



**29<sup>th</sup> Annual Report**

**Financial Year – 2022-23**

## Corporate Profile

### A. Corporate Information:

Sr. No.	Particulars	Details
1.	CIN	L74999GJ1994PLC023281
2.	Registered Office	401, Phoenix Complex, Waghodia Road, Vadodara, Gujarat-390019
3.	Corporate Office	Plot No. 57, Dwarka Central, 5th Floor Hitech City Road, VIP Hills, Jai Hind Enclave, Madhapur, Telangana-500081
3.	Email ID	info.goyalass@gmail.com
4.	Website	www.goyalassociateslimited.com

### B. Profile of Board of Directors:

Sr. No.	Name of Director	Designation
1.	Mr. Bheemidi Raghuram Reddy	Manager (w.e.f. 03.06.2023)
2.	Mr. Mohammad Hassebur Rahman	Chief Executive Officer (up to 06.05.2023)
3.	Mr. Vuppala Nagamalleshwarao	Non-Executive Non-Independent Director
4.	Mr. Vikram Singh Thakur	Non-Executive Independent Director
5.	Mrs. Sarika Jaya	Non-Executive Independent Director (Upto 18.07.2023)
6.	Mr. Harish Sharma	Independent Director
7.	Mr. Hasmukh Prajapati	Independent Director
8.	Mrs. Naveena Chepur	Chief Financial Officer (upto 29.08.2022)
9.	Mrs. Radhika Bathula	Chief Financial Officer (w.e.f. 24.07.2023)
10.	Mrs. Sanchita Dad	Company Secretary and Compliance Officer (w.e.f 23.08.2022)

### C. Bankers of the Company :

1. Yes Bank Ltd
2. ICICI Bank Ltd

### D. Secretarial Auditor:

S Bhattbhatt & Co., Practicing Company Secretaries, Vadodara

### E. Share Transfer Agents:

Sr. No.	Name of RTA	Address of RTA	SEBI Registration Number
1.	M/s. Purva Share Registry India Pvt. Ltd.	Unit No. 9, Shiv Shakti Ind. Estate, J.R. Boricha Marg, Opp. Kasturba Hospital Lane, Lower Parel E, Mumbai - 400011	INR000001112

### F. Statutory Auditors:

M/s D. P. Sarda & Co. (Appointed from 03.09.2021)

### G. Details of Company Listed in Stock Exchanges:

BSE Limited (Bombay Stock Exchange) – 530663

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**NOTICE OF 29<sup>TH</sup> ANNUAL GENERAL MEETING**

**Notice** is hereby given that the 29<sup>th</sup> Annual General Meeting of the Members of **Goyal Associates Limited** will be held through Video Conferencing (VC) / Other Audio Visual Means (OAVM) facility to transact the following business on **Friday, 29<sup>th</sup> September, 2023 at 3:00 p.m.** to transact the following business:

**ORDINARY BUSINESS:**

1. **To consider and adopt the Audited Financial Statements for the Financial Year ended on 31<sup>st</sup> March, 2023 including the Balance Sheet as at March 31, 2023 and the Statement of Profit & Loss and Cash Flow for the year ended on that date together with the Board's Report and Auditor's Report thereon.**
2. **To appoint a director in place of Mr. Vuppala Nagamalleshwarao (DIN: 08858080) who retires by rotation and being eligible offers himself for re-appointment.**

**SPECIAL BUSINESS:**

3. **To approve the appointment of Mr. Bheemdi Raghuram Reddy as a Manager of the Company for a period of 5 years from 3<sup>rd</sup> June, 2023 to 2<sup>nd</sup> June, 2028 and in this regard to consider and, if thought fit, to pass, with or without modification, the following resolution as an Ordinary Resolution:**

**RESOLVED THAT** in accordance with Sections 196, 197 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 and the Rules made there under read with Schedule IV to the Companies Act, 2013, including any statutory modifications and amendments thereof, Securities and Exchange Board of India (LODR Regulations 2015) and applicable regulations, notifications and circulars of Reserve Bank of India and based on the recommendations of the Nomination & Remuneration Committee and approval of the Board of Directors of the Company, the consent of the members of the Company be and is hereby accorded for the appointment of Mr. Bheemdi Raghuram Reddy as a Manager of the Company for a period of 5 years from 3<sup>rd</sup> June 2023 till 2<sup>nd</sup> June 2028 and also for the payment of gross annual remuneration of Rs.16.50/- lakhs with effect from 3<sup>rd</sup> June 2023.

**FURTHER RESOLVED THAT** Mr. Vuppala Nagmalleshwarao, director of the company, be and is hereby authorised to sign and execute, on behalf of the company, the agreement of appointment of Mr. Bheemdi Raghuram Reddy as manager of the company.

**FURTHER RESOLVED THAT** for the purpose of giving effect to this resolution, any Director or Company Secretary of the Company be and is hereby authorised, on behalf of the Company, to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary E-form with the Registrar of Companies.

**Date: 05/09/2023**  
**Place: Vadodara**

**For and on behalf of Board of Directors of  
Goyal Associates Limited**

**Sd/-  
Vuppala Nagmalleshwarao  
Chairman  
DIN: 08858080**

## NOTES:

1. In Accordance with the provisions of the Act, read with the Rules made thereunder and General Circular No. 10/2022 dated 28th December, 2022, other Circulars issued by the Ministry of Corporate Affairs (“MCA”) from time to time, and Circular No. SEBI/HO/CFD/ PoD2/P/CIR/2023/4 dated 5th January, 2023 issued by SEBI (“the Circulars”), Companies are allowed to hold AGM through Video Conference/ Other Audio-Visual Means (“VC / OAVM”) up to 30<sup>th</sup> September, 2023, without the physical presence of members. The AGM of the Company is being held through VC / OAVM. Purva Sharegistry (India) Pvt. Ltd, the Company’s Registrar and Transfer Agent will provide the facility for voting through remote e-voting; for participating at the AGM through VC / OAVM and for e-voting during the AGM.
2. Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013 (‘the Act’), relating to the Special Business to be transacted at this Annual General Meeting (‘AGM’) is annexed.
3. The relevant details of the Director as mentioned under Item Nos. 2 above as required under Regulation 36(3) of the Securities and Exchange Board of India (“SEBI”) (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“the Listing Regulations”) and as required under Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, is annexed hereto.
4. Since this AGM will be held through Video Conferencing (‘VC’) / Other Audio Visual Means (‘OAVM’), (a) Members will not be able to appoint proxies for the meeting, and (b) Attendance Slip & Route Map are not annexed to this Notice.
5. Corporate Members are requested to send a certified copy of the Board Resolution authorising their representative to attend this AGM, pursuant to Section 113 of the Act, through e-mail at info.goyalass@gmail.com, or by post to the Investor Service Centre of the Company 401, Phoenix Complex, Waghodia Road, Vadodara, Gujarat, 380019.
6. In terms of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Resolutions for consideration at this AGM will be transacted through remote e-voting (i.e. facility to cast vote prior to the AGM) and also e-voting during the AGM, for which purpose the Board of Directors of the Company (‘the Board’) have engaged the services of Central Depository Services Limited (‘CDSL’). The Board has appointed Mr. Suhas Bhattbhatt, Proprietor, M/s. S Bhattbhatt & Co., Practising Company Secretary as the Scrutinizer to scrutinize the process of e-voting.
7. Remote e-voting will commence at 09.00 a.m. on Tuesday, 26<sup>th</sup> September, 2023 and will end at 5.00 p.m. on Thursday 28<sup>th</sup> September, 2023, when remote e-voting will be blocked by CDSL.
8. Voting rights will be reckoned on the paid-up value of shares registered in the name of the Members on Friday, 22<sup>nd</sup> September, 2023 (cut-off date). Only those Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date will be entitled to cast their votes by remote e-voting or e-voting during the AGM. Those who are not Members on the cut-off date should accordingly treat this Notice as for information purposes only.
9. In conformity with the applicable regulatory requirements, the Notice of this AGM and the Report and Accounts 2023 are being sent only through electronic mode to those Members who have registered their e-mail addresses with the Company or with the Depositories.
10. Members who hold shares in the certificate form or who have not registered their e-mail addresses with the Company or with the Depositories and wish to receive the AGM Notice and the Report and Accounts 2023, or participate in the AGM, or cast their votes through remote e-voting or e-voting during the meeting, are required to register their e-mail addresses with the Company at info.goyalass@gmail.com. Alternatively, Members may send a letter requesting for registration of their e-mail addresses, mentioning their name and DP ID & Client ID / folio number, through e-mail at info.goyalass@gmail.com. Detailed instructions for participating in the AGM and for voting are provided hereunder.

11. Members who would like to express their views or ask questions with respect to the agenda items of the meeting will be required to register themselves as speaker by sending e-mail to the Executive & Company Secretary at [info.goyalass@gmail.com](mailto:info.goyalass@gmail.com) from their registered e-mail address, mentioning their name, DP ID & Client ID / folio number and mobile number. Only those Members who have registered themselves as speaker by 10.30 a.m. on Friday, 26<sup>th</sup> September, 2023 will be able to speak at the meeting. The Company reserves the right to restrict the number of questions and number of speakers, depending upon availability of time, for smooth conduct of the AGM.
12. Further, Members who would like to have their questions / queries responded to during the AGM are requested to send such questions / queries in advance within the aforesaid time period.
13. Pursuant to Section 91 of the Act, the Register of Members and Share Transfer books will remain closed from Saturday, 23<sup>rd</sup> day of September, 2023 to Friday, 29<sup>th</sup> day of September, 2023 (both days inclusive).
14. In case of any queries regarding the Annual Report, members may write to [info.goyalass@gmail.com](mailto:info.goyalass@gmail.com) to receive an email response. Members desiring any information relating to the financial statements at the meeting are requested to email to us at least 10 (Ten) days before the meeting to enable us to keep the information ready.
15. Members are requested to forward all Share Transfers and other communications/ correspondence to the Registrar & Share Transfer Agent (RTA) and are further requested to always quote their Folio Number in all correspondences with the Company.
16. Members holding shares in physical form are requested to notify immediately any change in their address or bank mandates to the Registrar & Share Transfer Agents quoting their Folio Number and Bank Account Details along with self-attested documentary proofs. Members holding shares in the dematerialized form may update such details with their respective Depository Participants.
17. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are therefore requested to submit their respective PAN details to their respective Depository Participant with whom they have their demat account(s). Members holding shares in physical form can submit their PAN details to the Registrar & Share Transfer Agent of the Company - M/s. Purva Sharegistry (India) Pvt. Ltd.
18. Non Resident Indian members are requested to inform the Company's RTA, immediately of any change in their residential status on return to India for permanent settlement, their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code, IFSC and MICR Code, as applicable, if such details were not furnished earlier.
19. The Notice of 29<sup>th</sup> Annual General Meeting and instructions for e-voting along with Assent / Dissent Form are being sent by electronic mode to all members whose email address are registered with the Company/Depository Participant(s).
20. To facilitate other shareholders whose email id are not registered, to receive this notice electronically and cast their vote electronically, special arrangement has been made with its Registrar & Share Transfer Agent for registration of email addresses in terms of the General Circular No. 14/2020 dated 08th April, 2020, 17/2020 dated 13th April, 2020, dated 15/06/2021, NO.33/2020 dated 28/09/2020, 39/2020 dated 31/12/2020, 10/2021 dated 23rd June, 2021 respectively. The process for registration of email addresses is as under:

Pursuant to the aforesaid Circular issued by Ministry of Corporate Affairs, shareholders who have not registered their email address may temporarily get their email address registered with the Company's Registrar and Share Transfer Agent, M/s. Purva Sharegistry India Pvt. Ltd [www.purvashare.com](http://www.purvashare.com). Post successful registration of the email, the shareholder would get soft copy of the notice and the procedure for e-voting along with the User ID and Password to enable e-voting at the ensuing AGM. In case of any queries, shareholder may write to [info.goyalass@gmail.com](mailto:info.goyalass@gmail.com).

21. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at <https://www.goyalassociateslimited.com/>. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and the same is also available on the website of CDSL (agency for providing the Remote e-Voting facility) i.e. <https://www.cdslindia.com/>.
22. The facility for voting shall be made available at the venue of the Annual General Meeting and the members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right to vote at the Annual General Meeting. The members who have cast their vote by remote e-voting prior to the Annual General Meeting may also attend the Annual General Meeting but shall not be entitled to cast their vote again.
23. Pursuant to the provisions of Section 72 of the Act read with the Rules made there under, Members holding shares in single name may avail the facility of nomination in respect of shares held by them. Members holding shares in physical form may avail this facility by sending a nomination in the prescribed Form No. SH-13 duly filled to the Registrar and Transfer Agents, M/s. Purva Sharegistry (India) Pvt. Ltd. members holding shares in electronic form may contact their respective Depository Participant(s) for availing this facility.
24. The Ministry of Corporate Affairs (MCA), Government of India, through its Circular No's 17/2011 and 18/2011 dated April 21, 2011 and April 29, 2011 respectively has allowed Companies to send official documents to their shareholders electronically as part of its Green Initiatives in Corporate Governance.
25. We request you to send an email on [info.goyalass@gmail.com](mailto:info.goyalass@gmail.com) to ensure that the annual report and other documents reach you on your preferred e-mail.
26. With the aim of curbing fraud and manipulation risk in physical transfer of securities, SEBI has notified the SEBI (Listing Obligations and Disclosure Requirements) (Fourth Amendment) Regulations, 2018 on June 8, 2018 to permit transfer of listed securities only in the dematerialized form with a depository. In view of the above and the inherent benefits of holding shares in electronic form, we urge the shareholders holding shares in physical form to opt for dematerialization.

27. **E-Voting process:**

**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 26<sup>th</sup> September 2023 and ends on 28<sup>th</sup> September 2023. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 22<sup>nd</sup> September 2023 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 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 <b>CDSL Depository</b>	<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> <li>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.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be 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.</li> </ol>



<p>Individual Shareholders holding securities in demat mode with <b>NSDL Depository</b></p>	<ol style="list-style-type: none"> <li>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.</li> <li>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></li> <li>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</li> </ol>
<p>Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants (DP)</b></p>	<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
<p>Individual Shareholders holding securities in Demat mode with <b>CDSL</b></p>	<p>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</p>

Individual Shareholders holding securities in Demat mode with NSDL

Members facing any technical issue in login can contact NSDL helpdesk by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) 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:

	<b>For Physical shareholders and other than individual shareholders holding shares in Demat.</b>
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <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 <b>OR</b> Date of Birth (DOB)	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. <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.
- (xviii) 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.
- (xix) 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).
- (xx) 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.
- (xxi) The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- (xxii) 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.
- (xxiii) 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; [info.goyalass@gmail.com](mailto:info.goyalass@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 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.
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 at least **3 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 **3 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 through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

**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.

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

### **Item No. 3**

The Board of Directors of the company has pursuant to Sections 196, 197 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 and read with the Companies (Appointment and Qualification of Directors) Rules 2014 and other applicable provisions (including any modification or enactment thereof), if any, of the Companies Act 2013 read with the Articles of Association of the Company, Mr. Bheemdi Raghuram Reddy appointed as a Manager of the Company with effect from 03.06.2023 who hold office up to the 5 years from the date of appointment.

The matter regarding appointment of Mr. Bheemdi Raghuram Reddy, as Manager was placed before the Nomination & Remuneration Committee, which recommends his appointment as Manager for a term of 5 years.

The terms and conditions of appointment of Mr. Bheemdi Raghuram Reddy as a Manager are as follows:

**Period - From 03.06.2023 to 02.06.2028.**

**a) Salary:** Rs. 68,750/- per month.

**b) Perquisites:** (a) For such amount as may be decided by the Board of Directors up to a maximum of Rs. 68,750/- per month (which shall include HRA, Special Allowance & conveyance and reimbursement of Medical Expenses per month as per the rules and policy of the Company from time to time.

**(b)** Contribution to Provident fund, Superannuation fund and payment of gratuity as per the rules of the Company.

**(c) Duties and Powers:**

The Manager shall devote his whole time and attention to the business of the Company and perform such duties as may be entrusted to him by the Board from time to time and separately communicated to him and exercise such powers as may be assigned to him, subject to superintendence, control and directions of the Board in connection with and in the best interests of the business of the Company and the business of any one or more of its associated companies and/ or subsidiaries, including performing duties as assigned to the Manager by the Board from time to time by serving on the boards of such associated companies and/ or subsidiaries or any other executive body or any committee of such a company.

The Manager shall not exceed the powers so delegated by the Board pursuant to clause above.

The Manager undertakes to employ the best of his skill and ability and to make his utmost endeavours to promote the interests and welfare of the Company and to conform to and comply with the policies and regulations of the Company and all such orders and directions as may be given to him from time to time by the Board.

**(d) Other Terms and Conditions:**

- This Agreement is subject to termination by either party can terminate this employment by serving 60 days' notice in writing at the party's address given above or by making a payment of equivalent salary in lieu thereof.
- The Company may terminate this Agreement forthwith by notice in writing to Mr. Bheemdi Raghuram Reddy if he shall become bankrupt or make any composition or arrangement with his creditors or if he shall cease to be a Manager or shall commit a breach of any of the terms, conditions and stipulations herein contained and on his part to be observed and performed.
- Mr. Bheemdi Raghuram Reddy shall during his term, abide by the provisions of the Goyal Associates Ltd Code of Conduct and the core policies in spirit and in letter and commit to assure its implementation.

- This agreement is subject to the jurisdiction of the Courts of Hyderabad. The aforesaid information may be treated as an abstract of terms under the provisions of the Companies Act, 2013.

The specified information while seeking approval/ consent of the shareholders as required under Schedule V is listed out herein below:

In compliance with the provisions of Sections 196, 197, 203 and other applicable provisions, if any, of the Act, read with Schedule V thereto, the terms of appointment and remuneration specified above are now being placed before the Members for their approval.

Except Mr. Bheemdi Raghuram Reddy (the appointee), none of the other Directors or key managerial personnel of the Company or their relatives are concerned or interested, financially or otherwise in this Resolution.

The above may be treated as a written memorandum setting out the terms of appointment of Mr. Bheemdi Raghuram Reddy under Section 190 of the Act.

The specified information while seeking approval/consent of the shareholders as required under Schedule V is listed out herein below:

#### **I. General Information:**

1. Nature of Industry: NBFC
2. Date of commencement of commercial operations: 14<sup>th</sup> October, 1994
3. In case of new companies, expected date of Commencement of activities as per project approved by financial institutions appearing in the prospectus: Not Applicable
4. Financial performance based on given
5. Foreign Investments or collaborations if any: NIL

#### **II. Information about the Appointee:**

**1. Background details:** Mr. Bheemdi Raghuram Reddy is an Undergraduate Professional having 7 years of experience in the field of Stock Market and Business Development and having 5 years of experience in the filed on administrative and marketing areas.

**2. Recognition or awards:** None

#### **3. Job profile and his suitability:**

- Maintains administrative staff by recruiting, selecting, orienting, and training employees; maintaining a safe and secure work environment; developing personal growth opportunities,
- Gathering information and Facilities management,
- Project overall management,
- Liaison to association attorney for legal aspects of association administration,
- Overseeing the day-to-day operations of the office, this may include Managing supplies, scheduling maintenance of the office's equipments. For the performance of such crucial administrative work company need full time and competent as well experienced person who is well versed in all aspects of general administration. Mr. Reddy is having more than 7 years of experience in the field of Stock Market and Business

Development and having 5 years of experience in the filed on administrative and marketing areas and there for he is suitable for the said job.

**4. Remuneration proposed:** CTC of Rs.1650000/- p.a.

**5. Comparative remuneration profile with respect to industry size of the Company, profile of the position and person:** Considering the overall responsibilities and taking into consideration of remuneration of Senior Executives the remuneration proposed to the appointee is reasonable and purely on the basis of merit, industry remuneration benchmarks, Company's remuneration policy as finalised by Nomination and Remuneration Committee constituted by the Board.

**6. Pecuniary relationship directly or indirectly with the Company, or relationship with the management personnel, if any:**

Besides the remuneration proposed, Mr. Bheemdi Raghuram Reddy does not have any pecuniary relationship with the Company.

### III. Disclosures:

1. The remuneration package proposed to be given to Mr. Bheemdi Raghuram Reddy is as per the details given in the resolution. There is no severance fee or stock option in the case of the aforesaid managerial personnel. The tenure of the aforesaid managerial personnel shall be governed by the resolutions passed by the Shareholders in General Meeting with a notice period of one month by either side.

2. Mr. Bheemdi Raghuram Reddy is not holding Equity Shares of the Company.

The agreement between the Company and Mr. Bheemdi Raghuram Reddy is available for inspection by the members of the Company at its Registered Office between 3.00 p.m. and 5.00 p.m. on any working day of the Company.

### Brief Profile:

<b>Name of the Director</b>	Mr. Bheemdi Raghuram Reddy
<b>Date of Birth</b>	03/03/1983
<b>Age</b>	40
<b>Qualification</b>	Under graduate professional
<b>Experience</b>	Mr. Bheemidi Raghuram Reddy is under graduate professional having 7 years of experience in the field of Stock Market and Business Development and having 5 years of experience in the filed on administrative and marketing areas.
<b>Nature of expertise in specific functional areas</b>	Administration and Marketing
<b>Date of appointment</b>	03.06.2023
<b>Terms and conditions of Appointment</b>	Appointed as a Manager of the company for a term of 5 (Five) years subject to the approval of shareholders of the company at ensuing General Meeting of the Company.
<b>Shareholding in the company</b>	NIL
<b>Relationship with directors, Managers and other Key Managerial Personnel of the company</b>	Not related to any director
<b>Number of meetings of the board attended during the year</b>	0
<b>Number of membership in the committees</b>	0



**ANNEXURE TO THE EXPLANATORY STATEMENT**

**INFORMATION AS REQUIRED UNDER REGULATION 36(3) SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND IN TERMS OF THE SECRETARIAL STANDARD ON GENERAL MEETINGS ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA CERTAIN ADDITIONAL DISCLOSURES IN RESPECT OF DIRECTORS BEING REAPPOINTED / APPOINTED:**

Name of Director	Mr. Vuppala Nagmalleshwarao
Date of Birth	14.07.1964
Date of Appointment	01.09.2020
Remuneration Last Drawn	Nil
Brief Resume	Mr. Vuppala Nagamlleshwarao, was previously employed in administration department of Central Government. He also has worked with Insurance Sector at management level.
Qualification	Bachelor in Science
Shareholding in the Company	Nil
List of Directorship In other Listed Entity	Nil
Membership and Chairmanship of Committees of other Listed entities (including only Audit Committee and Stakeholder's Relationship Committee)	Nil
No. of Board Meetings attended during the year	7
Term and Conditions of Re-Appointment	Same as before
Remuneration to be Paid	Nil
Pecuniary Relationship Directly or indirectly with the company, or relationship with the managerial personnel	Not Related

## BOARD'S REPORT

To,  
The Members,  
Goyal Associates Limited

The Directors of the Company present their 29<sup>th</sup> Annual Report and the audited Annual Accounts for the year ended 31<sup>st</sup> March, 2023.

### **Financial Results:**

Particulars	(Amount in Lakhs)	
	Current Year 2022-23	Previous Year 2021-22
Revenue from Operations	340.67	151.55
Other Income	0.00	0.00
Total Income	340.67	151.55
Total Expense	270.48	196.31
Profit/(Loss) after Tax	58.02	-44.76
Earning Per Share	0.12	-

### **Business:**

The Company being a Non-Banking Financial Company (NBFC) is currently engaged in the financial activities. The business of the Company largely depends on the policies by the Reserve Bank of India, Ministry of Finance as well as Global volatility in the financial market.

The Company has not undergone any changes in the nature of the business during the financial year.

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

The directors, have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively.

### **Dividend:**

The Directors have not recommended any dividend for the Financial Year 2022-23.

### **Transfer to Reserves:**

The Company had transferred 20% of its net profit to Statutory Reserve for this year.

### **Change in the Nature of Business:**

During the year under review, there was no change in the nature of the business of the Company.

### **Corporate Office:**

The Company Has its Corporate Office At Plot No 57, Dwaraka Central, 5th Floor, Vip Hills, Jaihind Enclave, Madhapur - 500081.

### **Transfer of Unclaimed Dividend to Investor Education and Protection Fund:**

The provisions of Section 125(5) of the Companies Act, 2013 do not apply on the company as no dividend has been declared during the year.

### **Public Deposits:**

During the year under review, the Company has not accepted any deposits from the public.

### **Significant and Material Orders:**

There are no significant and material orders passed by the regulators or courts or tribunals impacting the going concern status or company's operation in future.

### **Details of Subsidiary/Joint Ventures/Associate Companies:**

The Company does not have any subsidiary/ Joint Ventures/ Associate Companies.

### **Statutory Auditors:**

M/s. D P Sarda & Co., Chartered Accountants, bearing (FRN 117227W) who are the statutory auditors of the Company, will hold the office in accordance with the provisions of the Act up to the Annual General Meeting to be held in the year 2024 and from whom necessary consent has been obtained under Section 141 of the Companies Act, 2013 are eligible continuing as auditors of the Company.

### **Auditors' Report:**

The Statutory Auditors' Report issued by M/s D. P. Sarda & Co., Chartered Accountants for the year under review does not contain any qualification, reservations or adverse remarks. The Notes to the Accounts referred to in the Auditors' Report are self-explanatory and therefore do not call for any further clarifications under Section 134(3) (f) of the Act. Further, pursuant to Section 143(12) of the Act, the Statutory Auditors of the Company have not reported any instances of frauds committed in the Company by its officers or employees.

### **Secretarial Auditors:**

Pursuant to the provisions of Section 204 of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board of Directors of the Company had appointed M/s. S Bhattbhatt & Co., Practicing Company Secretaries to undertake the Secretarial Audit of the Company for the year ended March 31, 2023. The Secretarial Audit Report is annexed as Annexure II.

### **Secretarial Audit Report:**

#### **Remarks or Qualifications by Secretarial Auditors and comments from the Board.**

1. *The Company has not published mandatory information in Newspaper as per Regulation 47 of SEBI (LODR) Regulations, 2015, **Management Reply:** The Company will issue financial Results in Newspaper in compliance of Requirement of Reg. 47 of SEBI (LODR) Reg. 2015.*

2. *Disclosure related to Outcome of Board Meeting to consider Financial Results, as required under Schedule III of SEBI (LODR) Regulations, 2015, is not disclosed within 30 minutes of the closure of the meeting for the quarter ended on December 2022 and March 2023, **Management Reply:** We would like to mention that the company had faced connectivity and network issues of the internet at the timing of submission of results and because of internet connectivity issues, OTP expired and sometimes OTP is not received at the time of submission and because of this technical glitch at the time of submission there was a delay in the outcome of Board meeting.*

### **Compliance of Secretarial Standards**

The Directors have devised proper systems and processes for complying with the requirements of applicable Secretarial Standards issued by the Institute of Company Secretaries of India ('ICSI') and that such systems were adequate and operating effectively.

### **Reporting of Fraud by Auditors**

During the year under review, neither the statutory auditors nor the secretarial auditors has reported to the Audit Committee, under Section 143(12) of the Companies Act, 2013, any instances of fraud committed against the Company by its officers or employees, the details of which would need to be mentioned in the Board's report.

### **Directors and Officers including KMP:**

#### **A) Changes in Directors:**

During the year under review, Hasmukh Prajapati and Harish Sharma has been Appointed as an Independent Director w.e.f. 28<sup>th</sup> May 2022.

#### **B) Key Managerial Personnel:**

During the year under review:

Mrs. Sanchita Dad has been appointed as the Company Secretary and Compliance Officer w.e.f. 23<sup>rd</sup> August, 2022.

Mrs. Naveena Chepur has resigned from the post of Chief Financial Officer of the company w.e.f. 29<sup>th</sup> August, 2022.

Mr. Mohammad Hasebur Rahman has been appointed as the Chief Executive Officer (CEO) of the company w.e.f. 1<sup>st</sup> October, 2022 and resigned from the post of Chief Executive Officer of the company on 5<sup>th</sup> May, 2023.

Mr. Bheemdi Raghuram Reddy has been appointed as the Manager of the company w.e.f. 3<sup>rd</sup> June, 2023.

### **Declaration by an Independent Director(s)**

The Company has received necessary declarations from all the Independent Directors under Section 149(7) of the Companies Act, 2013 and SEBI Listing Regulations that:

- a) They meet the criteria of independence laid down in Section 149 (6) of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- b) They are not aware of any circumstance or situation, which exist or may be reasonably anticipated, that could impair or impact their ability to discharge their duties with an objective independent judgment and without any external influence pursuant to Regulation 25 of the Listing Regulations.
- c) They have complied with the requirement of inclusion of their name in the data bank maintained by Indian Institute of Corporate Affairs as envisaged under Companies (Appointment and Qualification of Directors) Fifth Amendment Rules, 2019, as applicable and they hold valid registration certificate with Data Bank of Independent Directors.

### **Formal Annual Evaluation**

In compliance with the Schedule IV of the Companies Act 2013, a meeting of the Independent Directors of the company was held in the month of March, 2023 to review and evaluate the performance of the Non-Independent Directors of the Company taking into account the views of the Executive Directors and Non-Executive Directors, assessing the quality, quantity and timeliness of flow of information between the Company Management and the Board and also to review the overall performance of the Board.

**Familiarisation Programme for Independent Directors:**

In terms of Reg. 25(7) of the SEBI (LODR) Regulations, your Company is required to conduct the Familiarization Programme for Independent Directors (IDs) to familiarize them about their roles, rights, responsibilities in your Company, nature of the industry in which your Company operates, business model of your Company, etc., through various initiatives.

**Extract of Annual Return:**

Pursuant to Section 92(3) of the Companies Act, 2013 and Rule 12 (1) of Companies (Management and Administration) Rules, 2014 as amended from time to time, the extract of Annual Return in Form MGT-9 of the Company can be accessed on the website of the Company at [www.goyalassociateslimited.com](http://www.goyalassociateslimited.com).

**Share Capital and Capital Restructuring:**

The Company has not issued any of its securities with differential rights during the year under review.

**Buy Back of Securities**

The company has not bought back any of its securities during the year under review.

**Sweat Equity, Bonus Shares & Employee Stock Option Plan**

The company has neither issued sweat equity or bonus shares nor has provided any stock option scheme to the employees.

**Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo:**

The provisions of section 134(m) of the Companies Act 2013 regarding the disclosure of particulars of conservation of energy and technology absorption prescribed by the rules are not applicable to our Company. The Company does not have any Foreign Exchange transactions during the financial year.

**Corporate Social Responsibility (CSR):**

As the Company does not have Net Worth of Rupees Five Hundred Crore or more, or Turnover of Rupees One Thousand Crore or more or a Net Profit of Rupees Five Crore or more during any financial year, the disclosures as per Rule 9 of Companies (Corporate Social Responsibility Policy) Rules, 2014 is not applicable.

**Number of Meetings of the Board of Directors:**

During the year, 7 (Seven) Board Meetings were held on 30<sup>th</sup> May 2022, 10<sup>th</sup> August 2023, 23<sup>rd</sup> August 2023, 02<sup>nd</sup> September 2022, 1<sup>st</sup> October 2022, 14<sup>th</sup> November 2022 and 10<sup>th</sup> February 2023.

**Audit Committee:**

The Audit Committee of the Board of Directors meets the criteria laid down under Section 177 of the Companies Act, 2013, read with the provisions of Regulation 18 of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirement) Regulation, 2015 in the terms of reference to the Audit Committee.

<b>Name of Members</b>	<b>Designation</b>
Mr. Vuppala Nagamleshwarao	Chairman
Mr. Vikram Singh Thakur	Member
Mr. Harish Sharma	Member

**Nomination and Remuneration Committee:**

The nomination and remuneration committee of the Board of Directors meets the criteria laid down under section 178 read with the provisions of Regulation 19 of (Listing Obligation and Disclosure Requirement) Regulations, 2015 in the terms of reference to the Nomination and Remuneration Committee.

<b>Name of Members</b>	<b>Designation</b>
Mr. Harish Sharma	Chairman
Mr. Vikram Singh Thakur	Member
Mr. Hasmukh Prajapati	Member

**Stakeholder Relationship Committee:**

The stakeholders relationship of the Board of Directors meets the criteria laid down under section 178 read with the provisions of Regulation 20 of (Listing Obligation and Disclosure Requirement) Regulations, 2015 in the terms of reference to the Stakeholder Relationship Committee.

<b>Name of Members</b>	<b>Designation</b>
Mr. Vikram Singh Thakur	Chairman
Mr. Harish Sharma	Member
Mr. Vuppala Nagamleshwarao	Member
Mr. Hasmukh Prajapati	Member

**Code of Conduct:**

The Board has adopted a Policy for code of conduct for all Board members and senior management of the company as their responsibility to understand and follow the Code of Business Conduct. The term senior management means personnel of the company who are members of its core management team excluding Board of Directors. Normally the code of conduct reflects general principles to guide employees in making ethical decisions. This Code outlines fundamental ethical considerations as well as specific considerations that need to be maintained for professional conduct. The Details Code of Conduct is also available at Company's Website at [www.gylfinserv.com](http://www.gylfinserv.com).

**Code for Prevention of Insider Trading:**

The Company has adopted a Code of Conduct to regulate, monitor and report trading by insiders under the SEBI (Prohibition of Insider Trading) Regulations, 2015. This Code of Conduct also includes code for practices and procedures for fair disclosure of unpublished price sensitive information and has been made available on the Company's website at [www.gylfinserv.com](http://www.gylfinserv.com).

**Details of Establishment of Vigil Mechanism for Directors and Employees:**

The Company encourages an open and transparent system of working and dealing amongst its stakeholders and accordingly, has framed a robust vigil mechanism in the form of Whistle Blower policy. This policy enables its directors and employees of the Company or any other person who avails the mechanism framed under this policy to report concerns about unethical or improper practices or alleged wrongful conduct, actual or suspected fraud etc., without any fear of discrimination or victimisation of any kind. This policy protects such directors and employees from unfair or prejudicial treatment by anyone within the Company. It also provides direct access to the chairman of the Audit committee. Details of vigil mechanism/whistle blower policy are included in the Corporate Governance Report, forming part of this Report.

The policy is available on the website of the Company at <https://www.goyalassociateslimited.com/>

#### **Sexual Harassment of Women at Work Place:**

In compliance with the requirement of the Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013 and rules made thereunder, the Company has a policy in place and has constituted Internal Complaints Committee (the "ICC") to deal with complaints relating to sexual harassment at workplace. All employees, permanent, contractual, temporary and trainees are covered under this policy. A quarterly report on the complaints, if any, is placed before the Board for its review.

During the financial year 2022-23, no complaints were received from any of the employees, under this policy.

#### **Particulars of Loans, Guarantees or Investments:**

The provisions of section 186 in respect to Loans, Guarantees or Investments of the Companies Act, 2013 not applicable to the Company.

#### **Particulars of Contracts or Arrangements with Related Parties:**

Your Company has no material individual transactions with its related parties which are covered under section 188 of the Companies Act, 2013, which are not in the ordinary course of business and not undertaken on an arm's length basis during the financial year 2022-23.

#### **Management Discussion & Analysis Report:**

The Management Discussion & Analysis Report has been annexed to the Board's Report and it forms part of the report (Annexure 1).

#### **Risk Management Policy:**

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

#### **Directors' Responsibility Statement:**

Pursuant to Section 134(5) of the Companies Act, 2013, your Directors confirm that—

- (a) In the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- (b) The directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the company for that period;

- (c) The directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- (d) The directors have prepared the annual accounts on a going concern basis;
- (e) The directors, have laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively, and
- (f) The directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

**Details of Application made or Proceeding under Insolvency and Bankruptcy Code, 2016:**

During the year under review, there were no applications made or proceedings pending in the name of the Company under the Insolvency and Bankruptcy Code, 2016.

**Details of Difference between Valuation amount on one time Settlement and Valuation while Availing Loan from Banks and Financial Institutions:**

During the year under review, there has been no one time Settlement of loans taken from Banks and Financial Institutions.

**Acknowledgement:**

Your Directors would like to express their appreciation of the co-operation and assistance received from the shareholders, bankers and other business constituents during the year under review.

**Sd/-**  
**Vuppala Nagamlleshwarao**  
**Chairman**  
**(DIN: 08858080)**

**Sd/-**  
**Vikramsingh Thakur**  
**Director**  
**(DIN: 08961094)**

**Date: 05/09/2023**  
**Place: Vadodara**



**MANAGEMENT DISCUSSION & ANALYSIS REPORT**

Your Directors are pleased to present the Management Discussion and Analysis Report for the year ended 31<sup>st</sup> March, 2023.

**NBFC Company:**

The Non-Banking Financial Companies (NBFCs) sector plays a significant role in the Indian economy, providing credit to individuals, small and medium-sized enterprises. NBFCs have emerged as a key segment in the financial sector, bridging the gap between banks and borrowers who are underserved or excluded from traditional banking services. In recent years, the sector has witnessed significant growth, fuelled by a rise in demand for credit and the emergence of new players. The sector's resilience and ability to innovate have been tested during times of economic turmoil.

As the economy has moved past the impact of the pandemic, the NBFCs sector is anticipated to experience a substantial growth in both FY2023 and FY2024, following the rebound of the economy. ICRA Ratings predicts that during these fiscal years, the sector will witness a loan growth of 10-12% and a rise in profitability by 50 basis points. The PCA framework implemented by RBI has created a level playing field for NBFCs with banks, thus enhancing corporate governance and leading to sustainable growth in the sector.

The NBFC sector has witnessed an improvement in asset quality, with higher collections and a lower-than-anticipated share of restructured portfolio. The rising interest rates may put some pressure on net interest margins, but this impact has been offset by the limited rate hikes passed on to borrowers. With stable margins and moderation in credit cost, NBFCs are expected to report a return of 2.6-2.9% on managed assets in FY 2023.

**ECONOMIC OVERVIEW**

Titled 'A Rocky Recovery', the IMF's World Economic Outlook – April 2023 reported that on the surface, the global economy appears poised for a gradual recovery from the devastation caused by the pandemic and, later, the conflict between Russia and Ukraine. The reopening of the Chinese economy has also contributed to the rebound and supply-chain disruptions have been unwinding, while the dislocations to energy and food markets caused by the war are receding. However, it also observed that below the surface turbulence is building, and the situation is quite fragile, as evidenced by the recent bout of banking instability.

The growth is expected to come from emerging market and developing economies, which are already powering ahead with growth rates that are nearer 4%. The advanced economies, especially the Euro area and the United Kingdom, are creating the drag with growth expected to fall to 0.7% and -0.4%, respectively, in 2023 before rebounding to 1.8% and 2.0% in the two regions in 2024.

At the same time, the large scale and synchronised tightening of monetary policy by most central banks should start to bear fruit, with inflation moving back toward its targets. The IMF forecast that global growth will bottom out at 2.8% in 2023 before rising modestly to 3.0% in 2024. It also expects global inflation to decrease, although more slowly than initially anticipated, from 8.7% in 2022 to 7.0% in 2023 and 4.9% in 2024.

**OPPORTUNITIES & THREATS**

Company constantly monitors the external environments and internal situation so that it is aware of the opportunities and threats that emerge. This enables the Company to tap into the positive prospects that come its way while overcoming or bypassing the challenge of threats.

### **Opportunities**

- Diverse loan book and pan-India presence to accelerate growth
- Unique Business Model helps to minimise risk and operating cost
- Adequate capitalisation to support medium-term growth plans
- Brand recognition among lower income and middle income groups of the society spread across urban, semi urban, and rural areas
- Operates in underpenetrated business segment with huge growth potential
- Successful track record of catering to the MSME sector
- Initiatives by the Government to further boost MSME sector

### **Threats**

- Unpredictable policy changes by the Government
- Increasing competition from local and global players
- Higher exposure to semi-formal and informal sector customers

### **UNION BUDGET 2023-24 HIGHLIGHTS**

India is gaining momentum and opening a new path by forging a futuristic and inclusive vision for the next 25 years. Our country's position as the fifth largest economy in the world is testimony to the phenomenal transformation the country has witnessed over the last few years. The calibrated approach by our policymakers, be it in tackling the pandemic or setting up aggressive goals under the Atmanirbhar Bharat vision to make our country a self-reliant nation or the institutionalised inflation control framework, has shown India with the muscle to tackle fiscal and growth challenges. The pace of reforms has picked up in the post-pandemic era with a firm focus on asset creation without ignoring essential welfare spending. Hence, the forthcoming budget will offer an opportunity to set the groundwork for the economy to guide itself over the next 25 years on the path to becoming a developed nation. Financial institutions play a crucial role in ensuring economic stability for households and businesses at critical junctures. The pivotal role of NBFCs in driving sustainable fiscal growth is well recognized, given their last-mile connectivity and agile system. The sector has played a decisive role in accelerating last-mile funding and understanding the credit requirement of the Unbanked and Underserved. Aided by the government's thrust towards a digital economy, the sector has also undertaken significant digital transformation and invested heavily to become tech-agile institutions offering personalized products and services, ensuring faster credit disbursement.

As India strategizes post-pandemic economic recovery through fiscal measures and businesses aim to expand capacities, NBFCs have an enormous opportunity to assist in achieving the noble goal of Aatmanirbhar Bharat

through the fast-tracked flow of credit to businesses and households. As the latest data on Udyam Portal shows, a significant proportion of registered businesses are micro businesses, Union budget 2023-24 offers an opportunity to bring in a targeted scheme for expanding credit to micro businesses.

### **INDIAN FINANCIAL SERVICE INDUSTRY**

India has a diversified financial sector undergoing rapid expansion with many new entities entering the market along with the existing financial services firms. The sector comprises commercial banks, insurance companies, NBFCs, housing finance companies, co-operatives, pension funds, mutual funds and other smaller financial entities. The RBI's continued focus on financial inclusion has expanded the target market to semi-urban and rural areas. NBFCs, especially those catering to the urban and rural poor namely Non-Banking Financial Company - Micro Finance Institutions (NBFC-MFIs) and asset finance companies, have a complementary role in the financial inclusion agenda of the country. After the COVID-19 impact gradually tapers off, the financial services sector is poised to grow eventually on the back of strong fundamentals, adequate liquidity in the economy, significant government and regulatory support, and the increasing pace of digital adoption. In fact, digital transactions will play a larger role in the financial eco-system than hitherto witnessed.

### **INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY**

The Company has adequate internal controls and standardised operating processes that are envisaged to protect assets and business efficiency. The Company has established strong and well-entrenched internal control procedures commensurate with its size and operations and relevant to its broad domain of the lending business. The Company's internal control systems are supplemented by periodic reviews by the Management. The Audit Committee reviews its findings and recommendations at periodic intervals. Company's internal control system is adequate considering the nature, size and complexity of its business.

Internal financial controls have been developed for and implemented at every business process across the Company. This ensures strict adherence and compliance with statutes and laws. Checks and balances and control systems have been established to ensure that assets are safeguarded, utilised with proper authorisation, and recorded in the books of account.

### **HUMAN RESOURCES/INDUSTRIAL RELATIONS**

Company recognises the crucial role played by its employees in driving its growth and success. To this end, the Company prioritises providing a supportive work environment that fosters employee satisfaction and motivation to achieve both personal and professional goals. MAS has cultivated an inclusive work culture that values responsibility and instils a sense of pride in its employees, resulting in a high retention rate. The Company regularly reviews its business and people policies to identify opportunities for improvement. It has implemented strong talent management practices that include development programs, productivity initiatives, and reward mechanisms aimed at achieving organisational goals and retaining employees. Furthermore, MAS is committed to supporting the continuous growth and development of its workforce through Learning & Organisational Development initiatives.

### **FINANCIAL REVIEW**

Key ratios of Goyal Associates Limited on a consolidated Basis:

<b>Particulars</b>	<b>2022-23</b>	<b>2021-22</b>
Operating Profit Ratio	28.45%	-13.82%

Return on Capital Employed (ROCE)	20.58%	-6.79%
Earning Per Share (In Rupees)	0.12	-0.10

**CAUTIONARY STATEMENT**

Statements in the Management Discussion and Analysis describing the Company's objectives, projections, estimates, expectations may be 'forward looking statements' within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that could make a difference to the Company's operations include financial position of the company, economic conditions affecting demand / supply, price conditions in the domestic and overseas market in which the company operates, changes in the government regulations, tax laws and other statutes.

**For and on behalf of the Board of Directors**

**Place: Vadodara**  
**Date: 05/09/2023**

**Vuppala Nagamlleshwarao**  
**Chairman & Director**  
**(DIN: 08858080)**

**FORM NO. MR-3**  
**SECRETARIAL AUDIT REPORT**  
**FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH, 2023**

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

**To,**  
**The Members,**  
**Goyal Associates Limited**

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Goyal Associates Limited (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.

**Auditor's Responsibility:**

Our responsibility is to express an opinion on the compliance of the applicable laws and maintenance of records based on audit. We have conducted the audit in accordance with the applicable Auditing Standards issued by The Institute of Company Secretaries of India. The Auditing Standards requires that the Auditor shall comply with statutory and regulatory requirements and plan and perform the audit to obtain reasonable assurance about compliance with applicable laws and maintenance of records.

Based on our verification of the Goyal Associates 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 and as per the explanations given to us and the representations made by the Management, 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, 2022 generally 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 made available to us and maintained by Goyal Associates Limited ("the Company") for the financial year ended on 31<sup>st</sup> March, 2023, according to the applicable provisions of:

- a. The Companies Act, 2013 ('the Act') and the rules made there under, as applicable;
- b. The Securities Contract (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- c. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- d. Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings **(Not Applicable to the Company during audit period);**

The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') to the extent applicable to the Company:

1. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
2. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

3. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009/2018-**(Not Applicable to the Company during audit period);**
4. The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 and the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021-**(Not Applicable to the Company during audit period)**
5. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008, the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Redeemable Preference Shares) Regulations, 2013 and the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021-**(Not Applicable to the Company during audit period)**
6. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client - **(Not Applicable to the Company during audit period)**
7. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 and the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021-**(Not Applicable to the Company during audit period)** and
8. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 -**(Not Applicable to the Company during audit period)**

Other rules, regulations or laws specifically applicable to the Company namely –

- Master Directions – Non-systematic Important Non-Banking Financial Company Non-Deposit Accepting or Holding Company (Reserve Bank Directions, 2015)

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

- 1) Secretarial Standards issued by The Institute of Company Secretaries of India; and
- 2) The Listing Agreements entered into by the Company with BSE Limited read with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015.

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, and Standards etc. except that following:-

- *The Company has not published mandatory information in Newspaper as per Regulation 47 of SEBI (LODR) Regulations, 2015.*
- *Disclosure related to Outcome of Board Meeting to consider Financial Results, as required under Schedule III of SEBI (LODR) Regulations, 2015, is not disclosed within 30 minutes of the closure of the meeting for the quarter ended on December 2022 and March 2023.*

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. During the year under review, following changes took place in the composition of the Board of Directors and Key Managerial Personnel of the Company:

- Mrs. Sanchita Dad has been appointed as a Company Secretary and Compliance Officer of the company with effect from 23<sup>rd</sup> August, 2022.
- Mrs. Naveena Chepur Chief Financial Officer of the Company resigned with effect from 29<sup>th</sup> August 2022.
- Mr. Mohammad Hassebur Rahman has been appointed as Chief Executive Officer of the company with effect from 01<sup>st</sup> October, 2022.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda during the year. 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.

We further report that;

- The company received Summon from Enforcement Directorate dated 15th March 2023 for making investigation under sub-section (2) and sub-section (3) of Section 50 of the Prevention of Money Laundering Act, 2002 to appear before Enforcement Directorate.

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

We further report that there are adequate system and processes in the company commensurate with size and operation of the Company to monitor and ensure Compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period there were no instances of

- a) Public / Rights / Debentures / Sweat Equity
- b) Redemption / Buy Back of Securities
- c) Merger / Amalgamation / Re-construction etc.
- d) Foreign Technical Collaboration / Equity Participation.

Place: Vadodara  
Date: 02/09/2023

**For S Bhattbhatt & Co**  
**Practicing Company Secretaries**

**Sd/-**  
**Suhas Bhattbhatt**  
**Proprietor**  
**A.C.S.:11975; C.P.:10427**  
**UDIN: A011975E000921345**

This Report is to be read with our letter of even date which is annexed as **Annexure -1** and forms an integral part of this report.

**'Annexure 1'**

To,  
The Members,  
Goyal Associates Limited

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 contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in Secretarial records. We believe that the process and practices, we followed provide a reasonable basis for 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 basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**Place: Vadodara**  
**Date: 02/09/2023**

**For S Bhattbhatt & Co**  
**Practicing Company Secretaries**

**Sd/-**  
**Suhas Bhattbhatt**  
**Proprietor**  
**A.C.S.:11975; C.P.:10427**  
**UDIN: A011975E000921345**



**CFO CERTIFICATION**

I, Radhika Bathula, Chief Financial Officer (CFO) of the Company do hereby certify the following:

- (a) We have reviewed the financial statements and the cash flow statement for the year ended 31<sup>st</sup> March, 2023 and that to the best of our knowledge and belief;
- ✓ These statements do not contain any materially untrue statement or omit any material fact nor contain statements that might be misleading, and
  - ✓ These statements present a true and fair view of the company's affairs and are in compliance with the existing accounting standards, applicable laws and regulations.
- (b) There are, to the best of our knowledge and belief, no transactions entered into by the company during the year, which are fraudulent, illegal or violate the company's code of conduct;
- (c) We accept responsibility for establishing and maintaining internal controls for financial reporting and that they have evaluated the effectiveness of the internal control systems of the company pertaining to the financial report and they have disclosed to the auditors and the Audit Committee deficiencies in the design or operation of internal controls, if any, of which they are aware and the steps they have taken or propose to take to rectify these deficiencies.
- (d) We have informed the auditors and the audit committee that :
- a. There has not been any significant changes in internal control over financial reporting during the year under reference;
  - b. There has not been any significant changes in accounting policies during the year requiring disclosed in the notes to the financial statements; and
  - c. There has not been any instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the company's internal control system over financial reporting.

**Sd/-**  
**Nagamleshwara Vuppala**  
**Director**  
**(DIN: 08858080)**

**Sd/-**  
**Radhika Bathula**  
**Chief Financial Officer**

**Place: Vadodara**  
**Date: 05/09/2023**

## INDEPENDENT AUDITOR'S REPORT

**To,  
The Members of  
Goyal Associates Limited.  
Report on the Audit of the Standalone Financial Statements.**

### **Opinion:**

We have audited the accompanying standalone financial statements of **GOYAL ASSOCIATES LIMITED** which comprise the standalone Balance Sheet as at **31<sup>st</sup> March, 2023**, and the standalone Statement of Profit and Loss (Including Other Comprehensive Income), standalone Cash Flow Statement and the standalone statement of Changes in Equity for the year ended, and notes to the standalone financial statements, including a summary of significant accounting policies and other explanatory information. (Here in after referred to as "Standalone Ind AS financial Statement").

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, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2023, the profit and other comprehensive income, changes in equity and its cash flows for the year ended on that date.

### **Basis for Opinion**

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those SAs are further described in the Auditor's Responsibilities for the Audit of the standalone Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the standalone financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the standalone financial statements.

### **Key Audit Matters**

Key audit matters are those matters that, in our professional 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.

There is no Key Audit Matters Reportable as per SA 701 issued by ICAI.

### **Other Information**

The Company's management and Board of Directors are responsible for the preparation of the other information. The other information comprises the information included in the Company's annual report, but does not include the financial statements and our auditor's report thereon.

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

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

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

#### **Management's and Board of Directors' Responsibility for the standalone Financial Statements:**

The Company's management and Board of Directors are responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the state of affairs, profit/loss, other comprehensive income, changes in equity and cash flows of the Company in accordance with the Indian Accounting Standards specified under section 133 of the Companies Act and the 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.

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

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

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

Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

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

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement

resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures in the standalone financial statements made by management and Board of Directors.
- Conclude on the appropriateness of management and Board of Directors use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our Auditor's report to the related disclosures in the 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.
- 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.

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

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

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

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

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of section 143(11) of the Act, we give in "**Annexure A**", a statement on the matter specified in the paragraph 3 and 4 of the Order.
2. As required under provisions of section 143(3) of the Companies Act, 2013, we report that:
  - a) We have obtained all the information and explanations which to the best of our knowledge and belief where 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 appears from our examination of those books;
- c) The standalone Balance Sheet and the standalone Statement of Profit and Loss( including Other Comprehensive Income), the standalone Statement of Cash Flows and the standalone Statement of Changes of Equity dealt with by this report are in agreement with the books of account;
- d) In our opinion, the aforesaid standalone financial statements comply with the Ind AS specified under section 133 of the Act.
- e) On the basis of written representations received from the directors as on March 31, 2023, taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2023, from being appointed as a director in terms of section 164(2) of the Act.
- f) With respect to the adequacy of the internal financial controls with reference to financial statements of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure B".
- 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 other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditor) Rules, 2014, in our opinion and to the best of our knowledge and belief and according to the information and explanations given to us:
- i. The Company does not have any pending litigation as at March 31, 2023 on its financial position in its financial statements, except as provided in Annexure "A".
- ii. The Company did not have any long-term and derivative contracts as at March 31, 2023.
- iii. There has been no delay in transferring amounts, required to be transferred, the Investor Education and Protection Fund by the Company during the year ended March 31, 2023.

**FOR D.P.Sarda & Co.,  
Chartered Accountants**

**Sd/-  
Mukund D Sarda  
Partner  
M. No. 149588  
FRN: 117227W**

**UDIN: 23149588BGWHQS5269**

**Place: Nagpur  
Date: 03.06.2023.**

**ANNEXURE “A” TO THE INDEPENDENT AUDITORS’ REPORT ON THE STANDALONE FINANCIAL STATEMENT OF GOYAL ASSOCIATES LIMITED FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2023.**

On the basis of such checks as we considered appropriate and according to the information and Explanations given to us during the course of our audit, we report that:

**i. In respect of Its Property, Plant & Equipment:**

- a) The company has maintained proper records showing full particulars, including quantitative details and situation of its fixed assets.
  - b) These fixed assets were physically verified by the management during the year, which in our opinion is reasonable having regards to the size of the Company and the nature of assets. We have been informed that no material discrepancies were noticed on such physical verification.
  - c) According to the information and explanation given to us and in the basis of our examination of the records of the company the title deeds of immovable properties are in the name of the company.
- ii. The Company does not hold any inventory at the end of the year. Accordingly paragraph 3(ii) of the Order is not applicable to the Company.
  - iii. According to the information and explanation given to us and based on the audit procedures conducted by us, the company has not granted any loans, secured or unsecured to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under section 189 of the Companies Act, 2013. Accordingly paragraph 3(iii) of the order is not applicable to the company.
  - iv. In our opinion and according to the information and explanation given to us, the Company has complied with the provision of section 185 and 186 of the Companies Act, 201 with respect to loans and investments made.
  - v. According to the information and explanation given to us, the company has not accepted any deposits from the public to which the directives issued by the Reserve Bank of India and the provision of sections 73 to 76 or any relevant provisions of the Act and the rules framed there under apply. Accordingly, paragraph 3(v) of the order is not applicable to the Company.
  - vi. According to the information and explanation given to us, the Central government has not prescribed the maintenance of cost records under section 148(1) of the Companies Act, for any activities conducted/services rendered by the Company. Accordingly paragraph 3(vi) of the order is not applicable to the Company.
  - vii. According to the information and explanation given to us and on the basis of our examination of the records of the Company:
    - a) The company is not regular in depositing with appropriate authorities undisputed statutory dues including Provident Fund, Employees’ State Insurance, Income Tax, Duty of Customs, GST, Cess and any other statutory dues applicable to it. According to the information and explanations given to us, no undisputed amounts payable in respect of income tax, sales tax, customs duty, excise duty and cess were in arrears, as at 31.03.23 for a period of more than six months from the date they became payable.
    - b) According to the information and explanations given to us, there are no dues of sales tax, income tax, custom duty, wealth tax, GST, excise duty and cess which have not been deposited on account of any dispute except following:-

Name of the status	Nature of Dues	Amount (Rs.)	Period to which the amount relates	Forum where dispute is pending
Income Tax Act, 1961	Income tax	4.05 Lacs	F.Y. 2016-17	Assessing Officer

- viii. Based on our examination of the records and according to the information and explanations given to us, we are of the opinion that the Company has not defaulted in repayment of loans or borrowing to financial institutions, banks or Government. The company has not issued any debentures as at the balance sheet date.
- ix. According to the information and explanation given to us and on the basis of our examination of the records of the Company, there were no moneys raised by way of initial public offer or further public offer (including debt instruments). The Moneys raised by way of term loan were applied for the purpose for which those are raised.
- x. During the course of our examination of the books and records of the company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of fraud by the company or any fraud on the Company by its officers or employees noticed or reported during the year, nor have we been informed of such cases by the Management.
- xi. According to the information and explanation given to us and based on our examination of the records of the Company, it has paid\provided for managerial remuneration in accordance with the requisite approvals mandated by the provision of Section 197 read with schedule V of the Companies Act,2013.
- xii. In our opinion and according to the information and explanations given to us, the Company is not a nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable.
- xiii. According to the information and explanations given to us and based on our examination of the records of the company, transactions with the related parties are in compliance with sections 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the financial statements etc., as required by the applicable Indian accounting standards;
- xiv. According to the information and explanations given to us and based on our examination of the records of the company, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review and accordingly paragraph 3(xiv) of the order is not applicable to the Company.
- xv. According to the information and explanations given to us and based on our examination of the records of the company, the company has not entered into any non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable to the Company.
- xvi. According to the information and explanation given to us, the company has registered as required, under section 45-IA of the Reserve Bank of India Act, 1934.

**Place: Nagpur**  
**Date: 03.06.2023**

**FOR D.P. Sarda & Co.**  
**Chartered Accountants**

**Sd/-**  
**Mukund D Sarda**  
**Partner**

**M. No. 149588**  
**FRN: 117227W**  
**UDIN: 23149588BGWHQS5269**

**ANNEXURE “B” TO THE INDEPENDENT AUDITORS’ REPORT ON THE STANDALONE FINANCIAL STATEMENT OF GOYAL ASSOCIATES LIMITED FOR THE YEAR ENDED 31ST MARCH 2023.**

**Report on the Internal Financial Controls with reference to the aforesaid standalone financial statement under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ('the Act')**

**Referred to in paragraph 2(A)(f) under ‘Report on other Legal and Regulatory requirement’ section of our report of even date.**

**Opinion**

We have audited the internal financial controls with reference to financial statements of **GOYAL ASSOCIATES LIMITED** ('the Company') as of 31<sup>st</sup> March, 2023 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

In our opinion, the Company has, in all material respects, an adequate internal financial controls with reference to the financial statements and such internal financial controls were operating effectively as at 31<sup>st</sup> March 2023 based on the internal financial control with reference to the financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of internal Financial Controls over Financial Reporting issued by the ICAI.

**Management’s Responsibility for Internal Financial Controls**

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

**Auditors’ Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls with reference to the financial statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, issued by the ICAI and prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls with reference to the financial statements. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to the financial statements were established and maintained and whether such controls operated effectively in all material respects.

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



judgment, including the assessment of the risks of material misstatement of the standalone financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls with reference to financial statement.

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

A company's internal financial control with reference to the financial statement is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control with reference to the financial statements includes those policies and procedures that:

- (1) Pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- (2) Provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and
- (3) Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the standalone financial statements.

#### **Inherent Limitations of Internal Financial Controls with reference to financial statement:**

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

**Place: Nagpur**  
**Date: 03.06.2023**

**FOR D.P. Sarda & Co.**  
**Chartered Accountants**

**Sd/-**  
**Mukund D Sarda**  
**Partner**

**M. No. 149588**  
**FRN: 117227W**  
**UDIN: 23149588BGWHQS5269**

**Balance Sheet as on 31st March, 2023**

S. No	Particulars	Notes No.	As at 31/03/2023	As at 31/03/2022
	<b>ASSETS</b>			
<b>1</b>	<b>Financial Assets</b>			
(a)	Cash and cash equivalents	3	10.55	39.83
(b)	Trade Receivables	4	127.89	1.26
(c)	Loans	5	286.24	445.27
(d)	Other Financial assets (to be specified)	6	19.33	21.90
<b>2</b>	<b>Non-financial Assets</b>			
(a)	Inventories	7	0.00	0.00
(b)	Deferred tax Assets (Net)	8	0.21	0.00
(c)	Property, Plant and Equipment	9	30.01	30.85
(d)	Intangible Assets	9	25.82	0.00
	<b>Total Assets</b>		<b>500.06</b>	<b>539.11</b>
	<b>LIABILITIES AND EQUITY</b>			
	<b>LIABILITIES</b>			
<b>1</b>	<b>Financial Liabilities</b>			
(a)	Payables			
	(I)Trade Payables	10		
	(i) total outstanding dues of micro		0.00	0.00
	(ii) total outstanding dues of creditors		11.74	2.76
(b)	Borrowings (Other than Debt Securities)	11	124.23	198.86
(c)	Deposits		0.00	0.00
(d)	Other financial liabilities(to be specified)	12	71.63	125.09
<b>2</b>	<b>Non-Financial Liabilities</b>			
(a)	Current tax liabilities (Net)	13	11.11	0.96
(b)	Provisions	14	2.61	1.90
(b)	Other non-financial liabilities(to be	15	17.66	6.48
<b>3</b>	<b>EQUITY</b>			
(a)	Equity Share capital	16	469.38	469.38
(b)	Other Equity	17	-208.29	-266.31
	<b>Total Liabilities and Equity</b>		<b>500.06</b>	<b>539.11</b>
	The accompanying notes form an integral part of the financial statements	1 to 45		

As per our report of even date

**For D P Sarda & Co**  
**Chartered Accountants**

Sd/-

**CA Mukund D Sarda**  
**Partner**  
**MRN 149588**  
**FRN 117227w**  
**UDIN : 23149588BGWHQ5269**  
**Mumbai, Dated 3rd June, 2023**

**For and on behalf of Board of Directors**

Sd/-

**Vuppala Nagamalleswarao**  
**Director**

Sd/-

**Vikram Singh Thakur**  
**Director**

Sd/-

**Sanchita Dad**  
**Company Secretary**

**Statement of Profit and Loss for the year ended 31<sup>st</sup> March, 2023**

Particulars		Notes	For the year ended 31 March 2023	For the year ended 31 March 2022
	<b>Income</b>			
<b>I.</b>	<b>Revenue from operations</b>	18		
	i) Sale of Shares			
	ii) Interest on Loans		110.98	22.07
	iii) Processing Fees and Other Charges		229.69	129.48
	iv) Gain/(Loss) on F & O		0.00	0.00
	v) Dividend		0.00	0.00
	vi) Others		0.00	0.00
<b>II.</b>	<b>Other Income</b>		0.00	0.00
<b>III.</b>	<b>Total Revenue (I + II)</b>		340.67	151.56
<b>IV.</b>	<b>Expenses:</b>			
	Finance costs	19	10.22	11.33
	Cost of materials consumed		0.00	0.00
	Purchases of Stock-in-Trade	20	0.00	0.00
	Changes in inventories of finished goods work-in-progress and Stock-in-Trade	21	0.00	0.00
	Employee benefits expenses	22	111.02	75.72
	Depreciation and amortization expense	23	16.44	12.42
	Other expenses	24	132.80	96.84
<b>V.</b>	<b>Total Expenses</b>		270.48	196.32
<b>VI.</b>	<b>Profit/(Loss) before Exceptional items &amp; Tax (III-V)</b>		70.19	-44.76
<b>VII</b>	<b>Exceptional Items</b>		0.00	0.00
<b>VIII</b>	<b>Profit/(Loss) Before tax</b>		70.19	-44.76
<b>IX</b>	<b>Tax expense:</b>		0.00	0.00
	(1) Current tax		11.11	0.00
	(2) Deferred tax Liability/(Assets)		-0.21	0.00
	(2) Prior Years Tax		1.28	0.00
<b>X</b>	<b>Profit/ (Loss) for the year</b>		58.02	-44.76
	<b>Other Comprehensive Income</b>		0.00	0.00
	A.(i) Items that will not reclassified to profit or loss		0.00	0.00
	(ii) Income tax relating to items that will not be reclassified to profit or loss		0.00	0.00
	B.(i) Items that will be reclassified to profit or loss		0.00	0.00
	(ii) income tax relating to items that will be reclassified to profit or loss		0.00	0.00
	<b>Total of Comprehensive income</b>		0.00	0.00
<b>XI</b>	<b>Profit/(Loss) After Other Comprehensive Income</b>		58.02	-44.76
<b>XII</b>	<b>Earnings per equity share:( Continuing operation)</b>			

	(1) Basic(in Rs.)		0.12	0
	(2) Diluted(in Rs.)		0.12	0
The accompanying notes form an integral part of the financial statements 1 to 45.				

As per our report of even date

**For D P Sarda & Co**  
**Chartered Accountants**

Sd/-

**CA Mukund D Sarda**  
**Partner**  
**MRN 149588**  
**FRN 117227w**  
**UDIN : 23149588BGWHQS5269**  
**Mumbai, Dated 3rd June, 2023**

**For and on behalf of Board of Directors**

Sd/-

**Vuppala Nagamalleswarao**  
**Director**

Sd/-

**Vikram Singh Thakur**  
**Director**

Sd/-

**Sanchita Dad**  
**Company Secretary**

**Cashflow Statement for Year Ended 31st March, 2023**

S .No.	Particulars	31st March, 2023	31st March, 2022
		Amount (In Lacs.)	Amount (In lacs.)
<b>A.</b>	<b>Cash flow from Operating Activities</b>		
	<b>Net Profit Before tax as per Statement of Profit &amp; Loss</b>	<b>70.19</b>	<b>-44.76</b>
	Adjustments for :		
	Depreciation	16.44	12.42
	Finance Cost	10.22	11.33
	<b>Operating Profit before working capital changes</b>	<b>96.84</b>	<b>-21.00</b>
	<b>Changes in Working Capital</b>		
	Trade receivable	-126.63	8.85
	Loans	159.03	1.08
	Trade Payables	8.98	1.40
	Other Financial Assets	2.57	88.36
	Current Tax Liabilities	10.14	0.00
	Provisions	0.72	0.78
	Other Financial Liabilities	-53.46	37.17
	Less : Income Tax Provision	11.11	0.00
	Less: Tax Adjustment of earlier years	1.28	0.00
	<b>Net Cash Flow from Operating Activities (A)</b>	<b>85.81</b>	<b>116.64</b>
<b>B.</b>	<b>Cash flow from investing Activities</b>		
	Purchase of Fixed Assets	-41.42	-6.95
	Interest Income		
		-41.42	-6.95
	<b>Net Cash Flow from Investing Activities (B)</b>	<b>-41.42</b>	<b>-6.95</b>
<b>C.</b>	<b>Cash Flow From Financing Activities</b>		
	Proceeds From long Term Borrowing (Net)	-74.63	-122.26
	Other Non-Financial Liabilities	11.18	-1.75
	Interest Paid	-10.22	-11.33
	Dividend paid ( Including DDT)	-	-
		-73.67	-135.34
	<b>Net Cash Flow from Financing Activities (C)</b>	<b>-73.67</b>	<b>-135.34</b>
<b>D.</b>	<b>Net (Decrease)/ Increase in Cash &amp; Cash Equivalents (A+B+C)</b>	<b>-29.28</b>	<b>-25.65</b>
	Opening Cash & Cash Equivalents	39.83	65.48
<b>F.</b>	<b>Cash and cash equivalents at the end of the period</b>	<b>10.55</b>	<b>39.83</b>
<b>G.</b>	<b>Cash And Cash Equivalents Comprise :</b>		
	Cash	3.73	4.30
	<b>Bank Balance :</b>		
	Current Account	6.82	35.53
	<b>Total</b>	<b>10.55</b>	<b>39.83</b>

**For D P Sarda & Co  
Chartered Accountants**

**Sd/-**

**CA Mukund D Sarda  
Partner  
MRN 149588  
FRN 117227w  
UDIN : 23149588BGWHQS5269  
Mumbai, Dated 3rd June, 2023**

**For and on behalf of Board of Directors**

**Sd/-**

**Vuppala Nagamalleswarao  
Director**

**Sd/-**

**Vikram Singh Thakur  
Director**

**Sd/-**

**Sanchita Dad  
Company Secretary**

**Notes to Balance Sheet as at 31<sup>st</sup> March, 2023**

**NOTE: 3 CASH AND CASH EQUIVALENTS**

Particulars	As at 31st March, 2023	As at 31st March, 2022
Cash on Hand	3.73	4.30
(As taken and certified by the Management)		
Balance with Banks		
- In Current Account	6.82	35.53
- Cheques, drafts on hand		
<b>Total</b>	<b>10.55</b>	<b>39.83</b>

**NOTE: 4 RECEIVABLES**

Particulars	As at 31st March, 2023	As at 31st March, 2022
<b>TRADE RECEIVABLES:</b>		
(a) Receivables Considered good-Secured		
(b) Receivables Considered good-Unsecured	127.89	1.26
Less: Allowance for Impairment loss		
	127.89	1.26
<b>Futher Classified</b>		
(A) Allowance for Impairment loss		
(B) Debts Due by Directors or other officers or Group company/Associates Company/Subsidiary Company		
<b>Total</b>	<b>127.89</b>	<b>1.26</b>

**NOTE : 5 LOANS**

Particulars	As at 31st March, 2023	As at 31st March, 2022
<b>At Amortised Cost</b>		
<b>Loans in India-Unsecured, considered good</b>		
(a) Security Deposits	6.00	6.00
( c ) Loan by Promoter/ Directors/Associates Company/Subsidiary Company/Group Company	-	-
( d ) Loans to Bodies Corporate & Individuals	105.72	266.00
(e) Retails loans	250.43	196.82
<b>Total</b>	<b>362.15</b>	<b>468.83</b>
Less: Impairment Loss Allowance	75.91	23.55
<b>Total</b>	<b>286.24</b>	<b>445.27</b>

Loans to Bodies Corporate & Individuals included Rs. as deposit received from DSA agent for performance.

Loans to Bodies Corporate & Individuals are considered to have low risk based on credit evaluation undertaken by the Company. There is no history of any defaults on these loans. The company regularly monitors to ensure that these entities have enough liquidity which safeguards the interests of the investors and lenders. Accordingly there is no Expected credit loss allowance on the aforesaid loans.

**NOTE 6: OTHER FINANCIAL ASSETS**

<b>Particulars</b>	<b>As at 31st March, 2023</b>	<b>As at 31st March, 2022</b>
<b>Unsecured, considered good</b>		
(a) Deposits with Bank	0.00	1.06
( b) Loan by Promoter/ Directors/Associates Company/Subsidiary Company/Group Company	0.00	0.00
( c) Balance with Government Authorities	12.68	7.68
( d) Advances given in relation to Financing activities	2.10	12.29
(e) Advances-Others	4.55	0.87
<b>Total</b>	<b>19.33</b>	<b>21.90</b>

**Note : 7 INVENTORIES**

<b>Particulars</b>	<b>As at 31st March, 2023</b>	<b>As at 31st March, 2022</b>
Stock-in-Shares	0.00	0.00
	0.00	0.00
<b>Total</b>	<b>0.00</b>	<b>0.00</b>

**Note : 8 DEFERRED TAX ASSETS(NET)**

<b>Particulars</b>	<b>As at 31st March, 2023</b>	<b>As at 31st March, 2022</b>
<b>Deferred Tax Assets-net</b>		
Difference between book and Tax Depreciation	0.21	0.00
<b>Deferred Tax Liability-net</b>	0.00	0.00
<b>Total</b>	<b>0.21</b>	<b>0.00</b>



**NOTE: 9 PROPERTY, PLANT AND EQUIPMENTS**

PARTICULARS	Cost				Depreciation				Net Block	
	As on 01.04.2022	Addition during the Year	Deletion during the Year	Total	As on 01.04.2022	For the Year	Total	As on 31.03.2023	As on 31.03.2022	
<b>Property, Plant and Equipment</b>										
Motor Car	40.76	-	-	40.76	16.35	7.62	-	23.97	16.79	24.41
Computer and Laptop	6.48	10.81	-	17.30	1.31	5.39	-	6.70	10.60	5.17
Printer	0.18	-	-	0.18	0.04	0.03	-	0.07	0.11	0.14
Mobile & Accessories	1.20	0.98	-	2.18	0.20	0.35	-	0.55	1.63	1.00
Cash Counting Machine	0.14	-	-	0.14	0.01	0.03	-	0.04	0.10	0.13
Fridge	-	0.13	-	0.13	-	0.03	-	0.03	0.11	-
LED	-	0.49	-	0.49	-	0.09	-	0.09	0.39	-
LG Speaker	-	0.26	-	0.26	-	0.03	-	0.03	0.24	-
Microwave	-	0.05	-	0.05	-	0.00	-	0.00	0.05	-
<b>Total (A)</b>	<b>48.76</b>	<b>12.73</b>	-	<b>60.55</b>	<b>17.91</b>	<b>13.57</b>	-	<b>31.48</b>	<b>30.01</b>	<b>30.85</b>
Previous Year	-	-	-	-	-	-	-	-	-	-
<b>Intangible Asset</b>										
Software	-	28.69	-	28.69	-	2.87	-	2.87	25.82	-
<b>Total (B)</b>	-	<b>28.69</b>	-	<b>28.69</b>	-	<b>2.87</b>	-	<b>2.87</b>	<b>25.82</b>	-
Previous Year	-	-	-	-	-	-	-	-	-	-
<b>Total (A+B)</b>	<b>48.76</b>	<b>41.42</b>	-	<b>89.24</b>	<b>17.91</b>	<b>16.44</b>	-	<b>34.35</b>	<b>55.83</b>	<b>30.85</b>

**NOTE 10: PAYABLES**

Particulars	As at 31st March, 2023	As at 31st March, 2022
<b>TRADE PAYABLES</b>		
i) total outstanding dues of micro enterprises and small enterprises	0.00	0.00
ii) total outstanding dues of creditors other than micro enterprises and small enterprises	11.74	2.76
	0.00	0.00
<b>Total</b>	<b>11.74</b>	<b>2.76</b>

Trade payables are non-interest bearing and are normally settled as per contractual terms.  
For related party transactions refer note no.35.

**NOTE : 11 BORROWINGS (OTHER THAN DEBT SECURITIES)**

Particulars	As at 31st March, 2023	As at 31st March, 2022
<b>At Amortised Cost</b>		
<b>Secured: (In India)</b>		
Loan From Bank -Vehicle Loan	19.08	25.28
<b>Unsecured: (In India)</b>	0.00	0.00
Inter Corporate Deposits & others	105.14	173.58
	0.00	0.00
<b>Total</b>	<b>124.23</b>	<b>198.86</b>

The borrowings have not been guaranteed by directors or others.

The loan from bank is secured by hypothecation of specific asset & Personal guarantee.

The vehicle loan is repayable in 60 monthly installments of Rs.66294/-per month at 7.85% rate of interest.

There has been no default in repayment of loan from bank at any point of time and as on the date of reporting  
For related party transactions refer note no.35.

**NOTE: 12 OTHER FINANCIAL LIABILITIES**

Particulars	As at 31st March, 2023	As at 31st March, 2022
Audit Fees Payable	1.46	1.36
Others-		
- Payable to Employees towards salary	0.14	1.08
- Payable on account of processing charges collected on Loans	67.98	122.52
-Payable others	2.05	0.12
Unexpired Option Premium	0.00	0.00
<b>Total</b>	<b>71.63</b>	<b>125.09</b>

**NOTE : 13 CURRENT TAX LIABILITIES**

Particulars	As at 31st March, 2023	As at 31st March, 2022
Provision of Tax	11.11	0.96
	0.00	0.00
<b>Total</b>	<b>0.00</b>	<b>0.00</b>

**NOTE : 14 PROVISIONS**

Particulars	As at 31st March, 2023	As at 31st March, 2022
Provision against Standard Assets	2.61	1.90
	0.00	0.00
	0.00	0.00
<b>Total</b>	<b>2.61</b>	<b>1.90</b>

**NOTE : 15 OTHER NON FINANCIAL LIABILITIES**

Particulars	As at 31st March, 2023	As at 31st March, 2022
Statutory Dues Payables	17.66	6.48
<b>Total</b>	<b>17.66</b>	<b>6.48</b>

**NOTE: 16 EQUITY SHARE CAPITAL**

Particulars	As at 31st March 2023		As at 31st March 2022	
	Numbers of Shares	Amount (In Lacs.)	Numbers of Shares	Amount (In Lacs)
<b>Authorised Share Capital</b>				
Equity Shares of Re 1/- each	6,40,00,000.00	640.00	6,40,00,000.00	640.00
<b>Issued</b>				
Equity Shares of Re 1/- each	4,69,37,500.00	469.37	4,69,37,500.00	469.37
<b>Subscribed &amp; Paid up</b>				
Equity Shares of Re 1/- each fully paid	4,69,37,500.00	469.37	4,69,37,500.00	469.37
<b>Total</b>	<b>4,69,37,500.00</b>	<b>469.37</b>	<b>4,69,37,500.00</b>	<b>469.37</b>

**NOTE: 16.1 RECONCILIATION OF NUMBER OF SHARES AND AMOUNT**

Particulars	As at 31st March 2023		As at 31st March 2022	
	Numbers of Shares	Amount (In Lacs)	Numbers of Shares	Amount (In Lacs)
Shares outstanding at the beginning of the year	4,69,37,500.00	469.37	4,69,37,500.00	469.37
Shares Issued during the year	-	-	-	-
Shares bought back during the year	-	-	-	-
<b>Shares outstanding at the end of the year</b>	<b>4,69,37,500.00</b>	<b>469.37</b>	<b>4,69,37,500.00</b>	<b>469.37</b>

**NOTE: 16.2 DETAILS OF SHARES HELD BY SHAREHOLDERS HOLDING MORE THAN 5% OF THE AGGREGATE SHARES IN THE COMPANY.**

Particulars	As at 31st March 2023		As at 31st March 2022	
	Numbers of Shares	Percentage (%)	Numbers of Shares	Percentage (%)
ADHP Investment & Trading Pvt Ltd	5666486	12.03	-	-
Nesting Investment & Trade Pvt Ltd	3896361	8.30	-	-
Krishnakant Bhimsen Goyal	2500155	5.33	-	-
Vijaxa Investment Pvt Ltd	2406145	5.13	-	-
Chakradhar Reddy Bheemidi	-	-	2346450	5.00
Beemidi Madhusudhan Reddy	2346436	5.00	2346450	5.00
Srinivas Reddy Kolan	-	-	2346450	5.00
Paidi prathipa	2346300	5.00	2346450	5.00
Pandu Ranga Reddy Panumati	-	-	23,46,324	5.00
Panumati Narender Reddy	-	-	23,45,640	5.00

**a) Term/Rights attached to Equity Shares:**

- i) The company has only one class of equity shares having a par value of Re 1/- per share. Each holder of equity shares is entitled to one vote per share.
- ii) In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.
- iii) Aggregate number of bonus shares issued, shares issued for consideration other than cash and shares bought back during the period of five years immediately preceding the reporting date: NIL

**NOTE: 17 OTHER EQUITY:**

Particulars	As at 31st March, 2023	As at 31st March, 2022
<b>Retained Earnings</b>		
As per last Balance Sheet	-272.06	-223.18
Add: Profit for the year	58.02	-44.76
Less: Transfer to Special Reserve Fund	11.56	4.11
(As per RBI guidelines for NBFCs)		
	-225.60	-272.06
<b>Special Reserve Fund- U\§ 45-IC of RBI act.</b>		
As per last Balance Sheet	5.75	1.63
Add: Addition during the year	11.56	4.11
	17.31	5.75
<b>Total</b>	<b>-208.29</b>	<b>-266.31</b>

**NOTE: 18 REVENUE FROM OPERATION**

Particulars	For the Year Ended 31st March, 2023	For the Year Ended 31st March, 2022
<b>On Financial assets measured at Amortised</b>		
<b>Sales of Services</b>		
Sales of Shares	0.00	0.00
Interest on loan	110.98	22.07

Dividend	0.00	0.00
Profit/(Loss) on F&o	0.00	0.00
Intraday Profit/Loss	0.00	0.00
Processing Fees and Others Services	229.69	129.48
CMS Activation Charges	0.00	0.00
<b>Total</b>	<b>340.67</b>	<b>151.55</b>

**NOTE :19 FINANCE COST**

Particulars	For the Year Ended 31st March, 2023	For the Year Ended 31st March, 2022
<b>On Financial Liabilities measured at</b>		
(a) Interest expense :-		
(i) Borrowings	1.88	2.23
(ii) On DSA Deposits	8.33	9.10
<b>Total</b>	<b>10.22</b>	<b>11.33</b>

**NOTE : 20 PURCHASE OF STOCK-IN-TRADE**

Particulars	For the Year Ended 31st March, 2023	For the Year Ended 31st March, 2022
Purchase of Share	0	0
<b>Total</b>	<b>0</b>	<b>0</b>

**NOTE : 21 CHANGES IN INVENTORIES OF FINISHED GOODS , STOCK IN PROCESS AND WIP**

Particulars	For the Year Ended 31st March, 2023	For the Year Ended 31st March, 2022
<b>Inventories at the end of the year</b>		
Stock-in-Share	0	0
<b>Inventories at the beginning of the year</b>		
Stock-in-trade	0	0
<b>Net(Increase)/decrease</b>	<b>0</b>	<b>0</b>

**NOTE : 22 EMPLOYEE BENEFITS EXPENSES**

Particulars	For the Year Ended 31st March, 2023	For the Year Ended 31st March, 2022
(a) Salaries and Wages	100.34	75.10
(b) Remuneration to Directors	5.07	0.00
(b) Contributions to Provident Fund & Other Fund		
Provident fund	4.70	0.40
ESIC	0.49	0.00
Employee Deposit Linked Insurance	0.00	0.00
(c) Staff welfare expenses	0.41	0.22
<b>Total</b>	<b>111.02</b>	<b>75.72</b>

**NOTE: 23 DEPRECIATION AND AMORTISATION**

Particulars	For the Year Ended 31st March, 2023	For the Year Ended 31st March, 2022
Depreciation of Property , Plant and	13.57	12.42
Amortisation of Intangible Assets	2.87	0.00
<b>Total</b>	<b>16.44</b>	<b>12.42</b>

**NOTE: 24 OTHER EXPENSES**

Particulars	For the Year Ended 31st March, 2023	For the Year Ended 31st March, 2022
Advertisement Exp	2.09	0.00
Credit beauro Expenses	3.49	0.00
Depository Exp.	0.53	0.00
Listing Fees	3.00	4.13
Rent	20.36	3.10
Payment To auditor	1.25	1.00
Legal & Professional Fees	6.39	14.80
Printing & Stationery	0.35	0.02
Non Compliance Penalty	0.78	0.06
Annual Fees	0.16	0.31
Business Development Expenses	0.92	0.91
Motor Car Expenses	2.09	3.22
Electricity Expenses	1.58	0.15
Internet Charges	0.74	0.02
Membership & subscription Fees	2.34	0.00
Office Maintenance Expenses	4.82	2.34
Provision for Sub Standard Assets	-14.02	14.02
Provision for Doubtfull Debts	66.38	9.53
Provision for Standard Assets	0.72	0.78
RTA Fees	1.62	0.72
Bank Cahrges	0.20	0.04
Plateform Charges	0.00	35.15
SMS and telecalling charges	7.68	0.00
Cloud Service Charges	2.85	0.00
Server and website maintenance exp	8.34	0.00
Software exp	1.74	0.00
System Hire Charges	1.90	2.89
Travelling Expenses	0.44	2.51
Telephone expenses	0.73	0.00
payment Gateway Charges	0.76	0.00
Mis Expenses.	2.58	1.14
<b>Total</b>	<b>132.80</b>	<b>96.84</b>

**NOTE :24.1 PAYMENT TO AUDITORS**

Particulars	For the Year Ended 31st March, 2023	For the Year Ended 31st March, 2022
<b>As Auditor</b>		

Statutory Audit	1.00	1.00
Others	0.25	0.00
<b>Total</b>	<b>1.25</b>	<b>1.00</b>

## Notes forming part of the Financial Statement for the year ended 31st March, 2023:

### 1. CORPORATE INFORMATION:

**Goyal Associates Limited** (the "Company") is a public limited company incorporated under the provisions of the Companies Act, 1956 and having CIN: L74999GJ1994PLC023281. The Company is engaged in the business of fund-based activities like providing Micro Enterprise loans, SME Loans, Vehicle Loans, Agro based Loans and loans to Micro Financial Institutions (MFI) and NBFCs & share trading and other financial relating activities of NBFCs etc. The shares of the Company are listed on Bombay Stock Exchange. The Company holds a certificate of registration from the Reserve Bank of India ("RBI") to carry on the business of Non-Banking Financial Institution ("NBFI") under the category of Non-Deposit taking Company. The registered office of the Company is situated at 401, Phoenix Complex, Waghodia Road, Vadodara, Gujarat-390019.

### 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

#### 2.1 Accounting Convention:

The financial statements have been prepared and presented in accordance with Ind AS under the historical cost convention on the accrual basis except for certain financial instruments which are measured at fair value at the end of each reporting period, as explained in the accounting policies mentioned below. Historical cost is generally based on the fair value of the consideration given in exchange of goods or services. The Company complies with the Accounting Standards issued by the Institute of Chartered Accountants of India and the relevant provisions of the Companies Act, 2013, to the extent applicable and directions prescribed by the Reserve Bank of India. The financial statements are presented in Indian rupees.

#### 2.2. Statement of compliance:

The financial statements have been prepared as a going concern in accordance with Indian Accounting Standards (Ind AS) notified under the Section 133 of the Companies Act, 2013 ("the Act") read with the Companies (Indian Accounting Standards) Rules, 2015 and other relevant provisions of the Act.

#### 2.3. Use of Estimates and Judgments

The preparation of the Ind AS financial statements in conformity with the generally accepted accounting principles in India requires management to make estimates and assumptions that affect the reported amount of assets and liabilities as of the Balance Sheet date, reported amount of revenue and expenses for the year and disclosure of contingent liabilities and contingent assets as of the date of Balance Sheet. The estimates and assumptions used in these Ind AS financial statements are based on management's evaluation of the relevant facts and circumstances as of the date of the Ind AS financial statements. The actual amounts may differ from the estimates used in the preparation of the Ind AS financial statements and the difference between actual results and the estimates are recognized in the period in which the results are known/materialize.

#### 2.4. Revenue recognition

Ind AS 115 applies, with limited exceptions, to all revenue arising from contracts with its customers. Ind AS 115 establishes a five-step model to account for revenue arising from contracts with customers and requires that revenue be recognized at an amount that reflects the consideration to which an entity expects to be entitled in exchange for transferring goods or services to a customer. Ind AS 115 requires entities to exercise judgment, taking into consideration all of the relevant facts and circumstances when applying each step of the model to contracts with their customers. It also specifies the accounting for the incremental costs of obtaining a contract and the costs already related to fulfilling a contract. The Company has adopted the modified retrospective method of applying Ind AS 115 Revenue from Contract with customers in its initial year of application. Revenue is measured at the fair value of the consideration received or receivable.

**Sale of goods:** Revenue from sale of products is recognized at the point in time when control of the asset is transferred to the customer, generally when the product is shipped to the customer.



**Other Revenues:** Other operating revenues comprise of income from ancillary activities incidental to the operations of the Company and is recognized when the right to receive the income is established as per the terms of the contract. Service income is recognized as and when services are rendered as per the terms of the contract.

## **2.5. Other income:**

**Interest:** Interest income is calculated on effective interest rate, but recognized on a time proportion basis taking into account the amount outstanding and the rate applicable.

**Dividend:** Dividend income is recognized when the right to receive dividend is established.

**Insurance Claim:** Insurance Claims are recognized when the claims are assessed to be receivable.

**Rental Income:** Rental income from operating leases is accrued based on the terms of the relevant lease.

## **2.6. Finance Cost**

Borrowing costs include exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost. Borrowing costs that are directly attributable to the acquisition or construction of qualifying assets are capitalised as part of the cost of such assets. A qualifying asset is one that necessarily takes substantial period of time to get ready for its intended use.

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 charged to the Statement of Profit and Loss for the period for which they are incurred.

## **2.7. Trade receivables:**

Trade receivables are measured at amortized cost less provision for impairment, if any.

## **2.8. Cash and cash equivalents:**

Cash and Cash equivalents include cash on hand, cheques and drafts in hand, balances with bank. These do not include bank balances earmarked / restricted for specific purposes.

## **2.9. Financial Instruments:**

### **a. Classification**

The Company classifies its financial assets and financial liabilities in the following measurement categories:

- i) Those to be measured subsequently at fair value (either through other comprehensive income, or through profit or loss), and
- ii) Those measured at amortised cost.

The classification depends on the Company's business model for managing the financial assets and the contractual terms of the cash flows.

For assets measured at fair value, gains and losses will either be recorded in profit or loss or other comprehensive income. For investments in debt instruments, this will depend on the business model in which the investment is held. For investments in equity instruments, this will depend on whether the Company has made an irrevocable election at the time of initial recognition to account for the equity investment at fair value through other comprehensive income. The Company reclassifies debt investments when and only when its business model for managing those assets changes.

## **b. Measurement**

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

### **c. Amortised cost:**

Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. A gain or loss on a debt investment that is subsequently measured at amortised cost and is not part of a hedging relationship is recognised in profit or loss when the asset is derecognised or impaired. Interest income from these financial assets is included in other gain or loss using the effective interest rate method.

### **d. Fair value through other comprehensive income (FVOCI):**

Assets that are held for collection of contractual cash flows and for selling the financial assets, where the assets' cash flows represent solely payments of principal and interest, are measured at fair value through other comprehensive income FVOCI. Movements in the carrying amount are taken through OCI, except for the recognition of impairment gains or losses and interest revenue are recognised in profit and loss. When the financial asset is derecognised, the cumulative gain or loss previously recognised in OCI is reclassified from equity to profit or loss and recognised under other income. Interest income from these financial assets is included in other gain or loss using the effective interest rate method.

### **e. Fair value through profit or loss (FVtL):**

Assets that do not meet the criteria for amortised cost or FVOCI are measured at fair value through profit or loss. A gain or loss on a debt investment that is subsequently measured at fair value through profit or loss is recognised in profit or loss and presented in the statement of profit and loss under other gain or loss in the period in which it arises. Interest or dividend income, if any from these financial assets is separately included in other gain or loss.

## **f. Derecognition**

The Company derecognizes a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the rights to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial asset are transferred or in which the Company neither transfers nor retains substantially all of the risks and rewards of ownership and does not retain control of the financial asset.

If the Company enters into transactions whereby it transfers assets recognised on its balance sheet, but retains either all or substantially all of the risks and rewards of the transferred assets, the transferred assets are not derecognized.

A financial liability is derecognised when the obligation specified in the contract is discharged, cancelled or expires.

### **2.10. Non-Performing Assets & Write-off Policy**

The company shall directly reduce the gross carrying amount of a financial asset when the entity has no reasonable expectations of recovering a financial asset in its entirety or a portion thereof. A write-off constitute derecognition event. Identification of Non-Performing Assets (NPAs) is being done as per the guidelines of Master Direction-Non Banking Financial Company –Non –Systemically Important Non- Deposit taking Company (Reserve Bank) Directions, 2016 prescribed by the Reserve Bank of India. The company is writing off NPAs in its books of accounts every year.

### **2.11. Inventories**

Inventories are stated at cost or net realisable value whichever is lower. Cost is determined on First-In-First-Out basis.

Net realisable value represents the estimated selling price for inventories less all estimated costs of completion and costs necessary to make the sale.

'Cost' comprises all costs of purchase, costs of conversion and other costs incurred in bringing the inventory to the present location and condition.

Items such as spare parts, stand-by equipment and servicing equipment which is not plant and machinery gets classified as inventory.

#### **2.12. Property, plant and equipment:**

Property, plant and equipment are carried at cost of acquisition or construction less accumulated depreciation. The cost of fixed assets comprises of purchase price and all other attributable costs of bringing the assets to working condition for intended use.

Cost of an item of property, plant and equipment comprises its purchase price, including import duties and non-refundable purchase taxes, after deducting trade discounts and rebates, any directly attributable cost of bringing the item to its working condition for its intended use and estimated costs of dismantling and removing the item and restoring the site on which it is located.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in the statement of profit and loss.

#### **2.13. Intangible assets and amortisation thereof.**

Intangible assets, representing software is initially recognised at cost and subsequently carried at cost less accumulated amortisation and accumulated impairment, if any. The Company recognises internally generated intangible assets when it is certain that the future economic benefit attributable to the use of such intangible assets are probable to flow to the Company and the expenditure incurred for development of such intangible assets can be measured reliably. The cost of an internally generated intangible asset comprises all directly attributable costs necessary to create, produce, and prepare the asset to be capable of operating in the manner intended by the Company. The intangible assets including those internally generated is amortised using the straight line method over a period of five years, which is the Management's estimate of its useful life. The useful lives of intangible assets is reviewed at each financial year end and adjusted prospectively, if appropriate. Intangible assets not ready for the intended use on the date of Balance Sheet are disclosed as 'Intangible assets under development'. An intangible asset is derecognised on disposal, or when no future economic benefits are expected. Gains and losses arising from derecognition of an intangible asset, measured as the difference between the net disposal proceeds and the carrying amount of the assets are recognised in the Statement of Profit and Loss when the asset is derecognised.

#### **2.14. Depreciation:**

On fixed assets, depreciation is provided on written down Value method. The rates of depreciation prescribed in Schedule II to the Companies Act, 2013, are considered as minimum rates.

#### **2.15. Trade and other payables:**

These amounts represent liabilities for goods and services provided to the Company prior to the end of financial period which are unpaid. They are recognised at their fair value.

#### **2.16. Impairment of non-financial assets**

At the end of each reporting period, the Company reviews the carrying amounts of its assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss, if any. When it is not possible to estimate the recoverable amount of an individual asset, the Company estimates the recoverable amount of the cash generating unit to which the asset belongs.

Recoverable amount is the higher of fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognised immediately in the statement of Profit and Loss.

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

## **2.17. Foreign Currency Transactions**

### **i) Functional currency**

The functional currency of the company is the Indian rupee. These financial statements are presented in Indian rupees.

### **ii) Initial Recognition**

On initial recognition, all foreign currency transactions are recorded by applying to the foreign currency amount the exchange rate between the functional currency and the foreign currency at the date of the transaction.

### **iii) Subsequent Recognition**

As at the reporting date, non-monetary items which are carried in terms of historical cost denominated in a foreign currency are reported using the exchange rate at the date of the transaction. All non-monetary items which are carried at fair value or other similar valuation denominated in a foreign currency are reported using the exchange rates that existed when the values were determined.

All monetary assets and liabilities in foreign currency are restated at the end of accounting period. Exchange differences on restatement of all other monetary items are recognised in the Statement of Profit and Loss.

## **2.18. Employees benefits:**

### **Short-term employee benefits:**

All employee benefits payable wholly within twelve months of rendering the service are classified as short term employee benefits. These benefits include salary, wages and bonus. The undiscounted amount of short-term employee benefits expected to be paid in exchange for the services rendered by employees is recognised during the period of rendering of service by the employee.

### **Defined contribution plans**

The Company has defined contribution plans for post-employment benefits namely Provident Fund which are recognised by the income tax authorities. The Company contributes to a Government administered provident fund

on behalf of its employees and has no further obligation beyond making its contribution. The Company makes contributions to state plans namely Employee's State Insurance Fund and has no further obligation beyond making the payment to them. The Company's contributions to the above funds are charged to the Statement of Profit and Loss every year.

#### **2.19. Borrowings:**

Borrowing Cost that are directly attributable to the acquisition/ construction of the qualifying asset are capitalised until the time all the substantial activities necessary to prepare such assets for the intended use are complete. All other borrowing costs are recognised as expenditure during the period in which they are incurred.

Borrowings are initially recognised at fair value, net of transaction costs incurred. Borrowings are subsequently measured at amortised cost.

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

#### **2.20. Income Tax**

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:**

Current tax is measured at the amount expected to be paid to the tax authorities in accordance with the taxation laws prevailing in the respective jurisdictions.

Current tax assets and current tax liabilities are offset when there is a legally enforceable right to set off the recognised amounts and there is an intention to settle the asset and the liability on a net basis.

##### **Deferred tax:**

Deferred tax is recognized using the balance sheet approach. Deferred tax assets and liabilities are recognized for deductible and taxable temporary differences arising between the tax base of assets and liabilities and their carrying amount in financial statements.

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

#### **2.21. Earnings per share (EPS):**

Basic EPS is calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. For the purpose of calculating diluted EPS, the net profit or loss for the period attributable to equity shareholders and the weighted average number of additional equity shares that would have been outstanding are considered assuming the conversion of all dilutive potential equity shares. Earnings considered in ascertaining the EPS is the net profit for the period and any attributable tax thereto for the period.

#### **2.22. Cashflow:-**

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

## **2.23. Provisions and Contingencies**

### **Provisions:**

Provisions are recognised when there is a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and there is a reliable estimate of the amount of the obligation. Provisions are measured at the best estimate of the expenditure required to settle the present obligation at the Balance sheet date and are discounted to its present value as appropriate.

### **Contingent Liabilities:**

Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle or a reliable estimate of the amount cannot be made, is termed as a contingent liability.

**2.24** Trade Receivables\Trade payables, Loans, Borrowings and Other Financial as well as non-financial assets and liabilities are subject to reconciliation and confirmation and therefore the effect of the same on profit could not be ascertained.

**2.25** The company generally complied with the direction issued by Reserve Bank of India and provision of section 73 of the Companies Act, 2013. The policy of provisioning for Non-Performing Loans & Advances has been decided by management considering prudential norms prescribed by the Reserve Bank of India.

**2.26** The account balances existing at the beginning of the period have been relied upon the audited financial statements audited by the previous auditor.

**2.27** The previous year's figures have been reworked, regrouped, and reclassified wherever necessary. Amounts and other disclosures for the preceding year are included as an integral part of the current annual financial statements and are to be read in relation to the amounts and other disclosures relating to the current financial year.

**2.28** During the year, the Company has discontinued the retails loan business tied up with various service provider Companies and started its own loan business by way of installing Salary Day App and providing loan facilities on the basis of salary to the salaried persons.

**2.29** As earlier the Company had tied up with various service providers for its loan business and the said business by service providers were discontinued during the year, hence the loan outstanding which were not recovered due to discontinuance of service provider's business were either recovered from the service provider as per terms & conditions of agreement or written off in the books of accounts in case if there is no such terms and conditions in the agreement.

## **3. STATEMENT OF MANAGEMENT**

i) The current assets, loans and advances are good and recoverable and are approximately of the values, if realized in the ordinary courses of business unless and to the extent stated otherwise in the Accounts. Provision for all known liabilities is adequate and not in excess of amount reasonably necessary.

ii) Balance Sheet, Statement of Profit and Loss and Cash Flow Statement read together with Notes to the accounts thereon, are drawn up so as to disclose the information required under the Companies Act, 2013 as well as give a

true and fair view of the statement of affairs of the Company as at the end of the year and results of the Company for the year under review.

### 3.1 Financial Risk Management

The Company's activities expose it to various financial risks: market risk, credit risk and liquidity risk. The company tries to foresee the unpredictable nature of financial markets and seek to minimise potential adverse impact on its financial performance. The senior management of the company oversees the management of these risks. The management has additional oversight in the area of financial risks and controls. It is the Company's policy that no trading in derivatives for speculative purposes may be undertaken.

### 3.2 Deferred tax Assets and Liabilities are as under: -

Deferred tax asset has been recognized as under:

Particulars	2022-23	2021-22
Difference between books and tax depreciation	82226.00	-
Tax calculated @ 26%	21378.00	-

The movement in deferred tax assets and liabilities during the year ended 31st March, 2023:

Particulars	As at 31.03.2022	Credit/(Charge) In P & L A\C.	As at 31.03.2023
Property, Plant & Equipments And Intangible Assets	-	21378.00	21378.00

Minimum Alternate Tax (MAT) paid in accordance with tax laws, which give rise to future economic benefits in the form of adjustment of future tax liability, is recognised as an asset only when, based on convincing evidence, it is probable that the future taxable benefits associated with it will flow to the Company and the assets can be measured reliably. In absence of convincing evidence to generate sufficient future taxable profits, it has not been recognized.

### 3.3 Earning Per Share

Particulars	Year Ended on 31 <sup>st</sup> March, 2023 (Lacs)	Year Ended on 31 <sup>st</sup> March, 2022 (Lacs)
Profit / (Loss) after tax attributable to Equity Shareholders (A)	57.80	-44.76
Weighted Number of Equity Share outstanding During the year (B) (In Nos.)	4,69,37,500	4,69,37,500
Basic Earnings Per Share for each Share of Rs.1/- (A)/(B)	0.12	-

### 3.4 Foreign Currency Transactions: -

(a) Expenditure in Foreign Currency: -	NIL
(b) Earnings in Foreign Currency: -	NIL

### 3.5 Related Parties Transaction:-

As per Accounting Standard 18, issued by the Chartered Accountants of India, The Disclosures of Transaction with the related parties as defined in the related parties as defined in the Accounting Standard are given below:

(a) List of related parties and key managerial personnel with whom transactions have taken place and relationships:- - Vuppala Nagamalleswarao - Harish Sharma - Hashmukh Bhudarbhai Prajapati	Director Director Director
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- Shangay Doma Lama - Sanchita Dad	Company Secretary Company Secretary
<b>(b) Transaction during the current financial year with related parties:-</b>	
Remuneration	
- Vuppala Nagamalleswarao	325000.00
- Harish Sharma	65000.00
- Hashmukh Bhudarbhai Prajapati	117000.00
- Shangay Doma Lama	30600.00
- Sanchita Dad	182618.00

### 3.6 Notes forming part of accounts in relation to Micro and small enterprise

1. Based on information available with the company, on the status of the suppliers being Micro or small enterprises, on which the auditors have relied, the disclosure requirements of Schedule III to the Companies Act, 2013 with regard to the payments made/due to Micro and small Enterprises are given below :

Sr No.	Particulars	Year Ended on 31 <sup>st</sup> March 2023		Year Ended on 31 <sup>st</sup> March 2022	
		Principal	Interest	Principal	Interest
	Amount due as at the date of Balance sheet	Nil	Nil	Nil	Nil
	Amount paid beyond the appointed date during the year	Nil	Nil	Nil	Nil
	Amount of interest due and payable for the period of delay in making payments of principal during the year beyond the appointed date	Nil	Nil	Nil	Nil
	The amount of interest accrued and remaining unpaid as at the date of Balance sheet	Nil	Nil	Nil	Nil

The company has initiated the process of obtaining the confirmation from suppliers who have registered themselves under the Micro, Small and Medium Enterprises Development Act, 2006 (MSMED Act, 2006) but has not received the same in totality. The above information is compiled based on the extent of responses received by the company from its suppliers.

### 3.7 Details of Non-Performing Assets (NPA) and % of Assets Under Management (AUM) are as follow:-

Other Information	Amount
Particulars	Amount
(i) Gross Non-Performing Assets	
(a) Related parties	-
(b) Other than related parties	638111.86
(ii) Net Non-Performing Assets	
(a) Related parties	-
(b) Other than related parties	638111.86
(iii) Assets acquired in satisfaction of debt	-

### 3.8 Contingent Provision against Standard Asset

As per notification RBI/2015-16/23 DNBR (PD) CC.No.044/03.10.119/2015-16 dated 1<sup>st</sup> July,2015(Updated as on April 11,2016) issued by Reserve Bank of India, NBFCs are required to make provision for standard assets @ 0.25% of the outstanding standard asset. Accordingly, the company has made the provision against standard assets of Rs. 71,560/- in profit and loss accounts and created Contingent provision against standard assets of Rs. 71,560/- in



the balance sheet. (Previous Year 78,265/-).

### 3.9 Segment Informations

Disclosure under Indian Accounting Standard 108 – ‘Operating Segments’ is not given as, in the opinion of the management, the entire business activity falls under one segment, viz. ,Investment and financing activities . The Company conducts its business only in one Geographical Segment, viz., India.

4. In terms of provisions of Schedule V of the Companies Act, 2013 read with the Companies (Particulars of Employees) Rules, 1975 none of the employees are in receipt of remuneration in excess of Rs 5,00,000 per month or Rs 60,00,000 p.a. as per the limits stated in the provisions.

### 4.1 Employee benefits expenses

The Company has adopted Indian Accounting Standard (Ind AS) - 19 on Employee Benefit as under:

#### (a) Defined contribution plan:

The Company makes contributions, determined as a specified percentage of employee salaries, in respect of qualifying employees towards Provident Fund and Employee state insurance fund, which is a defined contribution plan. The Company has no obligations other than to make the specified contributions. The contributions are charged to the Statement of Profit and Loss as they accrue.

Contributions to defined contribution plan recognised, charged off for the year, are as under:

Particulars	2022-23	2021-22
Employer's contribution to provident fund	420814	39756
Employer's contribution to ESIC	49003	-
Employer's contribution to Deposit Linked Insurance	-	-

#### (b) Defined benefit plan:

Leave Encashment: During the year 2022-23, the amount paid to employees as leave encashment is NIL

#### (c) Gratuity:

Retirement benefits are not given to the employees of the Company during the year. Thus no actuarial valuation has been done and provided by the Company.

4.2 Contingent liabilities and commitments (to the extent not provided for): There is no contingent liability not acknowledged as debt.

4.3 The management is of view that as per Ind AS 36, no impairment loss is required to be recognised, as the present values of assets are higher than the carrying amount of such assets except impairment loss of loans and advances which are recognized in the statement of profit & loss account as per RBI rules.

4.4 As required in terms of Master Direction-Non-Banking Financial Company–Non-Systemically Important Non-Deposit taking Company (Reserve Bank) Directions,2016.

#### Liabilities side:

1. Loans and advances availed by the NBFCs Inclusive of interest accrued thereon but not paid:	Amount Outstanding	Amount Overdue

(a) Debentures :Secured	-	-
:Unsecured ( other than falling within the meaning of public deposits**	-	-
(b) Deferred Credits	-	-
(c) Term Loans	-	-
(d) Inter-corporate loans and borrowing	1,24,22,654.12	-
(e) Commercial Paper	-	-
(f) Public Deposits*	-	-
(g) Other Loans:	-	-

<b>2. Break-up of(1)(f) above (Outstanding public deposits inclusive of Interest accrued there on but not paid:</b>	<b>Amount Outstanding</b>	<b>Amount Overdue</b>
(a) In the form of Unsecured debentures	-	-
(b) In the form of partly secured debentures i.e.debentures where there is a short fall in the value of security	-	-
(c) Other public deposits	-	-

**Assets side:**

<b>3. Break-up of Loans and Advances including Bills receivables [other than those included in (4) below]:</b>	<b>Amount outstanding</b>
(a) Secured	-
(b) Unsecured	2,86,24,078.53

<b>4. Break-up of Leased Assets and stock on hire and other assets Counting towards AFC activities</b>	<b>Amount Outstanding</b>
(i) Lease assets including lease rentals under Sundry debtors:	
(a) Financial lease	-
(b) Operating lease	-
(ii) Stock on hire including hire charges under sundry debtors:	
(a) Assets on hire	-
(b) Repossessed Assets	-
(iii) Other loans counting towards AFC activities	
(a) Loans where assets have been repossessed	-
(b)Loans other than (a)above	-

<b>5. Break-up of Investments: Current Investments:</b>	<b>Amount outstanding</b>
1. Quoted:	
(i) Shares:	
(a) Equity	-
(b) Preference	-
(ii) Debentures and Bonds	-
(iii) Units of mutual funds	-
(iv) Government Securities	-
(v) Others	
2. Un quoted:	
(i) Shares:	
(a) Equity	-
(b) Preference	-
(ii) Debentures and Bonds	-

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(iii) Units of mutual funds	-
(iv) Government Securities	-
(v) Others	-
Long Term Investments:	
1.Quoted:	
(i) Shares:	-
(a) Equity	
(b) Preference	-
(ii) Debentures and Bonds	-
(iii) Units of mutual funds	-
(iv) Government Securities	-
(v) Others	-
2. Un quoted:	
(i) Shares:	-
(a) Equity	
(b) Preference	-
(ii) Debentures and Bonds	-
(iii) Units of mutual funds	-
(iv) Government Securities	-
(v) Others	-

**6. Borrower group-wise classification of assets financed as in (3) & (4) above.**

Category	Amount net of provisions		
	Secured	Unsecured	Total
Related Parties	-	-	-
Subsidiaries	-	-	-
Companies in the same group	-	-	-
Other related parties	-	-	-
Other than related parties	-	2,86,24,078.53	2,86,24,078.53
<b>Total</b>	-	<b>2,86,24,078.53</b>	<b>2,86,24,078.53</b>

**7. Investor group-wise classification of all investments (current and Long Term) in shares and securities (Both quoted and unquoted):**

Category	Market Value/ Break up or	Book Value
	Fair value or NAV	(Net of Provisions)
Related Parties		
Subsidiaries	-	-
Companies in the same group(Unquoted)*	-	-
Other related parties	-	-
Other than related parties (Quoted)*	-	-
<b>Total</b>	-	-

As per our report of even date.

**For D P Sarda & Co**  
**Chartered Accountants**

**For and on behalf of Board of Directors**

Sd/-

Sd/-  
Vuppala Nagamalleshwarao  
Director

Sd/-  
Vikram Singh Thakur  
Director

**CA Mukund D Sarda**  
**Partner**  
**MRN 149588**  
**FRN 117227w**  
**UDIN : 23149588BGWHQS5269**  
**Mumbai, Dated 3rd June, 2023**

**Sd/-**  
**Sanchita Dad**  
**Company Secretary**