the Company is having Authorized Share Capital comprises of 11,000,000 Equity Shares of Rs. 10/- each amounting to Rs. 110,000,000/-. Further, the Subscribed, Issued and Paid up Capital comprises of 10940000 Equity Shares of Rs.10/- amounting to Rs. 109400000/-. 58,00,000 Warrants converted into equity shares during the year under review on 07-04-2023, 28-06-2023, 04-09-2023, 21-10-2023. So that paid up capital increased from Rs 51400000 to 109400000.

#### **MATERIAL CHANGES AND COMMITMENTS**

No material changes have occurred between Balance Sheet date and the date on which the financial statement are approved by the Board of Directors.

#### **MANAGEMENT DISCUSSION AND ANALYSIS**

A separate report on the Management Discussion and Analysis is attached as a separate part of this Annual Report.

#### **CONTRACTS AND ARRANGEMENTS WITH RELATED PARTIES**

All contracts / arrangements / transactions entered by the Company during the financial year with related parties were in the ordinary course of business and on an arm's length basis, therefore, the provisions of Section 188 of the Companies Act, 2013 were not attracted.

Further, there are no materially significant related party transactions during the year under review made by the Company with Promoters, Directors, or other designated persons which may have a potential conflict with the interest of the Company at large.

Your Directors draw attention of the members to in the Accounting Policies to the Financial Statement which sets out

related party disclosures as prescribed under Accounting Standard 18.

Information on transactions with related parties pursuant to Section 134(3)(h) of the Act read with rule 8(2) of the Companies (Accounts) Rules, 2014 are given in “Annexure - 1” Form AOC-2 and the same forms part of this report.

### **COMPANY’S POLICY RELATING TO DIRECTORS APPOINTMENT, PAYMENT OF REMUNERATION AND DISCHARGE OF THEIR DUTIES**

In accordance with Section 178 of the Companies Act, 2013 the Nomination and Remuneration Committee has formulated Remuneration Policy (“the policy”). The objective of the policy is to ensure that Executive Directors and other employees are sufficiently compensated for their performance. The Policy seeks to provide criteria for determining qualifications, positive attributes and independence of a director.

### **CORPORATE GOVERNANCE**

In accordance with SEBI (LODR) Regulations, 2015 as entered with the Stock Exchange and some of the best practices followed internationally on Corporate Governance, the report containing the details of corporate governance systems and processes is as follows: At Kapil Raj Finance Limited, Corporate Governance is all about maintaining a valuable relationship and trust with all stakeholders. We consider stakeholders are playing very important role in our success, and we remain committed to maximizing stakeholder value, be it shareholders, employees, suppliers, customers, investors, communities or policy makers. This approach to value creation emanates from our belief that sound governance system, based on relationship and trust, is integral to creating enduring value for all. We have a defined policy framework for ethical conduct of businesses. We believe that any business conduct can be ethical only when it rests on the nine core values of Honesty, Integrity, Respect, Fairness, Purposefulness, Trust, Responsibility, Citizenship and Courage. The corporate governance is an important tool for the protection of shareholder and maximization of their long term values. The objective of Corporate Governance is to achieve excellence in business thereby increasing stakeholders’ worth in the long term which can be achieved keeping the interest of stakeholders’ and comply with all rules, regulations and laws. The principal characteristics of Corporate Governance are Transparency, Independence, Accountability, Responsibility, Fairness, and Social Responsibility along with efficient performance and respecting interests of the stakeholders and the society as a whole.

### **COMPANY’S PHILOSOPHY ON CORPORATE GOVERNANCE**

The Company's philosophy on corporate governance is been founded on the fundamental ideologies of the group viz., Trust, Value and Service. Obeying the law, both in letter and in spirit, is the foundation on which the Company's ethical standards are built. On adopting corporate governance, the Company shall make a constant endeavor to achieve excellence in Corporate Governance on continuing basis by following the principles of transparency, accountability and integrity in functioning, so as to constantly striving to enhance value for all stakeholders and the society in general. As a good

corporate citizen, the Company will maintain sound corporate practices based on conscience, openness, fairness, professionalism and accountability in building confidence of its various stakeholders in it thereby paving the way for its long term success. We are making continuous efforts to adopt the best practices in corporate governance and we believe that the practices we are putting into place for the company shall go beyond adherence to regulatory framework. The Company's corporate governance philosophy has been further strengthened by adopting a Code of Fair Practice in accordance with the guidelines issued by Reserve Bank of India from time to time.

### **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 statement:

That in the presentation of the annual accounts for the year ended March 31, 2024, applicable accounting standards have been followed and that there are no material departures;

That they have, in the selection of the accounting policies, consulted the statutory auditors and have 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 for the year ended March 31, 2024

and of the profit of the Company for the year ended on that date;

That they have taken proper and sufficient care, to the best of their knowledge and ability, for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

That the annual accounts have been prepared on a going concern basis.

That internal financial controls followed by the Company are adequate and were operating effectively

That the systems to ensure compliance with the provisions of all applicable laws were adequate and operating effectively.

**HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES**

The Company does not have any Holding/ Subsidiary/ Associate Company during the period under review.

**CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, RESEARCH & DEVELOPMENT AND FOREIGN EXCHANGE EARNINGS AND OUTGO**

S r . n o .	Particulars	Remarks
1	Energy conservation measures taken	NIL
2	Additional investments and proposals if any, being implemented for reduction of consumption of energy	NIL
3	Impact of the measures at (a) and (b) above for reduction of energy consumption and consequent impact on the cost of production of goods	NIL
4	Total energy consumption and energy consumption per unit of production	NIL

**FORM-A: FORM FOR DISCLOSURE OF PARTICULARS WITH RESPECT TO CONSERVATION OF ENERGY**

	Particulars	Remarks
	Power and fuel consumption	NIL
	Consumption per unit of production	NIL

## TECHNOLOGY ABSORPTION

### **FORM-B: FORM FOR DISCLOSURE OF PARTICULARS WITH RESPECT TO TECHNOLOGY ABSORPTION ETC.,**

Research and Development : Nil

Technology Absorption, Adaptation and Innovation : Nil

## FOREIGN EXCHANGE EARNINGS AND OUTGO

Earnings in Foreign Exchange during the year : Nil

Foreign Exchange outgo during the year : Nil

## PARTICULARS OF EMPLOYEES

Particulars of employees as required to be disclosed in terms of Section 134 of the Companies Act, 2013 read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, are made available at the registered office of the Company.

## CLARIFICATION FOR OBSERVATIONS AS REPORTED BY STATUTORY AUDITOR IN THEIR AUDIT REPORT

Pursuant to Section 139 of the Act, the observations of the Statutory Auditors, when read together with the relevant notes to the accounts and accounting policies are self-explanatory and do not call for any further comment.

## DEPOSITS

### DETAILS RELATING TO DEPOSITS COVERED UNDER CHAPTER V OF THE ACT

	Accepted during the year	:	NIL
	Remained unpaid or unclaimed as at the end of the year	:	
	whether there has been any default in repayment of deposits or payment of interest thereon during the year and if so (default), number of such cases and the total amount involved	:	
	i. at the beginning of the year	:	
	ii. maximum during the year	:	
	iii. at the end of the year	:	

### DETAILS OF DEPOSITS WHICH ARE NOT IN COMPLIANCE WITH THE REQUIREMENTS OF CHAPTER V OF THE ACT

During the Financial Year under review, the Company has not accepted any deposit under Section 73 to 76 of the Companies Act, 2013 read with Companies (Acceptance of Deposits) Rule, 2014 as amended from time to time which are not in compliance with the requirements of Chapter V of the Act.

## SIGNIFICANT / MATERIAL ORDERS PASSED IMPACTING ON GOING CONCERN STATUS AND COMPANY'S OPERATIONS

There have been no significant and material orders passed by any regulators or courts or tribunals impacting the going concern status and company's operations in future.

## PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186 OF THE COMPANIES ACT, 2013

The Company has made transactions which are within the limit of Loans, Guarantees or Investments under Section 186 of the Companies Act, 2013

## CORPORATE SOCIAL RESPONSIBILITY

The Company has not developed and implemented any Corporate Social Responsibility initiatives as the provisions of Section 135 of the Companies Act, 2013 are not applicable.

## **BOARD MEETINGS**

The Board meets at regular intervals to discuss and decide on Company / business policy and strategy apart from other Board business. The Board / Committee Meetings are pre-scheduled and a tentative annual calendar of the Board and Committee Meetings is circulated to the Directors in advance to facilitate them to plan their schedule and to ensure meaningful participation in the meetings. However, in case of a special and urgent business need, the Board's approval is taken by passing resolutions through circulation, as permitted by law, which are confirmed in the subsequent Board meeting.

The Board met 12(times during the financial year. The intervening gap between any two meetings was within the period prescribed by the Companies Act, 2013. The maximum interval between any two meetings did not exceed 120 days as prescribed under the Companies Act, 2013. None of the directors is a member in more than ten committees or acts as a Chairman in more than five committees across all companies in which he is a director.

The Composition of the Board and the number of directorships, memberships and chairmanship of committees as on March31, 2024, are provided under corporate governance.

**NOTE:-**

## **DETAILS OF RESIGNATION**

Mr Praveen Prakash Salvi resigned from directorship on 24<sup>th</sup> January, 2024

## **DETAILS OF APPOINTMENT**

Mr Amit Balkrishan Ghume appointed as Managing Director with effect from 30december, 2023

## **BOARD MEETINGS AND ATTENDANCE**

There were 12Board Meeting held during the year and the same were held on

07-04-2023	12-08-2023	21-10-2023	24-01-2024	
30-05-2023	04-09-2023	13-11-2023	07-02-2024	
28-06-2023	05-09-2023	30-12-2023	07-03-2024	

Name of director	No. of meetings held	No. of meetings Attended	Last AGM Attended
PRAVIN SALVI PRAKASH	9	9	Yes
MADHU NEELESHKUMAR LAHOTI	12	12	Yes
SANTOSH RANI	12	12	Yes
PUNITH D PUTHRAN	12	12	No
GURSHARANDEEP KAUR	12	12	Yes
DIPESH DINKAR KAMBLI	12	12	No
AMIT BALKRISHAN GHUME	3	3	No

## **SECRETARIAL AUDITORS AND THEIR REPORT**

Mr. Neeraj Jindal, Company Secretaries, was appointed as Secretarial Auditors of the Company for the financial year 2023-24. Pursuant to Section 204 of the Companies Act, 2013. The Secretarial Audit Report submitted by them in the prescribedform MR- 3 is attached as `Annexure A` and forms part of this report.

There are qualifications, observations and other remarks of the Secretarial Auditors in the Report issued by them for the financial year 2023-24.

- 1.Company is carrying activities of an NBFC and also the overall revenue earned by the Company during the financial year ended March 31, 2021 was from financial activities. As per the provision of Section 45I of Reserve Bank of India Act, 1934 and Reserve Bank of India Press Release 1998-99/1269 dated April 08, 1999, a company would be identified as a Non – Banking Financial Company if its financial assets are more than 50 percent of its total assets (netted off by intangible assets) and income from financial assets are more than 50 percent of the gross income. The Company needs to get itself registered as NBFC.

Also the main object of the company are of Financing and Hire purchase, which requires the company to registered itself with Reserve



Bank of India as NBFC.

- 2.The Company has not filed Form MGT 14(as we could not find it online nor the management could provide it) for approval of Directors' Report 2022-2023.
- 3.There were certain instance wherein the Company have delayed in filing the returns / disclosures with Registrar of Companies, Delhi and the Company has paid additional fees for the same.
- 4.The company has not filed form MGT -7 for F.Y. Ended 31.03.2023.
- 5.The Company's Website is not working as required by regulation 46 of (Listing Obligations and Disclosure Requirements) Regulations, 2015; hence we can no comment upon the correctness and data dissemination as per regulation 27 of (Listing Obligations and Disclosure Requirements) Regulations, 2015.for point 2-5

For point 1 company has made the application to the appropriate authority for the approval is still pending. For point 2-4 the management of the company is taking all the necessary actions to make good the non-compliance pointed by the secretarial auditor.as for point 5 company site was under maintenance when inspected by auditorf

#### **TRANSFER OF AMOUNTS TO INVESTOR EDUCATION AND PROTECTION FUND**

Your Company did not have any funds lying unpaid or unclaimed for a period of seven years. Therefore there were no funds which were required to be transferred to Investor Education and Protection Fund (IEPF) during the financial year 2023-24.

#### **STATEMENT INDICATING DEVELOPMENT AND IMPLEMENTATION OF RISK MANAGEMENT**

The Company does not have any Risk Management Policy as the elements of risk threatening the Company's existence are very minimal.

#### **PARTICULARS OF EMPLOYEES AND RELATED DISCLOSURES**

The information required pursuant to Section 197(12) read with Rule, 5 (1) of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are provided in the "**Annexure**" of the Annual Report.

The Company has not appointed any employee(s) in receipt of remuneration exceeding the limits specified under Rule 5 (2) of Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014

#### **EXTRACT OF ANNUAL RETURN (MGT-9)**

An extract of the Annual Return for the year ended March 31, 2023 as provided under sub-section (3) of Section 92 and prescribed under Rule 12 of Companies (Management & Administration) Rules, 2014 in Form MGT -9 is annexed herewith as Annexure II.

#### **RELATED PARTIES TRANSACTIONS**

All the transactions with related parties are in the ordinary course of business and on arm's length basis. The details of the transactions entered into between the Company and the related parties are mentioned in the financial statements of the Company.

#### **BOARD COMMITTEES**

The Company has the following Committees of the Board:

Audit Committee

Stakeholders Relationship Committee

Nomination & Remuneration Committee

#### **VIGIL MECHANISM / WHISTLE BLOWER POLICY**

In pursuant to the provisions of section 177(9) & (10) of the Companies Act, 2013, a Vigil Mechanism for directors and employees to report genuine concerns has been established. The Vigil Mechanism Policy has been uploaded on the website of the Company at [www.kapilrajfinanceltd.com](http://www.kapilrajfinanceltd.com) under investors/policy documents/Vigil Mechanism Policy link.

### **INTERNAL FINANCIAL CONTROL**

The Company believes that internal control necessarily follows the principle of prudent business governance that freedom of management should be exercised within a framework of appropriate checks and balances. The Company remains committed to ensuring an effective internal control environment that inter alia provides assurance on orderly and efficient conduct of operations, security of assets, prevention and detection of frauds/errors, accuracy and completeness of accounting records and the timely preparation of reliable financial information.

Company's independent and Internal Audit processes, both at the Business and Corporate levels, provide assurance on the adequacy and effectiveness of internal controls, compliance with operating systems, internal policies and regulatory requirements.

The Financial Statements of the Company are prepared on the basis of the Significant Accounting Policies that are carefully selected by management and approved by the Board. These, in turn are supported by a set of divisional Delegation Manual & Standard Operating Procedures (SOPs) that have been established for individual units/ areas of operations.

The Company has in place adequate internal financial controls with reference to the Financial Statements. Such controls have been tested during the year and no reportable material weakness in the design or operation was observed. Nonetheless the Company recognizes that any internal financial control framework, no matter how well designed, has inherent limitations and accordingly, regular audit and review processes ensure that such systems are reinforced on an ongoing basis.

### **RISK & MITIGATION**

The Company has identified various risks faced by the Company from different areas. As per the provision of the Companies Act, 2013 and listing agreements, the Board had adopted a risks management policy whereby a proper framework is set up. Appropriate structures are present so that risks are inherently monitored and controlled. A combination of policies and procedures attempts to counter risks as and when they evolve.

### **COST AUDITORS**

As the Company is operating in the service industry, cost audit is not applicable to the Company and hence no reporting is required.

### **DISCLOSURE AS REQUIRED UNDER SECTION 22 OF SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013**

The Company is committed to provide a protective environment at workplace for all its women employees. To ensure that every woman employee is treated with dignity and respect and as mandated under "The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013" the Company has in place a formal policy for prevention of sexual harassment of its women employees.

The following is the summary of sexual harassment complaints received and disposed off during the current financial year.

Number of Complaints received : NIL

Number of Complaints disposed of : NIL

### **INDUSTRIAL RELATIONS:**

The company maintained healthy, cordial and harmonious industrial relations at all levels, the enthusiasm and unstinting efforts of employees have enabled the company to remain at the leadership position in the industry it has taken various steps to improve productivity across organization.

### **DETAILS OF ESTABLISHMENT OF VIGIL MECHANISM FOR DIRECTORS AND EMPLOYEES**

The Company has established a vigil mechanism, through a Whistle Blower Policy, where Directors and employees can voice their genuine concerns or grievances about any unethical or unacceptable business practice. A whistle-blowing mechanism not only helps the Company in detection of fraud, but is also used as a corporate governance tool leading to prevention and deterrence of misconduct. It provides direct access to the employees of the Company to approach the CFO of the company or the Chairman of the Audit Committee, where necessary. The Company ensures that genuine Whistle Blowers are accorded complete protection from any kind of unfair treatment or victimization.

### **BOARD EVALUATION**

Pursuant to applicable provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board had adopted a formal mechanism for evaluating its own performance and as well as that of its Committees and individual Directors, including the Chairperson of the Board.

### **DETAILS OF SIGNIFICANT MATERIAL ORDERS PASSED BY THE REGULATORS / COURTS / TRIBUNAL IMPACTING THE GOING**

## **CONCERN STATUS AND COMPANY'S OPERATION IN FUTURE**

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

Hence, disclosure pursuant to Rule 8 (5) (vii) of Companies (Accounts) Rules, 2014 is not required.

## **BUSINESS RESPONSIBILITY REPORT (BRR)**

The Board of Directors of the Company hereby confirms that, according to the provisions of Regulation 34(2)(f) of the Securities Exchange Board of India (Listing Obligation and Disclosure Requirement) Regulation 2015, the give report on Business Responsibility Report (BRR) is not mandatorily applicable to our company, hence not annexed with Annual Report.

## **DISCLOSURE IN RESPECT OF SCHEME FORMULATED UNDER SECTION 67(3) OF THE COMPANIES ACT, 2013**

Since the Company has not formulated any scheme in terms of Section 67(3) of the Companies Act, 2013, therefore no disclosures are required to be made.

## **DETAILS OF SUBSIDIARY/JOINT VENTURES/ASSOCIATE COMPANIES:**

There has been no subsidiary/Associate/Joint Venture incorporated/ceased of your company during the financial year 2023-24

## **DISCLOSURES PURSUANT TO SECTION 197(14) OF THE COMPANIES ACT, 2013:**

No disclosure under section 197(14) of the Companies Act, 2013 is required. Company has no Holding or Subsidiary company as on 31<sup>st</sup> March, 2024

## **REPORTING OF FRAUDS**

There was no instance of fraud during the year under review, which required the Statutory Auditors to report to the Audit Committee and / or Board under Section 143(12) of Act and Rules framed there under.

## **STATEMENT OF DEVIATION OR VARIATION**

Pursuant to Regulation 32(1) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, there is no deviation or variation in the use of proceeds

## **OTHER DISCLOSURES:**

- a. There was no revision of financial statements and Board's Report of the Company during the year under review
- b. There has been no change in the nature of business of the Company as on the date of this report
- c. No application has been made under the Insolvency and Bankruptcy Code; hence the requirement to disclose the details of application made or any proceeding pending under the Insolvency and Bankruptcy Code, 2016 (31 of 2016) during the year along with their status as at the end of the financial year is not applicable.
- d. The requirement to disclose the details of the difference between the amount of valuation done at the time of one time settlement and the valuation done while taking a loan from the Banks or Financial Institutions along with the reasons thereof, is not applicable.

## **ACKNOWLEDGEMENT**

Your Directors wish to acknowledge all their stakeholders and are grateful for the excellent support received from the shareholders, Bankers, Financial Institutions, Government authorities, esteemed corporate clients, customers and other business associates. Your Directors recognize and appreciate the hard work and efforts put in by all the employees of the Company and their contribution to the growth of the Company in a very challenging environment

**Date:**7th September, 2024  
**Place:** Delhi

**For KAPIL RAJ FINANCE LIMITED**

SD/-

**Santosh Rani**  
**(Whole Time**  
**Director)**  
**DIN: 09155303**

# NEERAJ JINDAL & ASSOCIATES.

COMPANY SECRETARIES (A Peer Reviewed Firm)

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SAPPHIRE FLOORS, SECTOR 110,  
MOHALI - 140307.

Mobilr: +91 9855030581.

E-Mail: neerajjindalcs@gmail.com.

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## FORM NO. MR-3 SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2024

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

To,  
The Members,  
Kapil Raj Finance Limited,  
23, II" Floor, North West Avenue,  
Club Road, West Punjab Bagh.  
New Delhi New Delhi-110026

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Kapil Raj Finance Limited (CIN: L65929DL1985PLC022788) (hereinafter called "the company"). 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 Kapil Raj Finance Limited'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 the Secretarial Audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31<sup>st</sup> March, 2024 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 Kapil Raj Finance Limited for the financial year ended on 31<sup>st</sup> March, 2024 according to the provisions of:

1. The Companies Act, 2013 (the Act) and the rules made thereunder;
2. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
3. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
4. 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; - **(During the period under review, the Company has not entered into any transaction requiring compliances with the Foreign Exchange Management Act, 1999 and rules made thereunder)**
5. 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 (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
- b) During the period under review, the Company has not entered into any transaction requiring compliances with the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- c) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- d) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(During the period under review, the Company has not entered into any transaction requiring compliances with the Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008)**
- f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993;
- g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; **(During the period under review, the Company has not entered into any transaction requiring compliances with the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009)**
- h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; **(During the period under review, the Company has not entered into any transaction requiring compliances with the Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998)**
- i) The Securities and Exchange Board of India (Listing Obligation and Disclosure Requirement) Regulation, 2015.

#### OTHER APPLICABLE LAWS:

As we have been given to understand that considering activities, the (Reserve Bank of India) is the regulator, subject to whose approval company can carry on / continue business operation (check the qualifications and observations in this regard). We have also in-principally verified systems and mechanism which is in place and followed by the Company to ensure Compliance of other applicable Laws (in addition to the above mentioned Laws (i to v) as applicable to the Company) and we have also relied on the representation made by the Company and its Officers in respect of systems and mechanism formed / followed by the Company for compliances of other applicable Acts, Laws and Regulations and found the satisfactory operation of the same.

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

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

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

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

*Except to our observations made at the end of the report.*

**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.

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

Majority decision is carried unanimously however the dissenting members' views, if any, are captured and recorded as part of the minutes.

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

**We further report that** during the financial year under review, no event has occurred having a major bearing on the Company's affairs in pursuance of the above referred Laws, Rules, Regulations, Guidelines, Standards, etc., except as follows:

1. The Company had 58,00,000 outstanding share warrants of F.V. Rs 10/- each issued at @Rs 12/- each including Rs. 2/- Premium per warrant during the year 2022-23, which have been converted in to Equity Shares during the year 2023-24.

**QUALIFICATIONS AND OBSERVATIONS:**

**We further report that during the audit period:**

6. Company is carrying activities of an NBFC and also the overall revenue earned by the Company during the financial year ended March 31, 2021 was from financial activities. As per the provision of Section 45I of Reserve Bank of India Act, 1934 and Reserve Bank of India Press Release 1998-99/1269 dated April 08, 1999, a company would be identified as a Non – Banking Financial Company if its financial assets are more than 50 percent of its total assets (netted off by intangible assets) and income from financial assets are more than 50 percent of the gross income. The Company needs to get itself registered as NBFC.

Also the main object of the company are of Financing and Hire purchase, which requires the company to registered itself with Reserve Bank of India as NBFC.

7. The Company has not filed Form MGT 14(as we could not find it online nor the management could provide it) for approval of Directors' Report 2022-2023.
8. There were certain instance wherein the Company have delayed in filing the returns / disclosures with Registrar of Companies, Delhi and the Company has paid additional fees for the same.
9. The company has not filed form MGT -7 for F.Y. Ended 31.03.2023.
10. The Company's Website is not working as required by regulation 46 of (Listing Obligations and Disclosure Requirements) Regulations, 2015; hence we can no comment upon the correctness and data dissemination as per regulation 27 of (Listing Obligations and Disclosure Requirements) Regulations, 2015.

#### **Other Matters**

1. We have relied on the financial statements as approved by the Board of Directors and submitted to the Statutory Auditors and we have also relied on the report of Statutory Auditors.
2. This Report is to be read along with attached Letter provided as "Annexure - A"

**For Neeraj Jindal & Associates  
Company Secretaries**

**Date: 04.09.2024  
Place: Mohali.**

**Sd/-  
CS. Neeraj Jindal  
M.No. F8270  
CP. No. 9056  
UDIN: F008270F001138839**



## **Annexure A**

To,

The Members,  
Kapil Raj Finance Limited  
23, II" Floor, North West Avenue  
Club Road, West Punjab Bagh  
New Delhi New Delhi-110026

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 were appropriate to obtain reasonable assurance about the correctness of the Secretarial records. The verification was done on test check basis to ensure that correct facts are reflected in Secretarial records. We believe that the process and practices, we followed provide a reasonable basis of our opinion.
3. We have not verified the correctness and appropriateness of 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 and regulations and happening of events etc.
5. The Compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedure on test check basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

***For Neeraj Jindal & Associates  
Company Secretaries***

***Date: 04.09.2024.***

***Sd/-  
CS. Neeraj Jindal Place: Mohali.  
M.No. F8270  
CP. No. 9056  
UDIN: F008270F001138839***

**Annexure – I****FORM NO. AOC -2**

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

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

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

SL. No.	Particulars	Details
a)	Name (s) of the related party & nature of relationship	<b>NOT REQUIRED AS THERE ARE NO TRANSACTIONS FALLING UNDER THIS SECTION</b>
b)	Nature of contracts/arrangements/transaction	
c)	Duration of the contracts/arrangements/transaction	
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	
e)	Justification for entering into such contracts or arrangements or transactions'	
f)	Date of approval by the Board	
g)	Amount paid as advances, if any	
h)	Date on which the special resolution was passed in General meeting as required under first proviso to section 188	

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

SL. No.	Particulars	Details
a)	Name (s) of the related party & nature of relationship	
b)	Nature of contracts/arrangements/transaction	
c)	Duration of the contracts/arrangements/transaction	<b>NIL</b>
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	
e)	Date of approval by the Board	
f)	Amount paid as advances, if any	

SL. No.	Particulars	Details
a)	Name (s) of the related party & nature of relationship	
b)	Nature of contracts/arrangements/transaction	
c)	Duration of the contracts/arrangements/transaction	<b>NIL</b>
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	
e)	Date of approval by the Board	
f)	Amount paid as advances, if any	

## Annexure II

### DIRECTORS' REPORT (CONTD)

### ANNEXURE II TO DIRECTORS' REPORT

#### FORM NO. MGT-9

#### EXTRACT OF ANNUAL RETURN

as on the financial year ended on March 31st, 2023

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

#### I. REGISTRATION AND OTHER DETAILS

Sl. No.	Particulars	Details
1.	Corporate Identification Number	L65929DL1985PLC022788
2.	Registration Date	13/12/1985
3	Name of the Company	KAPIL RAJ FINANCE LIMITED
4	Category / Sub-Category of the Company	PUBLIC COMPANY LIMITED BY SHARES
5	Address of the Registered office and contact details	23, II" Floor, North West Avenue, Club Road, West Punjab Bagh, New Delhi New Delhi New Delhi DL 110026 IN
5	Address of the Corporate office	204/Platinum Mall Opp. Ghatkopar Railway Station, Ghatkopar East Mumbai 400077 MH
6	Whether listed company	YES
7.	Name, Address and contract details of the Registrar and Transfer Agent, if any	M/s. Purva SharRegistry (India) Pvt. Ltd. Unit No. 9, Shiv Shakti Industrial Estate, J.R. Boricha Marg, Opp. Kasturba Hospital Lane, Lower Parel (E). Mumbai 400 011 Website: <a href="http://www.purvashare.com">www.purvashare.com</a>

#### II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

*All the business activities contributing 10% or more of the total turnover of the company shall be stated.*

**As per Attachment A**

#### III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

**As per Attachment B**

#### IV. SHARE HOLDING PATTERN (EQUITY SHARE CAPITAL BREAKUP AS % OF TOTAL EQUITY)

i) Category-wise Share Holding

**As per Attachment C**

ii) Shareholding of Promoters

**As per Attachment D**

iii) Change in Promoters' Shareholding (*Specify if there is no change*)

**As per Attachment E**

iv) Shareholding Pattern of top ten Shareholders (other than Directors, and Promoters and holders of GDRs and ADRs)

**As per Attachment F**

v) Shareholding of Directors and Key Managerial Personnel

**As per Attachment G**

#### V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment

**As per Attachment H**

**VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

- A. Remuneration to Managing Director, Whole-time Directors and/or Manager **As per attachment I**  
B. Remuneration to other directors **As per Attachment J**  
C. Remuneration to Key Managerial Personnel other than MD/MANAGER/WTD **As per Attachment K**  
**VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES** **As per Attachment L**

**ATTACHMENT A**

**II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY**

All the business activities contributing 10% or more of the total turnover of the company are given below:

Sl. No.	Name and Description of main products/services	NIC Code of the product/service *	% to total turnover of the company #
1.	Financial and insurance Service	6719	100%

\* As per National Industrial Classification – Ministry of Statistics and Programme Implementation

# On the basis of Gross Turnover

**ATTACHMENT B**

**III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES**

Sl. No.	Name of Company	Address of Company	CIN/GLN	Holding / Subsidiary /Associate	% of Shares held*	Applicable Section
			NIL			

**ATTACHMENT C**

**IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)**

**i) Category-wise Share Holding**

. Category Wise Shareholding									
Category Of Shareholders	No Of Shares held at the beginning of year				No Of Shares held at the end of year				% Change
	31/03/2023				30/03/2024				
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
(a) Individuals/ HUF	0	0	0	0.00	0	0	0	0.00	0.00
(b) Central Govt	0	0	0	0.00	0	0	0	0.00	0.00
(c) State Govt(s)	0	0	0	0.00	0	0	0	0.00	0.00
(d) Bodies Corp.	0	0	0	0.00	0	0	0	0.00	0.00
(e) Banks / FI	0	0	0	0.00	0	0	0	0.00	0.00
(f) Any Other....									
* DIRECTORS	0	0	0	0.00	0	0	0	0.00	0.00
* DIRECTORS RELATIVES	0	0	0	0.00	0	0	0	0.00	0.00
* PERSON ACTING IN CONCERN	0	0	0	0.00	0	0	0	0.00	0.00
Sub Total (A)(1):	0	0	0	0.00	0	0	0	0.00	0.00
(2) Foreign									
(a) NRI Individuals	0	0	0	0.00	0	0	0	0.00	0.00
(b) Other Individuals	0	0	0	0.00	0	0	0	0.00	0.00
(c) Bodies Corp.	0	0	0	0.00	0	0	0	0.00	0.00
(d) Banks / FI	0	0	0	0.00	0	0	0	0.00	0.00
(e) Any Other....	0	0	0	0.00	0	0	0	0.00	0.00
Sub Total (A)(2):	0	0	0	0.00	0	0	0	0.00	0.00
Total shareholding of Promoter (A) = (A)(1)+(A)(2)	0	0	0	0.00	0	0	0	0.00	0.00
B. Public Shareholding									
(1) Institutions									
(a) Mutual Funds	0	0	0	0.00	0	0	0	0.00	0.00
(b) Banks FI	0	0	0	0.00	0	0	0	0.00	0.00
(c) Central Govt	0	0	0	0.00	0	0	0	0.00	0.00
(d) State Govet(s)	0	0	0	0.00	0	0	0	0.00	0.00
(e) Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00

(f) Insurance Companies	0	0	0	0.00	0	0	0	0.00	0.00
(g) FIIs	0	0	0	0.00	0	0	0	0.00	0.00
(h) Foreign Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00
(i) Others (specify)									
* U.T.I.	0	0	0	0.00	0	0	0	0.00	0.00
* FINANCIAL INSTITUTIONS	0	0	0	0.00	0	0	0	0.00	0.00
* I.D.B.I.	0	0	0	0.00	0	0	0	0.00	0.00
* I.C.I.C.I.	0	0	0	0.00	0	0	0	0.00	0.00
* GOVERNMENT COMPANIES	0	0	0	0.00	0	0	0	0.00	0.00
* STATE FINANCIAL CORPORATION	0	0	0	0.00	0	0	0	0.00	0.00
* QUALIFIED FOREIGN INVESTOR	0	0	0	0.00	0	0	0	0.00	0.00
* ANY OTHER	0	0	0	0.00	0	0	0	0.00	0.00
* OTC DEALERS (BODIES CORPORATE)	0	0	0	0.00	0	0	0	0.00	0.00
* PRIVATE SECTOR BANKS	0	0	0	0.00	0	0	0	0.00	0.00
* NATIONAL INVESTMENT FUND	0	0	0	0.00	0	0	0	0.00	0.00
* TRUST	0	0	0	0.00	0	0	0	0.00	0.00
Sub-total (B)(1):	0	0	0	0.00	0	0	0	0.00	0.00
(2) Non-Institutions									
(a) Bodies Corp.									
(i) Indian	157230	0	157230	3.06	170731	0	170731	1.56	-1.50
(ii) Overseas	0	0	0	0.00	0	0	0	0.00	0.00
(b) Individuals									
(i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	601046	31194	632240	12.30	480390	31194	511584	4.68	-7.62
(ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	3927472	45906	3973378	77.30	9846801	45906	9892707	90.43	13.13
(c) Others (specify)									
* UNCLAIMED OR SUSPENSE OR ESCROW ACCOUNT	0	0	0	0.00	0	0	0	0.00	0.00
* IEPF	0	0	0	0.00	0	0	0	0.00	0.00
* LLP	0	0	0	0.00	0	0	0	0.00	0.00
* FOREIGN NATIONALS	0	0	0	0.00	0	0	0	0.00	0.00
* QUALIFIED FOREIGN INVESTOR	0	0	0	0.00	0	0	0	0.00	0.00
* ALTERNATE INVESTMENT FUND	0	0	0	0.00	0	0	0	0.00	0.00
* N.R.I.	6300	0	6300	0.12	402	0	402	0.00	-0.12

* FOREIGN CORPORATE BODIES	0	0	0	0.00	0	0	0	0.00	0.00
* TRUST	0	0	0	0.00	0	0	0	0.00	0.00
* HINDU UNDIVIDED FAMILY	349151	16000	365151	7.10	348576	16000	364576	3.33	-3.77
* EMPLOYEE	0	0	0	0.00	0	0	0	0.00	0.00
* CLEARING MEMBERS	5701	0	5701	0.11	0	0	0	0.00	-0.11
* DEPOSITORY RECEIPTS	0	0	0	0.00	0	0	0	0.00	0.00
* OTHER DIRECTORS & RELATIVES	0	0	0	0.00	0	0	0	0.00	0.00
* MARKET MAKERS	0	0	0	0.00	0	0	0	0.00	0.00
* SOCIETIES	0	0	0	0.00	0	0	0	0.00	0.00
* TRUST WHERE ANY PERSON BELONGIG TO Promoter and Promoter Group	0	0	0	0.00	0	0	0	0.00	0.00
Sub-total (B)(2):	5046900	93100	5140000	100.00	10846900	93100	10940000	100.00	0.01
Total Public Shareholding (B) = (B)(1)+(B)(2)	5046900	93100	5140000	100.00	10846900	93100	10940000	100.00	0.01
C. TOTSHR held by Custodian for GDRs & ADRs	0	0	0	0.00	0	0	0	0.00	0.00
GrandTotal(A + B + C)	5046900	93100	5140000	100.00	10846900	93100	10940000	100.00	0.01

**B. Shareholding of Promoters**

SL No.	ShareHolder's Name	ShareHolding at the beginning of the year			ShareHolding at the end of the year			
		31/03/2023			30/03/2024			
		No of Shares	% of Total Shares of the Company	% of Shares Pledged / Encumbere d to total shares	No. of Shares	% of Total Shares of the company	% of Shares Pledged / Encumbere d to total shares	% change in share holding during the year

1	BELAZIO REAL ESTATE PRIVATE LIMITED				nil		
---	--	--	--	--	-----	--	--

C. Change in Promoter's Shareholding:						
SL No.	ShareHolder's Name	ShareHolding at the beginning of the year		Cumulative ShareHolding at the end of the year		
		31/03/2023		30/03/2024		
		No of Shares	% of Total Shares of the Company	No. of Shares	% change in share holding during the year	Type
D. Sharedholding Pattern of top ten Shareholders:						
SL No.	ShareHolder's Name	ShareHolding at the beginning of the year		Cumulative ShareHolding at the end of the year		
		31/03/2023		30/03/2024		
		No of Shares	% of Total Shares of the Company	No. of Shares	% change in share holding during the year	Type
1	ASHISH CHUGH .	222495	4.33			



	07-07-2023	-22495	-0.43	200000	3.89	Sell
	25-08-2023	-22000	-0.42	178000	3.46	Sell
	31-08-2023	-3000	-0.05	175000	3.40	Sell
	24-11-2023	-12000	-0.23	163000	3.17	Sell
	30-03-2024			163000	3.17	
2	NILESH RASIKLAL SHAH	140000	2.72			
	30-03-2024			140000	2.72	
3	DIVYA KOTHARI	140000	2.72			
	30-03-2024			140000	2.72	
4	THOCESS INNOVATION LAB LIMITED	100000	1.95			
	30-03-2024			100000	1.95	
5	MAYUR NARAYANDAS DARJI	80000	1.56			
	30-06-2023	6132	0.12	86132	1.68	Buy
	07-07-2023	22486	0.44	108618	2.11	Buy
	14-07-2023	-26379	-0.51	82239	1.60	Sell
	21-07-2023	11135	0.22	93374	1.82	Buy
	28-07-2023	-16768	-0.32	76606	1.49	Sell
	04-08-2023	25331	0.49	101937	1.98	Buy
	11-08-2023	-36	0.00	101901	1.98	Sell
	17-08-2023	-22600	-0.43	79301	1.54	Sell
	18-08-2023	-24802	-0.48	54499	1.06	Sell
	25-08-2023	9932	0.19	64431	1.25	Buy
	31-08-2023	39074	0.76	103505	2.01	Buy
	01-09-2023	-4400	-0.08	99105	1.93	Sell
	08-09-2023	3000	0.06	102105	1.99	Buy
	15-09-2023	-9263	-0.18	92842	1.81	Sell
	22-09-2023	13000	0.25	105842	2.06	Buy
	06-10-2023	-476	0.00	105366	2.05	Sell
	24-11-2023	32583	0.63	137949	2.68	Buy
	30-11-2023	11348	0.22	149297	2.90	Buy
	01-12-2023	5000	0.10	154297	3.00	Buy
	08-12-2023	1177	0.02	155474	3.02	Buy
	22-12-2023	6873	0.13	162347	3.16	Buy
	29-12-2023	2310	0.04	164657	3.20	Buy
	05-01-2024	25702	0.50	190359	3.70	Buy
	12-01-2024	9681	0.19	200040	3.89	Buy

	19-01-2024	11001	0.21	211041	4.11	Buy
	30-03-2024			211041	4.11	
6	MOHAN ANAND	52500	1.02			
	30-03-2024			52500	1.02	
7	MADHU NEELESHKUMAR LAHOTI	125000 0	24.32			
	30-03-2024			1250000	24.32	
8	SURAJ PANCHAL	828401	16.12			
	30-03-2024			828401	16.12	
9	AMISHA YADAV	728887	14.18			
	30-03-2024			728887	14.18	
10	KAMAL BHUPATRAI PAREKH HUF(HUF)	250793	4.88			
	30-03-2024			250793	4.88	
11	KULDEEPSINGH .	100000 0	19.46			
	07-04-2023	250000	3.79	1250000	18.96	Preferential Allotment on 07-04-2023
	16-06-2023	250000	3.79	1500000	22.75	Buy
	30-06-2023	250000	3.79	1750000	26.54	Buy
	23-08-2023	-250000	-3.79	1500000	22.75	Sell
	25-08-2023	250000	3.79	1750000	26.54	Buy
	08-09-2023	250000	3.79	2000000	30.34	Buy
	27-10-2023	250000	2.29	2250000	20.57	Preferential Allotment on 21-10-2023
	15-02-2024	-250000	-2.28	2000000	18.28	Sell
	16-02-2024	-100000 0	-9.14	1000000	9.14	Sell
	30-03-2024			1000000	9.14	
12	MANISHA YADAV	100000 0	19.46			

	07-04-2023	250000	3.79	1250000	18.96	Preferential Allotment on 07-04-2023
	16-06-2023	250000	3.79	1500000	22.75	Buy
	30-06-2023	250000	3.79	1750000	26.54	Buy
	23-08-2023	-250000	-3.79	1500000	22.75	Sell
	25-08-2023	250000	3.79	1750000	26.54	Buy
	08-09-2023	250000	3.79	2000000	30.34	Buy
	27-10-2023	250000	2.29	2250000	20.57	Preferential Allotment on 21-10-2023
	15-02-2024	-250000	-2.28	2000000	18.28	Sell
	16-02-2024	-100000	-9.14	1000000	9.14	Sell
	30-03-2024			1000000	9.14	
13	PUNITH D PUTHRAN	100000	19.46			
	07-04-2023	250000	3.79	1250000	18.96	Preferential Allotment on 07-04-2023
	16-06-2023	250000	3.79	1500000	22.75	Buy
	30-06-2023	250000	3.79	1750000	26.54	Buy
	23-08-2023	-250000	-3.79	1500000	22.75	Sell
	25-08-2023	250000	3.79	1750000	26.54	Buy
	08-09-2023	250000	3.79	2000000	30.34	Buy
	27-10-2023	250000	2.29	2250000	20.57	Preferential Allotment on 21-10-2023
	15-02-2024	-250000	-2.28	2000000	18.28	Sell
	16-02-2024	-100000	-9.14	1000000	9.14	Sell

	30-03-2024			1000000	9.14	
14	IMTIYAZ NIYAZ QURESHI	1000000	19.46			
	07-04-2023	250000	3.79	1250000	18.96	Preferential Allotment on 07-04-2023
	16-06-2023	250000	3.79	1500000	22.75	Buy
	30-06-2023	250000	3.79	1750000	26.54	Buy
	08-09-2023	250000	3.79	2000000	30.34	Buy
	27-10-2023	250000	2.29	2250000	20.57	Preferential Allotment on 21-10-2023
	26-01-2024	-250000	-2.28	2000000	18.28	Sell
	15-02-2024	-250000	-2.28	1750000	16.00	Sell
	16-02-2024	-750000	-6.85	1000000	9.14	Sell
	30-03-2024			1000000	9.14	
15	PRAVIN PRAKASH SALVI	900000	17.51			
	07-04-2023	225000	3.41	1125000	17.06	Preferential Allotment on 07-04-2023
	16-06-2023	225000	3.41	1350000	20.48	Buy
	30-06-2023	225000	3.41	1575000	23.89	Buy
	23-08-2023	-225000	-3.41	1350000	20.48	Sell
	25-08-2023	225000	3.41	1575000	23.89	Buy
	08-09-2023	225000	3.41	1800000	27.30	Buy
	27-10-2023	225000	2.06	2025000	18.51	Preferential Allotment on 21-10-2023
	15-02-2024	-225000	-2.05	1800000	16.45	Sell
	16-02-2024	-900000	-8.22	900000	8.23	Sell
	30-03-2024			900000	8.23	
16	GOPAL SAINI	900000	17.51			

	07-04-2023	227777	3.45	1127777	17.11	Preferential Allotment on 07-04-2023
	16-06-2023	227777	3.45	1355554	20.56	Buy
	30-06-2023	222222	3.37	1577776	23.93	Buy
	23-08-2023	-227777	-3.45	1349999	20.48	Sell
	25-08-2023	222222	3.37	1572221	23.85	Buy
	08-09-2023	225000	3.41	1797221	27.26	Buy
	27-10-2023	225001	2.06	2022222	18.48	Preferential Allotment on 21-10-2023
	15-02-2024	-225000	-2.05	1797222	16.43	Sell
	16-02-2024	-897222	-8.20	900000	8.23	Sell
	30-03-2024			900000	8.23	

**E. Shareholding of Directors and Key Managerial Personnel:**

SL No.	ShareHolder's Name	ShareHolding at the beginning of the year		Cumulative ShareHolding at the end of the year		
		31/03/2023		30/03/2024		
		No of Shares	% of Total Shares of the Company	No. of Shares	% change in share holding during the year	Type
1	PRAVIN PRAKASH SALVI		0.00			
	07-04-2023			+225000	3.41%	
	28-06-2024			450000	5.59%	
	04-09-2023			675000	7.11%	
	21-10-2023			900000	8.22%	
	30-03-2024			900000	8.22%	
2	MADHU NEELESHKUMAR LAHOTI					
	30-03-2024	1250000	24.32%	1250000	24.32%	

3	PUNITH D PUTHRAN	0	0.00			
	07-04-2023			250000	3.79%	
	28-06-2024			500000	6.21%	
	04-09-2023			750000	7.90%	
	21-10-2023			900000	9.14%	
	30-03-2024			900000	9.14%	

# ATTACHMENT H

## V. INDEBTENDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment

	<i>Amount (INR)</i>			
	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>				
i) Principal Amount	0	2300000		2300000
ii) Interest due but not paid	0	0		0
iii) Interest accrued but not due	0	0		0
<b>TOTAL (i+ii+iii)</b>	<b>0</b>	<b>2300000</b>		<b>2300000</b>
<b>Change in Indebtedness during the financial year</b>				
Addition	0	0		0
Reduction	0	1700000		1700000
<b>Net Change</b>	<b>0</b>	<b>1700000</b>		<b>1700000</b>
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount	0	600000		600000
ii) Interest due but not paid -	0	0		0
iii) Interest accrued but not due	0	0		0
<b>TOTAL (i+ii+iii)</b>	<b>0</b>	<b>600000</b>		<b>600000</b>

**ATTACHMENT I**

**VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

**A. Remuneration to Managing Director, Whole-time Directors and/or Manager:**

Sl. No.	Particulars of Remuneration	Name of MD/WTD/Manager			
					Total Amount in Rs.
1.	Gross salary				
	(a) Salary as per provisions contained in Section 17(1) of the Income Tax Act, 1961				
	(b) Value of perquisite u/s 17(2) of the Income Tax 1961	0			0
	(c) Profits in lieu of Salary under Section 17(3) of the Income-tax Act, 1961	0			0
2.	Stock Option	0			0
3.	Sweat Equity	0			0
4.	Commission - as % of profit - as others, specify	0			0
5	Others, please specify	0			0
	<b>TOTAL (A)</b>	<b>0</b>			<b>0</b>
	<b>Ceiling as per the Act</b>	(Remuneration as per the provisions of Section II, Table A of Schedule V of the Companies Act, 2013 approved by members)			

**ATTACHMENT J**

**B. Remuneration to other Directors: NIL**

Sl. No.	Particulars of Remuneration	Name of Directors				
						(Amt. in Rs.) Total Amount
1.	<b>Independent Directors</b>					
	Fee for attending board / committee meetings		0.00	0.00	0.00	0.00
.	Commission		0.00	0.00	0.00	0.00
	Others, please specify		0.00	0.00	0.00	0.00
	<b>TOTAL (1)</b>		0.00	0.00	0.00	0.00
2.	<b>Other Non-Executive Directors</b>					
	Fee for attending board / committee meetings		0.00	0.00	0.00	0.00
	Commission		0.00	0.00	0.00	0.00
	Others, please specify		0.00	0.00	0.00	0.00
	<b>TOTAL (2)</b>		0.00	0.00	0.00	0.00
	<b>TOTAL (B)=(1+2)</b>		0			
	<b>TOTAL MANAGERIAL REMUNERATION*</b>		0			
	<b>Overall Ceiling as per the Act</b>					

\* Total remuneration to Managing Director, Whole-Time Directors and other Directors (being the total of A and B).



**ATTACHMENT K**

**C. Remuneration to Key Managerial Personnel Other Than MD/Manager/WTD:**

Sl. No.	Particulars of Remuneration	COMPANY SECRETARY Komal Jain	Company Secretary	Amount in Rs. Total Amount
1.	<b>Gross salary</b>	<b>168000</b>		<b>168000</b>
	(a) Salary as per provisions contained in Section 17(1) of the Income Tax Act, 1961			
	(b) Value of perquisites u/s 17 (2) of the Income Tax Act, 1961			
	(c) Profits in lieu of salary under Section 17(3) of the Income Tax Act, 1961			
2.	Stock Option			
3.	Sweat Equity			
4.	Commission - as % of profit - others			
5.	Others – please specify  Bonus Ex Gratia Incentive			
	<b>Total</b>	<b>168000</b>		<b>168000</b>

**ATTACHMENT L**

**VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES**

Type	Section of the Companies Act	Brief Description	Details of Penalty /punishment /compounding fees imposed	Authority (RD/ NCLT/ COURT)	Appeal made, if any (give details)
<b>A. COMPANY</b>					
Penalty			Nil		
Punishment			Nil		
Compounding			Nil		
<b>B. DIRECTORS</b>					
Penalty			Nil		
Punishment			Nil		
Compounding			Nil		
<b>C. OTHER OFFICERS IN DEFAULT</b>					
Penalty			Nil		
Punishment			Nil		
Compounding			Nil		

**“ANNEXURE-IV”**  
**DETAILS PERTAINING TO EMPLOYEES AS REQUIRED UNDER SECTION**  
**197(12) OF THE COMPANIES ACT 2013**

**STATEMENT OF PARTICULARS OF EMPLOYEES PURSUANT TO PROVISIONS OF SECTION 197(12) OF THE COMPANIES ACT 2013 READ WITH COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014**

(1) Ratio of the remuneration of each director to the median remuneration of all the employees of the Company for the financial year;

S.No	Name of Directors	Remuneration	% Increase in Remuneration	Ratio of remuneration of each Director/ to Median remuneration of employees
1	AMIT BALKRISHAN GHUME	NIL	NIL	NIL
2	MADHU NEELESHKUMAR LAHOTI	NIL	NIL	NIL
3	SANTOSH RANI	NIL	NIL	NIL
4	PUNITH D PUTHRAN	NIL	NIL	NIL
6	GURSHARANDEEP KAUR	NIL	NIL	NIL

- (2) The median remuneration of employees of the Company during the financial year was Rs. 1,68,000/-
- (3) The percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year:

**NO CHANGE IN THE REMUNERATION OF COMPANY SECRETARY . EXCEPT COMPANY SECRETARY NO OTHER KMP, DIRECTOR, CFO, WTD WITHDRAW ANY REMUNERATION.**

**(4) The number of permanent employees on the rolls of company as on 31st March, 2024 was 2.**

**(5) Relationship between average increase in remuneration and company performance:**

Profit Before Tax decrease by 93.73 and Profit After Tax decreased by 97.92% in the financial year 2023-24, compared to profit in previous financial year. There is no change in remuneration during the year under review.

**(6) The percentage increase in median remuneration of employees in the financial year:**

Median remuneration of employees during the financial year 2023-2024 and FY 2022-23 is the same Rs1,68,000

Currently there is no managerial remuneration paid by the company.

**(7) Variations in the market capitalization of the Company:**

(a) The market capitalization as on March 31, 2024 was Rs. 1532.69 Lacs .

(b) Price Earnings ratio of the Company was 75.83 as at March 31, 2023 and as on March 31, 2024 it was 25.5

Closing date of Financial Year	Issued Capital (shares)	Closing Market Price Per Shares	EPS	PE Ratio	Mrket Capitaliza tion (Rs Lacs)
31.03.2023	5500000	7.8	0.21	37.14	429.00
31.03.2024	10940000	14.01	(0.02)	700.5	1532.69
Increase/ Decrease	5440000	6.21	0.19	-663.36	1103.69
% Increase/ Decrease	98.90	79.61%	90.47%	-178%	257.27%

**(8) Comparison of Remuneration of the Key Managerial Personnel(s) against the performance of the Company:**

Profit Before Tax decrease by 93.73 and Profit After Tax decreased by 97.92% in the financial year 2023-24, compared to profit in previous financial year. There is no change in remuneration during the year under review.

**(9) Comparison of average percentile increase in the salaries of employees other than the managerial personnel and managerial personnel:**

There was no change in salary of he employees during the year under review .

**(10) Comparison of each remuneration of key Managerial Personnel against the performance of the company:**

S.no	Name of KMP	Remuneration	Comparison of the Remuneration of the KMP against the performance of the Company
			There is no change in the remuneration of kmp this year but Profit Before Tax decrease by 93.73 and Profit After Tax decreased by 97.92% in the financial year 2023-24, compared to profit in previous financial year. There is no change in remuneration during the year under review.
1	KOMAL JAIN	168000	

**(11) The key parameters for the variable component of remuneration availed by the directors :**

There is no variable component of remuneration availed by the directors of the company.

**(12) Ratio of Remuneration of the highest paid director to that of employees who are not director but receive remuneration in excess of the highest paid director during the year:** None

**(13) Remuneration is as per the remuneration policy of the company.**

## **CORPORATE GOVERNANCE**

### **ADDITIONAL INFORMATION TO BE PROVIDED AS PER SCHEDULE V OF SEBI (LODR) REGULATIONS, 2015**

SEBI vide its notification No. SEBI/LAD-NRO/GN/2015-16/013 dated 2<sup>nd</sup> September, 2015 notified the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred as 'SEBI Listing Regulations, 2015'), which were made applicable with effect from 1<sup>st</sup> December, 2015 and repealed the erstwhile Listing Regulations with the stock exchanges.

This Report, therefore, states compliance as per the requirements of the Companies Act, 2013, SEBI Listing Regulations, 2015 as applicable to the Company.

Given below are the Company's corporate governance policies and practices for financial year 2023-24. As will be seen, the Company's corporate governance practices and disclosures have gone well beyond complying with the statutory and regulatory requirements stipulated in the applicable laws, including SEBI Listing Regulations, 2015.

### **COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE**

The Company believes that good corporate governance is fundamental to the enhancement of the value of the Company and its long term growth. Based on the core principles of fairness, transparency and accountability, the Company strives to maintain a high standard of corporate governance through the establishment of a comprehensive and efficient framework of policies, procedures and systems and the promotion of a responsible corporate culture.

### **AS PER SEBI (LODR) REGULATIONS, 2015, OF SCHEDULE V: ANNUAL REPORT, FOLLOWING ADDITIONAL DISCLOSURE (PARA A AND F) OF SCHEDULE V IS AS FOLLOWS:**

#### **PARA A: DISCLOSURE AS PER SEBI (LODR), REGULATIONS, 2015 IN RESPECT TO RELATED PARTY TRANSACTIONS**

<b>SR. NO.</b>	<b>IN THE ACCOUNTS OF</b>	<b>DISCLOSURES OF AMOUNTS AT THE YEAR END AND THE MAXIMUM AMOUNT OF LOANS/ ADVANCES/ INVESTMENTS OUTSTANDING DURING THE YEAR.</b>	<b>REMARKS</b>
1.	Holding Company	<input type="checkbox"/> Loans and advances in the nature of loans to subsidiaries by name and amount. <input type="checkbox"/> Loans and advances in the nature of loans to associates by name and amount. <input type="checkbox"/> Loans and advances in the nature of loans to firms/companies in which directors are interested by name and amount.	<b>N.A.</b>
2.	Subsidiary	Loans and advances in the nature of loans to holding company by name and amount. Loans and advances in the nature of loans to associates by name and amount. Loans and advances in the nature of loans to Firms / companies in which directors are interested by name and amount.	<b>N.A.</b>
3.	Holding Company	Investments by the loanee in the shares of parent company and subsidiary company, when the company has made a loan or advance in the nature of loan.	<b>N.A.</b>

The Company believes that corporate governance is about creating organizations that succeed in the marketplace with the right approach and values. This will enhance the value for all its stakeholders.

**(1) BOARD OF DIRECTORS**

**COMPOSITION OF THE BOARD**

- A) The Board of Directors of the Company (Board) has optimum combination of Executive and Non Executive Directors

The following is the Composition of the Board as at 31st March, 2024:

<i>name of the Directors</i>	<i>Designation</i>
MADHU NEELESHKUMAR LAHOTI	Managing Director
SANTOSH RANI	WTD
AMIT BALKRISHAN GHUME	Director
DIPESH DINKAR KAMBLI	Director
PUNITH D PUTHRAN	Director
GURSHARANDEEP KAUR	Director

**(b) NO. OF BOARD MEETING HELD AND DATES**

07-04-2023	12-08-2023	21-10-2023	24-01-2024
30-05-2023	04-09-2023	13-11-2023	07-02-2024
28-06-2023	05-09-2023	30-12-2023	07-03-2024

The details of directors and their attendance record at the Board Meeting held during the Year under review are as follows:

S.No	Name of Directors	Category	Attendance Of Board Meetings	Attended last AGM	No. Of Other Directorship / Committees Membership/ Chairmanship		
					O.D	C.M	C.C
1.	MADHU NEELESHKUMAR LAHOTI	NON EXECUTIVE DIRECTOR	12	Yes	-	1	-
2.	SANTOSH RANI	WHOLE TIME DIRECTOR	12	Yes	1	1	-
3.	AMIT BALKRISHAN GHUME	MANAGING DIRECTOR	3	NA	NA	2	-
4.	DIPESH DINKAR KAMBLI	NON EXECUTIVE INDEPENDENT DIRECTOR	12	Yes	1	3	-
5.	PUNITH D PUTHRAN	NON EXECUTIVE NON INDEPENDENT DIRECTOR	12	Yes	NA	-	1
6.	GURSHARANDEEP KAUR	NON-EXECUTIVE INDEPENDENT	12	No	NA	1	-

		DIRECTOR					
--	--	----------	--	--	--	--	--



- (O.D.) Directorship in other Company
- (C.M.) Committee Membership
- (C.C.) Committee Chairmanship

**(2) COMMITTEES OF THE BOARD**

The Board of Directors has constituted 3 Committees of the Board viz.

- Audit Committee
- Nomination & Remuneration Committee
- Stakeholder Relationship Committee

**AUDIT COMMITTEE**

The Audit Committee of the Company comprises of 3 directors out of which one is Executive Director and two are Non Executive Independent Director.

Composition: Meetings and attendance during the year.

S.NO	Name of Directors	Designation	Number of Meetings During The year	
			Held	Attended
1	SANTOSH RANI	MEMBER	10	10
2	GURSHARANDEEP KAUR	MEMBER	10	10
3	DIPESH DINKAR KAMBLI	CHAIRMAN	10	10

The dates on which the mee1 tings were held are as follows:

1	07-04-2023
2	30-05-2023
3	28-06-2023
4	12-08-2023
5	04-09-2023
6	05-09-2023
7	21-10-2023
8	13-11-2023
9	13-02-2024
10	07-03-2024

**ROLE OF AUDIT COMMITTEE**

The terms of reference of the Audit Committee are given below:

1. To investigate any activity within its terms of reference.
2. To seek information from any employee.
3. To obtain outside legal or other professional advice.
4. To secure attendance of outsiders with relevant expertise, if it considers necessary.
5. Oversight of the company’s financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
6. Recommending to the Board, the appointment, re-appointment and, if required, the replacement or removal of the statutory auditor and the fixation of audit fees.

7. Approval of payment to statutory auditors for any other services rendered by the statutory auditors.
8. Reviewing, with the management, the annual financial statements before submission to the board for approval, with particular reference to:
  - a. Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub section (3) of section 134 of the Companies Act, 2013.
  - b. Changes, if any, in accounting policies and practices and reasons for the same
  - c. Major accounting entries involving estimates based on the exercise of judgment by management
  - d. Significant adjustments made in the financial statements arising out of audit findings
  - e. Compliance with listing and other legal requirements relating to financial statements
  - f. Disclosure of any related party transactions
  - g. Qualifications in the draft audit report.
9. Reviewing, with the management, the quarterly financial statements before submission to the board for approval
10. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter.
11. Reviewing, with the management, performance of statutory and internal auditors, and adequacy of the internal control systems.
12. Review and monitor the auditor's independence and performance, and effectiveness of audit process
13. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.
14. Discussion with internal auditors any significant findings and follow up there on.
15. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board.
16. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
17. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors.
18. To review the functioning of the Whistle Blower mechanism, in case the same is existing.
19. Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience & background, etc. of the candidate.
20. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.
21. Mandatorily reviews the following information:
  - a. Management discussion and analysis of financial condition and results of operations;
  - b. Statement of significant related party transactions (as defined by the audit committee), submitted by management;
  - c. Management letters / letters of internal control weaknesses issued by the statutory auditors;
  - d. Internal audit reports relating to internal control weaknesses; and
  - e. The appointment, removal and terms of remuneration of the Chief internal auditor shall be subject to review by the Audit Committee
22. Review the Financial Statements of its subsidiary company, if any.
23. Review the composition of the Board of Directors of its Subsidiary Company, if any.
24. Review the Vigil mechanism (whistle blowing) policy.
25. Examination of the financial statement and the auditors' report thereon;
26. Approval or any subsequent modification of transactions of the company with related parties;

27.Scrutiny of inter-corporate loans and investments;

28.Valuation of undertakings or assets of the company, wherever it is necessary;

29.Evaluation of internal financial controls and risk management systems;

30.Monitoring the end use of funds raised through public offers and related matters.

31.Review the use/application of funds raised through an issue (public issues, right issues, preferential issues etc) on a quarterly basis as a part of the quarterly declaration of financial results. Further, review on annual basis statements prepared by the Company for funds utilized for purposes other than those stated in the offer document.

In addition, to carry out such other functions/powers as may be delegated by the Board to the Committee from time to time.

#### STAKEHOLDERS RELATIONSHIP COMMITTEE

During the year ended on 31st March, 2024, the composition of Stakeholders relationship Committee / Investors Grievance committee has been as under:

S.NO	Name of Directors	Designation	Number of Meetings During The year	
			Held	Attended
1	MADHU NEELESHKUMAR LAHOTI	MEMBER	8	8
2	GURSHARANDEEP KAUR	CHAIRMAN	8	8
3	DIPESH DINKAR KAMBLI	MEMBER	8	8

During the year under review Stakeholders relationship Committee / Investors Grievance committee meeting was held one time during the year. The necessary quorum was preset in the meeting. The dates of meetings are as follow:

S.NO	Date
1	07-04-2023
2	30-05-2023
3	12-08-2023
4	05-09-2023
5	21-10-2023
6	30-12-2023
7	24-01-2024
8	07-03-2024

#### ROLE OF STAKEHOLDER RELATIONSHIP COMMITTEE

The Stakeholder Relationship Committee of our Board look into:

- The redressal of investors complaints viz. non-receipt of annual report, dividend payments etc.
- Matters related to share transfer, issue of duplicate share certificate, dematerializations.
- Also delegates powers to the executives of our Company to process transfers etc.

#### NAME AND DESIGNATION OF COMPLIANCE OFFICER:

The Board has appointed Ms. Komal jain , being Company Secretary, as Compliance Officer of the Company pursuant to Listing Regulations.

#### NO. OF SHAREHOLDERS COMPLAINTS RECEIVED AND NOT RESOLVED TO THE SATISFACTION OF THE SHAREHOLDERS:

The total number of complaints received and resolved to the satisfaction of Shareholders during the year under review were as under

:  
 No. of complaints outstanding as on 31-03-2023 - Nil  
 No. of complaints received during the year under review - Nil  
 No. of complaints disposed off during the year under review - Nil  
 No. of complaints outstanding as on 31-03-2024 - Nil

The Company interacts with Cameo Corporate Services Limited, Registrar & Transfer Agent and takes effective steps/actions for resolving queries/complaints of the shareholders.

**NOMINATION AND REMUNERATION COMMITTEE**

The committee currently comprises of three (3) Directors. Ms Gursharandeep kaur is the Chairman of the Nomination and Remuneration Committee.

During the year under review Stakeholders relationship Committee / Investors Grievance committee meeting was held four times during the year. The necessary quorum was preset in the meeting. The dates of meetings are as follow:

S.NO	Date
1	07-04-2023
2	30-05-2023
3	12-08-2023
4	05-09-2023
5	21-10-2023
6	30-12-2023
7	24-01-2024
8	07-03-2024

S.NO	Name of Directors	Designation	Number of Meetings During The year	
			<i>Held</i>	<i>Attended</i>
1	MADHU NEELESHKUMAR LAHOTI	MEMBER	8	8
2	GURSHARANDEEP KAUR	CHAIRMAN	8	8
3	DIPESH DINKAR KAMBLI	MEMBER	8	8

The terms of reference of the nomination and remuneration committee are as follows:

- The remuneration committee recommends to the board the compensation terms of the executive directors.
- The committee to carry out evolution of every director's performance and recommend to the board his/her appointment and removal based on the performance.
- The committee to identify persons who may be appointed in senior management in accordance with the criteria laid down.
- Framing and implementing on behalf of the Board and on behalf of the shareholders, a credible and transparent policy on remuneration of executive directors including ESOP, Pension Rights and any compensation payment.
- Considering approving and recommending to the Board the changes in designation and increase in salary of the executive directors.
- Ensuring the remuneration policy is good enough to attract, retain and motivate directors.
- Bringing about objectivity in deeming the remuneration package while striking a balance between the interest of the Company and the shareholders.

### (3) INDEPENDENT DIRECTOR MEETINGS

(a) Performance evaluation criteria for independent directors.

- Evaluation of the performance of the Non – Independent Directors and Board of Directors as a whole;
- Evaluation of the performance of the Chairperson of the Company, taking into account the views of the Executive and Non –Executive Directors;
- Evaluation of the quality, content and timeline of flow of information between the management and the board that is necessary for the board to effectively and reasonably perform its duties.

(b) Composition

- Ms gursharandeep Kaur
- Mr. DIPESH DINKAR KAMBLI

### (4) GENERAL BODY MEETINGS

(a) Details of Annual General Meetings (AGMs)

YEAR	VENUE	DATE	TIME
2018	D-50 E, 3rd Floor, Kh. No. 299 Chhattarpur Enclave, New Delhi - 110074	September 28th, 2018	11.30 A.M
2019	1st Floor, Chirag Delhi, Opposite Satsang Bhawan, New Delhi- 110017	September 30th, 2019	12.30 P.M
2020	23-B, 1st Floor, Chirag Delhi, Opposite Satsang Bhawan, New Delhi 110017	December 31st, 2020	09:00 A.M
2021	Video Conferencing	29th September , 2021	12.00 P.M
2022	Video Conferencing	30th September , 2022	2:15 P.M
2023	Video Conferencing	29th September , 2023	1.30 P.M

(b) Details of Special Resolutions passed in previous Annual General Meetings:

DATE OF AGM	NUMBER OF SPECIAL RESOLUTION PASSED	DETAILS OF SPECIAL RESOLUTION PASSED
28 <sup>th</sup> September, 2018	one	Confirming the Appointment of Mr. Shyam Singh (DIN: 07798831) as Managing Director of the Company.

## 1 GENERAL INFORMATION TO SHARE HOLDERS

### i. ANNUAL GENERAL MEETING:

#### Remote E-voting for Annual General Meeting

To allow the shareholders to vote on the resolutions proposed at the AGM, the Company has arranged remote e-voting facility. The Company has engaged CDSL to provide e-voting facility to all the members. Members whose name will appear on the register of members as on Monday, 30<sup>th</sup> day of September, 2023 shall be eligible to participate in the e-voting.

Date	Time	Venue
30 <sup>th</sup> September, 2024	3.30 P.M	<b>Video conferencing</b>

## ii. FINANCIAL CALANDER

<b>Financial Year</b>	April 1, 2023 to March 31, 2024
<b>Book Closure</b>	The Register of Members of the Company shall remain closed from the, Sunday, 24th September, 2024 to Saturday, 30 <sup>th</sup> September, 2024 (both days inclusive).

## iii DEMATERIALIZATION OF SHARES AND LIQUIDITY:

As on March 31, 2024 99.24% of the Company's shares were held in dematerialized form and the remaining 0.76 % in physical form. The break up is listed below:

Category	No Of Shares Held	Shareholding(%)
PHYSICAL	76870	0.76%
ELECTRONIC IN NSDL	3206761	31.72%
ELECTRONIC IN CDSL	6825449	67.51%
	10109080	100%

## iv DISTRIBUTION OF SHAREHOLDINGS

SHARE OR DEBENTURE HOLDINGS				
Shares	Number	% of total	Shares	% of total
1 - 100	1282	71.58	28026	0.26
101 - 200	138	7.71	23343	0.21
201 - 500	129	7.2	48497	0.44
501 - 1000	97	5.42	82784	0.76
1001 - 5000	79	4.41	197617	1.81
5001 - 10000	23	1.28	182116	1.66
10001 - 100000	29	1.62	895495	8.19
100001 and Above	14	0.78	9482122	86.67
<b>Total</b>	<b>1791</b>	<b>100</b>	<b>10940000</b>	<b>100</b>

## v CATEGORIES OF SHAREHOLDING:

Categories	No of shares held	Percentage of shareholding
PROMOTER	-	-
BODY CORPORATE	170731	1.56%
RESIDENT	10404291	95.10%
NRI	402	0.00
CLEARING MEMBER	-	-
Bank	364576	3.33%
TOTAL		

## Vi STOCK CODE AND ROC CODE

BSE CODE: 539679

ISIN No.: **INE332Q01015**

The Company is registered in the Delhi.

Having Corporate Identity Number (CIN) is: L65929DL1985PLC022788

## VII DISCLOSURES

### 1. **Related Party Transaction**

The company has no material significant transaction with its related parties which may have potential conflict with the interest of the Company at large. The details of the transaction with the company and related parties are given for information under notes to the Accounts

### 2. Statutory compliances, penalties and structures:

The company has complied with the statutory compliances as required under the SEBI(LODR), regulation, 2015 for .there was no penalty by the Stock Exchange or Securities Exchange Board of India, any other statutory authority on any matter related to the capital market during the last year.

### 3. Whistle blower Policy

Pursuant to section 177(9) and (10) of Companies Act, 2013 and Regulation 22 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has formulated Whistle Blower Policy/Vigil Mechanism for Directors and Employees to report to the management about the unethical behavior, fraud or violation of Company's code of conduct. The mechanism provides for adequate safeguards against victimization of employees and Directors who use such mechanism and makes provision for direct access to the Chairperson of the Audit Committee in exceptional cases. None of the personnel of the Company has been denied access to the Audit Committee. The policy is available at company website [www.KPAILRAJFINANCELTD.COM](http://www.KPAILRAJFINANCELTD.COM)

### 4. Disclosure of Accounting Treatment In the preparation of the Financial Statement

The Company has followed the Indian Accounting Standards referred to in section 133 of the Companies Act, 2013. The Significant Accounting Policies which are consistently applied are set out in the Notes to the Financial Statements.

### 5. Non-mandatory requirements

Adoption of Non-mandatory requirements of Listing Regulations is being reviewed by the Board from time-to-time.

### 6. Risk Management:

Business risk evaluation and management is ongoing process within the Company. The Assessment is periodically examined by the Board.

### 7. Disclosure in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. The details of number of complaints filed and disposed of during the year and pending as on March 31, 2023 is given in the Director's Report.

### 8. Where the board had not accepted any recommendation of any committee of the board, which is mandatorily required, in the relevant financial year.: - Not Applicable

### 9. **The Disclosures of the compliance with Corporate Governance requirements specified in Regulation 17 to 27 and Regulation 46(2) of Listing Regulations**

The Company has complied with all the mandatory corporate governance requirements under the Listing Regulations. The Company confirms compliance with corporate governance requirements specified in Regulation 17 to 27 and sub regulation (2) of Regulation 46 of the Listing Regulations.

## viii LISTING ON STOCK EXCHANGE

shares are listed on BSE Limited and MSEI Exxchange

**ix REGISTRAR AND SHARE TRANSFER AGENT****PURVA SHARE REGISTRY (INDIA) PRIVATE LIMITED**

UNIT NO. 9, SHIV SHAKTI  
INDUSTRIAL ESTATE, J R. BORICHA,  
MARG, OPP. KASTURBA HOSPITAL  
LANE, LOWER PAREL (E),  
MUMBAI 400 011

**x REGISTERED OFFICE**

KAPIL RAJ FINANCE LIMITED  
23, II<sup>nd</sup> FLOOR, NORTH WEST AVENUE  
CLUB ROAD, WEST PUNJAB BAGH  
NEW DELHI NEW DELHI

**XI MEANS OF COMMUNICATION**

The Company's half yearly and yearly financial results were taken on record and approved by the Board of Directors after reviewed by Audit Committee and submitted to the Stock Exchange in terms of the requirements of Listing Regulations. These were uploaded on the web-site of the Company.

In pursuance of Regulation 33 (3) read with Schedule V of Listing Regulations, the Company is maintaining its website [www.chdchemicals.com](http://www.chdchemicals.com) contains basic information about the company e.g. details of its business, financial information, shareholding pattern, etc. The company also agrees to ensure that the contents of the said website are updated at any given point of time.

The Company's Annual Report is also available in down loadable form. The Company has total 8502 Shareholders as on 31st March, 2024. The main channel of communication to the shareholders is through its web-site as mentioned above and Annual Report, which includes inter alia, the Director's Report, Management Discussions & Analysis and Report on Corporate Governance and Audited Financial Results. The Annual Report is also posted on the web-site of the Company viz. [www.chdchemicals.com](http://www.chdchemicals.com).

**xi. MARKET PRICE DATA**

The data on price of equity shares of the Company are as under: High, Low during each month in last financial year

Month	High Price	Low Price	No.of Shares
Apr-23	17.33	15.65	21497
May-23	18.74	15.65	10605
Jun-23	22.8	17.81	57395
Jul-23	26.68	19.92	384661
Aug-23	25.99	20.85	1020771
Sep-23	21.1	14.56	110895
Oct-23	19.43	13.92	63559
Nov-23	20.5	15.38	86348
Dec-23	22.05	16.16	20324
Jan-24	25.58	19.83	117695
Feb-24	26.85	13.94	30870
Mar-24	17.32	14.01	36506



## **XII. INSIDER TRADING**

The Company has formulated Code of Internal Procedures and Conduct for Regulating, Monitoring and Reporting of Trading by Insiders including therein Code of Conduct for fair disclosures of price sensitive information of the Company, in terms of provisions of SEBI (Prohibition of Insider Trading) Regulation, 1992/2015.

The same has also been uploaded on the web-site of the Company viz. [www.chdchemicals.com](http://www.chdchemicals.com). The policy lays down guidelines and procedure to be followed and disclosures to be made while dealing with the Shares of the Company.

During the year under review, the Company has revised the following policies under Insider Trading Regulations :-

1. Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information (UPSI),
2. Code of Internal Procedures and Conduct for Regulating, Monitoring and Reporting of Trading by Insiders

## **DECLARATION REGARDING CODE OF CONDUCT**

This is to certify that the Company had laid down code of conduct for all the board members and senior management personnel of the Company. Further certified that the members of the board of directors and senior management personnel have affirmed the compliance with the code applicable to them during the year ended 31st March 2024.

**By Order of the Board of Directors  
For KAPIL RAJ FINANCE LIMITED.**

**SD/-**

**Place: PANCHKULA  
Dated: 7<sup>th</sup> September, 2024.**

**SANTOSH RANI  
WHOLE TIME DIRECTOR**

## **MANAGEMENT DISCUSSION AND ANALYSIS**

### **Forward – Looking Statements:**

This Report contains forward – Looking Statements. Any, statement that address expectations or projections about the future, including but not limited to statements about the Company's strategy and growth, product development, market position, expenditures and financial results, are forward looking statements. Forward looking statements are based on certain assumptions and expectations of future growth. The Company cannot guarantee that these assumptions are accurate and will be realized. The Company's actual results, performance or achievements could thus differ materially from those projected in any such forward-looking statements. The Company assumes no responsibility to publicly amend, modify or revise any forward-looking statements, on basis of any subsequent developments, information or events.

### **Outlook:**

The Company is mainly engaged in the business of financing and investment in bodies corporate in order to yield greater revenue for its stakeholders. The Company is planning to expand and diversify the operational activities in the coming years ahead in order to tap higher revenues.

### **Risk and Concerns:**

Due to stiff competitions in the finance field where the company's activities are centered in, the overall margins are always under pressure, but maintainable with the constant effort and good services rendered by the company.

### **Internal Control Systems and their Adequacy:**

An Audit Committee of the Board of Directors of the Company has been constituted as per provisions of the Companies Act, 2013 and SEBI (LODR), 2015.

The Internal Audit Function is looked after internally by the finance and accounts department, and reviewed by the audit committee and the management at the regular intervals.

The Internal Auditors Reports dealing with Internal Control Systems are considered by the Audit Committee and appropriate actions are taken, whichever necessary.

### **Analysis of Financial Conditions and Results of Operations:**

The Financial Statements have been prepared in accordance with the requirements of the Act, Indian Generally Accepted Principles (Indian GAAP) and the Accounting Standards as prescribed by the Institute of Chartered Accountants of India.

The Management believes that it has been objective and prudent in making estimates and judgments relating to the Financial Statements and confirms that these Financial Statements are a true and fair representation of the Company's Operations for the period under review.

### **Development on Human Resource Front:**

Our human resources are critical to our success and carrying forward our mission. With their sustained, determined and able work efforts we were able to cruise smoothly through the hard time of the economic volatility and rapidly changing market conditions.

The requirement of the markets given the economic scenario has made this even more challenging. Attracting newer talent with the drive, training and upgrading existing skill sets and getting all to move in an unified direction will definitely be task in the company.

Plans to execute the mandate on this count are already underway and we should see it impacting the results from the third quarter of the next financial year.

By creating conducive environment for career growth, company is trying to achieve the maximum utilization of employee's skills in the most possible way.

There is need and the company is focused on retaining and bringing in talent keeping in mind the ambitious plans despite the market and industry scenario.

The company also believes in recognizing and rewarding employees to boost their morale and enable to achieve their maximum potential. The need to have a change in the management style of the company is one of the key focus areas this year.

**Industrial Relations:**

Industrial Relations throughout the year continued to remain very cordial and satisfactory.

**F. DISCLOSURE AS PER SEBI (LODR), REGULATIONS, 2015 IN RESPECT DEMAT SUSPENSE ACCOUNT/UNCLAIMED SUSPENSE ACCOUNT**

The listed entity need to disclose the following details and as long as there are shares in the demat suspense account or unclaimed suspense account:

<b>SR.NO.</b>	<b>PARTICULARS</b>	<b>REMARKS</b>
1.	Aggregate number of shareholders and the outstanding shares in the suspense account lying at the beginning of the year	NIL
2.	Number of shareholders who approached listed entity for transfer of shares from suspense account during the year	NIL
3.	Number of shareholders to whom shares were transferred from suspense account during the year	NIL
4.	Aggregate number of shareholders and the outstanding shares in the suspense account lying at the end of the year	NIL
5.	That the voting rights on these shares shall remain frozen till the rightful owner of such shares claims the shares	NIL

**Date:** 7<sup>th</sup> September, 2024

**Place:** Delhi

**For KAPIL RAJ FINANCE LIMITED**

SD/-

**Santosh Rani**  
**(Whole Time Director)**  
**DIN: 09155303**

# NEERAJ JINDAL & ASSOCIATES.

COMPANY SECRETARIES (A Peer Reviewed Firm)

# 1970, FIRST FLOOR, TDI CITY  
SAPPHIRE FLOORS, SECTOR 110,  
MOHALI - 140307.

Mobilr: +91 9855030581.

E-Mail: neerajjindalcs@gmail.com.

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## CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

**(Pursuant to Regulation 34 (3) and Schedule V Para C clause (10) (i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)**

To,  
The Members of  
KAPIL RAJ FINANCE LIMITED  
23, II<sup>nd</sup> Floor, North West Avenue, Club Road, West Punjab  
Bagh, New Delhi -110026.

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of KAPIL RAJ FINANCE LIMITED having CIN: L65929DL1985PLC022788 and having registered office at 23, II<sup>nd</sup> Floor, North West Avenue, Club Road, West Punjab Bagh, New Delhi -110026 (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 Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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](http://www.mca.gov.in) ) as considered necessary and explanations furnished to me/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, 2024 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.

Ensuring the eligibility of for 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 Neeraj Jindal & Associates  
Company Secretaries

CS. Neeraj Jindal. Proprietor  
(Membership No.: FCS 8270)  
(Certificate of Practice No.: 9056)  
(Peer Review Certificate No. 2258/2022)  
UDIN : F008270F001138938

Place : Mohali

Date: 04.09.2024.

# NEERAJ JINDAL & ASSOCIATES.

COMPANY SECRETARIES (A Peer Reviewed Firm)

# 1970, FIRST FLOOR, TDI CITY  
SAPPHIRE FLOORS, SECTOR 110,  
MOHALI - 140307.  
Mobilr: +91 9855030581.  
E-Mail: neerajjindalcs@gmail.com.

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CERTIFICATE REGARDING COMPLIANCE OF CONDITIONS OF CORPORATE GOVERNANCE  
[Pursuant to paragraph E of Schedule V of Securities and Exchange Board of India (Listing Obligations  
and Disclosure Requirements) Regulations, 2015]

To,  
The Members of  
KAPIL RAJ FINANCE LIMITED  
23, II<sup>nd</sup> Floor, North West Avenue, Club Road, West Punjab Bagh,  
New Delhi - 110026.

We have examined the compliance of the conditions of Corporate Governance by KAPIL RAJ FINANCE LIMITED having CIN: L65929DL1985PLC022788 and having registered office at 23, II<sup>nd</sup> Floor, North West Avenue, Club Road, West Punjab Bagh, New Delhi - 110026 ('the Company') for the year ended on 31st March 2024, as stipulated under Regulations 17 to 27, clauses (b) to (i) and (t) of sub-regulation (2) of Regulation 46 and Para C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations").

The compliance of the conditions of Corporate Governance is the responsibility of the management of the Company. Our examination was limited to the review of procedures and implementation thereof, as adopted by the Company for ensuring compliance with 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 the representations made by the Directors and the Management and considering the relaxations granted by the Ministry of Corporate Affairs and Securities and Exchange Board of India, we certify that the **(subject to our observation)** Company has complied with the conditions of Corporate Governance as stipulated in the SEBI Listing Regulations for the year ended on 31st March 2024.

**Observation:**

***(a) The Company's Website is not working as required by regulation 46 of (Listing Obligations and Disclosure Requirements) Regulations, 2015; hence we can no comment upon the correctness and data dissemination as per regulation 27 of (Listing Obligations and Disclosure Requirements) Regulations, 2015.***

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

For Neeraj Jindal & Associate  
Company Secretaries

CS. Neeraj Jindal. Proprietor  
(Membership No.: FCS 8270)  
(Certificate of Practice No.: 9056)  
Peer Review Certificate No. 2258/2022  
**UDIN: F008270F001138905**

Place: Mohali

Date: 04.09.2024.



**INDEPENDENT AUDITOR'S REPORT  
TO THE MEMBERS OF KAPIL RAJ FINANCE LIMITED**

**I. Report on the Audit of the Standalone financial Statements**

**1. Opinion**

- A. We have audited the accompanying Standalone Financial Statements of **KAPIL RAJ FINANCE LIMITED** ("the Company"), which comprise the Balance Sheet as at March 31, 2024, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows for the year ended on that date, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the Standalone Financial Statements").
- B. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Standalone Financial Statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Indi's") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2024, the profit and total comprehensive income, changes in equity and its cash flows for the year ended on that date.

**2. Basis for Opinion**

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

**3. Key Audit Matters**

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Standalone Financial Statements of the current period. These matters were addressed in the context of our audit of the Standalone Financial Statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined that there are no matters to be described as key audit matters.

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

- A. The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexure to Board's Report, Corporate Governance and Shareholder's Information to the extent applicable, but does not include the Standalone Financial Statements and our auditor's report thereon. Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.
- B. 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 Standalone Financial Statements or our knowledge obtained during the course of our audit or



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

## **5. Management's Responsibility for the Standalone Financial Statements**

- A. The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these Standalone Financial Statements that give a true and fair view of the financial position, financial performance, total comprehensive income, changes in equity and cash flows of the Company in accordance with the Indi's and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.
- B. In preparing the Standalone Financial Statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

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

## **6. Auditor's Responsibilities for the Audit of the Standalone Financial Statements**

- A. Our objectives are to obtain reasonable assurance about whether the Standalone Financial Statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Standalone Financial Statements.
- B. As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:
  - i) Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
  - ii) Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
  - iii) Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

iv) Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Standalone Financial Statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

v) Evaluate the overall presentation, structure and content of the Standalone Financial Statements, including the disclosures, and whether the Standalone Financial Statements represent the underlying transactions and events in a manner that achieves fair presentation.

- C. Materiality is the magnitude of misstatements in the Standalone Financial Statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the Standalone Financial Statements maybe influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the Standalone Financial Statements.
- D. 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.
- E. 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.
- F. From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the Standalone Financial Statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

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

1. As required by Section 143(3) of the Act, based on our audit we report that:

- A. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit
- B. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
- C. The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, Statement of Changes in Equity and the Statement of Cash Flow dealt with by this Report are in agreement with the relevant books of account
- D. In our opinion, the aforesaid standalone financial statements comply with the India's specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014

- E. On the basis of the written representations received from the directors as on March 31, 2024 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2024 from being appointed as a director in terms of Section 164 (2) of the Act.
- F. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in “Annexure A”. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company’s internal financial controls over financial reporting.
- G. With respect to the other matters to be included in the Auditor’s Report in accordance with the requirements of section 197(16) of the Act, as amended:

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

- H. With respect to the other matters to be included in the Auditor’s Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:

i) The Company does not have any pending litigations which would impact its financial position.

ii) The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.

iii) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

iv)

a. The Management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the 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 or entity, including foreign entity (“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 company from any person or entity, including foreign entity (“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 Ultimate Beneficiaries;

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(e), as provided under (a) and (b) above, contain any material mis-statement.

v) During the year, company has not declared or paid dividend during the year which is in compliance with section 123 of the Companies Act, 2013.

vi) Based on our examination, which includes test checks, the company has used accounting software for maintaining its books of accounts for the financial year ended on March 31,2024 which does not have a feature of recording audit trails (edit log) facility and the same has

been operated throughout the year for all relevant transaction recorded in the software.

As proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 is applicable from April 1, 2023, reporting under Rule 11(g) of the Companies (Audit & Auditors) Rules 2014 on preservation of audit trails as per the statutory requirement for record retention is not applicable for the financial year ended March 31, 2024.

2. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "**Annexure B**" a statement on the matters specified in paragraphs 3 and 4 of the Order to the extent applicable.

**For: GAMS & Associates LLP**  
**Chartered Accountants**  
**FRN ON500094**  
**UDIN: 24088218BKAVDZ6271**

**CA Anil Gupta**  
**(Partner)**  
**M. No. 088218**

**Place: New Delhi**  
**Dated: 28/05/2024**

## **ANNEXURE "A" TO THE INDEPENDENT AUDITORS REPORT**

**(Referred to in 1(f) under 'Report on Other Legal and Regulatory Requirements' Section of our reports to the Members of KAPIL RAJ FINANCE LIMITED of even date)**

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

We have audited the internal Financial Controls over financial reporting of **KAPIL RAJ FINANCE LIMITED** ("the Company") as at March 31, 2024 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

#### **Management's Responsibility for Internal Financial Controls**

The Company's Management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India (: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 Companies Act, 2013.

#### **Auditor's Responsibility**

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

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditors' 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 of our audit opinion on the Company's internal financial controls system over financial reporting.

## **Meaning of Internal Financial Controls over Financial Reporting**

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

## **Inherent Limitations of Internal Financial Controls Over Financial Reporting**

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

## **Opinion**

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March 2024, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

**For: GAMS & Associates LLP**  
**Chartered Accountants**  
**FRN ON500094**  
**UDIN: 24088218BKAVDZ6271**

**CA Anil Gupta**  
**(Partner)**  
**M. No. 088218**

**Place: New Delhi**  
**Dated: 28/05/2024**

## **ANNEXURE “B” TO THE INDEPENDENT AUDITORS REPORT**

**(Referred to in paragraph 2 under ‘Report on Other Legal & Regulatory Requirements’ section of our report to the Members of KAPIL RAJ FINANCE LIMITED of even date)**

### **Pursuant to Companies (Auditors Report) Order 2020**

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

- (i)
  - (a) As explained to us, There are no property, Plant and Equipments and Intangible Assets in the Company. Hence, reporting under clause 3(i)(a) is not applicable.
  - (b) As explained to us, There are no property, Plant and Equipments and Intangible Assets in the Company. Hence, reporting under clause 3(i)(b) is not applicable.
  - (c) As explained to us, there is no immovable property held by the company.
  - (d) The Company has not revalued any of its Property, plant and Equipments 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<sup>st</sup>, 2024 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder.
- (ii)
  - (a) As explained to us, the company holds inventory of shares and those are in demat form so it is not possible to physically verify the inventory by the management.
  - (b) The Company has not been sanctioned working capital limits in excess of Rs. 5 crores, in aggregate, at any points of time during the year, from banks or financial institutions on the basis of security of current assets and hence reporting under clause 3(ii)(b) of the Order is not applicable.
- (iii) The Company has granted loans, secured or unsecured to companies, firms, Limited Liability Partnership or other parties covered in the register maintained under section 189 of the Act. Accordingly the provisions of clause 3(iii) (a) to (c) of the Order are applicable to the Company.
  - 1. The Terms and conditions of the grant of such loan are prima facie not prejudicial to the company’s interest.
  - 2. The schedule of repayment of principal and payment of interest has been stipulated and the repayments and receipts are regular.
  - 3. In respect of the loans granted by the company, there is no overdue amount remaining outstanding as at the Balance sheet date.
  - 4. No loan granted by the company which has fallen due during the year, has been renewed or extended or fresh loans granted to settle the overdues of existing loans given to same parties.
  - 5. 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 during the year. Hence, reporting under clause 3(iii)(f) is not applicable.

- (iv) In our opinion and according to the information and explanations given to us, the company has complied with the provisions of section 185 and 186 of the Companies Act, 2013, in respect of loans, investments, guarantees, and security.
- (v) The company has not accepted any deposit or amounts which are deemed to be deposits and hence the directives issued by the Reserve Bank of India and the provisions of Section 73 to 76 or any other relevant provisions of the Act and the Companies (Acceptance of Deposit) Rules, 2015 with regard to the deposits accepted from the public are not applicable. Hence, reporting under 3(v) of the order is not applicable.
- (vi) As informed to us, the maintenance of cost records has not been specified by the Central Government under sub-section (1) of Section 148 of the Companies Act, in respect of the activities carried on by the company.
- (vii)
  - (a) According to information and explanations given to us and on the basis of our examination of the books of account, and records, the Company has been generally regular in depositing undisputed statutory dues including provident fund, Employees State Insurance, Income-Tax, Sales Tax, Service Tax, Duty of Customs, Duty of Excise, Value Added Tax, Goods and Services Tax, Cess and any other statutory dues with the appropriate authorities. According to the information and explanations given to us, no undisputed amounts payable in respect of the above were in arrears as at March 31, 2022 for a period of more than six months from the date on when they become payable.
  - (b) According to the information and explanations given to us, there are no dues of Income Tax, sales tax, service tax, duty of customs, duty of excise, value added tax outstanding 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.
- (ix)
  - a. The Company has not taken any loans or other borrowings from any lender. hence, reporting under clause 3(ix)(a) of the Order is not applicable.
  - 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 long 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. On an overall examination of the financial statements of the company, no funds were raised for short term by the company. Hence reporting under this clause is not applicable.
  - e. On an overall examination of the financial statements of the company, the Company has not taken any funds from the entity or person on account of or to meet the obligations of its subsidiaries.
  - f. The company has not raised any loans during the year and hence reporting of the clause 3(ix)(f) is not applicable.



- (x) Based upon the audit procedures performed and the information and explanations given by the management, the Company has not raised money by way of initial public offer or further public offer including debt instruments and term loans. During the year under review Company has converted 5800000 warrants into equity in four tranches resulting in increase of paid up capital from Rs 5,14,00,000 to Rs 10,94,00,000.
- (xi) Based upon the audit procedures performed and the information and explanations given by the management, we report that no fraud by the company or on the company by its officers or employees has been noticed or reported during the year. Also, there were no whistle blower complaints received by the company which could be considered while determining the Nature, Timing and Extent of the Audit procedures. hence, reporting under clause 3(xi) is not applicable.
- (xii) In our opinion, the company is not a Nidhi Company. Therefore, the provisions of clause 3(xii) of the order are not applicable to the Company.
- (xiii) In our opinion, all transactions with the related parties are in compliance with section 177 and 188 of the Companies Act, 2013 and the details have been disclosed in the Financial Statements as required by the applicable accounting standards.
- (xiv)           a. In our opinion the company has an adequate internal audit system commensurate with the size and the nature of its business.
- b. We have considered the internal audit reports for the year under audit, issued to the company during the year and till date, in determining the nature, timing and extent of our audit procedures.
- (xv) Based upon the audit procedures performed and the information and explanations given by the management, the Company has not entered into any non-cash transactions with directors or persons connected with them. Accordingly, the provisions of clause 3 (xv) of the Order are not applicable to the Company and hence not commented upon.
- (xvi)           (a) The Company is registered under section 45-IA of the Reserve Bank of India Act, 1934.
- (b) The company has not conducted any Non-banking Financial or Housing Finance activities without a valid Certificate of Registration (CoR) from Reserve bank of India Act, 1934;
- (c) The Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India.
- (d) There are no CIC as a part of the group.
- (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 financial year.
- (xix) On the basis of 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 reports indicating the company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to future viability of the company. We further state that our reporting is based on the facts upto 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 they fall due.

- (x) The CSR requirements are not applicable on the company. Hence, reporting under clause 3(xx) is not applicable.

**For: GAMS & Associates LLP**  
**Chartered Accountants**  
**FRN ON500094**  
**UDIN: 24088218BKAVDZ6271**

**CA Anil Gupta**  
**(Partner)**  
**M. No. 088218**

**Place: New Delhi**  
**Dated: 28/05/2024**

**KAPIL RAJ FINANCE LIMITED**  
**STANDALONE BALANCE SHEET AS AT MARCH 31, 2024**

(in Hundreds)

	Particulars	Notes	As at 31st March, 2024	As at 31st March, 2023
<b>A</b>	<b>ASSETS</b>			
1	<b>Non current assets</b>			
	(a) Property, Plant and Equipment	3	-	-
	(b) Financial Assets:			
	(i) Investments	5	1156700.00	658000.00
	(j) Deferred tax assets (net)	12	4279.63	3713.26
	<b>Total Non Current Assets</b>		<b>1160979.63</b>	<b>661713.26</b>
2	<b>Current assets</b>			
	(a) Financial Assets			
	(i) Investments	-	-	-
	(ii) Cash and cash equivalents	6	5246.04	133224.12
	(b) Other current assets	7	190116.77	193446.77
	<b>Total Current Assets</b>		<b>195362.81</b>	<b>326670.89</b>
	<b>TOTAL - ASSETS</b>		<b>1356342.44</b>	<b>988384.15</b>
<b>B</b>	<b>EQUITY AND LIABILITIES</b>			
1	<b>EQUITY</b>			
	(a) Equity Share capital	8	1094000.00	514000.00
	(b) Share Warrants Application Money	9	-	304750.00
	(c) Other Equity	10	254249.24	136264.91
	<b>Total Equity</b>		<b>1348249.24</b>	<b>955014.91</b>
2	<b>LIABILITIES</b>			
	<b>Non current liabilities</b>			
	(a) Financial Liabilities			
	(i) Borrowings	11	6000.00	23000.00
	(b) Deferred tax liabilities (Net)	12	-	-
	<b>Total Non Current Liabilities</b>		<b>6000.00</b>	<b>23000.00</b>
	<b>Current liabilities</b>			
	(a) Financial Liabilities			
	(i) Borrowings	13	-	-
	(ii) Trade payables	14	2093.20	1022.40
	(iii) Other financial liabilities (other than those specified in item (c))		-	-
	(b) Other current liabilities	15	-	303.00
	(c) Current tax liabilities (net)	16	-	9043.85
	(d) Short term provisions		-	0.00
	<b>Total Current Liabilities</b>		<b>2093.20</b>	<b>10369.25</b>
	<b>Total Liabilities</b>		<b>8093.20</b>	<b>33369.25</b>
	<b>Total Equity and Liabilities</b>		<b>1356342.44</b>	<b>988384.15</b>

In terms of our report attached.

For GAMS & Associates LLP  
Chartered Accountants  
Firm Regn. No. N500094  
UDIN: 24088218BKAVDZ6271

For and on behalf of the Board of Directors

CA. Anil Gupta  
Partner  
M. No. 088218

SANTOSH AMIT BALKRISHAN  
RANI GHUME  
DIN:-09155303 DIN:-10428357

Place : NEW DELHI  
Date : 28.05.2024

KOMAL JAIN  
Company Secretary

**KAPIL RAJ FINANCE LIMITED**  
**STANDALONE STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2024**

(in Hundreds)

	NOTES	For the Year ended March 31, 2024	For the Year ended March 31, 2023
<b>INCOME</b>			
Revenue from Operations	17	-	-
Other Income	18	14700.00	59000.00
<b>TOTAL INCOME</b>		<b>14700.00</b>	<b>59000.00</b>
<b>EXPENSES</b>			
Employee Benefit Expenses	19	3530.00	3716.00
Depreciation and Amortization Expenses	20	-	-
Other Expenses	21	13420.36	19350.09
<b>TOTAL EXPENSES</b>		<b>16950.36</b>	<b>23066.09</b>
<b>Profit before Exceptional items and tax</b>		<b>-2250.36</b>	<b>35933.91</b>
Exceptional items		-	-
<b>Profit/(Loss) Before Tax</b>		<b>-2250.36</b>	<b>35933.91</b>
<b>Tax Expenses</b>			
Current Tax	23	-	9043.85
Deferred Tax Asset	23	-566.37	-
		<b>-566.37</b>	<b>9043.85</b>
<b>Profit for the Year</b>		<b>-1683.99</b>	<b>26890.06</b>
<b>Other Comprehensive Income</b>		<b>-</b>	<b>-</b>
<b>Total Comprehensive Income</b>		<b>-1683.99</b>	<b>26890.06</b>
<b>Earning per Equity Share</b>			
Basic	22	0.00	0.00
Diluted		0.00	0.00
<b>Significant Accounting Policies</b>			

In terms of our report attached.

For GAMS & Associates LLP  
Chartered Accountants  
Firm Regn. No. N500094  
UDIN: 24088218BKAVDZ6271

For and on behalf of the Board of Directors

CA. Anil Gupta  
Partner

M. No. 088218

Place : NEW DELHI  
Date : 28.05.2024

SANTOSH RANI

DIN:-09155303

AMIT BALKRISHAN GHUME

DIN:-10428357

KOMAL JAIN  
Company Secretary

**KAPIL RAJ FINANCE LIMITED**  
**CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2024**

(in Hundreds)

	For The Year Ended March 31, 2024	For The Year Ended March 31, 2023
<b>Indirect Method Cash Flow Statement</b>		
<b><u>Cash Flows From Operating Activities</u></b>		
Net Profit Before Tax	-2250.36	35933.91
<b>Adjustments For Non Cash Item</b>		
Depreciation	-	-
<b>Operating Profit/(Loss) Before Working Capital Changes:</b>	<b>-2250.36</b>	<b>35933.91</b>
<b><u>Changes in Working Capital:</u></b>		
<u>Adjustments for (Increase)/ Decrease in Operating Assets</u>		
Other Current Assets	3330.00	-193096.77
<u>Adjustments for Increase/( Decrease) in Operating Liabilities:</u>		
Other Current Liabilities	-303.00	303.00
Trade Payable	1070.80	-8277.60
Current Liabilities (Tax)	-5375.52	
Cash generated from Operating Activity	<b>-1277.72</b>	<b>-201071.37</b>
Income Tax Paid (Net)	-	-
<b>Net Cash Flow From /(used in) Operating Activities (A)</b>	<b>-3528.08</b>	<b>-165137.46</b>
<b><u>Cash Flow From Investing Activities</u></b>		
Sale of Investment	-	250000.00
(Increase)/Decrease in Investments in Investment property		
(Increase)/Decrease in Investments	-498700.00	-246203.23
<b>Net cash from/(used in) Investing Activities (B)</b>	<b>-498700.00</b>	<b>3796.77</b>
<b><u>Cash Flow from Financing Activities:</u></b>		
Share Allotment	275250.00	-
Share Premium	116000.00	
Proceeds from borrowings	-	23000.00
Repayment of borrowings	-17000.00	-35000.00
<b>Net cash from/(used in) Financing Activities (C)</b>	<b>374250.00</b>	<b>-12000.00</b>
Net (Decrease)/Increase in Cash and Cash Equivalents(A+B+C)	-127978.08	-173340.69
Cash and Bank Balances at the beginning of the year	133224.12	1814.81
<b>Cash and Bank Balances at the end of the year</b>	<b>5246.04</b>	<b>133224.12</b>
<b>Closing Cash and Bank Balance shown in Balance sheet</b>	<b>5246.04</b>	<b>133224.12</b>
Bank Balance	4228.31	132601.39
Cash Balance	1017.73	622.73

In terms of our report attached.

For GAMS & Associates LLP  
Chartered Accountants  
Firm Regn. No. N500094  
UDIN: 24088218BKAVDZ6271

For and on behalf of the Board of Directors

CA. Anil Gupta  
Partner

M. No. 088218

Place : NEW DELHI  
Date : 28.05.2024

SANTOSH RANI

DIN:-09155303

KOMAL JAIN

AMIT BALKRISHAN  
GHUME

DIN:-10428357

# KAPIL RAJ FINANCE LIMITED

## STANDALONE NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2024 - Continued

### 1. GENERAL INFORMATION

The financial statements of the Company have been prepared to comply with the Indian Accounting Standards ('Ind AS'), including the rules notified under the relevant provisions of the Companies Act, 2013.

Amounts in financial statements are presented in Indian Rupees rounded off to two decimal places in line with the requirements of Schedule III. Per share data are presented in Indian Rupees to two decimal places.

### 2. SIGNIFICANT ACCOUNTING POLICIES

#### i) Basis of Preparation and Presentation

The separate financial statements have been prepared on the historical cost basis except for certain financial instruments that are measured at fair values at the end of each reporting period.

For financial reporting purposes, fair value measurements are categorised into Level 1, 2, or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date;
- Level 2 inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and
- Level 3 inputs are unobservable inputs for the asset or liability.

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013. Based on the nature of products/activities of the Company and the normal time between acquisition of assets for processing and their realisation in cash and cash equivalents, the Company has ascertained its operating cycle as 12 months for the purpose of classification of its assets and liabilities as current and non-current.

The preparation of the financial statements in conformity with Ind AS requires the Management to make estimates and assumptions considered in the reported amounts of assets and liabilities (including contingent liabilities) and the reported income and expenses during the year. The Management believes that the estimates used in preparation of the financial statements are prudent and reasonable. Future results could differ due to these estimates and the differences between the actual results and the estimates are recognised in the periods in which the results are known / materialise.

#### ii) Functional and Presentation Currency

The financial statements are presented in Indian Rupees, which is the functional currency of the Company and the currency of the primary economic environment in which the Company operates.

#### iii) Property, Plant and Equipment

Property, Plant and Equipment are to be stated at cost of acquisition, less accumulated depreciation and accumulated impairment losses, if any. The cost will comprise purchase price (excluding refundable taxes), borrowing costs if capitalization criteria are met and directly attributable cost of bringing the asset to its working condition for the intended use. Any trade discounts and rebates are to be deducted in arriving at the purchase price. Freehold land not to be depreciated.

Subsequent expenditures related to an item of property, plant and equipment are to be added to its carrying value only when it is probable that the future economic benefits from the asset will flow to the Company & cost can be reliably measured.

Losses arising from the retirement of, and gains or losses arising from disposal of property, plant and equipment are to be recognised in the statement of profit and loss.

Depreciation on property, plant and equipment to be provided on straight line method as per the useful life prescribed in Schedule II to the Companies Act 2013.

The estimated useful lives, residual values and depreciation method are to be reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

#### iv) Capital work-in-progress

Projects under which tangible fixed assets are not yet ready for their use are to be carried at cost, comprising direct cost, related incidental expenses and attributable interest.

#### v) Investment property

Investment properties are properties to be held to earn rentals and/or for capital appreciation (including property under construction for such purposes). Investment properties are to be measured in accordance with Ind AS 16's requirements for cost model.

An investment property is to be derecognised upon disposal or when the investment property is permanently withdrawn from use and no future economic benefits are expected from the disposal. Any gain or loss arising on derecognition of the property (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is to be included in profit or loss in the period in which the property is derecognised.

#### v) Intangible Assets

Intangible assets, being computer software, are to be stated at acquisition cost, net of accumulated amortisation and accumulated impairment losses, if any. The cost will comprise acquisition and implementation cost of software for internal use (including software coding, installation, testing and certain data conversion).

## KAPIL RAJ FINANCE LIMITED

### STANDALONE NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2024 - Continued

Amortisation is to be recognised on a straight-line basis over their estimated useful lives. The estimated useful life and amortisation method are to be reviewed at the end of each reporting period, with the effect of any changes in estimate being accounted for on a prospective basis.

Gains or losses arising from the retirement or disposal of an intangible asset are to be determined as the difference between the disposal proceeds and the carrying amount of the asset and are to be recognised as income or expense in the Statement of Profit and Loss.

#### vi) Intangible assets under development

Expenditure on development eligible for capitalisation is to be carried as intangible assets under development where such assets are not yet ready for their intended use.

#### vii) Impairment of Assets

The Company has to assess at end of each reporting period whether there is any indication that an asset may be impaired. If any such indication exists, the Company has to estimate the recoverable amount of the asset. The recoverable amount is the higher of an asset's fair value less costs of disposal and value in use. If such recoverable amount of the asset or the recoverable amount of the cash generating unit to which the asset belongs is less than its carrying amount, the carrying amount is to be reduced to its recoverable amount. The reduction is to be treated as an impairment loss and is recognised in the statement of profit and loss. If at the balance sheet date there is an indication that if a previously assessed impairment loss no longer exists, the recoverable amount is to be reassessed and the asset is reflected at the lower of recoverable amount and the carrying amount that would have been determined had no impairment loss been recognised.

#### viii) Financial instruments

Financial assets and financial liabilities are recognised when a Company entity becomes a party to the contractual provisions of the instruments.

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

#### ix) Financial assets

All recognised financial assets are subsequently measured in their entirety at either amortised cost or fair value, depending on the classification of the financial assets

##### Classification:

Debt instruments that meet the following conditions are subsequently measured at amortised cost:

- the asset is held within a business model whose objective is to hold assets in order to collect contractual cash flows; and
- the contractual terms of the instrument give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

All other financial assets are subsequently measured at fair value.

##### Effective interest method

The effective interest method is a method of calculating the amortised cost of a debt instrument and of allocating interest income over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the debt instrument, or, where appropriate, a shorter period, to the net carrying amount on initial recognition.

Income is recognised on an effective interest basis for debt instruments other than those financial assets classified as at FVTPL. Interest income is recognised in profit or loss and is included in the "Other income" line item.

##### Financial assets at fair value through profit or loss (FVTPL)

Financial assets at FVTPL are measured at fair value at the end of each reporting period, with any gains or losses arising on remeasurement recognised in profit or loss. The net gain or loss recognised in profit or loss incorporates any dividend or interest earned on the financial asset. Dividend on financial assets at FVTPL is recognised when the Company's right to receive the dividends is established, it is probable that the economic benefits associated with the dividend will flow to the entity, the dividend does not represent a recovery of part of cost of the investment and the amount of dividend can be measured reliably.

##### Impairment of financial assets

The Company applies the expected credit loss model for recognising impairment loss on financial assets measured at amortised cost, loan commitments, trade receivables, financial guarantees not designated as at FVTPL and other contractual rights to receive cash or other financial asset.

For trade receivables or any contractual right to receive cash or another financial asset that result from transactions that are within the scope of Ind AS 18, the Company always measures the loss allowance at an amount equal to lifetime expected credit losses.

Further, for the purpose of measuring lifetime expected credit loss ("ECL") allowance for trade receivables, the Company has used a practical expedient as permitted under Ind AS 109. This expected credit loss allowance is computed based on a provision matrix which takes into account historical credit loss experience and adjusted for forward-looking information.

For recognition of impairment loss on other financial assets and risk exposure, the Company determines that whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12-month ECL is used to provide for impairment loss. However, if credit risk has increased significantly, lifetime ECL is used. If, in a subsequent period, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the entity reverts to recognising impairment loss allowance based on 12-month ECL.

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 a portion of the lifetime ECL which results from default events that are possible within 12 months after the reporting date.

##### Derecognition of financial assets

The Company derecognises a financial asset when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another party.

# KAPIL RAJ FINANCE LIMITED

## STANDALONE NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2024 - Continued

### Foreign exchange gains and losses

The fair value of financial assets denominated in a foreign currency is determined in that foreign currency and translated at the spot rate at the end of each reporting period. For foreign currency denominated financial assets measured at amortised cost and FVTPL, the exchange differences are recognised in profit or loss.

### Financial liabilities and equity instruments

#### Classification as debt or equity

Debt and equity instruments issued by a Company are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

### Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by a group entity are recognised at the proceeds received, net of direct issue costs.

### Financial liabilities

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

### Foreign exchange gains and losses

For financial liabilities that are denominated in a foreign currency and are measured at amortised cost at the end of each reporting period, the foreign exchange gains and losses are determined based on the amortised cost of the instruments.

### Derecognition of financial liabilities

The Company derecognises financial liabilities when, and only when, the Company's obligations are discharged, cancelled or have expired. An exchange between with a lender of debt instruments with substantially different terms is accounted for as an extinguishment of the original financial liability and the recognition of a new financial liability. A substantial modification of the terms of an existing financial liability (whether or not attributable to the financial difficulty of the debtor) is accounted for as an extinguishment of the original financial liability and the recognition of a new financial liability. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in profit or loss.

### Impairment of financial assets

The Company has applied the impairment requirements of Ind AS 109 retrospectively; however, as permitted by Ind AS 101, it has used reasonable and supportable information that is available without undue cost or effort to determine the credit risk at the date that financial instruments were initially recognised in order to compare it with the credit risk at the transition date. Further, the Company has not undertaken an exhaustive search for information when determining, at the date of transition to Ind ASs, whether there have been significant increases in credit risk since initial recognition, as permitted by Ind AS 101.

#### **x) Earnings per share**

Basic Earnings per share are calculated by dividing the net profit / (loss) after tax for the year attributable to equity shareholders of the Company by the weighted average number of equity shares outstanding during the year.

#### **xi) Provisions and Contingent Liabilities**

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that the Company will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. When a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (when the effect of the time value of money is material).

When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, a receivable is recognised as an asset if it is virtually certain that reimbursement will be received and the amount of the receivable can be measured reliably.

Contingent liability is disclosed for (i) Possible obligations which will be confirmed only by future events not wholly within the control of the Company or (ii) Present obligations arising from past events where it is not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount of the obligation cannot be made.

#### **xii) Revenue recognition**

Revenue is measured at the fair value of the consideration received or receivable.

##### **Sale of Services:**

- a) Income from services is recognised as and when the services are performed and accrued on time basis.
- b) Interest income from a financial asset is recognised when it is probable that the economic benefits will flow to the Company and the amount of income can be measured reliably. Interest income is accrued on a time basis, by reference to the amortised cost and at the effective interest rate applicable.

#### **xiii) Foreign Currency Transactions**

In preparing the financial statements of the Company entity, transactions in currencies other than the company's functional currency viz. Indian Rupee are recognised at the rates of exchange prevailing at the dates of the transactions. At the end of each reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date.

Exchange differences on monetary items are recognised in profit or loss in the period in which they arise.



# KAPIL RAJ FINANCE LIMITED

## STANDALONE NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2024 - Continued

### xiv) Lease accounting

#### Operating Leases

Leases, where the lessor retains, substantially all the risks and rewards incidental to ownership of the leased assets, are classified as operating lease. Operating lease expense / income are recognized in the statement of profit and loss on a straight-line basis over the lease term.

### xv) Taxes on Income

Tax expense for the period, comprising current tax and deferred tax, are included in the determination of the net profit or loss for the period. Current tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income Tax Act, 1961.

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the separate financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. Such deferred tax assets and liabilities are not recognised if the temporary difference arises from the initial recognition (other than in a business combination) of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

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

Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

Current and deferred tax are recognised in profit or loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity respectively.

### xvi) Cash and Cash Equivalents

In the cash flow statement, cash and cash equivalents includes cash on hand, cheques, drafts on hand, balances in current accounts with banks, other bank deposits with original maturities of three months or less.

### xvii) Borrowing Costs

Borrowing costs that are attributable to the acquisition or construction of qualifying assets are capitalised. A qualifying asset is one that necessarily takes a substantial period of time to get ready for its intended use or sale, are added to the cost of those assets; until such time as the assets are substantially ready for their intended use or sale. Other borrowing costs are recognised as an expense in the period in which they are incurred.

Interest income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation.

All other borrowing costs are recognised in profit or loss in the period in which they are incurred.

### xviii) Segment Reporting

An operating segment is a component of the Company that engages in business activities from which it may earn revenue and incur expenses, whose operating results are regularly reviewed by the Company's chief operating decision maker in order to effectively allocate the Company's resources and assess performance.

**KAPIL RAJ FINANCE LIMITED**
**STANDALONE NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2024 - Continued**

	(in Hundreds)	
	As at March 31, 2024	As at March 31, 2023
<b>4: LONG TERM LOANS AND ADVANCES</b>		
Unsecured, Considered Good unless stated otherwise (Receivable in Cash or Kind or for the value to be received)		
Advance Tax (Net of Provision for Income taxes)	-	-
Loans & advances - Others	-	-
Capital Advances		
Advances against property	-	-
<b>Total</b>	-	-

	(in Hundreds)	
	As at March 31, 2024	As at March 31, 2023
<b>5: Non Current Investments</b>		
Trade Investments		
Investments in Equity Instruments:-		
2500000 equity shares of Rs. 10/- each in Transparant Finance Pvt Ltd	250000.00	250000.00
Investment in Fortune Aqua Culture (P) Ltd.	906700.00	408000.00
<b>Total</b>	<b>1156700.00</b>	<b>658000.00</b>

	(in Hundreds)	
	As at March 31, 2024	As at March 31, 2023
<b>6: CASH AND BANK BALANCES</b>		
Cash in hand	1017.73	622.73
Balance with Bank in Current Account	4228.31	132601.39
<b>Total of Cash and Bank Balances</b>	<b>5246.04</b>	<b>133224.12</b>

	As at March 31, 2024	As at March 31, 2023
<b>7: OTHER CURRENT ASSETS</b>		
Unsecured, Considered Good unless stated otherwise		
Loans & Advances	188296.77	188296.77
TDS Receivable	1470.00	4800.00
Other Deposits	350.00	350.00
<b>Total of other Current Assets</b>	<b>190116.77</b>	<b>193446.77</b>

**KAPIL RAJ FINANCE LIMITED**
**STANDALONE NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2024 - Continued**

(in Hundreds)

	As at March 31, 2024	As at March 31, 2023
<b>8: SHARE CAPITAL</b>		
<u>Authorised Capital</u> 1,00,00,000 (1,00,00,000) Equity shares of Rs.10 each	1000000.00	1000000.00
<u>Issued Subscribed and Paid up Capital</u> 1,09,40,000 Equity shares of Rs.10 each fully paid up for cash at par	1094000.00	514000.00
<b>Total of Issued Subscribed and Paid-up Share Capital</b>	<b>1094000.00</b>	<b>514000.00</b>

**A. Reconciliation Of Shares Outstanding at Beginning and at the end of reporting period**

(in Hundreds)

Equity Shares of Rs. 10 Each fully paid	As at March 31, 2024		As at March 31, 2023	
	No of Share	Rs.	No of Share	Rs.
At the beginning of the Year	51400.00	514000.00	51400.00	514000.00
Issued during the Year	58000.00	580000.00	0.00	0.00
Outstanding at the end of the Year	<b>109400.00</b>	<b>1094000.00</b>	<b>51400.00</b>	<b>514000.00</b>

**B. Details of shareholders holding more than 5% equity shares of the Company**

Equity Shares Of Rs. 10 Each fully paid	No of Share		No of Share	
	No of Share	% Holding	No of Share	% Holding
1. MADHU NEELESHKUMAR LOHATI	12500.00	1.43%	12500.00	24.32%
2.SURAJ PANCHAL	8284.01	7.57%	8284.01	16.12%
3.AMISHA YADAV	7288.87	6.66%	7288.87	14.18%
4.PRAVIN PRAKASH SALVI	9000.00	8.23%		
5.KULDEEPSINGH .	10000.00	9.14%		
6.MANISHA YADAV	10000.00	9.14%		
7.GOPAL SAINI	9000.00	8.23%		
8.PUNITH D PUTHRAN	10000.00	9.14%		
9.IMTIYAZ NIYAZ QURESHI	10000.00	9.14%		

**C. Terms / Right attached to equity shares**

The company has only one class of shares having a par value of `10 per share. Each holder of equity shares is entitled to one vote per share. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all the preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

(in Hundreds)

	March 31, 2024	March 31, 2023
9. Share application pending allotement - share warrant	-	304750.00

(in Hundreds)

	As at March 31, 2024	As at March 31, 2023
<b>10: Other Equity</b>		
<b>A : Retained Earnings</b>		
Balance at the beginning of the year	136264.91	109374.84

**KAPIL RAJ FINANCE LIMITED**
**STANDALONE NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2024 - Continued**

Add; Excess Provision for Income Tax Transferred	3668.33	-
Add: Profit for the year	-1683.99	26890.06
	138249.24	
<b>B : Share Premium</b>	116000.00	
<b>Total</b>	<b>254249.24</b>	<b>136264.91</b>

(in Hundreds)

	As at March 31, 2024	As at March 31, 2023
<b>11: LONG TERM BORROWINGS</b>		
KJK Ventura Consultancy LLP	-	20000.00
Unsecured Loans	6000.00	3000.00
Loans repayable on demand from other than Banks - L	-	-
<b>Total</b>	<b>6000.00</b>	<b>23000.00</b>

**12. Deferred tax balances**

The following is the analysis of deferred tax assets/(liabilities) presented in the balance sheet:

(in Hundreds)

Particulars	As at March 31, 2024	As at March 31, 2023
Deferred tax assets	4279.63	3713.26
Deferred tax liabilities	-	-
<b>Net</b>	<b>4279.63</b>	<b>3713.26</b>

**Movement in Deferred Tax balances**

(in Hundreds)

Particulars	As at April 1, 2023	Charge / (Credit) to P&L A/c		As at March 31, 2024
<b><u>Deferred Tax Assety</u></b>				
Property, Plant & Equipment	3713.26	-		3713.26
Profit /loss		566.37		
<b>Total</b>	<b>3713.26</b>	<b>566.37</b>		<b>4279.63</b>

**KAPIL RAJ FINANCE LIMITED**
**STANDALONE NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2024 - Continued**
**(in Hundreds)**

	<b>As at March 31, 2024</b>	<b>As at March 31, 2023</b>
<b>13: SHORT TERM BORROWINGS</b>		
Loans repayable on demand from other than Banks - Unsecured	-	-
<b>Total</b>	<b>-</b>	<b>-</b>

	<b>As at March 31, 2024</b>	<b>As at March 31, 2023</b>
<b>14: TRADE PAYABLES</b>		
Trade payables (other than due to Micro & Small Enterprises)	2093.20	1022.40
<b>Total</b>	<b>2093.20</b>	<b>1022.40</b>

	<b>As at March 31, 2024</b>	<b>As at March 31, 2023</b>
<b>15: OTHER CURRENT LIABILITIES</b>		
<u>Other Payables:</u>		
TDS on Professional Fees	-	303.00
Others	-	0.00
<b>Total</b>	<b>-</b>	<b>303.00</b>

<b>16. Tax assets and liabilities</b>	<b>As at March 31, 2024</b>	<b>As at March 31, 2023</b>
<b>Particulars</b>		
<b>Tax assets</b>		
Benefit of tax losses to be carried back to recover taxes paid in prior periods	-	-
Tax receivable	-	-
	-	-
<b>Tax liabilities</b>		
Income tax payable	-	9043.85
	-	9043.85

**KAPIL RAJ FINANCE LIMITED**  
**STANDALONE NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2024 - Continued**

(in Hundreds)

	For the year ended March 31, 2024	For the year ended March 31, 2023
<b>17: REVENUE FROM OPERATIONS</b>		
Income From Profit Sharing	-	-
<b>Total</b>	-	-

	For the year ended March 31, 2024	For the year ended March 31, 2023
<b>18: OTHER INCOME</b>		
Interest on long-term loans & advances	14700.00	48000.00
Interest on Income Tax Refund	0.00	0.00
Discount Received	0.00	0.00
Profit on sale of Investments	0.00	0.00
Accounts written off	0.00	11000.00
<b>Total</b>	<b>14700.00</b>	<b>59000.00</b>

	For the year ended March 31, 2024	For the year ended March 31, 2023
<b>19: EMPLOYEE BENEFIT EXPENSES</b>		
Salary & Wages	3530.00	3716.00
Staff Welfare Expenses	0.00	0.00
<b>Total</b>	<b>3530.00</b>	<b>3716.00</b>

	For the year ended March 31, 2024	For the year ended March 31, 2023
<b>20: Depreciation and amortisation expense</b>		
Depreciation of property, plant and equipment pertaining to continuing operations	-	-
<b>Total</b>	-	-

	For the year ended March 31, 2024	For the year ended March 31, 2023
<b>21: Other Expenses</b>		
Annual Listing Fees -MSEIL	549.00	13942.60
Annual Listing Fees -BSE	3953.00	0.00
Professional Fees	1834.80	2342.90
Payment to Auditors: Statutory Audit		
i) For Audit	1140.00	1100.00
ii) As Reimbursement		
CDSL / NSDL Custodian Charges	1270.80	680.38
Advertisement Expense	756.65	467.25
Annual fee CDSL	247.80	
ROC Fee	78.25	767.00
Website expenses	47.50	
Interest paid on TDS	16.70	21.10
Bank Charges	5.41	12.61
Misc. Expenses	262.74	16.25
CDSL Expenses	1688.86	
Registrar fees	962.19	
Rent paid	600.00	
Telephone expenses	6.66	
<b>Total</b>	<b>13420.36</b>	<b>19350.09</b>

**KAPIL RAJ FINANCE LIMITED**
**STANDALONE NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2024 - Continued**
**(in Hundreds)**
**22: EARNINGS PER SHARE**

Details of Earning per Share as per IND AS-33 are given as under.

**I. BASIC EPS**

Particulars	Unit	As at March 31, 2024	As at March 31, 2023
a. Profit after taxation for the year		-1683.99	26890.06
b. Weighted average number of Equity Shares used in computing Basic EPS	Nos.	109400.00	51400.00
c. Basic EPS (per share of ` 10 each)	`	<b>0.00</b>	<b>0.01</b>

**II. DILUTED EPS**

Particulars	Unit	As at March 31, 2024	As at March 31, 2023
a. Profit after taxation for the year	`	-1683.99	26890.06
b. Weighted average number of Equity Shares used in computing Diluted EPS	Nos.	109400.00	51400.00
c. Diluted EPS (per share of ` 10 each)	`	<b>0.00</b>	<b>0.00</b>

**23: INCOME TAX RECOGNISED IN PROFIT OR LOSS**

Particulars		As at March 31, 2024	As at March 31, 2023
<b>Current tax</b>			
In respect of the current year		0.00	9043.85
In respect of prior years		0.00	0.00
		<b>0.00</b>	<b>0.00</b>
<b>Deferred tax</b>			
In respect of the current year		-566.37	0.00
In respect of the previous year		0.00	0.00
		<b>-566.37</b>	<b>0.00</b>
<b>Total income tax expense recognised in the current year relating to continuing Operations</b>		<b>-566.37</b>	<b>0.00</b>

**24: OTHER NOTES**

i. Segregation between current and non current financial liabilities /assets as at end of current and previous reporting periods have been done on an estimated basis in certain cases due to non availability of precise data.

ii. The information as required to be disclosed under the Micro, Small and Medium Enterprise Development Act, 2006 are not disclosed, as the information is not available with the company to identify such transaction with such parties, and hence could not be determined.

iii. Previous year figures have been regrouped/ reclassified wherever necessary to correspond with the current year classification/ disclosure.

25 Financial instruments

Capital management

The company manages its capital to ensure that it will be able to continue as going concern while maximising the return to stakeholders through the optimisation of the debt and equity balance.

The capital structure of the company consists of equity of the Company (comprising issued capital, security premium reserve and retained earnings as detailed in notes 9 to 10).

(in Hundreds)		
Categories of financial instruments		
	Rs.	
Particulars	As at March 31, 2024	As at March 31, 2023
<b>Financial assets</b>		
<u>Measured at Amortised Cost</u>		
a) Cash and bank balances	5246.04	1814.81
b) Trade receivables	0.00	0.00
c) Other financial assets	193446.77	4185.01
d) Loan and advances	188296.77	399796.77
<b>Financial liabilities</b>		
<u>Measured at Amortised Cost</u>		
a) Trade payables	2093.20	9300.00

Financial risk management objectives

The company monitors and manages the financial risks to the operations of the company. These risks include credit risk and liquidity risk.

Credit risk management

Based on the Company's monitoring of customer credit risk, the company believes that no impairment allowance is necessary in respect of trade receivables that are not past due or past due but not more than one year.

Liquidity risk management

Liquidity Risk Management implies maintenance of sufficient cash and marketable securities and the availability of funding through an adequate amount of committed credit lines to meet obligations when due. The company manages liquidity risk by maintaining adequate funds, by continuously monitoring forecast and actual cash flows and by matching the maturity profiles of financial assets and liabilities.

Liquidity risk tables

The following tables detail the Company's remaining contractual maturity for its non-derivative financial liabilities with agreed repayment periods. The tables have been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Company can be required to pay. The tables include both interest and principal cash flows. To the extent that interest flows are floating rate, the rate applicable as of March 31, 2022 and March 31, 2023 respectively has been considered. The contractual maturity is based on the earliest date on which the Company may be required to pay.

(in Hundreds)					
Maturities of Financial Liabilities	March 31, 2024				(In Rs.) Total
	Upto 1 year	1 to 3 years	3 to 5 years	5 years & above	
Trade Payables	2093.20		0.00	0.00	2093.20
	<b>2093.20</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	2093.20
Maturities of Financial Assets	March 31, 2023				(In Rs.) Total
	Upto 1 year	1 to 3 years	3 to 5 years	5 years & above	
Trade Payables	-39019.34	48319.34	0.00	0.00	9300.00
	<b>-39019.34</b>	<b>48319.34</b>	<b>0.00</b>	<b>0.00</b>	9300.00

26. Related Party Disclosures

As per Ind AS, the disclosures of transactions with the Related Parties are given below:

(i) List of Related Parties where control exists and also other Related Parties with whom transactions have taken place and relationships:

Sr No	Name of Related Party	Relationship
1	MADHU NEELESHKUMAR LAHOTI	director
2	SANTOSH RANI	whole time director and cfo
3	GURSHARANDEEP KAUR	independent director
4	DIPESH DINKAR KAMBLI	independent director
5	PUNITH D PUTHRAN	director
6	INVESTERIA FINANCIAL SERVICES PRIVATE LIMITED	director common control
7	INVESTERIA COMMODITIES PRIVATE LIMITED	director common control
8	INVESTERIA FINANCIAL SERVICES PRIVATE LIMITED	director common control
9	INVESTERIA COMMODITIES PRIVATE LIMITED	director common control
10	THOCESS INNOVATION LAB LIMITED	director common control
11	FORTUNE AQUACULTURE PRIVATE LIMITED	director common control
12	INVESTERIA INSURANCE SERVICES PRIVATE LIMITED	director common control
13	INVESTERIA IMPEX PRIVATE LIMITED	director common control
14	RANGMANCH ENTERTAINMENT PRIVATE LIMITED	director common control

(ii) Transactions during the year with Related Parties:

(in Hundreds)		
Nature of Transactions	31.03.2024	31.03.2023
<b>Interest Income</b>		
Matte Multitrade Limited	-	-
<b>Directors' Remuneration</b>		
<b>Outstanding Loan given</b>		
Matte Multitrade Limited	-	-
<b>Investment</b>		
Matte Multitrade Limited	-	-



**KAPIL RAJ FINANCE LIMITED****STANDALONE NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2024 -**

Continued

**27. Income Tax expense****Amounts recognised in profit and loss****(in Hundreds)**

<b>Particulars</b>	<b>For the year ended March 31, 2024</b>	<b>For the year ended March 31, 2023</b>
Current income tax	9043.85	0.00
Deferred tax		3709.12
<b>Tax expense for the year</b>	<b>9043.85</b>	<b>3709.12</b>

**Income tax expenses for the year can be reconciled to the accounting profit as follows:****(in Hundreds)**

	<b>For the year ended March 31, 2024</b>	<b>For the year ended March 31, 2023</b>
Profit before tax	-225036.02	-1473744.09
Applicable tax rate	20.00%	20.00%
Computed tax expense	-	-
<b>Tax effect of:</b>		
Exempted income	-	-
Expenses disallowed	-	-
<b>Current Tax Provision (A)</b>	<b>904384.06</b>	904384.06
<b>Deferred Tax Provision (B)</b>	0.00	<b>370912.01</b>
<b>Tax Expenses recognised in Statement of Profit and Loss (A+B)</b>	904384.06	370912.01
<b>Effective Tax rate</b>	<b>-401.88%</b>	<b>-25.17%</b>

**27. Impact of COVID-19**

The COVID-19 pandemic has severely disrupted business operations due to global lockdown and other emergency measures imposed by the various governments. The operations of the Company were impacted due to the shutdown of offices following the nationwide lockdown. The Company commenced with its operations in a phased manner in line with the directives from the authorities.

The Company has evaluated the impact of this pandemic on its business operations, liquidity and the recoverability and carrying values of its assets including trade receivables and loans as at the Balance Sheet date and based on the management's review of current indicators and economic conditions there is no material impact on the profit for the year ended 31st March, 2020.

**For GAMS & ASSOCIATES LLP**

Chartered Accountants

Firm Reg No. N500094

UDIN: 24088218BKAVDZ6271

**CA. ANIL GUPTA**

Partner

M.No.: 088218

**SANTOSH****RANI**

DIN:-09155303

**AMIT****GHUME**

DIN:-10428357

Place: Delhi

Date: 28.05.2024

**KOMAL JAIN**

Company Secretary