



Ref: MIFL/BSE/ANNUAL REPORT FY 22-23/AUGUST-2023

Date:- 08<sup>th</sup> August, 2023

To,  
Department of Corporate Services,  
BSE Ltd.,  
Ground Floor, P.J Towers,  
Dalal Street, Fort,  
Mumbai – 400 001.

**Ref: Mangalam Industrial Finance Ltd (Scrip Code: BSE 537800).**

**Sub: Submission of Notice of 40<sup>th</sup> Annual General Meeting (AGM) and Annual Report for the Financial Year 2022-23.**

Dear Sir/Madam,

We wish to inform you that the 40<sup>th</sup> Annual General Meeting of the Members of the Company will be held on Saturday, 02<sup>nd</sup> September, 2023 at 03.30 p.m. through Video-Conferencing (VC)/ Other Audio Visual Means (OAVM).

The schedule of remote e-voting is as under:

Event	Day, Date, Time
Commencement of Remote e-voting	Wednesday, 30 <sup>th</sup> August, 2023 at 09.00 a.m.
End of Remote e-voting	Friday, 01 <sup>st</sup> September, 2023 at 05.00 p.m.

Pursuant to Regulation 34(1) of The SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015; as amended from time to time, we are submitting herewith Annual Report of the Company for the financial year ended on 31<sup>st</sup> March, 2023 comprising of inter-alia Notice of the 40<sup>th</sup> Annual General Meeting of the company, Director's Report along with its Annexures, Report on Corporate Governance, Independent Auditor's Report, Audited Financial statements (Standalone) and all relevant Notes attached thereto, which are also being sent through electronic mode, only to those Members whose e-mail addresses are registered with the company/Depository Participant(s).

It may be noted that same has been uploaded on the Company's website [www.miflindia.com](http://www.miflindia.com).

Please take the same on record.

Thanking you,

**For Mangalam Industrial Finance Ltd**

SAKINA  
TALIBHUSEIN  
LOKHANDWALA

**Sakina Lokhandwala**

**Company Secretary & Compliance Officer**

MANGALAM INDUSTRIAL FINANCE LTD.

Reg. Office: Old Nimta Road, Nandan  
Nagar, Belghoria, Kolkata, West Bengal  
700 083 India  
Corporate Office: HALL NO-1, M R ICON,  
NEXT TO MILESTONE VASNA BHAYLI  
ROAD, VADODARA 391410 Gujarat India

Mobile No: +91 7203948909  
Website : [www.miflindia.com](http://www.miflindia.com)  
E-mail : [compliance@miflindia.com](mailto:compliance@miflindia.com)  
CIN : L65993WB1983PLC035815

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# **MANGALAM INDUSTRIAL FINANCE LIMITED**

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**CIN: L65993WB1983PLC035815**

**40<sup>th</sup> ANNUAL REPORT 2022-23**

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## CORPORATE INFORMATION

### BOARD OF DIRECTORS

Name of the Director	Designation
Mr. Venkata Ramana Revuru	Managing Director
Mr. Yatin Sanjay Gupte	Non-Executive Non-Independent Director
Mr. Vettukallel Avirachan Sojan	Non-Executive Non-Independent Director
Mr. Bhargav Govindprasad Pandya	Non-Executive Independent Director
Mr. Nikhil Bhagwanshanker Dwivedi	Non-Executive Independent Director
Mrs. Neelambari Harshal Bhujbal (Resigned on 28 <sup>th</sup> June, 2023)	Non-Executive Woman Independent Director
Mrs. Mansi Jayendra Bhatt (Appointed on 25 <sup>th</sup> May, 2023)	Non-Executive Woman Independent Director

### DETAILS OF KEY MANAGERIAL PERSONNEL

Name of Key Managerial Personnel	Designation
Ms. Sakina Lokhandwala (Appointed on 06 <sup>th</sup> July, 2022)	Company Secretary and Compliance Officer
Ms. Manisha Sharma (Appointed on 01 <sup>st</sup> December, 2021 and resigned on 01 <sup>st</sup> July, 2022)	Company Secretary and Compliance Officer
Mr. Akhtar Khatri (Appointed on 29 <sup>th</sup> June, 2023)	Chief Financial Officer (CFO)
Mr. Sohinderpal Singh Teja (Appointed on 06 <sup>th</sup> October, 2022 and resigned on 28 <sup>th</sup> June, 2023)	Chief Financial Officer (CFO)
Mr. Deepakkumar Mineshkumar Doshi (Appointed on 03 <sup>rd</sup> June, 2021 and resigned on 27 <sup>th</sup> September, 2022)	Chief Financial Officer (CFO)

<b><u>REGISTERED OFFICE ADDRESS</u></b>	<b><u>CORPORATE OFFICE ADDRESS</u></b>
Old Nimta Road, Nandan Nagar, Belghoria, Kolkata, West Bengal – 700 083 (with effect from 06 <sup>th</sup> October, 2022)  CIN: L65993WB1983PLC035815 Email: <a href="mailto:compliance@miflindia.com">compliance@miflindia.com</a>	Hall No-1, M R Icon, Next to Milestone, Vasna Bhayli Road, Vadodara, Gujarat – 391 410

<b><u>STATUTORY AUDITORS</u></b>	<b><u>INTERNAL AUDITORS</u></b>	<b><u>SECRETARIAL AUDITORS</u></b>
M/s. Mahesh Udhwani & Associates (Chartered Accountants)	M/s. Upadhyay & Company LLP	Mrs. Aparna Santoshkumar Tripathi (Resigned on 12 <sup>th</sup> August, 2022)  Mrs. Pooja Amit Gala (Appointed on 12 <sup>th</sup> August, 2022)

<b><u>REGISTRAR AND SHARE TRANSFER AGENT</u></b>
Unit No. 9, Ground Floor, Shiv Shakti Ind. Estt, J. R. Boricha Marg, Lower Parel East, Mumbai, Maharashtra 400 011 Phone: 022- 3199 8810 / 4961 4132 Email id: support@purvashare.com Website: www.purvashare.com

<b><u>PRINCIPAL BANKERS</u></b>
HDFC Bank Limited Union Bank of India

<b><u>LISTED ON</u></b>
BSE Limited (Scrip code: 537800)

## COMPOSITION OF COMMITTEES

### 1. AUDIT COMMITTEE

DIN	NAME	DESIGNATION	POSITION IN COMMITTEE
08693675	Mr. Bhargav Govindprasad Pandya	Non-Executive Independent Director	Chairperson
08865234	Mr. Nikhil Bhagwanshanker Dwivedi	Non-Executive Independent Director	Member
10177722	Mrs. Mansi Jayendra Bhatt	Non-Executive - Woman Independent Director	Member
07261150	Mr. Yatin Sanjay Gupte	Non-Executive - Non Independent Director	Member

### 2. NOMINATION AND REMUNERATION COMMITTEE

DIN	NAME	DESIGNATION	POSITION IN COMMITTEE
08693675	Mr. Bhargav Govindprasad Pandya	Non-Executive Independent Director	Chairperson
08865234	Mr. Nikhil Bhagwanshanker Dwivedi	Non-Executive Independent Director	Member
10177722	Mrs. Mansi Jayendra Bhatt	Non-Executive - Woman Independent Director	Member
07261150	Mr. Yatin Sanjay Gupte	Non-Executive - Non Independent Director	Member

### 3. STAKEHOLDERS RELATIONSHIP COMMITTEE

DIN	NAME	DESIGNATION	POSITION IN COMMITTEE
10177722	Mrs. Mansi Jayendra Bhatt	Non-Executive - Woman Independent Director	Chairperson
08865234	Mr. Nikhil Bhagwanshanker Dwivedi	Non-Executive Independent Director	Member
08693675	Mr. Bhargav Govindprasad Pandya	Non-Executive Independent Director	Member
07261150	Mr. Yatin Sanjay Gupte	Non-Executive - Non Independent Director	Member

### 4. RIGHTS ISSUE COMMITTEE

DIN	NAME	DESIGNATION	POSITION IN COMMITTEE
02809108	Mr. Venkata Ramana Revuru	Chairman and Managing Director	Chairperson
07261150	Mr. Yatin Sanjay Gupte	Non-Executive - Non Independent Director	Member
08693675	Mr. Bhargav Govindprasad Pandya	Non-Executive Independent Director	Member
10177722	Mrs. Mansi Jayendra Bhatt	Non-Executive - Woman Independent Director	Member

**MANGALAM INDUSTRIAL FINANCE LIMITED**

Corporate Identification Number (CIN): L65993WB1983PLC035815;

Registered Office: Old Nimta Road, Nandan Nagar, Belghoria, Kolkata, West Bengal – 700 083, India

Corporate Office: Hall No-1, M R Icon, Next to Milestone Vasna Bhayli Road, Vadodara 391 410,  
Gujarat, India

Corporate Office Contact Details: +91 7203948909

Website: www.miflindia.com

Email Address: compliance@miflindia.com

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**NOTICE**

**NOTICE IS HEREBY GIVEN THAT THE 40<sup>TH</sup> ANNUAL GENERAL MEETING OF MANGALAM INDUSTRIAL FINANCE LIMITED WILL BE HELD ON SATURDAY, 02<sup>ND</sup> DAY OF SEPTEMBER, 2023 AT 03:30 P.M. THROUGH VIDEO CONFERENCING ('VC)/OTHER AUDIO-VISUAL MEANS ('OAVM') FACILITY TO TRANSACT THE FOLLOWING BUSINESSES:**

**ORDINARY BUSINESS:**

**ITEM NO. 1: ADOPTION OF THE AUDITED FINANCIAL STATEMENTS AS AT 31<sup>ST</sup> MARCH, 2023:**

**❖ To receive, consider and adopt:**

The Audited Standalone Financial Statements of the Company for the Financial Year ended 31<sup>st</sup> March, 2023, together with reports of the Board of Directors and Auditors thereon and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution:**

**“RESOLVED THAT** the Audited Standalone Financial Statements of the Company for the Financial Year ended 31<sup>st</sup> March, 2023 together with the reports of the Board of Directors and Auditors thereon, as circulated to the Members, be and are hereby considered and adopted.”

**ITEM NO. 2: APPOINTMENT OF MR. YATIN SANJAY GUPTA (DIN: 07261150) AS A DIRECTOR LIABLE TO RETIRE BY ROTATION:**

To appoint Mr. Yatin Sanjay Gupta (DIN: 07261150), who retires by rotation and, being eligible, offers himself for re-appointment and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution:**

**“RESOLVED THAT** in accordance with the provisions of Section 152 and other applicable provisions of The Companies Act, 2013; Mr. Yatin Sanjay Gupta (DIN: 07261150), who retires by rotation at this meeting, be and is hereby re-appointed as a Non-Executive Non- Independent Director of the Company.”

**ITEM NO. 3: TO RE-APPOINT M/S. MAHESH UDHWANI & ASSOCIATES, CHARTERED ACCOUNTANTS (FIRM REGISTRATION NO. – 129738W) AS STATUTORY AUDITORS OF THE COMPANY AND FIX THEIR REMUNERATION:**

To re-appoint M/s. Mahesh Udhwani & Associates as Statutory Auditors and, in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Sections 139, 141, 142 and other applicable provisions, if any, of The Companies Act, 2013 read with The Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and pursuant to the recommendation of Audit Committee and Board of Directors of the Company, M/s Mahesh Udhwani & Associates, Chartered Accountants, Vadodara (Firm Registration No.: 129738W), be and are hereby re-appointed as Statutory Auditors of the Company for second term of three consecutive years, to hold office from the conclusion of this 40<sup>th</sup> Annual General Meeting till the conclusion of the 43<sup>rd</sup> Annual General Meeting of the Company, on such terms and remuneration as may be mutually agreed upon between the said Auditors and Board of Directors of the Company.

**RESOLVED FURTHER THAT** the Board of Directors be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable and expedient for giving effect to this resolution and/or otherwise considered by them to be in the best interest of the Company including fixation of their remuneration and reimbursement of out-of-pocket expenses incurred in connection hereto, as may be mutually agreed between the Board of Directors of the Company and the Statutory Auditors based on the recommendation of the Audit Committee.”

**SPECIAL BUSINESS:**

**ITEM NO. 4: APPROVAL FOR MATERIAL RELATED PARTY TRANSACTION (S) UNDER SECTION 188 OF THE COMPANIES ACT, 2013 AND REGULATION 23 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS), 2015 AND IND AS 24:**

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

“**RESOLVED THAT** pursuant to the provisions of Section 188 of The Companies Act, 2013 (“the Act”) and other applicable provisions, if any, read with Rule 15 of The Companies (Meetings of Board and its Powers) Rules, 2014 and any other rules made thereunder and Regulation 23 of The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and IND AS 24 and the rules framed thereunder, including any statutory modification(s) or re-enactment thereof for the time being in force, the Company’s Policy on Related Party Transaction(s) and as per recommendation of Audit Committee and such other approvals as may be required, the consent of the members of the Company be and is hereby accorded for approval of material related party transaction(s), which term shall include any Committee thereof constituted/ to be constituted by the Board, to enter into such contract(s)/ arrangement(s)/ transaction(s) with “Related Parties” within the meaning of Section 2 (76) of The Companies Act, 2013 and Regulation 2 (1) (zb) of The Listing Regulations, to the extent of the

maximum amounts as provided below, on such term(s) and condition(s) as the Board of Directors may deem fit, provided that the said contract(s)/ arrangement(s)/ transaction(s) so carried out shall be at **ARM'S LENGTH BASIS** and in the **ORDINARY COURSE OF BUSINESS** of the Company for the **Financial Year 2023-24** with respect to sale, purchase or supply of any good(s) or material(s), selling or otherwise disposing of, or buying, leasing of property of any kind, availing or rendering of any service(s), appointment of agent for purchase or sale of good(s), material(s), service(s) or property or otherwise disposing of any good(s), material(s) or property or availing or rendering of any service(s), borrowings, advances or loans, to give premises on rent, to give donation, to give inter- corporate deposits, on such term(s) and condition(s) as the Board of Directors may deem fit or appointment of such related party(ies) to any office or place of profit in the Company for an amount which may exceed the threshold for material related party transaction(s), for the financial year 2023-2024 on such term(s) and condition(s) as may be decided by the Board and recommended and reviewed by Audit Committee.

Sr. No.	Name of the Related Party	Relationship	Nature of transaction	Transaction Amount in Rs	Financial year
1	Wardwizard Medicare Private Limited	Mr. Yatin Sanjay Gupte is director of Wardwizard Medicare Private Limited and Non-Executive Non Independent Director and Promoter of Mangalam Industrial Finance Limited.	As per Section 188 and RPT Policy of the Company	30 crores (out of 30 crores Company has taken approval for 20 crores previously from the shareholders)	2023-24
2	Mrs. Sheetal Mandar Bhalerao	Mrs. Sheetal Mandar Bhalerao is the Managing Director of Wardwizard Foods and Beverages Limited (Formerly known as Vegetable Products Limited). Mr. Yatin Sanjay Gupte is the promoter of Wardwizard Foods and Beverages Limited (Formerly known as Vegetable Products Limited). Mr. Venkata Ramana Revuru and Mr. Sojan Avirachan are the promoter groups in Wardwizard Foods and Beverages Limited (Formerly known as	As per Section 188 and RPT Policy of the Company	10 crores	2023-24

		Vegetable Products Limited).			
3	Mr. Sanjay Mahadev Gupte	Mr. Sanjay Gupte is father of Mr. Yatin Sanjay Gupte. Mr. Yatin Sanjay Gupte is Promoter & Non Executive - Non Independent Director of Mangalam Industrial Finance Limited. Mr. Yatin Sanjay Gupte AND Mr. Venkata Ramana Revuru are Business Partners.	As per Section 188 and RPT Policy of the Company	10 Crores	2023-24
4	Mr. Mandar Bhalerao	Mr. Mandar Bhalerao is in the promoter group of Wardwizard Foods and Beverages Limited (Formerly known as Vegetable Products Limited) and Mr. Yatin Sanjay Gupte is the promoter of Wardwizard Foods and Beverages Limited (Formerly known as Vegetable Products Limited). Mr. Yatin Sanjay Gupte is Non Executive Non Independent Director and promoter of Mangalam Industrial Finance Limited.	As per Section 188 and RPT Policy of the Company	10 Crores	2023-24
5	JZ Hospitality Private Limited	Mandar Bhalerao is Director & Promoter of JZ Hospitality Private Limited and is in the promoter group of Wardwizard Foods and Beverages Limited (Formerly known as Vegetable Products Limited) and Mr. Yatin Sanjay Gupte is the	As per Section 188 and RPT Policy of the Company	10 Crores	2023-24

		promoter of Wardwizard Foods and Beverages Limited (Formerly known as Vegetable Products Limited). Mr. Yatin Sanjay Gupte is Non Executive Non Independent Director and promoter of Mangalam Industrial Finance Limited.			
6	Wardwizard Foundation	Mr. Yatin Sanjay Gupte and Mrs. Sheetal Mandar Bhalerao, both are the trustees. Mr. Yatin Sanjay Gupte is Promoter & Non Executive - Non Independent Director of Mangalam Industrial Finance Limited. Mr. Yatin Sanjay Gupte AND Mr. Venkata Ramana Revuru are Business Partners.	As per Section 188 and RPT Policy of the Company	10 Crores	2023-24
7	Bluebells Insurance Broking Private Limited	Mr. Yatin Sanjay Gupte & Wardwizard Solutions India Private Limited promoters of the Company are also the shareholders of Bluebells Insurance Broking Private Limited. Mr. Yatin Sanjay Gupte is Promoter & Non Executive - Non Independent Director of Mangalam Industrial Finance Limited and Wardwizard Solutions India Private Limited is the promoter of Mangalam Industrial Finance Limited.	As per Section 188 and RPT Policy of the Company	20 crores	2023-24

8	Ayoki Merchantile Limited	Mr. Yatin Sanjay Gupte, Mrs. Sheetal Mandar Bhalerao, M/s. Wardwizard Solutions India Private Limited and M/s. Wardwizard Medicare Private Limited are the acquirers of the company. Mr. Yatin Sanjay Gupte is the Promoter & Non Executive - Non Independent Director of Mangalam Industrial Finance Limited. Mr. Yatin Sanjay Gupte AND Mr. Venkata Ramana Revuru are Business Partners. Wardwizard Solutions India Private Limited is the promoter of Mangalam Industrial Finance Limited.	As per Section 188 and RPT Policy of the Company	30 crores	2023-24
9	Yatin S Gupte (HUF)	Mr. Yatin Sanjay Gupte is Karta of Yatin S Gupte (HUF). Mr. Yatin Sanjay Gupte is Promoter & Non Executive - Non Independent Director of Mangalam Industrial Finance Limited. Mr. Yatin Sanjay Gupte AND Mr. Venkata Ramana Revuru are Business Partners.	As per Section 188 and RPT Policy of the Company	10 crores	2023-24
10	Aevas Visual Magic Private Limited	Mr. Sojan Avirachan is Director and Promoter of Aevas Business Solutions Private Limited. Mr. Sojan Avirachan is Promoter & Non Executive - Non Independent Director of Mangalam Industrial Finance Limited.	As per Section 188 and RPT Policy of the Company	10 crores	2023-24

11	Anila Sojan	Mrs. Anila Sojan is wife of Mr. Sojan Avirachan. Mr. Sojan Avirachan is Promoter & Non Executive - Non Independent Director of Mangalam Industrial Finance Limited. Mr. Sojan Avirachan and Mr. Venkata Ramana Revuru are Business Partners.	As per Section 188 and RPT Policy of the Company	5 crores	2023-24
12	Lakshmi Devi	Ms. Lakshmi Devi is mother of Mr. Venkata Ramana Revuru. Mr. Venkata Ramana Revuru is Promoter & Chairman - Managing Director of Mangalam Industrial Finance Limited.	As per Section 188 and RPT Policy of the Company	5 crores	2023-24
13	Dhawan & Associates	Yatin S Gupte (HUF) is the partner in Dhawan & Associates through its Karta, Mr. Yatin Sanjay Gupte. Mr. Yatin Sanjay Gupte is Promoter & Non Executive - Non Independent Director of Mangalam Industrial Finance Limited. Mr. Yatin Sanjay Gupte AND Mr. Venkata Ramana Revuru are Business Partners.	As per Section 188 and RPT Policy of the Company	5 crores	2023-24
14	The Square Foot Company	Yatin S Gupte (HUF) is the partner in The Square Foot Company through its Karta, Mr. Yatin Sanjay Gupte. Mr. Yatin Sanjay Gupte is Promoter & Non Executive - Non Independent Director of Mangalam Industrial Finance Limited. Mr. Yatin Sanjay Gupte AND	As per Section 188 and RPT Policy of the Company	5 crores	2023-24

		Mr. Venkata Ramana Revuru are Business Partners.			
15	Wardwizard Entertainment Private Limited	Wardwizard Solutions India Private Limited and Yatin S Gupte (HUF) are the shareholders of the company. Wardwizard Solutions India Private Limited is Promoted by Mr. Yatin Sanjay Gupte. Wardwizard Solutions India Private Limited is promoter of Mangalam Industrial Finance Limited. Yatin Sanjay Gupte is the Karta of Yatin S Gupte (HUF) and he is Promoter & Non Executive - Non Independent Director of Mangalam Industrial Finance Limited. Mr. Yatin Sanjay Gupte AND Mr. Venkata Ramana Revuru are Business Partners.	As per Section 188 and RPT Policy of the Company	20 crores	2023-24

**RESOLVED FURTHER THAT** any Director and/or, Company Secretary of the Company be and is hereby severally authorized to negotiate, finalize, vary, amend, renew and revise the terms and conditions of the transactions and enter into, sign, execute, renew, modify and amend all agreements, documents and letters thereof, from time to time and to do all acts, deeds, things and matters and give all such directions as it may in its absolute discretion deem necessary, expedient or desirable, in order to give effect to this resolution.

**RESOLVED FURTHER THAT** all actions taken by the Board in connection with any matter referred to or contemplated in any of the foregoing resolutions are hereby approved ratified and confirmed in all respects.”

**ITEM NO. 5: INCREASING BORROWING LIMITS OF THE BOARD OF DIRECTORS OF THE COMPANY UNDER SECTION 180 OF THE COMPANIES ACT, 2013:**

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

**“RESOLVED THAT** pursuant to the provisions of Section 180(1)(c) and all other applicable provisions, if any, of The Companies Act, 2013; including any statutory modifications or any amendments or any substitution or re-enactment thereof, if any, for the time being in force and all other applicable Acts, laws, rules, regulations and guidelines for the time being in force, the consent of the shareholders of the Company be and is hereby accorded to borrow such monies from banks, financial institution(s), foreign lender, body corporate entity(ies), authority(ies) from time to time, with or without security, on such terms and conditions as it may consider fit notwithstanding that the amount to be borrowed together with amount already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) exceeds the aggregate of paid-up capital and free reserves and securities premium provided that the total amount that may be borrowed by the Board and outstanding at any point of time shall not exceed ₹ 150,00,00,000/- (Rupees One Hundred Fifty Crores Only).

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above Resolution, the Board of Directors of the Company or Chief Financial Officer or Company Secretary be and are hereby authorized to take all such actions and to give all such directions and to do all such acts, deeds, matters and things as may be necessary and/or expedient in that behalf.”

**ITEM NO. 6: AUTHORIZATION TO MAKE LOAN(S) AND GIVE GUARANTEE(S), PROVIDE SECURITY(IES) OR MAKE INVESTMENTS UNDER SECTION 186 OF THE COMPANIES ACT, 2013:**

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

**“RESOLVED THAT** pursuant to the provisions of Section 186 read with The Companies (Meetings of Board and its Powers) Rules, 2014, Section 179 and other applicable provisions of The Companies Act, 2013; read with rules made thereunder (including any statutory modification (s) or re-enactment thereof for the time being in force) and upon recommendation of the Board of Directors, the consent of shareholders of the Company be and is hereby accorded to authorize the Board of Directors for making Investments in other bodies corporate / giving or granting Loans to any other person (s) or body corporate (s)/ providing Guarantees / Securities on behalf of loan availed by any other person (s) or body corporate (s), from time to time, on such terms and conditions and with or without security as the Board of Directors may think fit which, together with the investments made / loans given or granted / guarantees / securities already made by the Company, which may exceed 60% of paid up capital and free reserves and securities premium OR 100% of free reserves and securities premium, that is to say, reserves not set apart for any specific purpose, whichever is more, provided that the total amount of investments made / loans given / guarantees / securities already made by the Company, shall not at any time exceed the limit of ₹ 150,00,00,000/- (Rupees One Hundred Fifty Crores Only).

**RESOLVED FURTHER THAT** the Board of Directors of the Company, be and is hereby authorized to negotiate and settle terms and conditions of the investments / loans / guarantees / securities which may be made by the Company from time to time, by the Company, finalize the agreements/ contracts and documents in this regard and to do all such acts, deeds, matters and things as may be necessary to give effect to this resolution.

**RESOLVED FURTHER THAT** all Directors of the Company or Chief Financial Officer or Company Secretary be and are hereby severally authorized to sign such forms/returns and various documents as may be required to be submitted to the Registrar of Companies or such other authorities and to do all the acts, deeds and things which may be necessary to give effect to the above said resolution.”

**ITEM NO. 7: AUTHORIZATION TO ADVANCE ANY LOAN OR GIVE ANY GUARANTEE OR PROVIDE ANY SECURITY UNDER SECTION 185 OF THE COMPANIES ACT, 2013:**

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

“**RESOLVED THAT** pursuant to Section 185 and all other applicable provisions of The Companies Act, 2013; read with The Companies (Amendment) Act, 2017 and Rules made thereunder as amended from time to time, the consent of the shareholders of the Company be and is hereby accorded to authorize the Board of Directors of the Company (hereinafter referred to as the Board, which term shall be deemed to include, unless the context otherwise required, any committee of the Board or any director or officer(s) authorized by the Board to exercise the powers conferred on the Board under this resolution) to advance any loan including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by Company or any entity which is a subsidiary or associate or joint venture of the Company or any other person in whom any of the Directors of the Company is interested/deemed to be interested up to an aggregate sum of ₹ 150,00,00,000/- (Rupees One Hundred Fifty Crores Only), in their absolute discretion as may be deemed beneficial and in the interest of the Company, provided that such loans are utilized by the borrowing company for its principal business activities.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the aforesaid resolution, the Board of Directors of the Company be and are hereby authorized, to approve, decide, vary or modify the terms and conditions applicable for the aforesaid loan, Investment, Corporate Guarantee and to do all such acts, deeds, matters and things as they may, in their absolute discretion deem necessary, desirable or expedient and things in connection therewith and incidental thereto as the Board in its absolute discretion deem fit without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

**For Mangalam Industrial Finance Limited**

SD/-  
Venkata Ramana Revuru  
Managing Director  
DIN: 02809108

SD/-  
Yatin Sanjay Gupte  
Non-Executive Non- Independent Director  
DIN: 07261150

Place: Vadodara  
Date: 03<sup>rd</sup> August, 2023

**DETAILS OF DIRECTOR SEEKING RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING  
[PURSUANT TO REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE  
REQUIREMENTS) REGULATIONS, 2015]**

Particulars	
<b>Name of Director</b>	Mr. Yatin Sanjay Gupte
<b>Fathers' Name</b>	Mr. Sanjay Mahadev Gupte
<b>DIN</b>	07261150
<b>Date of Birth/ Age</b>	15 <sup>th</sup> August, 1978
<b>Qualification</b>	Master of Business Administration
<b>Years of Experience</b>	More than 25 years
<b>Expertise in specific functional areas/ Experience</b>	Sales & Marketing, Business Development, Client Servicing, Renewals, Operations, Insurance
<b>Date of First Appointment on the Board of the Company</b>	03 <sup>rd</sup> June, 2021
<b>Shareholding in the company as on date of this report (including shareholding as a beneficial Owner)</b>	12,61,52,952 as on 31 <sup>st</sup> March, 2023 (Member)  13,97,94,780 in Wardwizard Solutions India Private Limited as on 31 <sup>st</sup> March, 2023 (Beneficial Ownership)
<b>Terms and conditions of his appointment</b>	At the Board Meeting held on 03 <sup>rd</sup> June, 2021; he was appointed as Additional Non-Executive Non-Independent Director of the Company. At the Annual General Meeting held on 27 <sup>th</sup> September, 2021; he was regularized as Non-Executive Non- Independent Director liable to retire by rotation. Being eligible, he has now offered himself for re-appointment.
<b>Details of Remuneration</b>	NA
<b>Name of other public limited Companies, where he is Director including this listed entity</b>	<ol style="list-style-type: none"> <li>1. Mangalam Industrial Finance Limited</li> <li>2. Wardwizard Innovations and Mobility Limited</li> <li>3. Wardwizard Foods and Beverages Limited (Formerly known as Vegetable Products Limited)</li> <li>4. I Secure Credit &amp; Capital Services Limited</li> </ol>
<b>Directorship in other companies (excluding this Company, foreign companies and Section 8 companies)</b>	<ol style="list-style-type: none"> <li>1. Wardwizard Medicare Private Limited</li> <li>2. Wardwizard Solutions India Private Limited</li> <li>3. Kolumbus Medicare Services Private Limited</li> </ol>
<b>Number of Meetings of the Board attended during the year</b>	08 Board Meetings

<b>Relationship with other directorship and KMP</b>	Mr. Yatin Sanjay Gupte, Mr. Sojan Avirachan and Mr. Venkata Ramana Revuru are Business Partners.
<b>Memberships / Chairmanships of committee including this listed entity</b>	<p><b>Mangalam Industrial Finance Limited</b> Audit Committee - Member Stakeholder Relationship Committee - Member</p> <p><b>Wardwizard Innovations &amp; Mobility Limited</b> Audit Committee - Member</p> <p><b>Wardwizard Foods and Beverages Limited (Formerly known as Vegetable Products Limited)</b> Audit Committee - Member</p>

**\* Chairmanship and membership of Audit Committee and Stakeholder’s Relationship Committee are considered**

**NOTES:**

- 1) The Explanatory Statement pursuant to Section 102(1) of The Companies Act, 2013 read with Section 100 of the Companies Act, 2013 (“Act”) together with the rules made thereunder relating to the businesses to be transacted at the AGM is annexed thereto. The brief details of the persons seeking appointment/re-appointment as Directors as required under Regulation 36(3) of The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings issued by the ICSI, is also annexed to this Notice.
- 2) In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has, vide its General Circulars no. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021 and 20/2021 dated December 08, 2021, and 3/2022 dated 5th May 2022 and 11/2022 dated 28th December, 2022 (collectively referred to as “MCA Circulars”) and Circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 read with Circular no. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, vide circular no. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 5th January, 2023 issued by the Securities and Exchange Board of India (collectively referred to as “SEBI Circulars”) permitted the holding of AGM through Video Conferencing/ Other Audio Visual Means (OAVM) without the physical presence of the members at a common venue. Accordingly, the AGM of the company is being held through VC/OAVM. Instructions for attending the meeting through VC/OAVM and remote e-voting are prescribed in the Notice.
- 3) The Members can join the AGM through VC/OAVM 15 minutes before the scheduled time of the commencement of the Meeting and during the AGM by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors,

Key Managerial Personnel, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

- 4) Since the AGM will be held through VC/ OAVM, the route map of the venue of the Meeting is not annexed hereto.
- 5) Shareholders attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of The Companies Act, 2013. Shareholders can attend and participate in the AGM through VC/OAVM only.
- 6) Members are informed that in case of joint holders attending the Meeting, only such joint holder whose name stands first in the Register of Members of the Company/ list of Beneficial Owners as received from National Securities Depository Limited (“NSDL”) /Central Depository Services (India) Limited (“CDSL”) (collectively referred to as “Depositories”) in respect of such joint holding will be entitled to vote.
- 7) Generally, a member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the company. Since this AGM is being held through VC / OAVM pursuant to the MCA circulars, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the AGM and hence the proxy form and attendance slip are not annexed hereto.
- 8) **Mrs. Pooja Amit Gala**, a Practicing Company Secretary (Membership No. 69393), has been appointed as “Scrutinizer” to scrutinize the e-voting process and voting at the AGM in a fair and transparent manner and she has communicated her willingness to be appointed.
- 9) In pursuance of Section 112 and Section 113 of The Companies Act, 2013; representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/ OAVM and cast their votes through e-voting. Institutional / Corporate Members intending to appoint Authorized Representative to attend and vote on their behalf at the AGM are required to send a scanned copy (PDF/JPG format) of its Board or Governing body resolution /authorization letter etc. authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting at least 48 hours before the AGM. The said resolution / authorization shall be sent to the scrutinizer by e-mail through its registered e-mail address to [cspoojagala@gmail.com](mailto:cspoojagala@gmail.com) or upload on the VC portal / e-voting portal i.e. [www.evoting.nSDL.com](http://www.evoting.nSDL.com).
- 10) The proceedings of the AGM shall be deemed to be conducted at the Corporate Office of the Company at Hall No-1, M R Icon, Next To Milestone Vasna Bhayli Road, Vadodara 391410, which shall be the deemed venue of the AGM.

- 11) The voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date of **26<sup>th</sup> August, 2023**. Members shall have one vote for every one fully paid share of the Company held by them as on the cut-off date. Members can vote for their entire voting rights as per their discretion.
- 12) Pursuant to the MCA Circulars, the Notice of the AGM is being sent only by electronic mode to those Members whose e-mail addresses are registered with the Company /Depositories and whose names appears in the Register of Members as on **28<sup>th</sup> July, 2023**. Copy of the Notice of the AGM is also available for download on the website of the Company at <https://www.miflindia.com>, the e-voting portal i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com) and on the websites of the Stock Exchanges, i.e. BSE at <https://www.bseindia.com>
- 13) Members who have not registered their email addresses with the Company/ RTA or their Depositories for receiving all communication (including Notice and Annual Report) from the Company electronically can get the same registered as follows:
  - i. Members holding shares in physical mode and who have not registered/ updated their email addresses with the Company/ RTA are requested to registered by visiting <https://purvashare.com/email-and-phone-updation/>
  - ii. Members holding shares in dematerialized mode are requested to register/ update their email addresses with the relevant Depositories.
- 14) Members will be able to attend AGM through VC/ OAVM by logging on to the e-voting website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com) by using their e-voting login credentials. On this webpage, click on the tab Shareholders / Members, the Video Conferencing/ webcast link would be available.
- 15) Members who would like to express their views/ ask questions during the AGM may register themselves as a speaker by sending their request in advance at least seven days before the AGM. Members who do not wish to speak during the AGM but have queries may send their queries, mentioning the name, securities demat account number/folio number, email id, mobile number to [compliance@miflindia.com](mailto:compliance@miflindia.com) can send their queries in advance 7 days prior to meeting.
- 16) Only those Members who have registered themselves as a speaker will be allowed to express their views/ ask questions during the AGM for a maximum time of 2 (Two) minutes each, once the floor is open for shareholder queries. The Company reserves the right to restrict the number of speakers and number of questions depending on the availability of time for the AGM.
- 17) Electronic copy of all documents referred to in this Notice of AGM will be available for inspection by shareholders in electronic mode, Shareholders are requested to write to [compliance@miflindia.com](mailto:compliance@miflindia.com) for inspection, which shall be made available electronically for inspection to the shareholders.
- 18) SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are required to submit their PAN to their Depository Participants and Members holding shares in physical form shall submit their PAN

to Purva Sharegistry (India) Pvt. Ltd., Mumbai (Company's Registrar & Share Transfer Agents) or to the Company Secretary at the registered or corporate office of the Company.

- 19) Members seeking any information or clarification with regard to the accounts are requested to write to the Company at least TEN days in advance of meeting so that the required information can be readily available in the Meeting.
- 20) Members who are present in the meeting through VC / OAVM and have not cast their vote on resolutions through remote e-voting, shall be allowed to vote through e-voting system during the meeting.
- 21) The Members who have cast their vote by remote e-voting prior to the AGM may also attend/participate in the AGM through VC / OAVM but shall not be entitled to cast their vote again.
- 22) The Register of Members and Share Transfer Books of the Company will remain closed from **Saturday, 26<sup>th</sup> August, 2023 to Saturday, 02<sup>nd</sup> September, 2023 (both days inclusive)** for the purpose of Annual General Meeting (AGM).
- 23) As per Regulation 40 of The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015; as amended, securities of listed companies can be transferred/ transmitted/ transposed only in dematerialized form with effect from 01<sup>st</sup> April, 2019. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, Members holding shares in physical form are requested to consider converting their holdings to dematerialized form.
- 24) Members holding shares in physical form and wishing to avail of the nomination facility, are requested to send the duly filled in nomination form (Form SH-13) to the Company's Registrar & Share Transfer Agent.
- 25) Members are requested to notify any changes to their respective Depository Participants.

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

The remote e-voting period begins on **Wednesday, 30<sup>th</sup> August, 2023 at 09:00 A.M. and ends on Friday, 01<sup>st</sup> September, 2023 at 05:00 P.M.** The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. **Saturday, 26<sup>th</sup> August, 2023**, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being **Saturday, 26<sup>th</sup> August, 2023**

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

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

### Step 1: Access to NSDL e-Voting system

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

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"><li>Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li><li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li><li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the</li></ol>

	<p>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 <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</p> <div data-bbox="683 810 1214 1115" style="text-align: center;"> <p><b>NSDL Mobile App is available on</b></p>    </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<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 Easi /Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</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> </ol>

	<p>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL 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.</p> <p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <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.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</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. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &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., NSDL and CDSL.**

Login type	Helpdesk details
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at 022 - 4886 7000 and 022 - 2499 7000</p>
<p>Individual Shareholders holding securities in demat mode with CDSL</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>

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

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a *Verification Code as shown on the screen.*  
*Alternatively, if you are registered for NSDL eservices i.e., IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e., Cast your vote electronically.*
4. Your User ID details are given below:

Manner of holding shares i.e., Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example, if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example, if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example, if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.

c) How to retrieve your 'initial password'?

- (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e., a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8-digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
- (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

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

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

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

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

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

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

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

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
3. Now you are ready for e-Voting as the Voting page opens.

4. Cast your vote by selecting appropriate options i.e., assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

#### **General Guidelines for shareholders**

1. Institutional shareholders (i.e., other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [cspoojagala@gmail.com](mailto:cspoojagala@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). Institutional shareholders (i.e., other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on.: 022 - 4886 7000 and 022 - 2499 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to [compliance@miflindia.com](mailto:compliance@miflindia.com)
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to [compliance@miflindia.com](mailto:compliance@miflindia.com). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**

3. Alternatively shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

**THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER: -**

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

**INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:**

1. Shareholder will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM" placed under "Join meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Shareholders are encouraged to join the Meeting through Laptops for better experience.
3. Further Shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at [compliance@miflindia.com](mailto:compliance@miflindia.com) (company email id) latest by 05:00 p.m. (IST) on **Saturday, 26<sup>th</sup> August, 2023**. The same will be replied by the company suitably.
6. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
7. When a pre-registered speaker is invited to speak at the meeting but he / she does not respond, the next speaker will be invited to speak. Accordingly, all speakers are requested to get connected to a device with a video/ camera along with good internet speed.
8. The Company reserves the right to restrict the number of questions and number of speakers, as appropriate, for smooth conduct of the AGM.

**ANNEXURE TO NOTICE**  
**EXPLANATORY STATEMENT U/S 102 OF THE COMPANIES ACT, 2013**

As required by Section 102 of The Companies Act, 2013; the following explanatory statements sets out all material facts relating to the businesses mentioned under Item Nos. 4 to 7 of the accompanying notice:

**ITEM NO.4: APPROVAL FOR MATERIAL RELATED PARTY TRANSACTION(S) UNDER SECTION 188 OF THE COMPANIES ACT, 2013 AND REGULATION 23 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND IND AS 24:**

Pursuant to the provisions of Section 188 of The Companies Act, 2013 (“the Act”), read with The Companies (Meetings of Board and its Powers) Rules, 2014 (“Rules”), the Company is required to obtain consent of the Board of Directors and to take prior approval of the Shareholders by way of Ordinary Resolution, in case certain transactions with related parties exceeds such sum as specified in the said Rules. The aforesaid provisions are not applicable in respect of transactions which are in the ordinary course of business and on arm's length basis.

Pursuant to the Regulation 23 of The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“Listing Regulations”), as amended by The SEBI (Listing Obligations and Disclosure Requirements) (Sixth Amendment) Regulations, 2021, effective from 01<sup>st</sup> April, 2022, mandates prior approval of Members of a listed entity by means of an ordinary resolution for all material related party transactions, even if such transactions are in the ordinary course of business and at an arm's length basis. Effective from 01<sup>st</sup> April, 2022, a transaction with a related party shall be considered material, if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds INR 1,000 Crore or 10.00% of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity, whichever is lower.

Accordingly, the related party transactions as recommended by the Audit Committee and approved by the Board of Directors at their respective meetings are hereby placed before the Shareholders for their approval by way of Special Resolution to enable the Company to enter into the following Related Party Transactions in one or more tranches. The transactions under consideration, are proposed to be entered into by the Company with the following related parties in the ordinary course of business and at arms' length basis.

The list of related parties is as follows, with whom Company may enter into business transaction (s) during the financial year 2023-24:

Sr. No.	Name of the Related Party	Relationship	Nature of transaction	Transaction Amount in Rs	Financial year
1	Wardwizard Medicare	Mr. Yatin Sanjay Gupte is director of Wardwizard	As per Section 188 and RPT	30 crores	2023-24

	Private Limited	Medicare Private Limited and Non-Executive Non Independent Director and Promoter of Mangalam Industrial Finance Limited.	Policy of the Company	(out of 30 crores Company has taken approval for 20 crores previously from the shareholders)	
2	Mrs. Sheetal Mandar Bhalerao	Mrs. Sheetal Mandar Bhalerao is the Managing Director of Wardwizard Foods and Beverages Limited (Formerly known as Vegetable Products Limited). Mr. Yatin Sanjay Gupte is the promoter of Wardwizard Foods and Beverages Limited (Formerly known as Vegetable Products Limited). Mr. Venkata Ramana Revuru and Mr. Sojan Avirachan are the promoter groups in Wardwizard Foods and Beverages Limited (Formerly known as Vegetable Products Limited).	As per Section 188 and RPT Policy of the Company	10 crores	2023-24
3	Mr. Sanjay Mahadev Gupte	Mr. Sanjay Gupte is father of Mr. Yatin Sanjay Gupte. Mr. Yatin Sanjay Gupte is Promoter & Non Executive - Non Independent Director of Mangalam Industrial Finance Limited. Mr. Yatin Sanjay Gupte AND Mr. Venkata Ramana Revuru are Business Partners.	As per Section 188 and RPT Policy of the Company	10 Crores	2023-24
4	Mr. Mandar Bhalerao	Mr. Mandar Bhalerao is in the promoter group of	As per Section 188 and RPT	10 Crores	2023-24

		Wardwizard Foods and Beverages Limited (Formerly known as Vegetable Products Limited) and Mr. Yatin Sanjay Gupte is the promoter of Wardwizard Foods and Beverages Limited (Formerly known as Vegetable Products Limited). Mr. Yatin Sanjay Gupte is Non Executive Non Independent Director and promoter of Mangalam Industrial Finance Limited.	Policy of the Company		
5	JZ Hospitality Private Limited	Mandar Bhalerao is Director & Promoter of JZ Hospitality Private Limited and is in the promoter group of Wardwizard Foods and Beverages Limited (Formerly known as Vegetable Products Limited) and Mr. Yatin Sanjay Gupte is the promoter of Wardwizard Foods and Beverages Limited (Formerly known as Vegetable Products Limited). Mr. Yatin Sanjay Gupte is Non Executive Non Independent Director and promoter of Mangalam Industrial Finance Limited.	As per Section 188 and RPT Policy of the Company	10 Crores	2023-24
6	Wardwizard Foundation	Mr. Yatin Sanjay Gupte and Mrs. Sheetal Mandar Bhalerao, both are the trustees. Mr. Yatin Sanjay Gupte is Promoter & Non Executive - Non	As per Section 188 and RPT Policy of the Company	10 Crores	2023-24

		Independent Director of Mangalam Industrial Finance Limited. Mr. Yatin Sanjay Gupte AND Mr. Venkata Ramana Revuru are Business Partners.			
7	Bluebells Insurance Broking Private Limited	Mr. Yatin Sanjay Gupte & Wardwizard Solutions India Private Limited promoters of the Company are also the shareholders of Bluebells Insurance Broking Private Limited. Mr. Yatin Sanjay Gupte is Promoter & Non Executive - Non Independent Director of Mangalam Industrial Finance Limited and Wardwizard Solutions India Private Limited is the promoter of Mangalam Industrial Finance Limited.	As per Section 188 and RPT Policy of the Company	20 crores	2023-24
8	Ayoki Merchantile Limited	Mr. Yatin Sanjay Gupte, Mrs. Sheetal Mandar Bhalerao, M/s. Wardwizard Solutions India Private Limited and M/s. Wardwizard Medicare Private Limited are the acquirers of the company. Mr. Yatin Sanjay Gupte is the Promoter & Non Executive - Non Independent Director of Mangalam Industrial Finance Limited. Mr. Yatin Sanjay Gupte AND Mr. Venkata Ramana Revuru are Business Partners. Wardwizard Solutions India Private	As per Section 188 and RPT Policy of the Company	30 crores	2023-24

		Limited is the promoter of Mangalam Industrial Finance Limited.			
9	Yatin S Gupte (HUF)	Mr. Yatin Sanjay Gupte is Karta of Yatin S Gupte (HUF). Mr. Yatin Sanjay Gupte is Promoter & Non Executive - Non Independent Director of Mangalam Industrial Finance Limited. Mr. Yatin Sanjay Gupte AND Mr. Venkata Ramana Revuru are Business Partners.	As per Section 188 and RPT Policy of the Company	10 crores	2023-24
10	Aevas Visual Magic Private Limited	Mr. Sojan Avirachan is Director and Promoter of Aevas Business Solutions Private Limited. Mr. Sojan Avirachan is Promoter & Non Executive - Non Independent Director of Mangalam Industrial Finance Limited.	As per Section 188 and RPT Policy of the Company	10 crores	2023-24
11	Anila Sojan	Mrs. Anila Sojan is wife of Mr. Sojan Avirachan. Mr. Sojan Avirachan is Promoter & Non Executive - Non Independent Director of Mangalam Industrial Finance Limited. Mr. Sojan Avirachan and Mr. Venkata Ramana Revuru are Business Partners.	As per Section 188 and RPT Policy of the Company	5 crores	2023-24
12	Lakshmi Devi	Ms. Lakshmi Devi is mother of Mr. Venkata Ramana Revuru. Mr. Venkata Ramana Revuru is Promoter & Chairman - Managing Director of Mangalam Industrial Finance Limited.	As per Section 188 and RPT Policy of the Company	5 crores	2023-24

13	Dhawin & Associates	Yatin S Gupte (HUF) is the partner in Dhawin & Associates through its Karta, Mr. Yatin Sanjay Gupte. Mr. Yatin Sanjay Gupte is Promoter & Non Executive - Non Independent Director of Mangalam Industrial Finance Limited. Mr. Yatin Sanjay Gupte AND Mr. Venkata Ramana Revuru are Business Partners.	As per Section 188 and RPT Policy of the Company	5 crores	2023-24
14	The Square Foot Company	Yatin S Gupte (HUF) is the partner in The Square Foot Company through its Karta, Mr. Yatin Sanjay Gupte. Mr. Yatin Sanjay Gupte is Promoter & Non Executive - Non Independent Director of Mangalam Industrial Finance Limited. Mr. Yatin Sanjay Gupte AND Mr. Venkata Ramana Revuru are Business Partners.	As per Section 188 and RPT Policy of the Company	5 crores	2023-24
15	Wardwizard Entertainment Private Limited	Wardwizard Solutions India Private Limited and Yatin S Gupte (HUF) are the shareholders of the company. Wardwizard Solutions India Private Limited is Promoted by Mr. Yatin Sanjay Gupte. Wardwizard Solutions India Private Limited is promoter of Mangalam Industrial Finance Limited. Yatin Sanjay Gupte is the Karta of Yatin S Gupte (HUF) and he is Promoter & Non Executive - Non	As per Section 188 and RPT Policy of the Company	20 crores	2023-24

		Independent Director of Mangalam Industrial Finance Limited. Mr. Yatin Sanjay Gupte AND Mr. Venkata Ramana Revuru are Business Partners.			
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Moreover, the estimated value of the transaction(s) relating to ongoing sale, purchase or supply of any good(s) or material(s), selling or otherwise disposing of, or buying, leasing of property of any kind, availing or rendering of any service(s), appointment of agent for purchase or sale of good(s), material(s), service(s) or property or otherwise disposing of any goods, materials or property or availing or rendering of any services, borrowings/lending of loans and advances, to give premises on rent, to give donation, to give inter corporate deposits, on such term(s) and condition(s) as the Board of Directors may deem fit or appointment of such related party to any office or place of profit in the Company for an amount during the financial year 2023-24 as mentioned in the below list are likely to exceed the threshold prescribed under Section 188 of The Companies Act, 2013, read with the rules made there and under Regulation 23 of The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Indian Accounting Standard (IND AS) 24 and will be considered material and therefore would require the approval of shareholders of the Company by a Special Resolution.

The particulars of the Contract (s) /Arrangement (s) /transaction (s) pursuant to sub-rule (3) of Rule 15 of The Companies (Meetings of the Board and its Powers) Rules, 2014 read along with recommended by Audit Committee grant the omnibus approval as per Regulation 23 of The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SEBI circular no SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated 22<sup>nd</sup> November, 2021.

The particulars of transactions to be entered into by the Company with related parties are as under:

Sr No	Particulars	Details									
1	Name of the Related Party	Wardwizard Medicare Private Limited	Mrs. Sheetal Mandar Bhalerao	Mr. Sanjay Mahadev Gupte	Mr. Mandar Bhalerao	JZ Hospitality Private Limited	Wardwizard Foundation	Bluebells Insurance Broking Private Limited	Ayoki Merchantile Limited	Yatin S Gupte (HUF)	Aevas Visual Magic Private Limited
2	Name of the Director of KMP who is related	Mr. Yatin Sanjay Gupte is director in Wardwizard Medicare Private Limited	Mr. Yatin Sanjay Gupte is the promoter of Wardwizard Foods and Beverages Limited (Formerly known as Vegetable Products Limited). Mr. Venkata Ramana Revuru and Mr.	Mr. Yatin Sanjay Gupte is Promoter & Non Executive - Non Independent Director of Mangalam Industrial Finance Limited. Mr. Yatin Sanjay Gupte AND Mr. Venkata	Mr. Yatin Sanjay Gupte is the promoter of Wardwizard Foods and Beverages Limited (Formerly known as Vegetable Products Limited) as Vegetables Product	Mr. Yatin Sanjay Gupte is the promoter of Wardwizard Foods and Beverages Limited (Formerly known as Vegetable Products Limited). Mr. Yatin Sanjay Gupte is Non Executive	Mr. Yatin Sanjay Gupte and Mrs. Sheetal Mandar Bhalerao, both are the trustees. Mr. Yatin Sanjay Gupte is Promoter & Non Executive - Non Independent Director of Mangalam Industrial Finance Limited. Mr.	Mr. Yatin Sanjay Gupte & Wardwizard Solutions India Private Limited are also the shareholders of Bluebells Insurance Broking Private Limited. Mr. Yatin Sanjay Gupte is Promoter & Non Executive Independent	Mr. Yatin Sanjay Gupte, Mrs. Sheetal Mandar Bhalerao, M/s. Wardwizard Solutions India Private Limited and M/s. Wardwizard Medicare Private Limited are the acquirers of the company. Mr. Yatin	Mr. Yatin Sanjay Gupte is Karta of Yatin S Gupte (HUF). Mr. Yatin Sanjay Gupte is Promoter & Non Executive - Non Independent Director of Mangalam Industrial Finance Limited. Mr. Yatin Sanjay Gupte AND Mr. Venkata	Mr. Sojan Avirachan is Director and Promoter of Aevas Business Solutions Private Limited. Mr. Sojan Avirachan is Promoter & Non Executive - Non Independent Director of Mangalam Industrial Finance Limited.

			Sojan Avirachan are the promoter groups in Wardwizard Foods and Beverages Limited (Formerly known as Vegetable Products Limited).	Ramana Revuru are Business Partners.	Limited) . Mr. Yatin Sanjay Gupte is Non Executive Non Independent Director and promoter of Mangalam Industrial Finance Limited.	Non Independent Director and promoter of Mangalam Industrial Finance Limited.	Yatin Sanjay Gupte AND Mr. Venkata Ramana Revuru are Business Partners.	Director of Mangalam Industrial Finance Limited and Wardwizard Solutions India Private Limited is the promoter of Mangalam Industrial Finance Limited.	Sanjay Gupte is the Promoter & Non Executive - Non Independent Director of Mangalam Industrial Finance Limited. Mr. Yatin Sanjay Gupte AND Mr. Venkata Ramana Revuru are Business Partners. Wardwizard Solutions India Private Limited is the promoter of Mangalam Industrial Finance Limited.	Revuru are Business Partners.	
<b>3</b>	Nature of Relationship	Mr. Yatin Sanjay Gupte is	-	-	-	-	Mr. Yatin Sanjay Gupte is	Mr. Yatin Sanjay Gupte is director of	Mr. Yatin Sanjay Gupte is	Mr. Yatin Sanjay Gupte is director of	Aevas Business Solutions Private Limited

	(including nature of interest, financial or otherwise)	director of Wardwizard Medicare Private Limited and NonExecutive Non Independent Director and Promoter of Mangalam Industrial Finance Limited and holds 13.12% shares.					director of Wardwizard Medicare Private Limited and Non Executive Non Independent Director and Promoter of Mangalam Industrial Finance Limited and holds 13.12% shares.	Wardwizard Medicare Private Limited and Non Executive Independent Director and Promoter of Mangalam Industrial Finance Limited and holds 13.12% shares.	director of Wardwizard Medicare Private Limited and Non Executive Non Independent Director and Promoter of Mangalam Industrial Finance Limited and holds 13.12% shares.	Wardwizard Medicare Private Limited and Non Executive Non Independent Director and Promoter of Mangalam Industrial Finance Limited and holds 13.12% shares.	is Promoted by Mr. Sojan Avirachan. Mr. Sojan Avirachan is Director of Aevas Business Solutions Private Limited, Promoter & Non Executive - Non Independent Director of Mangalam Industrial Finance Limited.
4	Nature of Transaction	As per Section 188 and RPT policy of the Company									
5	Tenure of Transaction	FY 2023-24									

6	Maximum value of Transactions	30 crores (out of 30 crores Company has taken approval for 20 crores previously from the shareholders)	10 crores	20 crores	30 crores	10 crores	10 crores				
7	Type, Material terms and particulars of the proposed transaction	To sale, purchase or supply of any good(s) or material(s), selling or otherwise disposing of, or buying, leasing of property of any kind, availing or rendering of any service(s), appointment of agent for purchase or sale of good(s), material(s), service(s) or property or otherwise disposing of any good(s), material(s) or property or availing or rendering of any service(s), borrowings, advances or loans, to give premises on rent, to give donation, to give inter- corporate deposits, on such term(s) and condition(s) as the Board of Directors may deem fit or appointment of such related party(ies) to any office or place of profit in the Company for an amount which may exceed the threshold for material related party transaction(s), for the financial year 2023-2024 on such terms and conditions as the Board of Directors may deem fit.									
8	The percentage of the listed entity's annual consolidated turnover, for the	751.2019	751.2019	751.2019	751.2019	751.2019	751.2019	1502.404	2253.606	751.2019	751.2019

	immediately preceding financial year, that is represented by the value of the proposed transaction										
9	Percentage of the listed entity's Subsidiary - annual standalone turnover, for the immediately preceding financial year, that is	NOT APPLICABLE									

	<p>represented by the value of the proposed Transaction (In case of RPT involving a Subsidiary)</p>	
<p><b>10</b></p>	<p>Details of the source of funds if the transaction related to any loans, inter corporate deposits, advances or investments made or given</p>	<p>The financial assistance is provided/ would be provided from the internal accruals/own funds/funds raised through issue of equity shares/debt Instruments or inter corporate loans of the Company.</p>

	by listed entity or its subsidiary.	
11	where any financial indebtedness is incurred to make or give loans, intercorporate deposits, advances or investments (nature of indebtedness / Cost of Funds and Tenure to be specified)	NO

12	applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security;	Unsecured working capital loan/ inter corporate deposit, investment in debt securities, investment in securities where coupon rate is fixed/Short term lending for the tenure as mutually agreed between the parties. Interest rate will be in line with prevailing bank lending rates.
13	the purpose for which the funds will be utilized by the ultimate beneficiary pursuant to the RPT	Funds shall be utilized towards meeting the operational cash-flows and/or business objectives/ working capital requirements requirements/exigencies of the Related Party

14	Justification as to why the RPT is in the interest of the listed entity;	The Board considers that the proposed related party transactions are in the ordinary course of business and at arm's length basis and play a vital role in the growth of business operations of the listed entity.
15	A copy of the Valuation or other external party report, if any such report has been relied upon.	NOT APPLICABLE
16	Percentage of the counterparty's annual consolidated turnover that is represented by	NOT APPLICABLE

	the value of the proposed RPT on a voluntary basis	
<b>17</b>	Any other information relevant or important for the members to take a decision on the proposed resolution	All relevant/ important information forms a part of this Explanatory Statement setting out material facts pursuant to Section 102(1) of The Companies Act, 2013.

Sr. No	Particulars	Details				
1	Name of the Related Party	Anila Sojan	Lakshmi Devi	Dhawin & Associates	The Square Foot Company	Wardwizard Entertainment Private Limited
2	Name of the Director of KMP who is related	Mrs. Anila Sojan is wife of Mr. Sojan Avirachan. Mr. Sojan Avirachan is Promoter & Non Executive - Non Independent Director of Mangalam Industrial Finance Limited. Mr. Sojan Avirachan and Mr. Venkata Ramana Revuru are Business Partners.	Ms. Lakshmi Devi is mother of Mr. Venkata Ramana Revuru. Mr. Venkata Ramana Revuru is Promoter & Chairman - Managing Director of Mangalam Industrial Finance Limited.	Yatin S Gupte (HUF) is the partner in Dhawin & Associates through its Karta, Mr. Yatin Sanjay Gupte. Mr. Yatin Sanjay Gupte is Promoter & Non Executive - Non Independent Director of Mangalam Industrial Finance Limited. Mr. Yatin Sanjay Gupte AND Mr. Venkata Ramana Revuru are Business Partners.	Yatin S Gupte (HUF) is the partner in The Square Foot Company through its Karta, Mr. Yatin Sanjay Gupte. Mr. Yatin Sanjay Gupte is Promoter & Non Executive - Non Independent Director of Mangalam Industrial Finance Limited. Mr. Yatin Sanjay Gupte AND Mr. Venkata Ramana Revuru are Business Partners.	Wardwizard Solutions India Private Limited and Yatin S Gupte (HUF) are the shareholders of the company. Wardwizard Solutions India Private Limited is Promoted by Mr. Yatin Sanjay Gupte. Wardwizard Solutions India Private Limited is promoter of Mangalam Industrial Finance Limited. Yatin Sanjay Gupte is the Karta of Yatin S Gupte (HUF) and he is Promoter & Non Executive - Non Independent Director of Mangalam Industrial Finance Limited. Mr. Yatin Sanjay Gupte AND Mr. Venkata Ramana Revuru are Business Partners.
3	Nature of Relationship (including	Mr. Sojan Avirachan is husband of Mrs. Anila Sojan	Mr. Venkata Ramana Revuru is son of Ms. Lakshmi Devi	Promoter and director who holds 13.12% shares	Promoter and director who holds 13.12 % shares	Promoter and director who holds 13.12% shares

	nature of interest, financial or otherwise )					Wardwizard Solutions India Private Limited is promoter who holds 14.54% shares
4	Nature of Transaction	As per Section 188 and RPT policy of the Company				
5	Tenure of Transaction	FY 2023-24				
6	Maximum value of Transactions	5 crores	5 crores	5 crores	5 crores	20 crores
7	Type, Material terms and particulars of the proposed transaction	To sale, purchase or supply of any good(s) or material(s), selling or otherwise disposing of, or buying, leasing of property of any kind, availing or rendering of any service(s), appointment of agent for purchase or sale of good(s), material(s), service(s) or property or otherwise disposing of any good(s), material(s) or property or availing or rendering of any service(s), borrowings, advances or loans, to give premises on rent, to give donation, to give inter- corporate deposits, on such term(s) and condition(s) as the Board of Directors may deem fit or appointment of such related party(ies) to any office or place of profit in the Company for an amount which may exceed the threshold for material related party transaction(s), for the financial year 2023-2024 on such terms and conditions as the Board of Directors may deem fit.				
8	The percentage of the listed entity's annual consolidated	375.601	375.601	375.601	375.601	1502.404

	turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction					
9	Percentage of the listed entity's Subsidiary - annual standalone turnover, for the immediately preceding financial year, that is	NOT APPLICABLE				

	<p>represented by the value of the proposed Transaction (In case of RPT involving a Subsidiary)</p>	
<p><b>10</b></p>	<p>Details of the source of funds if the transaction related to any loans, inter corporate deposits, advances or investments made or given by listed entity or its subsidiary .</p>	<p>The financial assistance is provided/ would be provided from the internal accruals/own funds/funds raised through issue of equity shares/debt Instruments or inter corporate loans of the Company.</p>

11	where any financial indebtedness is incurred to make or give loans, intercorporate deposits, advances or investments (nature of indebtedness / Cost of Funds and Tenure to be specified)	NO
12	applicable terms, including covenants, tenure, interest rate and repayment schedule,	Unsecured working capital loan/ inter corporate deposit, investment in debt securities, investment in securities where coupon rate is fixed/Short term lending for the tenure as mutually agreed between the parties. Interest rate will be in line with prevailing bank lending rates.

	whether secured or unsecured ; if secured, the nature of security;	
<b>13</b>	the purpose for which the funds will be utilized by the ultimate beneficiary pursuant to the RPT	Funds shall be utilized towards meeting the operational cash-flows and/or business objectives/ working capital requirements requirements/exigencies of the Related Party
<b>14</b>	Justification as to why the RPT is in the interest of the listed entity;	The Board considers that the proposed related party transactions are in the ordinary course of business and at arm's length basis and play a vital role in the growth of business operations of the listed entity.
<b>15</b>	A copy of the Valuation or other external	NOT APPLICABLE

	party report, if any such report has been relied upon.	
16	Percentage of the counterparty's annual consolidated turnover that is represented by the value of the proposed RPT on a voluntary basis	NOT APPLICABLE
17	Any other information relevant or important for the members to take a	All relevant/ important information forms a part of this Explanatory Statement setting out material facts pursuant to Section 102(1) of The Companies Act, 2013.

decision on the proposed resolution	
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# Percentage mentioned in the Explanatory Statement are rounded off.

The Indicative base price/ current contracted price and the formula for variation in the price if any: **It cannot be ascertained at this moment, it depends on the purchase during said period.**

Other conditions as the Audit Committee may deem fit: **NIL**

Manner of determining the pricing: **All the Proposed transaction(s) would be carried out as part of business requirement of the Company and are ensured to be on arm's length basis.**

Whether all factors relevant to the contract have been considered, if not, the details of factors not considered with the rationale for not considering those factors: **All factors have been considered.**

Any other information relevant or important for the Board to take a decision on the proposed transaction: **NIL**

Members may note that these Related Party Transaction(s)/ contract(s)/ arrangement(s), placed for members' approval, shall, at all times, be subject to prior approval of the Audit Committee of the Company and shall continue to be in the ordinary course of business and at arm's length and have a significant role in the Company's operations. Therefore, the Board of Directors commends the passing of the special resolution set out at item No. 4 of accompanying notice.

Any subsequent material modifications in the proposed transactions, as may be defined by the Audit Committee as a part of Company's Policy on Related Party Transactions, shall be placed before the members for approval, in terms of Regulation 23(4) of The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Except Mr. Venkata Ramana, Managing Director; Mr. Yatin Sanjay Gupte, Promoter and Non-Executive Non-Independent Director; Mr. Vettukallel Avirachan Sojan, Promoter and Non-Executive Non-Independent Director; Wardwizard Solutions India Private Limited, (Promoter) and Garuda Mart India Private Limited (Promoter) along with their relatives, none of the other Directors or Key Managerial Personnel(s) of the Company or their relatives are in any way concerned or interested financially or otherwise in the resolution except to the extent of their shareholding in the Company, if any.

**ITEM NO. 5 : INCREASING BORROWING LIMITS OF THE BOARD OF DIRECTORS OF THE COMPANY UNDER SECTION 180 OF THE COMPANIES ACT, 2013.**

As per the provisions of Section 180(1)(c) of The Companies Act, 2013; the Board of Directors of the Company cannot, except with the consent of the Shareholders in the General Meeting by a Special Resolution, borrow the monies apart from temporary loans (loans viz., means loans repayable on demand or within six months from the date of the loan such as short-term, cash credit arrangements, the discounting of bills and the issue of other short-term loans of a seasonal character, but does not include loans raised for the purpose of financial expenditure of a capital nature) where the monies to be borrowed together with the monies already borrowed does not exceed ₹ 150,00,00,000/- (Rupees One Hundred Fifty Crores Only) from banks, financial institution(s), foreign lender, body corporate entity(ies), authority(ies) in the ordinary course of business.

Hence, it is necessary for the Members to pass Special Resolution under Section 180 (1)(c) of The Companies Act, 2013 and other applicable provisions and the Board of Directors accordingly recommends the passing of this Special Resolution set out at Item No. 5 of accompanying notice.

None of the directors, Key managerial personnel or their relatives thereof is interested or concerned in the proposed resolution except to the extent to their shareholding.

**ITEM NO. 6: AUTHORIZATION TO MAKE LOAN(S) AND GIVE GUARANTEE(S), PROVIDE SECURITY (IES) OR MAKE INVESTMENTS UNDER SECTION 186 OF THE COMPANIES ACT, 2013.**

The Company has been making investments in, giving loans and guarantees and providing securities in connection with loans to various persons and bodies corporate (including its subsidiary or associates, if any) for the purpose of their business activities, from time to time, in compliance with the applicable provisions of the Act. The Board of Directors intends to provide loan, investment, guarantee and security to other person(s) and/or Body Corporate(s) in view of company's strategic plans.

Hence, as per sub-section (2) & (3) of Section 186 of The Companies Act, 2013, a Company is required to obtain the prior approval of the members through special resolution, in case the Company wants to-

- a. Give any loan to any person or other body corporate;
- b. Give any guarantee or provide security in connection with a loan to any other body corporate or person; and
- c. Acquire by way of subscription, purchase or otherwise, the securities of any other body corporate,

Exceeding 60% of its paid-up share capital, free reserves and securities premium account or 100% of its free reserves and securities premium account or 100% of its free reserve and securities premium account, whichever is more.

Your company is growing and therefore in order to capitulate the various opportunities of the prevailing industry, the Board of directors is seeking approval of the members pursuant to Section 186 of The Companies Act, 2013 over and above the limit as specified in the resolution No. 6.

None of the Directors, Key managerial personnel or their relatives thereof is interested or concerned in the proposed resolution except to the extent to their shareholding.

The Board commends the passing of the special resolution set out at item No. 6 of accompanying notice.

**ITEM NO. 7: AUTHORIZATION TO ADVANCE ANY LOAN OR GIVE ANY GUARANTEE OR PROVIDE ANY SECURITY UNDER SECTION 185 OF THE COMPANIES ACT, 2013.**

As per Section 185 of The Companies Act, 2013 a company may advance any loan including any loan represented by a book debt, or give guarantee or provide any security in connection with any loan taken by any person in whom any of the Director of the Company is interested, subject to the condition that:

- a. Special Resolution is passed by the Company in the general meeting
- b. The loans are utilized by the borrowing company for its principal business activities.

The Loan amount to the extent of ₹ 150,00,00,000/- (Rupees One Hundred Fifty Crores Only) to be lent and will be used by the borrowing company for the purpose of its principle business activity.

None of the Directors, Key managerial personnel or their relatives thereof is interested or concerned in the proposed resolution except to the extent to their shareholding.

The Board commends the passing of the special resolution set out at item No. 7 of accompanying notice.

**For Mangalam Industrial Finance Limited**

**SD/-  
Venkata Ramana Revuru  
Managing Director  
DIN: 02809108**

**SD/-  
Yatin Sanjay Gupte  
Non-Executive Non- Independent Director  
DIN: 07261150**

**Place: Vadodara  
Date: 03<sup>rd</sup> August, 2023**

## **DIRECTORS' REPORT**

Dear Shareholders,

Your Directors have pleasure in presenting the 40<sup>th</sup> Annual Report of the Company together with Standalone Audited Accounts for the financial year ended on 31<sup>st</sup> March, 2023.

### **1. COMPANY OVERVIEW:**

Mangalam Industrial Finance Limited is a public limited company incorporated on 08<sup>th</sup> February, 1983 under The Companies Act, 1956 and having its registered office at Old Nimta Road, Nandan Nagar, Belghoria, Kolkata, West Bengal – 700 083 and corporate office at Hall No-1, M R Icon, Next to Milestone, Vasna Bhayli Road, Vadodara, Gujarat – 391 410. The company is a Non-deposit taking Non-Banking Finance Company vide the Reserve Bank of India registration number B.05.02961 dated 21<sup>st</sup> August, 2001.

### **2. FINANCIAL RESULTS:**

*(₹ in Lakhs)*

Particulars	Standalone	
	Current Year 2022-23	Previous Year 2021-22
Interest & Other Income	133.12	116.94
Profit Before Depreciation & Taxation & Exceptional Items	(487.43)	(67.51)
Exceptional Items	0.00	300.00
Profit Before Depreciation & Taxation	(487.43)	232.49
Less: Depreciation	1.58	0.00
Less: Current Tax	11.20	98.77
Less: Deferred Tax	0.73	0.00
Profit / (Loss) After Taxation	(500.94)	133.72
Add: Balance Brought Forward from Previous Year	(231.10)	(364.82)
Less: Transferred to Statutory Reserve	0.00	0.00
Less: Fair Valuation of Equity Instrument	0.00	0.00
Add: Other Adjustment	(3.42)	0.00
Add: Contingent Provision For Standard Assets	0.00	0.00
Balance Carried to Balance Sheet	(735.46)	(231.10)

**3. SHIFTING OF REGISTERED OFFICE AND CORPORATE OFFICE OF THE COMPANY:**

Pursuant to Section 12 of The Companies Act, 2013 and any other applicable provisions of The Companies Act, 2013 and Rules made thereunder (including any statutory modifications and re-enactment thereof for the time being in force), the Company has changed its Registered Office from MMS Chambers, 4A, Council House, 1<sup>st</sup> Floor, Room No, D1, West Bengal – 700 001 to Old Nimta Road, Nandan Nagar, Belghoria, Kolkata, West Bengal – 700 083 with effect from 06<sup>th</sup> October, 2022.

**4. OPERATIONS/STATE OF COMPANY’S AFFAIRS:**

The loss before tax during the year is ₹ (489.01) Lakhs against Profit before tax ₹ 232.49 Lakhs in previous year. The Profit after tax is ₹ (500.94) Lakhs against Profit of ₹ 133.72 Lakhs in previous year. In assessing the recoverability of loans, receivables and investments, the Company has considered internal and external sources of information, economic forecast and industry reports upto the date of approval of these financial results. Your Directors are identifying prospective areas and will make appropriate investments that will maximize the revenue of the Company in the current Financial Year.

**5. CHANGES IN THE NATURE OF BUSINESS:**

There was no change in the nature of business of the Company.

**6. LISTING OF EQUITY SHARES:**

The Company’s equity shares are listed on The BSE Limited (Scrip Code: 537800).

The Company has paid the Annual Listing Fees for the financial year 2022-23 to the said Stock Exchange as required.

**7. BRIEF DESCRIPTION OF THE STATE OF COMPANY’S AFFAIRS:**

The Company is a Non-Banking Finance Company and is presently engaged in the business of investing and financing.

**8. DIVIDEND:**

In view of strengthening the financial position of the Company and to enhance the reserve base of the Company, the Directors have not recommended any dividend during the financial year 2022-23.

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

Since there was no unpaid/unclaimed Dividend declared and paid in the previous year, the provisions of Section 125 of The Companies Act, 2013 is not applicable to the Company.

**10. SHARE CAPITAL:**

The paid-up capital of the Company as on 31<sup>st</sup> March, 2023 was ₹ 96,16,43,500. During the financial year, the Company has not allotted any equity shares.

**11. MATERIAL CHANGES AND COMMITMENTS, IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY WHICH HAVE OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR OF THE COMPANY TO WHICH THE FINANCIAL STATEMENTS RELATE AND THE DATE OF THE REPORT:**

There is no such material change and commitment, affecting the financial position of the Company which have occurred between the end of the financial year ended on 31<sup>st</sup> March, 2023 and the date of the report.

**12. TRANSFER TO RESERVES:**

The Company during the year under review, in accordance with Section 45-IC (1) of The Reserve Bank of India Act, 1934 has not transferred any amount to Statutory Reserve due to Carried forward losses of previous years. As on 31<sup>st</sup> March, 2023, the balance in the Statutory Reserve is ₹ 33.05 lakhs.

**13. DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION & REDRESSAL) ACT, 2013:**

The Company is committed to provide and promote safe, healthy and congenial atmosphere irrespective of gender, caste, creed, color or social status of the employee. All employees (permanent, contractual, temporary, trainees) are covered. During the financial year, no complaints were received.

a.	Number of complaints filed during the financial year	NIL
b.	Number of complaints disposed off during the financial year	NA
c.	Number of complaints pending as on end of the financial year	NA

**14. HOLDING, SUBSIDIARIES, JOINT VENTURES AND ASSOCIATES COMPANIES AS PER THE COMPANIES ACT, 2013:**

The Company does not have any holding, subsidiary, joint venture and associate companies as per The Companies Act, 2013.

**15. CORPORATE SOCIAL RESPONSIBILITY:**

The provisions of Section 135 of The Companies Act, 2013 read with The Companies (Corporate Social Responsibility Policy) Rules, 2014 are not applicable to the Company. Hence, there is no need to develop CSR policy and to take initiative thereon.

**16. RISK MANAGEMENT:**

The Company has framed a Risk Management Policy containing the elements of risks and implementation strategy to mitigate those risks. During the year, the risk management policy was reviewed by the management of the Company; to make it more focused in identifying and prioritizing the risks, role of various executives in monitoring & mitigation of risk and reporting process. Its aim is to enhance shareholders value and to provide an optimum risk reward tradeoff.

The Risk Management Policy has been reviewed and found adequate to the requirements of the Company, and approved by the Board of Directors. Presently, the composition of Risk Management Committee as required under Regulation 20 of The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is not applicable to the Company.

The Management evaluated various risks and that there is no element of risk identified that may threaten the existence of the Company.

**17. COMPLIANCE:**

The Compliance function of the Company is responsible for independently ensuring that operating and business units comply with the regulatory and internal guidelines. The Compliance Department of the Company continues to play a pivotal role in ensuring implementation of compliance functions in accordance with the directives issued by the Regulators, the Board of Directors and the Company's Compliance Policy. The Audit Committee reviews the performance of the Compliance Department and the status of compliance with the regulatory or internal guidelines on a periodic basis. New instructions and guidelines issued by the regulatory authorities were disseminated across the Company to ensure that the business and functional units functions with the boundaries set up by the

regulators and that the compliance risks are suitably monitored and mitigated in course of their activities and processes.

## **18. AUDITORS:**

### **Statutory Auditors**

In accordance with the provisions of The Companies Act, 2013, at the 38<sup>th</sup> Annual General Meeting held on 27<sup>th</sup> September, 2021; the shareholders had appointed M/s. Mahesh Udhwani & Associates, Chartered Accountants, Vadodara bearing firm registration number 129738W as Statutory Auditors of the Company, for a period of 2 years i.e. upto the conclusion of Annual General Meeting to be held in the year 2023, subject to ratification of their appointment at every Annual General Meeting.

The Board has re-appointed M/s. Mahesh Udhwani & Associates for its 2<sup>nd</sup> term for the period of 3 years i.e. upto the conclusion of 43<sup>rd</sup> Annual General Meeting to be held for adoption of accounts for the financial year ending 31<sup>st</sup> March, 2026, subject to approval of members at the ensuing Annual General Meeting.

The Companies Act, 2013 and any other applicable provisions of The Companies Act, 2013 and Rules made thereunder (including any statutory modifications and re-enactment thereof for the time being in force), has done away with the requirement of ratification of statutory auditors at every Annual General Meeting.

There is no qualification or adverse remark in Auditor's report. The observations of Statutory Auditor in their Report read with relevant Notes to Accounts are self-explanatory and therefore, do not require any further explanation.

### **Secretarial Auditor**

Pursuant to the provisions of Section 204 of The Companies Act, 2013 read with Rule 9 of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014; the Company had appointed Mrs. Aparna Tripathi, Company Secretary in Practice (Membership Registration No. 67594) as Secretarial Auditor of the company to conduct the secretarial audit for the financial year 2022-23. During the financial year, Mrs. Aparna Tripathi resigned as Secretarial Auditor of the Company and Mrs. Pooja Amit Gala, Company Secretary in Practice (Membership Registration No. 69393) was appointed as the Secretarial Auditor of the Company to conduct the secretarial audit for the financial year 2022-23. The Secretarial Audit Report in Form MR-3 forms part of the Report on Corporate

Governance. There are no qualifications, reservations or adverse remarks made by the Secretarial Auditor in her Report. The Report does not contain any qualification, reservation or adverse remark.

#### **ANNUAL SECRETARIAL COMPLIANCE REPORT**

Your Company has undertaken an audit for the financial year 2022-23 for all applicable compliances as per The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Circulars/Guidelines issued thereunder. The Annual Secretarial Compliance Report issued by Mrs. Pooja Amit Gala, Secretarial Auditor for the financial year 2022-23 has been submitted to the stock exchange and forms part of the Report.

No non-compliance have been reported under the Annual Secretarial Compliance Report for financial year 2022-23.

#### **19. INTERNAL AUDITORS:**

M/s. Upadhyay & Company-LLP, Chartered Accountant (Firm Registration Number : 131136W) have been appointed as Internal Auditors of the Company by complying with the provisions of Section 138 (1) of The Companies Act, 2013 read with Rule 13 of The Companies (Accounts) Rules, 2014.

#### **20. INSTANCES OF FRAUD, IF ANY, REPORTED BY THE AUDITORS, 2015:**

There have been no instances reported by the Auditors to the Audit Committee or the Board under Section 143 (12) of The Companies Act, 2013.

#### **21. INDIAN ACCOUNTING STANDARDS, 2015:**

The annexed financial statements complies in all the material aspects with The Indian Accounting Standards (IND AS) notified under Section 133 of The Companies Act, 2013 read with The Companies (Indian Accounting Standards) Rules, 2015 and other relevant provisions of The Companies Act, 2013.

#### **22. DIRECTORS:**

The composition of Board of Directors of the Company as on 31<sup>st</sup> March, 2023 are as under:

Sr. No.	Name of Director	Category
1.	Mr. Venkata Ramana Revuru	Managing Director (as on 10 <sup>th</sup> August, 2021), Chairman (as on 14 <sup>th</sup> November, 2021)
2.	Mr. Yatin Sanjay Gupte	Non-Executive - Non Independent Director
3.	Mr. Vettukallel Avirachan Sojan	Non-Executive - Non Independent Director
4.	Mr. Bhargav Govindprasad Pandya	Non-Executive - Independent Director
5.	Mr. Nikhil Bhagwanshanker Dwivedi	Non-Executive - Independent Director
6.	Mrs. Neelambari Harshal Bhujbal	Non-Executive – Woman Independent Director

#### **Directors liable to retire by rotation**

In accordance with the provisions of The Companies Act, 2013 and the Articles of Association of Company, Mr. Yatin Sanjay Gupte (DIN: 07261150) retire by rotation at the ensuing Annual General Meeting of the Company and being eligible, offers himself for re-appointment. The Board recommends all the resolutions placed before the members relating to appointment / re-appointment of Directors for their approval.

#### **Number of Board Meetings of the Board of Directors**

The schedules of Board and Committee meetings are prepared and circulated in advance to the Directors. The details of the number of Board Meetings and meetings of various Committees are given in the Report on Corporate Governance. The intervening gap between the meetings was within the time period prescribed under The Companies Act, 2013, the revised Secretarial Standards – 1 (SS-1) issued by The Institute of Company Secretaries of India and The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the financial year, 09 (Nine) Board Meetings were convened and held. The details of which are given in the Report on Corporate Governance. The intervening gap between the meetings was within the period prescribed under The Companies Act, 2013.

Details of the attendance of the Directors at the Board meetings held during the financial year ended on 31<sup>st</sup> March, 2023 are as follows:

Name of the Director	DIN	Category	Number of Board Meetings		Attendance at the last AGM (26 <sup>th</sup> September, 2022)
			Held	Attended	
Mr. Venkata Ramana Revuru	02809108	Managing Director, Chairman, Executive Director	09	09	YES
Mr. Yatin Sanjay Gupte	07261150	Non-Executive Non-Independent Director	09	08	YES
Mr. Vettukalle Avirachan Sojan	07593791	Non-Executive Non-Independent Director	09	09	YES
Mrs. Neelambari Harshal Bhujbal	09195568	Non-Executive - Woman Independent Director	09	09	YES
Mr. Bhargav Govindprasad Pandya	08693675	Non-Executive Independent Director	09	09	YES
Mr. Nikhil Bhagwanshanker Dwivedi	08865234	Non-Executive Independent Director	09	08	YES

**23. DIRECTORS RESPONSIBILITY STATEMENT AS REQUIRED UNDER SECTION 134 OF THE COMPANIES ACT, 2013:**

Your Directors make the following statements in terms of Section 134 of The Companies Act, 2013, which is to the best of their knowledge and belief and according to the information and explanations obtained by them.

Pursuant to the requirement under Section 134 of The Companies Act, 2013 with respect to the Directors' Responsibility Statement, the Board of Directors of the Company hereby confirms:

- i. In the preparation of the annual accounts for the Financial Year ended 31<sup>st</sup> March, 2023 the applicable accounting standards have been followed along with proper explanation relating to material departures;
- ii. That 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 the year ended 31<sup>st</sup> March, 2023;
- iii. The Directors have taken sufficient and proper care for the maintenance of adequate accounting records in accordance with the provisions of Act for safeguarding the assets of the Company and for preventing and detecting material fraud and other irregularities;
- iv. The Directors have prepared the annual accounts for the Financial Year ended 31<sup>st</sup> March, 2023 on a going concern basis;
- v. That 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;
- vi. That the Directors had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively.

**24. COMMITTEES OF THE BOARD:**

The Board of Directors have the following Committees:

- a) Audit Committee
- b) Nomination and Remuneration Committee
- c) Stakeholders' Relationship Committee

The details of the Committees along with their composition, number of meetings held and attendance at the meetings are provided in the Report on Corporate Governance.

**25. KEY MANAGERIAL PERSONNEL:**

In terms of Section 203 of The Companies Act, 2013; following are the Key Managerial Personnel as on the financial year ended on 31<sup>st</sup> March, 2023.

Sr. No.	Name of Key Managerial Personnel	Designation
1.	Mr. Venkata Ramana Revuru	Managing Director
2.	Mr. Deepakkumar Mineshkumar Doshi (Appointed w.e.f. 03 <sup>rd</sup> June, 2021 and resigned on 27 <sup>th</sup> September, 2022)	Chief Financial Officer
3.	Mr. Sohinderpal Singh Teja (Appointed w.e.f. 12 <sup>th</sup> August, 2022)	Vice President - Finance
4.	Mr. Sohinderpal Singh Teja (Re-designated as Chief Financial Officer w.e.f. 06 <sup>th</sup> October, 2022)	Chief Financial Officer
5.	Ms. Manisha Sharma (Appointed w.e.f 01 <sup>st</sup> December, 2021 and resigned on 01 <sup>st</sup> July, 2022)	Company Secretary and Compliance Officer
6.	Ms. Sakina Lokhandwala (Appointed w.e.f. 06 <sup>th</sup> July, 2022)	Company Secretary and Compliance Officer
7.	Mr. Akhtar Khatri (Appointed w.e.f. 17 <sup>th</sup> January, 2023)	President - Operations

## **26. DECLARATION BY INDEPENDENT DIRECTORS:**

All the Independent Directors of the Company have given their declaration to the Company under Section 149(7) of The Companies Act, 2013; that they meet the criteria of independence as provided under Section 149(6) of The Companies Act, 2013 read with Regulation 16(1)(b) of The SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015. The Board has also confirmed that they are not aware of any circumstances or situation which exist or may be reasonable anticipated that could impair or impact their ability to discharge their duties and that they are independent of the management.

The Board, after undertaking assessment and on examination of the relationships disclosed, considered the following Non-Executive Directors as Independent Directors:

- Mrs. Neelambari Harshal Bhujbal
- Mr. Bhargav Govindprasad Pandya
- Mr. Nikhil Bhagwanshanker Dwivedi

## **27. MEETING OF INDEPENDENT DIRECTORS:**

A separate meeting of the Independent Directors was held on **17<sup>th</sup> January, 2023**; as per the provisions of Schedule IV (Code for Independent Directors) of The Companies Act, 2013 and Regulation 25(3) of The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015; in which the following matters were considered:

- Evaluation of the performance of Non-Independent Directors and the Board of Directors.
- Evaluation of the performance of the Chairman, taking into account the views of the Executive and Non- Executive Directors.
- Evaluation of the quality, content and timeliness of flow of information between the management and the Board that is necessary for the Board to effectively and reasonably perform its duties.

The Independent Directors expressed satisfaction with the overall performance of the Directors and the Board as a whole.

## **28. ANNUAL EVALUATION BY THE BOARD:**

The Board has carried out an annual evaluation of its own performance, Committees of the Board and individual Directors pursuant to the provisions of The Companies Act, 2013 and The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Board of Directors expressed their satisfaction with the evaluation process.

## **29. CODE OF CONDUCT:**

The Company has laid down the rules for code of conduct for the Members of the Board and Senior Management Personnel of the Company. The code of conduct has also been posted on Company's website viz. [www.miflindia.com](http://www.miflindia.com). In compliance with this code, the Board Members and Senior Management Personnel have affirmed their compliance with the code for the financial year ended on 31<sup>st</sup> March, 2023. A declaration to this effect duly signed by the Chairman & Managing Director forms part of this Annual Report.

## **30. PARTICULARS OF LOANS, GUARANTEES, SECURITIES OR INVESTMENTS UNDER SECTION 186 OF THE COMPANIES ACT, 2013:**

The details of Loans, Investments, Guarantees and Securities made during the financial year ended 31<sup>st</sup> March, 2023 as per the provisions of Section 186 of The Companies Act, 2013 and Schedule V of The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are given in the Notes to the Financial Statements forming part of Annual Report.

### **31. CONTRACTS AND AGREEMENTS WITH RELATED PARTIES:**

Your Company has adopted the practice of undertaking related party transactions only in the ordinary and normal course of business and on arms' length as part of its philosophy of adhering to highest ethical standards, transparency and accountability. In line with the provisions of The Companies Act, 2013 and The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board has approved a policy on related party transactions. During the financial year 2022-23; all contracts/arrangements/transactions entered into by your Company with related parties under Section 188(1) of The Companies Act, 2013 were in the ordinary course of business and on an arm's length basis and has been approved by the Audit Committee of the Company.

During the financial year 2022-23; the materially significant related party transactions entered into by the Company with the Promoters, Directors, Key Managerial Personnel or other designated persons approved by the Board, are disclosed in the related party disclosures in notes to the financial statements for the financial year ended 31<sup>st</sup> March, 2023.

All related party transactions are placed before the Audit Committee for approval. Omnibus approval was obtained on a yearly basis for transactions which are of repetitive nature. Related party transactions were disclosed to the Board on regular basis as per IND AS-24. Details of related party transactions as per IND AS-24 may be referred to in Note 31 of the Standalone Financial Statements. Pursuant to Regulation 23(9) of The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, your Company had filed the reports on related party transactions with the Stock Exchange within the stipulated time period.

The particulars of contracts or arrangements with related parties referred to in sub section (1) of Section 188 entered by the Company during the Financial Year ended 31<sup>st</sup> March, 2023 in prescribed Form AOC-2 is appended to this Report as **Annexure –A**.

The policy on related party transactions as approved by the Board of Directors has been uploaded on the website of the Company viz. <https://www.miflindia.com>.

### **32. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO:**

Information with respect to conservation of energy, technology absorption, foreign exchange earnings and outgo pursuant to Section 134(3) (m) of The Companies Act, 2013 read with The Companies (Accounts) Rules, 2014 are not applicable to the Company.

**33. DISCLOSURE UNDER RULE 5 OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014:**

Disclosures pertaining to remuneration and other details required under Section 197(12) of The Companies Act, 2013 read with Rule 5 of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 have been annexed to this Board's Report as **Annexure – B**.

**34. ANNUAL RETURN:**

A copy of Annual Return as required under The Companies Act, 2013 has been placed on the Company's website viz. <https://www.miflindia.com>.

**35. ACCEPTANCE OF PUBLIC DEPOSIT:**

During the financial year under review, your Company has neither accepted nor renewed any deposits from the public or its employees within the meaning of Section 73 of The Companies Act, 2013 and The Companies (Acceptance of Deposits) Rules, 2014. The details of loans and advances, which are required to be disclosed in the annual accounts of the Company, are provided as part of the financial statements.

**36. COST AUDIT AND COST RECORDS:**

During the financial year 2022-23; the provisions of Section 148 of The Companies Act, 2013 are not applicable to the Company.

**37. VIGIL MECHANISM/WHISTLE BLOWER POLICY:**

The Company has established a vigil mechanism for Directors and employees pursuant to the requirements of Section 177(9) of The Companies Act, 2013 and Regulation 22 of The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the same has been communicated to the Directors and employees of the Company. The vigil mechanism policy / whistle blower policy is also posted on the website of the Company.

The whistle blower policy/vigil mechanism enables a director or an employee to report confidentially to the management, without fear of victimization, any unacceptable and/or unethical behavior, suspected or actual fraud, violation of the Company's code of conduct or ethics policy and instances of leak or suspected leak of unpublished price sensitive information which are detrimental to the organization's interest. It provides safeguards against victimization of directors/ employees who avail

of the mechanism and allows direct access to the Chairman of the Audit Committee in exceptional cases.

During the financial year under review, no such incidence was reported and no person was denied access to the Chairman of the Audit Committee. The policy of the whistle blower is posted on the company's website at [www.miflindia.com](http://www.miflindia.com)

**38. COMPLIANCE WITH THE APPLICABLE SECRETARIAL STANDARDS:**

During the financial year, the Company has complied with all the applicable Secretarial Standards issued by The Institute of Company Secretaries of India and approved by the Central Government from time to time.

**39. STATUTORY DISCLOSURES:**

A copy of audited financial statements of the Company will be made available to the members of the Company, seeking such information at any point of time. A cash flow statement for the financial year 2022-23 is attached to the Balance Sheet.

**40. PROHIBITION OF INSIDER TRADING:**

As per The SEBI (Prohibition of Insider Trading) Regulation, 2015, the Company has adopted a Code of Conduct for Prevention of Insider Trading. The Company has appointed Ms. Sakina Lokhandwala, Company Secretary as Compliance Officer who is responsible for setting forth procedures and implementing of the code for trading in Company's securities. During the year under review, there has been due compliance with the said code.

**41. MANAGEMENT DISCUSSION AND ANALYSIS REPORT:**

The Management Discussion and Analysis Report, which gives a detailed account of state of affairs of the company's operations forms part of this Annual Report as **Annexure-C**.

**42. CORPORATE GOVERNANCE REPORT:**

As per requirement of The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a separate section on corporate governance practices followed by the Company, together with a certificate from Practicing Company Secretary confirming compliances, forms an integral part of the report.

**43. SIGNIFICANT AND MATERIAL ORDER PASSED BY THE REGULATORS OR COURTS:**

No significant and material order has been passed by the regulator, court, tribunal, statutory and quasi-judicial body impacting the going concern status of the Company and its future operations.

During the year under review, no application was made or any proceedings pending against the Company under the Insolvency and Bankruptcy Code, 2016.

**44. ADEQUACY OF INTERNAL FINANCIAL CONTROLS:**

The Company has an internal financial control system commensurate with the size and scale of its operations. The internal financial controls have been designed to provide reasonable assurance about recording and providing reliable financials information, ensuring integrity in conducting business, accuracy and completeness in maintaining accounting records and prevention and detection of frauds and errors. These controls are adequate and operating effectively so as to ensure orderly and efficient conduct of business operations. During the year under review, such controls were assessed and no reportable material weaknesses in the design or operation were observed.

**45. CREDIT RATING:**

The Company has not issued any debt instruments and does not have any Fixed Deposit Programme or any scheme or proposal involving mobilization of funds in India or abroad during the financial year ended 31<sup>st</sup> March, 2023.

Hence during the financial year; there was no requirement to obtain such Credit Ratings.

**46. ACKNOWLEDGEMENTS:**

Your Directors place its gratitude and appreciation for the support and co-operation received from its members, business associates, The Reserve Bank of India, financial institutions and other various government authorities for their continued support extended to your Company during the year under review.

Your Directors wish to place on record their appreciation of the contribution made by employees at

all levels to the continued growth and prosperity of your Company. Your Directors also wish to place on record their appreciation to the shareholders, consumers and banks for their continued support.

**For Mangalam Industrial Finance Limited**

**SD/-  
Venkata Ramana Revuru  
Managing Director  
DIN: 02809108**

**SD/-  
Yatin Sanjay Gupte  
Non-Executive Non- Independent Director  
DIN: 07261150**

**Place: Vadodara  
Date: 03<sup>rd</sup> August, 2023**

## ANNEXURE –A TO THE DIRECTORS’ REPORT

### FORM NO. AOC 2

(Pursuant to clause (h) of sub-section (3) of Section 134 of The Companies Act, 2013 and Rule 8(2) of The Companies (Accounts) Rules, 2014)

Form for disclosure of particulars of contracts/arrangements entered into by the Company with related parties referred to in Section 188(1) of The Companies Act, 2013 including certain arm’s length transactions under third proviso thereto.

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

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

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

The details of contracts or arrangements or transactions at arm's length basis for the year ended 31<sup>st</sup> March, 2023 are as follows:

Name of the Related Party	Nature of Relationship	Salient Terms	Amount in ₹ (lakhs)
Mr. Deepakkumar Mineshkumar Doshi (Resigned on 27 <sup>th</sup> September, 2022)	Chief Financial Officer	Salary paid	5.09
Ms. Manisha Sharma (Resigned on 01 <sup>st</sup> July, 2022)	Company Secretary and Compliance Officer	Salary paid	0.60
Ms. Sakina Lokhandwala (Appointed on 06 <sup>th</sup> July, 2022)	Company Secretary and Compliance Officer	Salary paid	02.35
Ms. Sohinderpal Singh Teja (Appointed on 06 <sup>th</sup> October, 2022)	Chief Financial Officer	Salary paid	06.09

Mr. Yatin Sanjay Gupte	Non-Executive Non-Independent Director	Advance taken	01.93
		Advance repaid	01.93
Wardwizard Solutions India Private Limited	Promoter	Loan Given	450.00
Wardwizard Solutions India Private Limited	Promoter	Income Received	13.90
Wardwizard Foods and Beverages Limited (Formerly known as Vegetable Products Limited)	Company in which director having Interest	Services Received	0.89
Wardwizard Solutions India Private Limited	Promoter	Services Received	4.40

**Notes:**

All the above transactions were approved by the Members of Audit Committee and by the Board of Directors of the Company wherever required.

**For Mangalam Industrial Finance Limited**

**SD/-**  
**Venkata Ramana Revuru**  
**Managing Director**  
**DIN: 02809108**

**SD/-**  
**Yatin Sanjay Gupte**  
**Non-Executive Non- Independent Director**  
**DIN: 07261150**

**Place: Vadodara**  
**Date: 03<sup>rd</sup> August, 2023**

**ANNEXURE-B TO THE DIRECTORS' REPORT**

**Statement of Particulars as Per Rule 5 of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014**

The remuneration and perquisites provided to the employees and Management are at par with the industry levels. The remunerations paid to the Managing Director and senior executives are reviewed and recommended by the Nomination and Remuneration Committee.

(i) **The ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2022-23.**

Sr. No.	Name of the Director, Key Managerial Personnel	Designation	Remuneration of Directors, Key Managerial Personnel for the financial year 2022-23 (Amount in ₹)	Ratio of the remuneration to the median remuneration of the employees
1.	Mr. Venkata Ramana Revuru	Managing Director	NA	NA
2.	Mr. Yatin Sanjay Gupte	Non-Executive Non-Independent Director	NA	NA
3.	Mr. Vettukallel Avirachan Sojan	Non-Executive Non-Independent Director	NA	NA
4.	Mrs. Neelambari Harshal Bhujbal	Non-Executive- Woman Independent Director	NA	NA
5.	Mr. Bhargav Govindprasad Pandya	Non-Executive Independent Director	NA	NA
6.	Mr. Nikhil Bhagwanshanker Dwivedi	Non-Executive Independent Director	NA	NA
7.	Mr. Sohinderpal Singh Teja (Appointed on 06 <sup>th</sup> October, 2022)	Chief Financial Officer	6,08,952	5.24
8.	Mr. Deepakkumar Mineshkumar Doshi (Resigned on 27 <sup>th</sup> September, 2022)	Chief Financial Officer	5,09,391	4.38
9.	Ms. Sakina Lokhandwala	Company Secretary and Compliance Officer	2,34,843	2.02

	(Appointed on 06 <sup>th</sup> July, 2022)			
10.	Ms. Manisha Sharma (Resigned on 01 <sup>st</sup> July, 2022)	Company Secretary and Compliance Officer	60,000	0.52

**Median remuneration of Employees: ₹ 1,16,229.50/-**

**(ii) The percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager in the financial year 2022-23.**

Sr. No.	Name of the Director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager	Designation	Percentage increase in remuneration
1.	Mr. Venkata Ramana Revuru	Managing Director	NA
2.	Mr. Yatin Sanjay Gupte	Non-Executive Non-Independent Director	NA
3.	Mr. Vettukallel Avirachan Sojan	Non-Executive Non-Independent Director	NA
4.	Mrs. Neelambari Harshal Bhujbal	Non-Executive - Woman Independent Director	NA
5.	Mr. Bhargav Govindprasad Pandya	Non-Executive Independent Director	NA
6.	Mr. Nikhil Bhagwanshanker Dwivedi	Non-Executive Independent Director	NA
7.	Mr. Deepakkumar Mineshkumar Doshi (Resigned on 27 <sup>th</sup> September, 2022)	Chief Financial Officer	60.18%
8.	Ms. Manisha Sharma (Resigned on 01 <sup>st</sup> July, 2022)	Company Secretary and Compliance Officer	NA
9.	Mr. Sohinderpal Singh Teja (Appointed on 06 <sup>th</sup> October, 2022)	Chief Financial Officer	NA
10.	Ms. Sakina Lokhandwala (Appointed on 06 <sup>th</sup> July, 2022)	Company Secretary and Compliance Officer	NA

**(iii) The percentage increase/decrease in the median remuneration of employees in the financial year is 16.23%.**

**(iv) The number of permanent employees on the rolls of Company.**

There are 8 (Eight) permanent employees on the rolls of the Company.

- (v) **Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration if any : Not Applicable**
- (vi) **Affirmation that the remuneration is as per the remuneration policy of the Company: Yes**
- The Company affirms that the remuneration is as per the remuneration policy of the Company.
- (vii) During the year, there were no employees in the Company who have drawn or have received a remuneration aggregate not less than ₹ 1.20 crores and none of the employees who were appointed for a part of the Financial year is in receipt of remuneration of ₹ 80 lakhs or more (₹ 8.5 Lakhs per month for any part of that year).
- (viii) There is inadequate profit during the financial year, so Managing Director of the Company has not received and not taken any remuneration as per the terms and conditions mentioned in the Agreement. Apart from the Managing Director; the employees had drawn the salary during the financial year under review.
- (ix) The Company has not appointed any employee(s) in receipt of remuneration exceeding the limits specified under Rule 5 (2) of The Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014.

**For Mangalam Industrial Finance Limited**

**SD/-  
Venkata Ramana Revuru  
Managing Director  
DIN: 02809108**

**SD/-  
Yatin Sanjay Gupte  
Non-Executive Non- Independent Director  
DIN: 07261150**

**Place: Vadodara  
Date: 03<sup>rd</sup> August, 2023**

**MANAGEMENT DISCUSSION AND ANALYSIS REPORT**

In this Management Discussion and Analysis Report, your Directors present a comprehensive overview of the company's performance, achievements and prospects for the financial year ended on 31<sup>st</sup> March, 2023. This report aims to provide stakeholders with insights into the company's operations, key financial metrics, risk management, opportunities, threats and future outlook.

**OUTLOOK**

The outlook for the Indian economy in the financial year 2023 is cautiously optimistic, with several key factors shaping its trajectory. After experiencing a rebound from the pandemic-induced downturn, the economy entered a phase of steady growth in the previous years, and this momentum is expected to continue.

One of the primary drivers of India's economic growth is likely to be the revival of domestic demand. As vaccination campaigns gained traction, consumer confidence improved, leading to increased spending on goods and services. The pent-up demand from the pandemic period further fueled this consumption surge. Additionally, the rural economy is expected to play a crucial role as agriculture, and allied sectors have shown resilience during challenging times.

Moreover, the government's focus on infrastructure development is set to boost economic activities. Projects related to roads, railways, airports, and other key sectors are likely to attract investment and generate employment opportunities, providing an impetus to the economy. The government's commitment to reforms and ease of doing business is likely to attract both domestic and foreign investments, further driving economic growth.

However, challenges persist that require careful attention. Inflationary pressures may continue to pose a threat, affecting consumer purchasing power and overall economic stability. The government and the central bank would need to strike a balance between controlling inflation and supporting economic expansion. Geopolitical uncertainties and global economic conditions could also impact India's trade and investment landscape.

Another crucial aspect is the emphasis on technology and innovation. Embracing digitalization and fostering a startup-friendly ecosystem can contribute significantly to economic growth and job creation. By leveraging its demographic dividend and a growing tech-savvy population, India can accelerate its transformation into a digital economy.

Furthermore, sustainability and environmental concerns are increasingly gaining prominence. Initiatives promoting green technologies, renewable energy, and responsible manufacturing practices are likely to

gain momentum, providing opportunities for sustainable growth and attracting investments in green sectors.

Overall, while challenges persist, India's economic outlook for the financial year 2023 remains positive. A combination of proactive policies, robust domestic demand, infrastructure investments, and technological advancements can pave the way for sustained and inclusive growth, making India one of the world's fastest-growing major economies.

#### **FORWARD LOOKING STATEMENTS**

Statements in the Management Discussion and Analysis of financial condition and results of operations of the company describing the company's objectives, expectations or predictions, market and industry trends, strategic initiatives, technological advancements which may be forward looking within the meaning of applicable securities laws and regulations. Forward looking statements involves risks, uncertainties, assumptions and expectations of future events. These statements are based on current expectations and projection about future events and financial performance which may not necessarily prove accurate.

The Company cannot guarantee that these assumptions and expectations are accurate or will be realized. Actual results may differ materially from those expressed in the statement.

#### **INDUSTRY STRUCTURE AND DEVELOPMENTS**

Non-Banking Financial Companies (NBFCs) play a crucial role in the financial system by providing a wide range of financial services and products to various sectors of the economy. The NBFC sector operates as an integral part of the financial services industry, complementing the traditional banking sector. NBFCs are financial institutions that are engaged in various activities such as lending, investment, asset financing, wealth management and insurance services among others. NBFCs are characterized by a diverse array of players, ranging from small specialized entities catering to niche markets to large, systemically important NBFCs with extensive geographical presence. NBFCs contribute significantly to credit flow in the economy. They provide credit to various sectors, including small and medium sizes enterprises (SMEs), which often face challenges in obtaining credit from banks due to stricter lending norms. NBFCs plays a crucial role in the development of rural and semi-urban areas by offering financial services in these regions, they promote economic growth, create job opportunities and improve the overall standard of living.

The growth of NBFCs lead to the creation of job opportunities across various functions, including sales, operations, risk management and administration. NBFCs complement the banking system and provide additional sources of funds to various sectors. This enhances the overall stability of the financial system by reducing over-dependence on banks and creating a more resilient financial ecosystem.

NBFCs play a vital role in promoting financial inclusion, enhancing credit flow, fostering innovation and contributing to the overall economic growth and stability of a nation. Their significance lies in their ability to serve diverse customer segments and fill the gaps left by traditional banking institutions.

## BUSINESS PERFORMANCE AND SEGMENT REPORTING

The analysis in this section relates to the financial results for the year ended on 31<sup>st</sup> March, 2023. The financial statements of the company are prepared in compliance with the Indian Accounting Standards (referred to as 'IND AS') prescribed under Section 133 of The Companies Act, 2013, read with The Companies (Indian Accounting Standards) Rules, as amended from time to time. Significant accounting policies used in the preparation of the financial statements are disclosed in the notes to the Standalone financial statements.

### SUMMARY OF FINANCIAL PERFORMANCE

During the financial year 2022-23; the company achieved operating revenue amounting to ₹ 131.98 lakhs, which is higher than the financial year 2021-22 operating revenue amounting to ₹ 115.36 lakhs.

Net loss for the financial year 2022-23 is ₹ (500.94) lakhs which is -474.62% lower than the financial year 2021-22 i.e. ₹ 133.72 lakhs.

- **Revenue**

(INR in lakhs)	FY 2022-23	FY 2021-22	Change
Operating Revenue	131.98	115.36	14.41 %
Other Income	1.15	1.58	-27.22 %

- **Finance cost**

(INR in lakhs)	FY 2022-23	FY 2021-22	Change
Finance Cost	NIL	NIL	NA
% of Revenue	NIL	NIL	NA

- Impairment Provisions (Loans)

(INR in lakhs)	FY 2022-23	FY 2021-22	Change
Impairment Provisions (Loans)	524.34	138.38	278.91%
% of Revenue	397.29%	119.95 %	NA

- Employee benefit expenses

(INR in lakhs)	FY 2022-23	FY 2021-22	Change
Employee Benefits Expense	27.40	9.25	196.22%
% of Revenue	20.76%	8.01 %	12.75%

- Depreciation & Amortization expenses

(INR in lakhs)	FY 2022-23	FY 2021-22	Change
Depreciation & Amortization Expense	1.58	NIL	NA
% of Revenue	1.20%	NIL	NA

- Other expense

(INR in lakhs)	FY 2022-23	FY 2021-22	Change
Other Expense	68.81	36.82	86.88%
% of Revenue	52.14%	31.92 %	NA

## **VISION**

Our vision is to become one of India's most preferred financial service organizations. Through timely new and innovative products, we seek to be one of the most trusted financial service providers by everyone who is seeking finance. We seek to provide customers with personalized, fast and reliable assistance.

We will provide easy finance with hassle-free documentation through a speedy and transparent process.

The Government of India is strongly focusing on new policy to promote electric vehicles and we believe that we have a significant part to play by financing electric vehicles.

## **SEGMENT WISE PERFORMANCE**

The Company is into single segment reporting.

## **ROAD AHEAD & FUTURE OUTLOOK**

Looking ahead, the Company remains optimistic about its prospects. We will be exploring newer growth avenues like:

- Retail financing particularly, financing of electronics products manufactured by the group company & other established brands;
- Vehicles finance, particularly financing of two-wheeler electric vehicles manufactured by the group Company;
- Working Capital requirements;
- Consumer finance;
- General Corporate purpose;
- Investment in its group Company specifically in the hospitality sector; herbal & ayurvedic products, financial products, frozen foods & aviation sector;
- Temporary lending of loans & advances;
- Investment in marketable securities/mutual funds, etc.
- Investment in real estate sector

## **INTERNAL CONTROL AND ADEQUACY OF INTERNAL CONTROL**

The Company has a well-defined organizational structure, documented policy guidelines, and a defined authority matrix that ensures efficiency of operations, compliance with internal policies and applicable laws and regulations, as well as protection of resources.

The Company believes that a strong internal control system and processes play a critical role in the day-to-day operations of the Company. To this end, the Company has put in place an effective internal control system to synchronize its business processes, operations, financial reporting, fraud control and compliance with extant regulatory guidelines and compliance parameters. Strict internal control and systems are devised as a depiction of the principles of the highest standards of governance.

The Company ensures that a standard and effective internal control framework operates throughout the organization, providing assurance about safekeeping of the assets and execution of transactions as per the authorization in compliance with the internal control policies of the Company. The Audit Committee of the Board provides necessary oversight and directions to the internal audit function and periodically reviews the findings and ensures corrective measures are taken.

## **OPPORTUNITY**

NBFCs (Non-Banking Financial Companies) have a plethora of opportunities in the financial sector. One of the key advantages of being an NBFC is the ability to cater to specific market segments and offer a diverse range of financial services without the regulatory constraints faced by traditional banks. Some prominent opportunities include venturing into niche financial services, such as micro finance for underserved communities or specialized lending for particular industries.

Consumer finance presents a significant opportunity, driven by the rising middle class and increasing demand for personal loans, credit cards, and other consumer credit products. Additionally, there's immense potential in rural and agricultural finance, supporting rural development and reaching unbacked populations.

Opportunities for NBFCs lie in niche financial services, consumer finance, rural and agricultural finance, digital transformation, and fintech partnerships. They can capitalize on the growing demand for housing finance and MSME lending, while also exploring trade finance and infrastructure financing. Embracing green finance and offering credit rating and analytics services can further diversify their portfolio. Leveraging digital technologies to enhance customer experience will be crucial in gaining a competitive edge. By staying innovative, NBFCs can tap into underserved markets and meet the evolving financial needs of businesses and individuals.

## **THREATS**

NBFCs face a variety of threats that can impact their financial stability, reputation, and overall operations. Some of the key threats faced by NBFCs include:

1. Competition from captive finance companies, small banks, FinTechs and new entrants.
2. Inadequate availability of bank finance and an upsurge in borrowing costs.
3. Regulatory and compliance related changes in the sector affecting NBFC.
4. Sudden change in funding challenges in the availability or cost of funding can impact the liquidity and operations.
5. Challenges in loan recovery, increased default rates and reduced demand for their financial products and services during the economic downturn.
6. A successful cyber-attack can compromise sensitive customer information, disrupt operations and lead to financial losses.

## RISKS AND CONCERNS

As with any financial institution, the company faces certain risks that could impact its performance. Some of the risks are as follows:

1. Credit risk – the potential for borrowers to default on their obligations due to economic downturns or unexpected events.
2. Liquidity risk – Ensuring sufficient liquidity to meet obligations and withstand unforeseen liquidity demands.
3. Interest rate risks – Vulnerability to fluctuations in interest rates that may affect borrowing costs and interest income.
4. Regulatory risk – Adapting to changes in regulatory policies and compliance requirements.
5. Information Technology risk – The risk arising as a result of IT infrastructural failure or data loss/threats causing operational setback and financial losses.

To mitigate these risks, the Company has framed the risk management policy and the risk management review framework provides complete oversight on various risk management practices and processes to mitigate the risks.

## REVIEW OF OPERATIONS OF THE COMPANY

The financial operations of the company for the financial year ended on 31<sup>st</sup> March, 2023 are as under:

(₹ in lakhs)

Particulars	Standalone	
	FY 2022-23	FY 2021-22
Net Sales/ Income from Operations	131.98	115.36
Other Income	1.15	1.58
Total Income	133.12	116.94
Total Expenses	622.13	184.45
Profit/(Loss) from operations before exceptional items and Tax	(489.01)	(67.51)
Profit/(Loss) from operations after exceptional items and before Tax	(489.01)	232.49
Profit/(Loss) before Tax	(489.01)	232.49
Tax Expense	11.93	98.77
Net profit after Tax	(500.94)	133.72

## HUMAN RESOURCES

Human Resources Development, in all its aspects like training in safety and social values is under constant focus of the management. Relations between the management & the employees at all levels remained healthy & cordial throughout the year. The Company's core philosophy is centered on promoting a safe, healthy, and happy workplace while fostering a conducive work environment among its employees.

To foster a positive workplace environment, free from harassment of any nature, the Company has framed a policy for Prevention of Sexual Harassment at Workplace in accordance with The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and reviews the same periodically.

## DETAILS OF SIGNIFICANT CHANGES IN KEY FINANCIAL RATIOS

The details of significant changes in key financial ratios are as under:

Particulars	FY 2022-23	FY 2021-22
Debtors Turnover	NIL	NIL
Inventory Turnover	N.A	N.A
Interest Coverage Ratio	N.A	N.A
Current Ratio	39.68:1	16.57:1
Debt Equity Ratio	0.00:1	0.00:1
Operating Profit/(Loss) Margin*	(367.35)%	(57.73)%
Net Profit Margin*	(376.31)%	114.35%
Return on Net worth*	-0.18	0.04

\* Impairment Allowance on outstanding amount of loans and advances at the rate of 10% on Loan amount of Rs.12,75,80,006.94/- , 100% on Loan amount of Rs.5,38,14,126/- (Since there is no recovery during the period) and 0.25% on Loan amount of Rs.4,47,73,000/-. So during the year provision has been made of Rs.524.340 Lakhs.

## COMPLIANCE

The Compliance department of the company ensures strict observance of all statutory and regulatory requirements for the company. The Compliance Department of the Company continues to play a pivotal role in ensuring implementation of compliance functions in accordance with the directives issued by different regulators, the Company's Board of Directors and the Company's Compliance Policy.

By complying with the provisions of the SEBI Listing Regulations, the Company has an optimum combination of executive and non-executive directors with a woman independent director. The Different Committees of the Board reviews the performance of the Compliance Department and the status of compliance with regulatory/internal guidelines on a periodic basis.

## **CAUTIONARY STATEMENT**

Investors and stakeholders are cautioned that the statements in this management discussion and analysis report are subject to various risks and uncertainties that could cause actual results to differ materially from those expressed or implied by such statements. Risks and uncertainties that could adversely impact future results include, but are not limited to market conditions, competitive landscape, regulatory changes, technological advancements, currency and interest rate, credit and liquidity risks, environmental and social risks, etc. The company undertakes no obligation to update or revise any forward-looking statements to reflect new information, future events, or changes in circumstances, except as required by law. This report should be read in conjunction with the financial statements included herein and the notes thereto.

**For Mangalam Industrial Finance Limited**

**SD/-  
Venkata Ramana Revuru  
Managing Director  
DIN: 02809108**

**SD/-  
Yatin Sanjay Gupte  
Non-Executive Non- Independent Director  
DIN: 07261150**

**Place: Vadodara  
Date: 03<sup>rd</sup> August, 2023**

## **REPORT ON CORPORATE GOVERNANCE**

### **1. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE:**

Mangalam Industrial Finance Limited is committed towards achieving the highest standards of Corporate Governance right from its establishment by staying true to its core values. The Company continuously works towards managing, monitoring and overseeing various corporate systems in such a manner that the Company's reliability and reputation are not at stake.

The Company is in compliance with Non-Banking Financial Company Corporate Governance (Reserve Bank) Directions, 2015 and the applicable The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Company's governance structure comprises of Board of Directors, Committees of the Board and the Senior Management. The Company is in compliance with the Corporate Governance requirements as enshrined in The Companies Act, 2013 read with the Rules made there under as amended from time to time, The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time and other applicable laws and regulations.

A Report on compliance with the principles of Corporate Governance as prescribed by The Securities and Exchange Board of India (SEBI) in Chapter IV read with Schedule V of The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as "Listing Regulations/the LODR") as amended till date, is given below.

### **2. BOARD OF DIRECTORS:**

The Board of Directors along with its committees provides leadership and guidance to the Company's management and supervises the Company's performance.

The Board has an optimum combination of Independent Woman Director, Executive as well as Non-Executive Directors that is in conformity with the provisions of Regulation 17 of the Listing Regulations. As at 31<sup>st</sup> March, 2023, the Board of Directors ("Board") comprised of Six Directors, of which three are Executive Directors and three are Non-Executive Directors. The Company has an Executive Chairman and three Independent Directors. Independent Directors comprise half of the total strength of the Board of Directors.

The maximum tenure of Independent Directors is in compliance with The Companies Act, 2013 and The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. All the Independent Directors have confirmed that they meet the criteria as mentioned in Regulation 16(1) (b) of The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 149(6) of The Companies Act,

2013. The Independent Directors provide an annual confirmation that they meet the criteria of independence. Based on the confirmations/ disclosures received from the Independent Directors, the Board is of the opinion that the Independent Directors fulfill the conditions specified in The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and are Independent of the Management.

The Directors on the Board are professionals, having expertise in their respective functional areas and bring an extensive range of skills and experience to the Board.

The Board has an unfettered and complete access to any information within the Company. Members of the Board have complete freedom to express their views on agenda items and can discuss any matter at the Meeting with the permission of the Chairperson.

**a) The composition and category of the Board of Directors is as follows:**

The Board of the Company comprises of Six Directors as on 31<sup>st</sup> March, 2023.

None of the Director is a Director in more than 10 Public Limited Companies (as specified in Section 165 of The Companies Act, 2013) and Director in more than 7 Listed Entities (as specified in Regulation 17A of The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 or acts as an Independent Director (including any alternate directorships) in more than 7 Listed Companies or 3 equity Listed Companies in case he/she serves as a Whole-time Director/ Managing Director in any Listed Company (as specified in Regulation 17A of The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Further, none of the Directors on the Board is a member of more than 10 Committees and Chairperson of more than 5 Committees (as specified in Regulation 26 of The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015), across all the Indian public limited Companies in which he/she is a director.

Sr. No.	Name of the Director	DIN No	Category
1.	Mr. Venkata Ramana Revuru	02809108	Managing Director, Chairman
2.	Mr. Yatin Sanjay Gupte	07261150	Non-Executive Non-Independent Director
3.	Mr. Vettukallel Avirachan Sojan	07593791	Non-Executive Non-Independent Director
4.	*Mrs. Neelambari Harshal Bhujbal	09195568	Non-Executive - Woman Independent Director
5.	Mr. Bhargav Govindprasad Pandya	08693675	Non-Executive Independent Director
6.	Mr. Nikhil Bhagwanshanker Dwivedi	08865234	Non-Executive Independent Director

\*Mrs. Neelambari Harshal Bhujbal resigned from the post of Directorship with effect from 28<sup>th</sup> June, 2023.

Mrs. Mansi Jayendra Bhatt was appointed as Non-Executive Woman Independent Director with effect from 25<sup>th</sup> May, 2023 and was regularized as Non-Executive Woman Independent Director at the Extra – Ordinary General Meeting of the Company held on 13<sup>th</sup> July, 2023.

**b) The attendance of each director at the meeting of the Board of Directors and the last Annual General Meeting (AGM) :**

The details of the attendance of the Directors at the Board Meetings held during the financial year ended on 31<sup>st</sup> March, 2023 and at the last Annual General Meeting (AGM) held on 26<sup>th</sup> September, 2022 are given below:

Name of the Director	DIN	Category	Number of Board Meetings		Attendance at the last AGM (26 <sup>th</sup> September, 2022)
			Held	Attended	
Mr. Venkata Ramana Revuru	02809108	Managing Director, Chairman, Executive Director	09	09	YES
Mr. Yatin Sanjay Gupte	07261150	Non-Executive Non-Independent Director	09	08	YES
Mr. Vettukallel Avirachan Sojan	07593791	Non-Executive Non-Independent Director	09	09	YES
Mrs. Neelambari Harshal Bhujbal	09195568	Non-Executive - Woman Independent Director	09	09	YES

Mr. Bhargav Govindprasad Pandya	08693675	Non-Executive Independent Director	09	09	YES
Mr. Nikhil Bhagwanshanker Dwivedi	08865234	Non-Executive Independent Director	09	08	YES

**c) Other Directorships:**

Name of the Director	No. of other Directorships*	In the Other Public companies**	No. of Audit Committee and Stakeholders Relationship Committee***	
			Member	Chairperson
Mr. Venkata Ramana Revuru	4	1	1	-
Mr. Yatin Sanjay Gupte	5	3	4	-
Mr. Vettukallel Avirachan Sojan	10	1	1	-
Mrs. Neelambari Harshal Bhujbal (resigned on 28 <sup>th</sup> June, 2023)	2	2	6	2
Mr. Bhargav Govindprasad Pandya	2	2	6	3
Mr. Nikhil Bhagwanshanker Dwivedi	1	1	3	-
Mrs. Mansi Jayendra Bhatt (appointed on 25 <sup>th</sup> May, 2023)	1	1	4	1

\* Includes Directorships in all Indian Public Companies and Private Companies incorporated under The Companies Act, 2013 excluding Mangalam Industrial Finance Limited.

\*\* Excluding Mangalam Industrial Finance Limited

\*\*\* Only Audit Committee and Stakeholders Relationship Committee as provided in Regulation 26(1) of The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 including Mangalam Industrial Finance Limited.

**Names of the Listed Companies wherein the Directors of the Company are Directors**

<b>Name of the Director</b>	<b>No. of Directorships in other Listed Companies*</b>	<b>Name of the Listed Companies in which Directors of the Companies are Directors</b>	<b>Category of Directorship</b>
Mr. Venkata Ramana Revuru	1	I- Secure Credit and Capital Services Limited	Non-Executive Non-Independent Director
Mr. Yatin Sanjay Gupte	3	1. Wardwizard Innovations & Mobility Limited 2. I- Secure Credit and Capital Services Limited 3. Wardwizard Foods and Beverages Limited (Formerly known as Vegetable Products Limited)	Managing Director, Chairman, Executive Director Non-Executive Non-Independent Director Non-Executive Non-Independent Director
Mr. Vettukallel Avirachan Sojan	1	I- Secure Credit and Capital Services Limited	Managing Director, Chairman, Executive Director
Mrs. Neelambari Harshal Bhujbal (resigned on 28 <sup>th</sup> June, 2023)	2	1. Wardwizard Innovations & Mobility Limited 2. Wardwizard Foods and Beverages Limited (Formerly known as Vegetable Products Limited)	Non-Executive Woman Independent Director Non-Executive Woman Independent Director

Mr. Bhargav Govindprasad Pandya	2	1. Wardwizard Innovations & Mobility Limited 2. I- Secure Credit and Capital Services Limited	Non-Executive Independent Director Non-Executive Independent Director
Mr. Nikhil Bhagwanshanker Dwivedi	1	I- Secure Credit and Capital Services Limited	Non-Executive Independent Director
Mrs. Mansi Jayendra Bhatt (appointed on 25 <sup>th</sup> May, 2023)	1	I- Secure Credit and Capital Services Limited	Non-Executive Woman Independent Director

\* Excluding Mangalam Industrial Finance Limited

**d) Number of Board Meetings:**

9 (Nine) Board Meetings were held during the Financial Year 2022-23. The maximum gap between any 2 (Two) consecutive meetings did not exceed 120 (One Hundred and Twenty) days as prescribed under The Companies Act, 2013.

The dates on which the Board meetings were held and convened during the Financial Year 2022-23 are as follows:

13<sup>th</sup> April, 2022; 30<sup>th</sup> May, 2022; 06<sup>th</sup> July, 2022; 12<sup>th</sup> August, 2022; 24<sup>th</sup> August, 2022; 06<sup>th</sup> October, 2022; 12<sup>th</sup> October, 2022; 17<sup>th</sup> January, 2023 and 15<sup>th</sup> February, 2023.

**e) Disclosure of relationship between Directors inter-se:**

Mr. Venkata Ramana Revuru, Mr. Yatin Sanjay Gupte and Mr. Vettukallel Avirachan Sojan are business partners.

Sr. No.	Name of Director	Relationship
1.	Mr. Venkata Ramana Revuru	Mr. Venkata Ramana Revuru, Mr. Yatin Sanjay Gupte and Mr. Vettukallel Avirachan Sojan are business partners.
2.	Mr. Yatin Sanjay Gupte	Mr. Venkata Ramana Revuru, Mr. Yatin Sanjay Gupte and Mr. Vettukallel Avirachan Sojan are business partners.

3.	Mr. Vettukallel Avirachan Sojan	Mr. Venkata Ramana Revuru, Mr. Yatin Sanjay Gupte and Mr. Vettukallel Avirachan Sojan are business partners.
4.	Mrs. Neelambari Harshal Bhujbal (resigned on 28 <sup>th</sup> June, 2023)	Independent Director - No relations with other Directors
5.	Mr. Bhargav Govindprasad Pandya	Independent Director - No relations with other Directors
6.	Mr. Nikhil Bhagwanshanker Dwivedi	Independent Director - No relations with other Directors
7.	Mrs. Mansi Jayendra Bhatt (appointed on 25 <sup>th</sup> May, 2023)	Independent Director - No relations with other Directors

**f) Number of shares and convertible instruments held by non-executive directors:**

The number of equity shares of the Company held by non-executive directors, as on 31<sup>st</sup> March, 2023 are as follows:

Name of the Director	No. of equity shares (face value ₹ 1.00 each) held in the Company
Mr. Yatin Sanjay Gupte	12,61,52,952
Mr. Vettukallel Avirachan Sojan	25,00,27,310
Mrs. Neelambari Harshal Bhujbal	NIL
Mr. Bhargav Govindprasad Pandya	NIL
Mr. Nikhil Bhagwanshanker Dwivedi	NIL

**g) Web-link where details of familiarization programmes imparted to Independent Directors is disclosed:**

The Company is having the general practice to conduct a familiarization programme of the Independent Directors after their appointment.

The Company has familiarized the Independent Directors about their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, company's strategy, business

model of the Company and related matters by way of providing updates at the Meetings of Board and Committees.

The details of familiarization programme are available on the website <https://miflindia.com/cc/Familiarization%20Programme%20imparted%20to%20Independent%20Directors.pdf>

**h) Chart or a matrix setting out the skills/expertise/competence of the Board of Directors:**

By complying with the relevant provision under The SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015; the Board has list out the core skills/expertise and competence of the Board of Directors which are as follows:

- Finance, accounts and audit
- Strategy and Business Planning
- Governance, Ethics and Regulatory Oversight
- Technology Innovation
- Financial services
- Risk, Assurance and Internal controls
- Human Resource
- Leadership skills

**Professional Background/Qualifications of Directors:**

<b>Mr. Venkata Ramana Revuru Managing Director, Chairman</b>	<b>Mr. Yatin Sanjay Gupte, Non-Executive Non-Independent Director</b>
<p>Mr. Venkata Ramana Revuru, possess more than 2 decades of experience in the field of Sales, Business Development, Product training, Client Servicing, Marketing, Portfolio Management, Market Research, General Administration and Strategic Planning and Financial Product.</p> <p>He is recognized as a pro-active individual who can rapidly identify business problems, formulate tactical plans, initiate change and implement effective business strategies in challenging environments to enhance revenue generation, market share expansion and profitability.</p>	<p>Mr. Yatin Sanjay Gupte, possess more than 2 decades of experience in the field of Sales and Marketing, Business Development, Insurance, Technology and Client Servicing. An honorary doctorate in social service and MBA holder in Insurance &amp; Risk Management, he has experience of close to two decades in the various fields of business, sales and much more.</p> <p>He founded Wardwizard Group in the year 2016 and under his leadership being Chairman and Managing Director Wardwizard Innovations and Mobility Limited became the first ever EV company which got listed on The BSE in the year 2019.</p>

<p><b>Mr. Vettukallel Avirachan Sojan</b> <b>Non-Executive Non-Independent Director</b></p> <p>Mr. Vettukallel Avirachan Sojan, possess more than a decade of experience in the field of Administration, Business Development, Human Resource, Marketing and Finance.</p> <p>Mr. Sojan is the Chariman and Managing Director of I Secure Credit &amp; Capital Services Limited.</p>	<p><b>Mr. Bhargav Govindprasand Pandya</b> <b>Non-Executive Independent Director</b></p> <p>Mr. Bhargav Govindprasand Pandya possess more than 3 decades of experience in Banking sector with Bank of Baroda.</p> <p>He climbed the career ladder from the position of Clerk to Chief Manager through his continuous learning and working.</p>
<p><b>Mr. Nikhil Bhagwanshanker Dwivedi</b> <b>Non-Executive Independent Director</b></p> <p>Mr. Nikhil Bhagwanshanker Dwivedi possess more than 3 decades of experience in the field of Banking sector.</p> <p>He is a Chartered Accountant by profession and has served HDFC Limited under various cadres.</p>	<p><b>Mrs. Neelambari Harshal Bhujbal</b> <b>Non-Executive Woman Independent Director</b> <b>(resigned on 28<sup>th</sup> June, 2023)</b></p> <p>Mrs. Neelambari Harshal Bhujbal possess more than a decade of experience in the field of Human Resources, providing Recruitment Services for IT and Non-IT organizations for PAN India.</p>
<p><b>Mrs. Mansi Jayendra Bhatt</b> <b>Non-Executive Woman Independent Director (appointed on 25<sup>th</sup> May, 2023)</b></p> <p>Mrs. Mansi Jayendra Bhatt is a dedicated and experienced Chartered Accountant with a wealth of knowledge and expertise in various areas of taxation, auditing, accounting, finance management and compliance. With over a decade of professional experience, she has been serving as the Proprietor at Mansi Bhatt &amp; Associates since April 2011.</p> <p>She possesses extensive experience in finalizing and scrutinizing books of accounts and have also been involved in GST compliance and audit. She has also supported clients in preparing project reports and managing their finances effectively.</p>	

**Names of Directors possessing the skills/expertise/competence as specified by the Board of Directors**

Industry Skills	Name of the Director possessing the skill/expertise/competence
Strategy & Business Planning, Technology Innovation, Risk, Assurance and internal controls	Mr. Venkata Ramana Revuru, Mr. Yatin Sanjay Gupte, Mr. Vettukallel Avirachan Sojan

<b>Governance and Collective Skills</b>	<b>Name of the Director possessing the skill/expertise/competence</b>
Finance, Accounts & Audit, Governance, Ethics and Regulatory Oversight	Mr. Venkata Ramana Revuru, Mr. Yatin Sanjay Gupte, Vettukallel Avirachan Sojan, Mr. Bhargav Govindprasad Pandya, Mr. Nikhil Bhagwanshanker Dwivedi, Mrs. Neelambari Harshal Bhujbal, Mrs. Mansi Jayendra Bhatt
<b>Personal Attributes</b>	<b>Name of the Director possessing the skill/expertise/competence</b>
Integrity and Ethical Standards, Leader and Team Player, Critical and Innovative Thinker	Mr. Venkata Ramana Revuru, Mr. Yatin Sanjay Gupte, Mr. Vettukallel Avirachan Sojan, Mr. Bhargav Govindprasad Pandya, Mr. Nikhil Bhagwanshanker Dwivedi, Mrs. Neelambari Harshal Bhujbal, Mrs. Mansi Jayendra Bhatt

**i) Confirmation from the Board of Directors:**

In the opinion of the Board of Directors, all the Independent Directors, fulfill the criteria of independence as laid down in Section 149(6) of The Companies Act, 2013 and Regulation 16(1)(b) of The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and such is based on the declaration received from all the Independent Directors. The Board has also confirmed that they are not aware of any circumstances or situation which exist or may be reasonably anticipated that could impair or impact their ability to discharge their duties and that they are independent of the management.

As on 31<sup>st</sup> March, 2023; following are the Independent Directors of the Company:

<b>Name of Independent Directors</b>	<b>Category</b>
Mr. Bhargav Govindprasad Pandya	Non- Executive Independent Director
Mr. Nikhil Bhagwanshanker Dwivedi	Non- Executive Independent Director
Mrs. Neelambari Harshal Bhujbal	Non- Executive Independent Director

**Separate Meeting of Independent Directors**

In accordance with the provisions of Schedule IV (Code for Independent Directors) of The Companies Act, 2013 and Regulation 25(3) of The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a meeting of the Independent Directors of the Company was held on **17<sup>th</sup> January, 2023** in which the following matters were considered : -

- Evaluation of the performance of Non-Independent Directors and the Board of Directors as a whole;

- Evaluation of the performance of the Chairman, taking into account the views of the Executive and Non-Executive Directors;
- Evaluation of quality, content and timelines of flow of information between the Management and the Board that is necessary for the Board to effectively and reasonable perform its duties.

The performance evaluation of the Chairman & Managing Director and the Non-Executive Directors was carried out by the Independent Directors. The Directors expressed their satisfaction with the evaluation process. The Board of Directors confirms that the Independent Directors fulfill the conditions specified in The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are independent of the management.

**j) Detailed reasons for resignation of Independent Directors:**

During the financial year 2022-23, there was no resignation of Independent Directors of the Company.

However, Mrs. Neelambari Harshal Bhujbal resigned from the post of Independent Directorship of the Company with effect from 28<sup>th</sup> June, 2023 due to personal reason and other professional commitments and she has also confirmed that, there is no other material reason other than those mentioned in her resignation letter.

**3. AUDIT COMMITTEE {SECTION 177 OF THE COMPANIES ACT, 2013 READ WITH REGULATION 18 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015} :**

**a) Brief description of terms of reference**

The terms of reference of the Audit Committee as per Part C of Schedule II of The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, are as follows:

**A. Role of Audit Committee shall include the following:**

1. oversight of the listed entity's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
2. recommendation for appointment, remuneration and terms of appointment of auditors of the listed entity;
3. approval of payment to statutory auditors for any other services rendered by the statutory auditors;
4. reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
  - a) matters required to be included in the director's responsibility statement to be included in the board's report in terms of clause (c) of sub-section (3) of Section 134 of The Companies Act, 2013;

- b) changes, if any, in accounting policies and practices and reasons for the same;
  - c) major accounting entries involving estimates based on the exercise of judgment by management;
  - d) significant adjustments made in the financial statements arising out of audit findings;
  - e) compliance with listing and other legal requirements relating to financial statements;
  - f) disclosure of any related party transactions;
  - g) modified opinion(s) in the draft audit report;
5. reviewing with the management, the quarterly financial statements before submission to the board for approval;
  6. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue or preferential issue or qualified institutions placement, and making appropriate recommendations to the board to take up steps in this matter;
  7. reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;
  8. approval or any subsequent modification of transactions of the listed entity with related parties;
  9. scrutiny of inter-corporate loans and investments;
  10. valuation of undertakings or assets of the listed entity, wherever it is necessary;
  11. evaluation of internal financial controls and risk management systems;
  12. reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
  13. reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
  14. discussion with internal auditors of any significant findings and follow up there on;
  15. reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
  16. discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
  17. to look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;

18. to review the functioning of the whistle blower mechanism;
19. approval of appointment of chief financial officer after assessing the qualifications, experience and background, etc. of the candidate;
20. Carrying out any other function as is mentioned in the terms of reference of the audit committee.
21. reviewing the utilization of loans and/ or advances from/investment by the holding company in the subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments existing as on the date of coming into force of this provision.
22. consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the listed entity and its shareholders.

B. The Audit Committee shall mandatorily review the following information:

- a) management discussion and analysis of financial condition and results of operations;
- b) management letters / letters of internal control weaknesses issued by the statutory auditors;
- c) internal audit reports relating to internal control weaknesses; and
- d) the appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the audit committee.
- e) statement of deviations:
  - i. quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1).
  - ii. annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7).

All the recommendations made by the Committee during the year under review, were accepted by the Board.

In addition, reviewing of such other functions as envisaged under Section 177 of The Companies Act, 2013 read with The Companies (Meetings of Board and its Powers) Rules, 2014 as amended and Regulation 18 of The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time.

**b) Composition, name of members and chairperson (As on 31<sup>st</sup> March, 2023)**

As on 31<sup>st</sup> March, 2023; the Audit Committee comprised of 3 (Three) Independent Directors and 1 (One) Non-Executive Non-Independent Director with Mr. Bhargav Govindprasad Pandya acting as a Chairperson. The Audit Committee was re-constituted on 12<sup>th</sup> August, 2022 during the financial year 2022-23.

Mr. Bhargav Govindprasad Pandya, Chairperson of Committee was present at the last Annual General Meeting held on 26<sup>th</sup> September, 2022.

Ms. Sakina Lokhandwala, Company Secretary acts as a secretary to the Committee.

**c) Meetings and attendance during the year ended on 31<sup>st</sup> March, 2023.**

During the period, Audit Committee met 8 (Eight) times on 13<sup>th</sup> April, 2022; 30<sup>th</sup> May, 2022; 12<sup>th</sup> August, 2022; 24<sup>th</sup> August, 2022; 06<sup>th</sup> October, 2022; 12<sup>th</sup> October, 2022; 17<sup>th</sup> January, 2023 and 15<sup>th</sup> February, 2023.

**Composition of the Audit Committee and Attendance of their meeting are as under:**

Name of the Director	Position on the Committee	Number of Nomination, Remuneration and Compensation Committee Meetings	
		Held	Attended
Mr. Bhargav Govindprasad Pandya	Chairperson	8	8
Mr. Nikhil Bhagwanshanker Dwivedi	Member	8	7
Mr. Yatin Sanjay Gupte	Member	8	7
Mrs. Neelambari Harshal Bhujbal (appointed on 12 <sup>th</sup> August, 2022)	Member	8	6

The Committee was re-constituted on 25<sup>th</sup> May, 2023 and the new composition of committees as on date are as follows:

Name of the Director	Designation	Position in Committee
Mr. Bhargav Govindprasad Pandya	Non- Executive Independent Director	Chairperson
Mr. Nikhil Bhagwanshanker Dwivedi	Non- Executive Independent Director	Member
Mrs. Neelambari Harshal Bhujbal (resigned on 28 <sup>th</sup> June, 2023)	Non-Executive - Woman Independent Director	Member
Mrs. Mansi Jayendra Bhatt	Non-Executive - Woman Independent Director	Member

Mr. Yatin Sanjay Gupte	Non- Executive Non- Independent Director	Member
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**4. NOMINATION AND REMUNERATION COMMITTEE {SECTION 178 OF THE COMPANIES ACT, 2013, READ WITH REGULATION 19 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015} :**

**a) Brief description of terms of reference**

The terms of reference of the Nomination and Remuneration Committee as per Part D of Schedule II of The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are as under:

1. formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the board of directors a policy relating to, the remuneration of the directors, key managerial personnel and other employees;
- 1A For every appointment of an independent director, the Nomination and Remuneration Committee shall evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an independent director. The person recommended to the Board for appointment as an independent director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the Committee may:
  - i. use the services of an external agencies, if required;
  - ii. consider candidates from a wide range of backgrounds, having due regard to diversity; and
  - iii. consider the time commitments of the candidates.
2. formulation of criteria for evaluation of performance of independent directors and the board of directors;
3. devising a policy on diversity of board of directors;
4. identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the board of directors their appointment and removal.
5. whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors.
6. recommend to the board, all remuneration, in whatever form, payable to senior management.

**b) Composition, name of members and chairperson (As on 31<sup>st</sup> March, 2023)**

As on 31<sup>st</sup> March, 2023; the Nomination and Remuneration Committee comprised of 3 (Three) Independent Directors and 1 (One) Non-Executive Non-Independent Director with Mr. Bhargav Govindprasad Pandya acting as a Chairperson. The Nomination and Remuneration Committee was re-constituted on 12<sup>th</sup> August, 2022 during the financial year 2022-23.

Mr. Bhargav Govindprasad Pandya, Chairperson of Committee was present at last Annual General Meeting held on 26<sup>th</sup> September, 2022.

Ms. Sakina Lokhandwala, Company Secretary acts as a secretary to the Committee.

**c) Meetings and attendance during the year ended on 31<sup>st</sup> March, 2023**

During the period, Nomination Remuneration and Compensation Committee met 4 (Four) times on 06<sup>th</sup> July, 2022; 12<sup>th</sup> August, 2022; 06<sup>th</sup> October, 2022 and 17<sup>th</sup> January, 2023.

**Composition of the Nomination Remuneration and Compensation Committee and Attendance of their meeting are as under:**

Name of the Director	Position on the Committee	Number of Nomination, Remuneration and Compensation Committee Meetings	
		Held	Attended
Mr. Bhargav Govindprasad Pandya	Chairperson	4	4
Mr. Nikhil Bhagwanshanker Dwivedi	Member	4	4
Mrs. Neelambari Harshal Bhujbal	Member	4	4
Mr. Yatin Sanjay Gupte (appointed on 12 <sup>th</sup> August, 2022)	Member	4	2

**d) Performance evaluation criteria for independent directors**

Pursuant to the provisions of The Companies Act, 2013, and The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board has carried out an annual

evaluation of its own performance and that of its committees as well as performance of the Directors individually. Feedback was sought by way of a structured questionnaire covering various aspects of the Board's functioning such as adequacy of the composition of the Board and its Committees, Board culture, execution and performance of specific duties, obligations and governance and the evaluation was carried out based on responses received from the all the Directors.

The Committee was re-constituted on 25<sup>th</sup> May, 2023 and the new composition of committees as on date are as follows:

<b>Name of the Director</b>	<b>Designation</b>	<b>Position in Committee</b>
Mr. Bhargav Govindprasad Pandya	Non-Executive Independent Director	Chairperson
Mr. Nikhil Bhagwanshanker Dwivedi	Non-Executive Independent Director	Member
Mr. Yatin Sanjay Gupte	Non- Executive Non- Independent Director	Member
Mrs. Neelambari Harshal Bhujbal (resigned on 28 <sup>th</sup> June, 2023)	Non-Executive Woman Independent Director	Member
Mrs. Mansi Jayendra Bhatt	Non-Executive Woman Independent Director	Member

**5. STAKEHOLDERS RELATIONSHIP COMMITTEE (SECTION 178(5) OF THE COMPANIES ACT, 2013 READ WITH REGULATION 20 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015}:**

**Role of Stakeholders Relationship Committee**

The role of the Stakeholders Relationship Committee as per Part D of Schedule II of The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are as under:

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

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

a) **COMPOSITION OF THE COMMITTEE, MEETINGS AND ATTENDANCE AS ON 31<sup>ST</sup> MARCH, 2023.**

The Stakeholders Relationship Committee was re-constituted on 12<sup>th</sup> August, 2022 during the financial year under review.

As on 31<sup>st</sup> March, 2023; The Stakeholders Relationship Committee comprised of 4 (Four) Directors with all 4 (Four) being Non-Executive Directors and 3 (Three) being Independent Directors. Mrs. Neelambari Harshal Bhujbal acting as its Chairperson.

Name of the Director	Position on the Committee	Attendance of 1 (one) Meeting Held on 12 <sup>th</sup> August, 2022
Mrs. Neelambari Harshal Bhujbal	Chairperson	PRESENT
Mr. Nikhil Bhagwanshanker Dwivedi	Member	PRESENT
Mr. Bhargav Govindprasad Pandya	Member	PRESENT
Mr. Yatin Sanjay Gupte	Member	PRESENT

Mrs. Neelambari Harshal Bhujbal, Chairperson of the Committee was present at last Annual General Meeting held on 26<sup>th</sup> September, 2022.

The Committee was last re-constituted on 25<sup>th</sup> May, 2023 and the new composition of committees as on date are as follows:

Name of the Director	Designation	Position in Committee
Mrs. Mansi Jayendra Bhatt	Non-Executive - Woman Independent Director	Chairperson
Mrs. Neelambari Harshal Bhujbal (resigned on 28 <sup>th</sup> June, 2023)	Non-Executive - Woman Independent Director	Member
Mr. Nikhil Bhagwanshanker Dwivedi	Non-Executive Independent Director	Member
Mr. Bhargav Govindprasad Pandya	Non-Executive Independent Director	Member

Mr. Yatin Sanjay Gupte	Non-Executive Independent Director	Non-	Member
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**b) Name and designation of the compliance officer:** Ms. Sakina Lokhandwala; Company Secretary and Compliance Officer

**c) Number of shareholders' complaints received during the financial year:**

As required by The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015; Ms. Sakina Lokhandwala, Company Secretary is the Compliance Officer of the Company, who oversees the redressal of Investor Grievance. The shareholders of the company can e-mail their grievances on [compliance@miflindia.com](mailto:compliance@miflindia.com)

The SEBI has initiated processing of investor complaints in a centralized web- based complaint redress system "SCORES". Under the said system, the complaints received from SEBI shall be processed timely.

The Company had received no complaint from shareholder through SCORES during the financial year 2022-23.

The status of Complaints received at SCORES portal is:

- a. Number of shareholders' complaints received during the financial year: NIL
- b. Number of complaints not solved to the satisfaction of shareholders: NIL
- c. Number of pending complaints: NIL

**6. RISK MANAGEMENT COMMITTEE {REGULATION 20 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015}:**

The composition of Risk Management Committee as required under Regulation 20 of The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is not applicable to the Company.

**7. RIGHTS ISSUE COMMITTEE:**

The Rights Issue Committee was constituted pursuant to resolution passed by our Board in its meeting held on 25<sup>th</sup> May, 2023 and it consists of 1 (one) Executive Director, 1 (one) Non-Executive Non-Independent Director and 2 (two) Independent Directors with Mr. Venkata Ramana Revuru acting as a Chairperson of Committee.

DIN	NAME	DESIGNATION	POSITION IN COMMITTEE
02809108	Mr. Venkata Ramana Revuru	Chairman and Managing Director	Chairperson

07261150	Mr. Yatin Sanjay Gupte	Non-Executive - Non Independent Director	Member
08693675	Mr. Bhargav Govindprasad Pandya	Non-Executive Independent Director	Member
10177722	Mrs. Mansi Jayendra Bhatt	Non-Executive - Woman Independent Director	Member

#### 8. SENIOR MANAGEMENT:

During the year under review, following persons were appointed by the Board under the category of Senior Management:

- i. Mr. Akhtar Khatri was appointed as President – Operations with effect from 17<sup>th</sup> January, 2023 and was re-designated to the post of Chief Financial Officer of the company with effect from 29<sup>th</sup> June, 2023.
- ii. Mr. Sohinderpal Singh Teja was appointed as Vice President – Finance with effect from 12<sup>th</sup> August, 2022 and was re-designated to the post of Chief Financial Officer of the company with effect from 06<sup>th</sup> October, 2022. He resigned from the post of Chief Financial Officer of the company with effect from 28<sup>th</sup> June, 2023.

#### 9. REMUNERATION OF DIRECTORS:

- i. There were no pecuniary relationship or transactions with any Non-Executive Director.
- ii. The criteria for making payment to Non-Executive Directors is available on the website of the Company i.e. <https://miflindia.com/cc/Criteria%20for%20making%20payment%20to%20Non-Executive%20Directors.pdf>
- iii. Non-Executive Directors are paid Sitting Fees.

Following are the details of Sitting Fees paid to the Non-Executive Directors during the Financial Year ended on 31<sup>st</sup> March, 2023:

Name of the Director	Category	Sitting Fees (Amount (₹) in Lakhs)
Mr. Bhargav Govindprasad Pandya	Non-Executive Independent Director	1.32 lakhs

Mr. Nikhil Bhagwanshanker Dwivedi	Non-Executive Independent Director	0.96 lakhs
Mrs. Neelambari Harshal Bhujbal	Non-Executive - Woman Independent Director	1.32 lakhs

(iv) Remuneration paid to the Managing Director and Executive Directors during the year is as follows:

(₹ In lakhs)

Name of the Director and Designation	Category	Salary	Benefits	Bonuses	Pension	Service Contracts	Notice	Total
Mr. Venkata Ramana Revuru	Managing Director, Chairman	NIL	NIL	NIL	NIL	Appointment for the Period for 3 Years	NIL	NIL

There were no severance fees and stock option plan. The appointment of Mr. Venkata Ramana Revuru, Chairman and Managing Director is for a period of 3 (Three) years with effect from 10<sup>th</sup> August, 2021 to 09<sup>th</sup> July, 2024 on the basis of terms and conditions laid down as per the agreement dated 12<sup>th</sup> August, 2021, together with the resolution passed by the Board dated 10<sup>th</sup> August, 2021 and the same was approved by the Members at the Annual General Meeting which was held on 27<sup>th</sup> September, 2021.

#### 10. GENERAL BODY MEETINGS:

a) The details of date, location and time of the last three Annual General Meetings held are as under:

Financial year Ended	Date	Time (IST)	Venue
2021-2022	26 <sup>th</sup> September, 2022	01.00 p.m.	Through Video Conferencing ("VC")/Other Audio-Visual Means ("OAVM") without the physical Presence of the Members at a common venue, in compliance with

			General Circulars issued by Ministry of Corporate Affairs (MCA Circulars).
2020-2021	27 <sup>th</sup> September, 2021	12.00 p.m.	Through Video Conferencing ("VC")/Other Audio-Visual Means ("OAVM") without the physical Presence of the Members at a common venue, in compliance with General Circulars issued by Ministry of Corporate Affairs (MCA Circulars).
2019-2020	30 <sup>th</sup> December, 2020	01.00 p.m.	Through Video Conferencing ("VC")/Other Audio-Visual Means ("OAVM") without the physical Presence of the Members at a common venue, in compliance with General Circulars issued by Ministry of Corporate Affairs (MCA Circulars).

**b) Special Resolutions passed during the previous three Annual General Meetings:**

Financial Year	Date	Time (IST)	Resolutions Passed
2021-2022	26 <sup>th</sup> September, 2022	01.00 p.m.	<p>1) Approval for Material Related Party Transaction (s) under Section 188 of The Companies Act, 2013 and Regulation 23 of The SEBI (LODR) Regulations, 2015. <b>(Special Business — Special Resolution).</b></p> <p>2) Increasing Borrowing Limits of The Board of Directors of The Company Under Section 180 of The Companies Act, 2013 <b>(Special Business — Special Resolution).</b></p> <p>3) Authorization to make Loan(s) and give guarantee(s), provide security (ies) or make Investments under Section 186 of The Companies Act, 2013 <b>(Special Business — Special Resolution).</b></p> <p>4) Authorization to advance any loan or give any guarantee or provide any</p>

			security under Section 185 of The Companies Act, 2013 <b>(Special Business – Special Resolution)</b> .
2020-2021	27 <sup>th</sup> September, 2021	12.00 p.m.	<p>1) Approval for Material Related Party Transaction (s) under Section 188 of The Companies Act, 2013 and Regulation 23 of SEBI (LODR) Regulations, 2015. <b>(Special Business – Special Resolution)</b>.</p> <p>2) Increasing Borrowing Limits of The Board of Directors of The Company Under Section 180 of the Companies Act, 2013 <b>(Special Business – Special Resolution)</b>.</p> <p>3) Authorisation to make loan(s) and give guarantee(s), provide security (ies) or make investments <b>(Special Business – Special Resolution)</b>.</p> <p>4) Approval of loans, investments, guarantee or security <b>(Special Business – Special Resolution)</b>.</p>
2019-2020	30 <sup>th</sup> December, 2020	01.00 p.m.	No Special Resolutions were passed

**c) Special Resolutions passed during Financial Year 2022-23 through Postal Ballot:**

During the financial year 2022-23, below mentioned resolution was passed through Postal Ballot:

1. Approval for Material Related Party Transaction(s) under Section 188 of The Companies Act, 2013 and Regulation 23 of The SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015 and IND AS 24.

The details of voting pattern are as under:

No. of votes polled	Votes cast in favour		Votes cast against	
	No. of votes	%	No. of votes	%
*3,00,74,043	3,00,42,994	99.90	31,049	0.10

\*Mr. Venkata Ramana, (Managing Director) holding 13,46,30,090 Equity shares ; Mr. Yatin Gupte, (Promoter and Non-Executive Non-Independent Director) holding 13,46,30,090 (voting done by him is 8,46,30,090) Equity shares ; Mr. Vettukallel Avirachan Sojan, (Promoter and Non-Executive Non-Independent Director) holding 25,00,27,310 Equity shares ; Wardwizard Solutions India Private Limited, (Promoter) holding 13,97,94,780 Equity shares and Garuda Mart India Private Limited (Promoter) holding 5,76,98,610 Equity shares are interested in the above mentioned resolution, hence e-voting done by them is not considered.

**d) Person who conducted the postal ballot exercise:**

The Board of Directors of the Company had appointed Mrs. Pooja Amit Gala, Practicing Company Secretary, having Membership No. ACS 69393 and COP No. 25845 to act as a Scrutinizer to conduct the Postal Ballot voting process in a fair and transparent manner.

**e) Procedure for postal ballot:**

In compliance with The SEBI Listing Regulations and Sections 108, 110 and other applicable provisions of The Companies Act, 2013, read with the relevant Rules, and in accordance with the guidelines prescribed by the Ministry of Corporate Affairs for holding general meetings/conducting Postal Ballot process through e-voting vide General Circular Nos. 14/2020 dated 8<sup>th</sup> April, 2020 and 17/2020 dated 13<sup>th</sup> April, 2020 read with other relevant circulars, including General Circular No. 10/2021 dated 23<sup>rd</sup> June, 2021, 20/2021 dated 8<sup>th</sup> December, 2021 and 3/2022 dated 5<sup>th</sup> May, 2022 and 11/2022 dated 28<sup>th</sup> December, 2022 issued by the Ministry of Corporate Affairs, the postal ballot for seeking approval of the members of the Company to the resolutions as specified in the postal ballot notice was issued to the members.

The Company provided electronic voting facility to all its members, to enable them to cast their votes electronically. The Company has availed e-voting facility offered by National Depository Services (India) Limited (NSDL) for conducting e-voting by members of the Company and as permissible under The Companies Act, 2013; notices to the shareholders were sent through e-mail whose e-mail ids were registered with depository participants and Registrar and Transfer Agent. In compliance with the requirements of the MCA Circulars, hard copy of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope were not sent to the shareholders for this Postal Ballot and shareholders were requested to communicate their assent/dissent through the remote

e-voting system only. The Company also published a notice in the newspaper declaring the details of completion of dispatch and other requirements and procedure for registration of the email address as mandated under The Companies Act, 2013 and applicable Rules and recent circulars.

Voting rights were reckoned on the paid-up value of the shares registered in the names of the members as on the cut-off date. Members were entitled to exercise their votes by electronic mode only and were requested to vote before close of business hours on the last date of e-voting. The scrutinizer submitted her report to Ms. Sakina Lokhandwala, Company Secretary (who was duly authorized by the Chairman in this regard), after the completion of scrutiny, the results of the voting by postal ballot were then announced by her. The results were also displayed on the website of the Company, [www.miflindia.com](http://www.miflindia.com), besides being communicated to the BSE Limited where the Company's shares are listed.

**f) Extra-Ordinary General Meeting was held during the Financial Year 2022-23 on through Video Conferencing ("VC")/Other Audio-Visual Means ("OAVM").**

Extraordinary General Meeting (EOGM) was held on 18<sup>th</sup> April, 2022 during the financial year 2022-23.

<b>Date of EOGM Notice</b>	<b>09<sup>th</sup> March, 2022</b>
<b>Particulars of resolution</b>	Approval for material related party transaction(s) under Section 188 of The Companies Act, 2013 and Regulation 23 of The SEBI (LODR) Regulations, 2015. <b>(Special Business — Special Resolution)</b>
<b>Date of EOGM</b>	18 <sup>th</sup> April, 2022
<b>Start date of e-voting</b>	15 <sup>th</sup> April, 2022 at 09.00 a.m.
<b>End date of e-voting</b>	17 <sup>th</sup> April, 2022 at 05.00 p.m.
<b>Date of declaration of voting results</b>	19 <sup>th</sup> April, 2022

**11. MEANS OF COMMUNICATION:**

Quarterly, Half Yearly and Yearly Financial Results of the Company are published in widely circulating national and local dailies namely Business Standard (Kolkata and Ahmedabad) and Arthik Lipi (Bengali) and are disseminated to The BSE Limited where the shares of the Company are listed and uploaded on the website of the Company.

The Company discloses to the stock exchange regarding information required to be disclosed under Regulation 30 read with Part A of Schedule III of The SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, including material information which have a bearing on the performance / operations of the Company. All information is filed electronically on BSE's online portal and BSE Listing Centre.

The Annual Report of the company, the quarterly / half-yearly and the annual financial statements of the Company are also placed on the Company's website at [www.miflindia.com](http://www.miflindia.com) which can also be downloaded.

#### **MINISTRY OF CORPORATE AFFAIRS (MCA)**

The Company has periodically filed all the necessary documents with MCA. The Company has filed its Audited Financial Statements on MCA through XBRL.

#### **12. GENERAL SHAREHOLDER INFORMATION:**

**a) Annual General Meeting: 40<sup>th</sup> Annual General Meeting (Financial year 01<sup>st</sup> April, 2022 to 31<sup>st</sup> March, 2023)**

- Date : 02<sup>nd</sup> September, 2023
- Time : 03.30 p.m.
- Venue : Through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") without the physical presence of the Members.

**b) Financial Year: 01<sup>st</sup> April, 2023 to 31<sup>st</sup> March, 2024**

<b>Financial Calendar for 2023-24 (Tentative)</b>	<b>1<sup>st</sup> April, 2023 to 31<sup>st</sup> March, 2024</b>
<b>Adoption of Quarterly Results for the quarter ending</b>	
<b>1<sup>st</sup> quarter ended on 30<sup>th</sup> June, 2023</b>	On or before 14 <sup>th</sup> August, 2023
<b>2<sup>nd</sup> quarter ended on 30<sup>th</sup> September, 2023</b>	On or before 14 <sup>th</sup> November, 2023
<b>3<sup>rd</sup> quarter ended on 31<sup>st</sup> December, 2023</b>	On or before 14 <sup>th</sup> February, 2024
<b>Audited financial results for the year ended on 31<sup>st</sup> March, 2024</b>	On or before 30 <sup>th</sup> May, 2024

c) **Dividend Payment date:** No dividend has been proposed and approved by the Board of Directors of the Company.

d) **Name and address of Stock Exchange:**

Name and address of Stock Exchange where Company's equity shares are listed at:

Name and Address of the Stock Exchange	Scrip Code	Scrip ID	ISIN No.
BSE Limited Phiroze JeeJeebhoy Towers, Dalal street, Mumbai - 400 001, Maharashtra, India.	537800	MANGIND	INE717C01025

The listing fees for the FY 2022-23 has been paid to the above stock exchange within the stipulated time limit.

e) **Stock Code:**

Name of the Stock Exchange	Scrip Code
BSE Limited	537800

f) **Market price data - high/low during each month in the past financial year:** As the Company's share being listed on BSE Limited.

**Share Price at BSE**

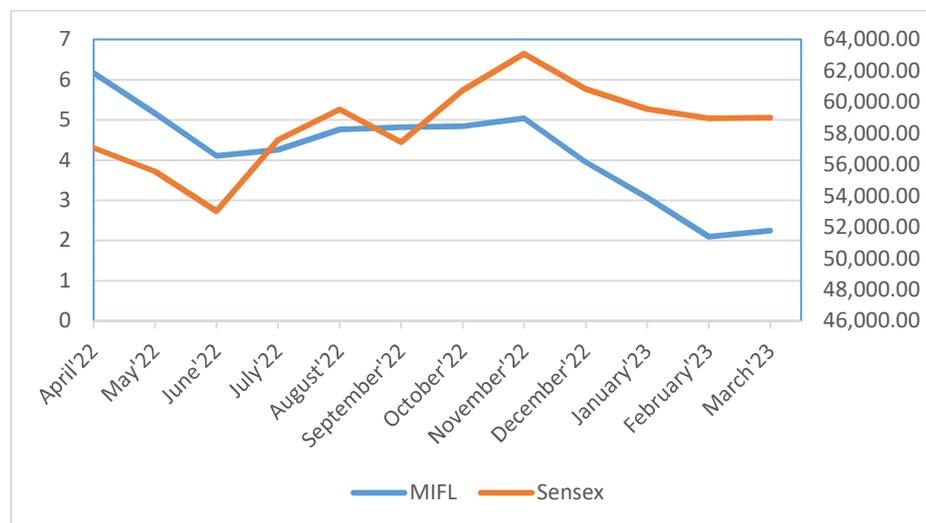
Month	High (₹)	Low (₹)	No of equity shares	No. of Trades
<b>April, 2022</b>	7.49	5.89	2,54,08,683	38,653
<b>May, 2022</b>	6.30	4.32	1,51,73,656	27,194
<b>June, 2022</b>	5.29	3.76	1,31,20,616	19,200
<b>July, 2022</b>	4.79	4.00	3,64,33,834	17,561
<b>August, 2022</b>	5.69	4.01	3,13,03,679	24,859

<b>September, 2022</b>	5.49	4.52	3,94,93,357	32,955
<b>October, 2022</b>	5.40	4.40	1,86,43,206	17,986
<b>November, 2022</b>	5.74	4.11	3,56,81,415	23,253
<b>December, 2022</b>	5.28	3.70	3,28,69,085	28,680
<b>January, 2023</b>	4.45	2.95	2,65,20,056	26,899
<b>February, 2023</b>	3.14	2.07	4,08,00,023	26,962
<b>March, 2023</b>	2.79	1.83	4,62,47,640	22,279

**g) Performance in comparison to broad based indices of BSE Sensex:**

<b>Month</b>	<b>MIFL</b>	<b>Closing BSE Sensex</b>
<b>April, 2022</b>	6.16	57,060.87
<b>May, 2022</b>	5.16	55,566.41
<b>June, 2022</b>	4.11	53,018.94
<b>July, 2022</b>	4.26	57,570.25
<b>August, 2022</b>	4.76	59,537.07
<b>September, 2022</b>	4.82	57,426.92
<b>October, 2022</b>	4.84	60,746.59
<b>November, 2022</b>	5.04	63,099.65
<b>December, 2022</b>	3.95	60,840.74
<b>January, 2023</b>	3.07	59,549.90
<b>February, 2023</b>	2.10	58,962.12
<b>March, 2023</b>	2.25	58,991.52

### Comparison between the Share price - High and Sensex index close price



h) There was no suspension of trading in the Securities, i.e., Equity Shares of the Company during the financial year 2022-23.

i) **Registrars to an Issue & Share Transfer Agents:**

**Purva Sharegistry (India) Pvt Ltd**

Unit No. 9, Ground Floor,  
Shiv Shakti Ind. Estt,  
J. R. Boricha Marg,  
Lower Parel East, Mumbai,  
Maharashtra 400 011  
Phone: 022- 3199 8810 / 4961 4132  
Email id: support@purvashare.com  
Website: www.purvashare.com

j) **Share transfer system:**

The Company's shares are traded in the stock exchanges compulsorily in demat form. The Company's Registrar and Transfer agent is the common agency to look demat registry work. Shares lodged for transfer with the registrar are processed and returned to shareholders within the stipulated time.

Members may please note that with effect from 01<sup>st</sup> April, 2019, shares held in physical form cannot be transferred. Therefore, shareholders are requested to take action to dematerialize the equity shares of the Company by opening a demat account.

Pursuant to SEBI Circular SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 dated 25<sup>th</sup> January, 2022, the listed companies shall issue the securities in dematerialized form only, for processing any service requests from shareholders viz., issue of duplicate share certificates, endorsement, transmission, transposition, etc. After processing the service request, a letter of confirmation will be issued to the shareholders and shall be valid for a period of 120 days, within which the shareholder shall make a request to the Depository Participant for dematerializing those shares.

**k) Distribution of Shareholding:**

Shareholding pattern as on 31<sup>st</sup> March, 2023:

Sr. No.	Category	No of Shares Held	Percentage of Shareholding
1.	Resident Individual	18,98,24,333	19.74
2.	Promoters And Promoters Group: -		
	Individuals	51,08,10,352	53.12
	Corporate	19,74,93,390	20.54
3.	LLP	70,98,493	0.74
4.	Bodies Corporate	4,44,93,229	4.63
5.	Clearing Members	3,76,508	0.04
6.	Non-Resident Indians (Non-Repat)	22,08,291	0.23
7.	Non-Resident Indians (Repat)	54,94,318	0.57
8.	Hindu Undivided Family	38,42,586	0.40
9.	Trust	2,000	0.00
	<b>Total</b>	<b>96,16,43,500</b>	<b>100.00</b>

### Distribution of shareholding as on 31<sup>st</sup> March, 2023

Category (Amount)	Number	% of Total	Amount (in ₹)	% of Total
Up to 5,000	55,953	91.24	3,76,47,532	3.91
5,001 – 10,000	2,374	3.87	1,82,72,840	1.90
10,001 – 20,000	1,388	2.26	2,01,69,877	2.10
20,001 – 30,000	537	0.88	1,35,96,476	1.41
30,001 – 40,000	249	0.41	88,40,037	0.92
40,001 – 50,000	220	0.36	1,02,70,932	1.07
50,001 – 1,00,000	338	0.55	2,50,10,841	2.60
1,00,001 - Above	263	0.43	82,78,34,965	86.09
<b>Total</b>	<b>61,322</b>	<b>100.00</b>	<b>96,16,43,500</b>	<b>100.00</b>

**l) Dematerialization of shares and liquidity:**

The Company's shares are available for dematerialization with both the Depositories, National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL).

96,11,98,200 equity shares were dematerialized representing 99.95% of the total paid up equity share capital of the Company as on 31<sup>st</sup> March, 2023.

**m) Outstanding Global Depository Receipts or American Depository Receipts or warrants or any convertible instruments:**

There are no outstanding Global Depository Receipts or American Depository Receipts or warrants or any convertible instruments as on 31<sup>st</sup> March, 2023.

**n) Commodity price risk or foreign exchange risk and hedging activities:**

The Company is not carrying any Commodity Business and has also not undertaken any hedging activities, hence same are not applicable to the Company.

**o) Plant location:**

Mangalam Industrial Finance Limited, being a Non-Banking Finance Company does not have any manufacturing plant.

**p) Address for correspondence:**

**Company Secretary and Compliance Officer**  
**Ms. Sakina Lokhandwala**

Mangalam Industrial Finance Limited  
CIN: L65993WB1983PLC035815  
Hall No-1, M R Icon, Next to Milestone,  
Vasna Bhayli Road, Vadodara,  
Gujarat – 391 410  
Email: [compliance@miflindia.com](mailto:compliance@miflindia.com)  
Telephone No.: +91 7203948909  
Web-site: [www.miflindia.com](http://www.miflindia.com)

**q) Credit Rating:**

The Company has not issued any debt instruments and does not have any Fixed Deposit Programme or any scheme or proposal involving mobilization of funds in India or abroad during the financial year ended 31<sup>st</sup> March, 2023. Hence, during the year under review, there was no requirement to obtain such Credit Ratings.

**13. OTHER DISCLOSURES:**

**a) Related Party Transactions:**

Transactions with related parties are disclosed in the Notes to Accounts in the Financial Statements. All transactions with related parties are at arms' length basis and in compliance with transfer pricing regulations. Consideration is paid/ received through cheque/ online payment.

All Related Party Transactions are entered into by the Company only after obtaining the prior approval of the Audit Committee and Board of Directors and are entered into on an Arms' length basis.

In terms of The Companies Act, 2013, and The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has adopted a policy to determine Related Party Transactions.

Related Party Transaction policy is placed on the Company's website at: <https://miflindia.com/cc/prt.pdf>

**Material Related Party Transactions:**

During the year ended 31<sup>st</sup> March, 2023 there were no materially significant related party transactions, which had potential conflict with the interests of the Company at large. The transactions with related parties are disclosed in the Notes to the Annual Accounts.

**b) Details of non-compliance:**

There were no non-compliance by the Company during the last three financial years and hence no penalties, strictures were imposed on the Company by stock exchange or SEBI or any statutory authority, on any matter related to capital markets, during the last three financial years.

**c) Details of establishment of Vigil Mechanism / Whistle Blower Policy:**

The Company had established a Vigil Mechanism / Whistle Blower Policy for all stakeholders including Directors, employees, vendors and suppliers to report concerns about unethical behavior, actual or suspected fraud or violation of Code of Conduct and Ethics. The policy provides for adequate safeguards against victimization of persons who use such mechanism and make provision for direct access to the chairperson of the Audit Committee in appropriate or exceptional case. During the year under review, no personnel have been denied access to the Audit Committee

The details of establishment of such mechanism have been posted by the Company on its website <https://miflindia.com/cc/Whistle%20blower%20policy.pdf>

**d) Details of compliance with Mandatory requirements and Non-Mandatory requirements:**

The Company has complied with all the mandatory and non-mandatory requirements of Corporate Governance as per The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time.

**e) Commodity price risk or foreign exchange risk and hedging activities:**

The Company is not carrying any Commodity business and has not undertaken any hedging activities, hence same are not applicable to the Company.

**f) Details of utilization of funds raised through preferential allotment or qualified institutions placement as specified under Regulation 32(7A):**

During the year under review, there was neither any transaction of fund raising through preferential allotment nor any transaction of Qualified Institutional Placement as specified under Regulation 32(7A) of The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

**g) The Company has received certificate dated 01<sup>st</sup> August, 2023 from Mrs. Pooja Amit Gala, Practicing Company Secretary, stating that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as**

Directors of Company by The SEBI and Ministry of Corporate Affairs or any such statutory authority is enclosed to this report.

- h) There was no such instance during the Financial Year 2022-23, where the Board has not accepted any recommendation of any committees of the Board.
- i) Given below are the details of fees paid to M/s. Mahesh Udhvani & Associates, Chartered Accountants, Statutory Auditors of the Company on a consolidated basis during the Financial Year ended 31<sup>st</sup> March, 2023.

(Amount (₹) in lakhs)

Sr. No.	Payments to the Statutory Auditors (excluding taxes)	Fees paid
1	Statutory Audit fees paid for Audit of the Company	3.00
2	Fees paid for other services	0.40
3	Reimbursement of expenses	0.00
<b>Total</b>		3.40

- j) Disclosures in relation to The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

a.	Number of complaints filed during the financial year	NIL
b.	Number of complaints disposed off during the financial year	NA
c.	Number of complaints pending as on end of the financial year	NA

- k) **Disclosure by Listed entity and its subsidiaries of “loans and advances in the nature of loans to firms/companies in which directors are interested by name and amount”:**

During the financial year 2022-23, the company has given loans to the company in which directors are interested. Refer Note 31 of the Standalone Financial Statements for details of amount of Loans and Advances given to firms/companies in which directors are interested.

- l) **Details of material subsidiaries of the listed entity, including the date and place of incorporation and the name and date of appointment of the statutory auditors of such subsidiaries:**

Referring to the definition of Material Subsidiary given in Regulation 16 of the Listing Regulations, the Company does not have any Material Subsidiary as on 31<sup>st</sup> March, 2023.

14. The Company has complied with the requirements of Schedule V: Corporate Governance Report: sub-paras (2) to (10) of The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

**15. DETAILS OF ADOPTION OF DISCRETIONARY REQUIREMENTS:**

The Company has complied with all the discretionary requirements of Corporate Governance as specified in Para E of Schedule II of The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

<b>The Board</b>	As per Para A of Part E of Schedule II of The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a non-executive Chairperson of the Board may be entitled to maintain a Chairperson's office at the Company's expense and also allowed reimbursement of expenses incurred in performance of his duties. The Chairperson of the Company is an Executive Director and hence this provision is not applicable to the Company.
<b>Shareholder's Rights</b>	Considering the dynamic shareholder demography and trading on the stock exchanges, as a prudent measure, we display our quarterly and half yearly results on our website <a href="http://www.miflindia.com">www.miflindia.com</a> and also publish our results in newspapers. We publish the voting results of shareholders meetings and make it available on our website <a href="http://www.miflindia.com">www.miflindia.com</a> and report the same to Stock Exchanges in terms of Regulation 44 of The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
<b>Modified opinion(s) in audit report</b>	The Auditors have issued an unmodified opinion on the financial statements of the Company.
<b>Separate posts of Chairman and CEO</b>	The Company does not have separate post of Chairman and MD/CEO.
<b>Reporting of Internal Auditor</b>	The Internal Auditor reports to Chief Financial Officer and has direct access to the Audit Committee.

**16. The Disclosures of the compliance with Corporate Governance requirements specified in regulations 17 to 27 and clauses (b) to (i) of sub-regulation (2) of Regulation 46 are as follows:**

<b>Regulation No.</b>	<b>Particulars of Regulations</b>	<b>Compliance status (Yes/No)</b>
17	Board of Directors	Yes
17A	Maximum number of Directorships	Yes
18	Audit Committee	Yes
19	Nomination and Remuneration Committee	Yes
20	Stakeholders Relationship Committee	Yes
21	Risk Management Committee	NA
22	Vigil mechanism	Yes
23	Related Party Transactions	Yes
24	Corporate Governance requirements with respect to subsidiary of listed entity	NA
24A	Secretarial Audit and Secretarial Compliance Report	Yes
25	Obligations with respect to Independent Directors	Yes
26	Obligations with respect to employees including senior management, key managerial personnel, directors and promoters	Yes
26A	Vacancies in respect of certain Key Managerial Personnel	Yes
27	Other Corporate Governance requirements	Yes
46(2)(b) to (i)	Website	Yes

**17. CODE OF CONDUCT:**

The Board has laid down a Code of Conduct covering the ethical requirements to be complied with, covering all the Board members and all employees of the Company which is available on the Company's website. As per the requirements of the Listing Regulations, this is to confirm that all the

Members of the Board and Senior Management Personnel have affirmed with the Code of Conduct of the Company for the Financial Year 2022-23 and accordingly have received, a declaration of compliance with the Code of Conduct from them.

**18. CEO AND CFO CERTIFICATION:**

As required under Regulation 17(8) of The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015; certificate duly signed by Mr. Venkata Ramana Revuru, Managing Director and Mr. Akhtar Khatri, Chief Financial Officer were placed at the meeting of the Board as contemplated in Schedule – V of The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and forms part of the Annual Report.

**19. CERTIFICATE ON CORPORATE GOVERNANCE:**

A Compliance certificate received from Mrs. Pooja Amit Gala, (Membership Registration No. 69393), Practicing Company Secretary, Mumbai; pursuant to Schedule V of The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 regarding compliance of conditions of Corporate Governance forms part of the Annual Report.

**20. RECONCILIATION OF SHARE CAPITAL AUDIT:**

A practicing Company Secretary carries out reconciliation of share capital audit, on quarterly basis to reconcile the total admitted capital with NSDL & CDSL and total issued and listed capital. The audit confirms that the total issued/paid up capital is in agreement with the total number of shares in physical form and the total number of dematerialized shares held with NSDL & CDSL.

**21. DISCLOSURE WITH RESPECT TO DEMAT SUSPENSE ACCOUNT/UNCLAIMED SUSPENSE ACCOUNT:**

The Listed entity shall disclose the following details in its annual report, as long as there are shares in the demat suspense account or unclaimed suspense account, as applicable;

- aggregate number of shareholders and the outstanding shares in the suspense account lying at the beginning of the year; - Not Applicable
- number of shareholders who approached listed entity for transfer of shares from suspense account during the year; - Not Applicable
- number of shareholders to whom shares were transferred from suspense account during the year; - Not Applicable
- aggregate number of shareholders and the outstanding shares in the suspense account lying at the end of the year; - Not Applicable

- that the voting rights on these shares shall remain frozen till the rightful owner of such shares claims the shares. - Not Applicable

## **22. DISCLOSURE OF CERTAIN TYPES OF AGREEMENTS BINDING LISTED ENTITIES:**

No agreements are entered under clause 5A of paragraph A of Part A of Schedule III of The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

**For Mangalam Industrial Finance Limited**

**SD/-  
Venkata Ramana Revuru  
Managing Director  
DIN: 02809108**

**SD/-  
Yatin Sanjay Gupte  
Non-Executive Non- Independent Director  
DIN: 07261150**

**Place: Vadodara  
Date: 03<sup>rd</sup> August, 2023**

**CODE OF CONDUCT DECLARATION**

**Declaration as required under Schedule V Part D of The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

As provided under Schedule V of The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; the Board of Directors and the Senior Management Personnel have confirmed compliance with the Code of Conduct and Ethics for the Financial Year ended 31<sup>st</sup> March, 2023.

**On behalf of the Board of Directors  
Mangalam Industrial Finance Limited**

**Place: Vadodara  
Date: 03<sup>rd</sup> August, 2023**

**SD/-  
Venkata Ramana Revuru  
Managing Director  
DIN: 02809108**

## CEO/CFO Compliance Certificate

### **(Regulation 17(8) of The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)**

We hereby certify that:

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

**For Mangalam Industrial Finance Limited**

**SD/-**  
**Venkata Ramana Revuru**  
**Managing Director**  
**DIN: 02809108**

**SD/-**  
**Mr. Akhtar Khatri**  
**Chief Financial Officer**

**Place: Vadodara**  
**Date: 03<sup>rd</sup> August, 2023**

**FORM 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,  
**MANGALAM INDUSTRIAL FINANCE LIMITED**  
CIN: L65993WB1983PLC035815

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **MANGALAM INDUSTRIAL FINANCE LIMITED** (“Here in after called the Company”). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/ statutory compliances and expressing my opinion thereon.

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

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

1. The Companies Act, 2013 (the Act) and the rules made there under;
2. The Securities Contracts (Regulation) Act, 1956 (‘SCRA’) and the rules made there under including any amendments in force;
3. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
4. 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;
5. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (‘SEBI Act’): -
  - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; - **Applicable to the Company during the Audit period;**

- (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations 2015 including amendments in force; **Applicable to the Company during the Audit period;**
- (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; **Not Applicable to the Company as the Company during the Audit period;**
- (d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; - **Not Applicable to the Company during the Audit Period;**
- (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; - **Not Applicable to the Company during the Audit Period;**
- (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; **Not Applicable to the Company during the Audit Period;**
- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and - **Not Applicable to the Company during the Audit Period.**
- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 or Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018- **Not Applicable to the Company during the Audit Period;**
- (i) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. - **Applicable to the Company during the period of audit to the extent of its Equity shares being listed at BSE Limited.**

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

1. Secretarial Standards with respect to meetings of Board of Directors (SS-1) and General Meetings (SS-2) issued by the Institute of Company Secretaries of India.
2. The Listing Agreement entered into by the Company with BSE Ltd;

During the period under review and as per representations and clarifications provided by the management, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, Listing Agreement etc. mentioned hereinabove:

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and its authorized representatives during the conduct of Secretarial Audit, we hereby report that in our opinion during the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

We further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of

Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings. Agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting. No meeting was conducted on shorter notice since all the meetings were scheduled with the proper time duration as prescribed under Companies Act, 2013.

Majority decisions were carried through and there were no dissenting members' whose views were required to be captured and recorded as part of the minutes.

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

I further report that during the audit period;

1. The Company has maintained books of accounts as required under Section 128 of the companies Act, 2013.
2. The Company has complied with all the provisions of the Secretarial Standards.
3. The Company has complied with all the provisions of Companies Act, 2013 relating to Statutory Audit/Cost Audit/Internal Audit- **Cost Audit not applicable to company.**
4. No request for transmission of shares has been received by the company during the year.
5. Statutory Registers were kept open for public inspection during working hours on all working days. All Statutory Register has been maintained/updated by the Company.
6. Notice of Board/Committee meetings were duly sent to all the directors & meeting were conducted as stipulated under Companies Act, 2013.
7. Notes and notes to agenda were duly sent to all the directors.
8. No resolutions were passed by way of circulation during the year under review.
9. Draft Minutes and final minutes were properly sent to all the directors.
10. Company has not obtained any secured loan from any financial institution/banks.
11. Notice of annual general meeting has been duly sent to all the members, Directors, Statutory Auditor and Secretarial Auditors.
12. No show cause notice has been received by the company under the Acts referred above or any other laws applicable on the Company, other than those specified below. –

Sr. No.	Action taken by	Details of violation	Details of action taken E.g., fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any.
Nil				

13. I have been provided all relevant information and have given access to all data and records.
14. There is no pending litigation and claims other than reported in the balance sheet by way of contingent liability.
15. No event other than reported has occurred during the year which has a major bearing on the company's affairs in pursuance of the laws, rules, regulations, guidelines, standards, etc. referred to above.
16. The views of all the dissenting Directors (if any) on important matters have been captured and recorded in the minute.
17. The venue and time of Board meeting was finalized with the consultation of all board members.
18. Minutes of the Board and general meetings were entered in the minute books within thirty days from the day of the meeting.
19. The entries in the statutory registers were made within the prescribed time.
20. None of the employee was holding Office or Place of Profit during 2022-2023.
21. The Company has given Loans & Advances details of which are as under to relatives of directors/shareholders/group companies during 2022-2023.

(Rs. In Lakhs)

Sr. No	Date	Name of the Shareholders/Relatives of Director	Nature of Transaction	Amount
1	07-06-2022	Wardwizard Solutions India Private Limited	Loan given	200.00
2	31-03-2023	Wardwizard Solutions India Private Limited	Loan given	250.00

22. The Company has filed certain forms with ROC/MCA with late fees during the year.
23. All Related Parties Transactions has been approved by the Board/shareholders during 2022-2023, and there is no violation of section 185/188 of the Companies Act, 2013.-:

Following are the material related party transaction under section 188 of the Companies Act, 2013 and Regulation 23 of SEBI (LODR) Regulation 2015 has been brought to my notice by the management which was approved by the shareholders in the Extra-Ordinary general meeting held on April 18, 2022 for the Financial year 2022-2023.

SR. NO.	NAME OF RELATED PARTY	RELATIONSHIP	NATURE OF TRANSACTION	TANSACTION AMOUNT IN RS.
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1	Mr. Yatin Sanjay Gupte	Promoter & Non- Executive - Non-Independent Director	As per Section 188 and RPT Policy of the Company	₹ 30 Crore
2	Mr. Sojan Avirachan	Promoter & Non-Executive - Non-Independent Director	As per Section 188 and RPT Policy of the Company	₹ 30 Crore
3	Mr. Venkataramana Revuru	Promoter & Executive Director- Chairperson-Managing Director	As per Section 188 and RPT Policy of the Company	₹ 30 Crore
4	Aveas Business Solutions Private Limited	Aevas Business solutions private limited is Promoted by Mr. Sojan Avirachan (Director and member)	As per Section 188 and RPT Policy of the Company	₹ 150 Crore
5	Garuda Mart India Private Limited	Promoter and Garuda Mart India Private Limited is Promoted by Mr. Venkataramana Revuru (Director and member)	As per Section 188 and RPT Policy of the Company	₹ 150 Crore
6	Wardwizard Solutions India Private Limited	Promoter and Wardwizard Solutions India Private Limited is Promoted by Mr. Yatin Sanjay Gupte (Director and member)	As per Section 188 and RPT Policy of the Company	₹ 150 Crore
7	I Secure Credit and Capital Services Limited (Formerly Known as Orchid Securities Limited)	Mr. Venkataramana Revuru is Non-Executive and Non-Independent Director of I secure Credit and Capital Services Limited (b) Mr. Sojan Avirachan is Managing Director of I secure Credit and Capital Services Limited, (c)Mr. Yatin Gupte is Non-Executive and Non-Independent Director of I secure Credit and Capital Services Limited. Above mentioned Three (3) Persons are also the Promoters of I Secure Credit and Capital Services Limited	As per Section 188 and RPT Policy of the Company	₹ 150 Crore

Following are the material related parties' transactions under section 188 of The Companies Act, 2013 and Regulation 23 of SEBI (LODR) Regulations, 2015 has been brought to my notice by the management which have been approved by shareholders in the Annual General Meeting held on September 26, 2022 for the Financial Year 2022-23. The details of the same are as follows:

SR. NO.	NAME OF RELATED PARTY	RELATIONSHIP	NATURE OF TRANSACTION	TANSACTI ON AMOUNT IN RS.
1	Wardwizard Innovations & Mobility Limited	Wardwizard Innovations & Mobility Limited is promoted by Mr. Yatin Sanjay Gupte. Mr. Yatin Sanjay Gupte is the Managing Director and Promoter of Wardwizard Innovations & Mobility Limited and Non-Executive Non-Independent Director and Promoter of Mangalam Industrial Finance Limited. Mr. Yatin Sanjay Gupte AND Mr. Venkata Ramana Revuru and are Business Partners.	As per Section 188 and RPT Policy of the Company	₹ 10 Crore
2	Wardwizard Foods and Beverages Limited (Formerly known as Vegetable Products Limited)	Wardwizard Foods and Beverages Limited (Formerly known as Vegetable Products Limited) is promoted by Mr. Yatin Sanjay Gupte. Mr. Yatin Sanjay Gupte is Non-Executive Non- Independent Director and Promoter of Wardwizard Foods and Beverages Limited (Formerly known as Vegetable Products Limited). Mr. Yatin Sanjay Gupte is Non-Executive Non- Independent Director and promoter of Mangalam Industrial Finance Limited.  Mr. Yatin Sanjay Gupte and Mr. Venkata Ramana Revuru are Business Partners.	As per Section 188 and RPT Policy of the Company	₹ 20 Crore
3	Yeppy Foods	Mr. Sanjay Mahadev Gupte is the partner of Yeppy Foods. Mr. Sanjay	As per Section 188 and RPT	₹ 20 Crore

		Mahadev Gupte is father of Mr. Yatin Sanjay Gupte. Mr. Yatin Sanjay Gupte is Non-Executive Non-Independent Director and promoter of Mangalam Industrial Finance Limited	Policy of the Company	
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24. The Company has appointed/resigned its directors/key managerial personnel as per section 149/168 of the Companies Act, 2013 & it has not violated section 152/160/161/162/164/167/196/197 & 203 of the Companies Act, 2013 – There was change in Key Managerial personnel as follows:

Sr. No	Name of KMP	Designation	Date of Appointment	Date of Cessation
1	Manisha Sharma	Company Secretary	01.12.2021	01.07.2022
2	Sakina Lokhandwala	Company Secretary	06.07.2022	-
3	Deepakkumar Doshi	Chief Financial Officer	03.06.2021	27.09.2022
4	Sohinderpal Singh Teja	Chief Financial Officer	06.10.2022	28.06.2023

25. The Company has not altered its share capital during 2022-2023.
26. The Company has appointed Mrs. Aparna Tripathi as Secretarial Auditor of the Company for the financial year 2022-23 at its Board Meeting dated 13<sup>th</sup> April, 2022.
27. The Company has changed its Secretarial Auditor of the Company from Mrs. Aparna Tripathi to Mrs. Pooja Amit Gala at its Board Meeting held on 12<sup>th</sup> August, 2022 for the financial year 2022-23.
28. The Company has appointed M/s. Upadhyay & Company – LLP as Internal Auditor for the financial year 2022-23 at its Board Meeting dated 13<sup>th</sup> April, 2022.
29. The Company has ratified the appointment of M/s. Mahesh Udhwani & Associates, Chartered Accountants (Firm Registration Number: 129738W) as Statutory Auditors of the Company at the 39<sup>th</sup> Annual General Meeting of the Company held on 26<sup>th</sup> September, 2022.
30. The Company has reconstituted various committees during the year.
31. The Company has not arranged any investors meeting during the year.
32. The Company has published the press release dated 23<sup>rd</sup> September, 2022.
33. The Company has conducted its Board Meetings and Committee meetings during the year.

34. The Company has held its 39<sup>th</sup> Annual General Meeting (AGM) through Video conferencing and other Audio-Visual Means for following matters:

Date of Notice	Date of AGM	Particulars of AGM Resolution
24-08-2022	26-09-2022	Adoption of the Audited Financial Statements as at 31 <sup>st</sup> March, 2022. (Ordinary Business– Ordinary Resolution)
		Appointment of Mr. Venkata Ramana Revuru (DIN: 02809108) as a director liable to retire by rotation. (Ordinary Business – Ordinary Resolution)
		Ratification of appointment of M/s. Mahesh Udhvani & Associates, Chartered Accountants (Firm Registration No. – 129738w) as statutory auditors of the company. (Ordinary Business – Ordinary Resolution)
		Approval for Material Related Party Transaction (s) under Section 188 of The Companies Act, 2013 and Regulation 23 of The SEBI (LODR) Regulations, 2015. (Special Business – Special Resolution)
		Increasing borrowing limits of the Board of Directors of the Company under Section 180 of The Companies Act, 2013. (Special Business – Special Resolution)
		Authorization to make loan(s) and give guarantee(s), provide security(ies) or make investments under Section 186 of The Companies Act, 2013. (Special Business – Special Resolution)
		Authorization to advance loan(s) and give any guarantee or provide any security under Section 185 of The Companies Act, 2013. (Special Business – Special Resolution)

35. The Company has held Extra Ordinary General Meeting (EOGM) in the F.Y 2022-2023. However, the Company has declared the results of the Extra-Ordinary general meeting:

Date of Notice	Particulars of Resolution	Date of EOGM	Start date of E-voting	End Date of E-voting
09 <sup>th</sup> March, 2022	Approval for material related party transaction(s) under Section 188 of The Companies Act, 2013 and Regulation 23 of The SEBI (LODR)	18 <sup>th</sup> April, 2022	15 <sup>th</sup> April, 2022 at 09:00 a.m.	17 <sup>th</sup> April, 2022 at 05:00 p.m.

	Regulations, 2015			
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36. The Company has done one meeting through Postal Ballot during the financial year 2022-2023.

Date of Notice	Particulars of Resolution	Date of Declaration of results	Start date of E-voting	End Date of E-voting
15 <sup>th</sup> February, 2023	Approval for Material Related Party Transaction(s) under Section 188 of The Companies Act, 2013 and Regulation 23 of The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Ind AS 24.	22 <sup>nd</sup> March, 2023	21 <sup>st</sup> February, 2023 at 09:00 a.m.	22 <sup>nd</sup> March, 2023 at 05:00 p.m.

37. The Meeting of Independent Directors of the Company was held on 17<sup>th</sup> February, 2023 as per SEBI (Listing Obligation and Disclosure Requirement) Regulation 2015 and as per Schedule IV of the Companies Act, 2013.

#### Others

1. The Company being a Non-Banking Financial Company, the Reserve Bank of India Act, 1934 is applicable to the Company which includes Rules, Regulations, Guidelines and Directions issued by the Reserve Bank of India for Non-Deposit taking NBFCs; as specifically applicable to the Company. The Company has complied with all the regulations specified for an NBFC under the RBI Act.
2. The Company has not issued any prospectus since last 10 years, nor made any Public Issue during 2022-2023.
3. The Company has not accepted any deposits u/s 73 & 74 of Companies Act, 2013 during the year nor there any outstanding deposits as on 31<sup>st</sup> March, 2023.
4. The Company has only fully paid-up equity shares.
5. The Company has not created any Charges during the year.
6. The Board has not recommended any dividend.
7. The Company has not removed any director during the year.

8. The Company has not made any rights issue/bonus issue/qualified institutional placement or Indian Depository receipt during the year.
9. The Company does not have any joint venture or wholly owned subsidiary abroad nor there has it made any direct/indirect investment abroad during the year.
10. The Company has not issued any overseas External Commercial borrowing during the year.
11. The Company does not have any joint auditor; branch auditor & cost auditor.
12. The Company has not made foreign investment nor received any FDI.
13. The Company has deducted TDS and deposited on time but in some cases, delay happened, due to which the Company paid interest.
14. CSR is not applicable to the Company.

### **Additional Information**

#### **1. CHANGE IN PROMOTER'S SHAREHOLDING**

During the financial year, there was change in the shareholding of Mr. Yatin Sanjay Gupte, promoter of the Company and the same have been disclosed to the BSE within the stipulated time period.

The Company has received disclosures from the Promoters as per The SEBI (Substantial Acquisition of Shares & Takeovers) Regulations, 2011 and accordingly the company has intimated to Stock Exchange and the details of the Disclosures are as follows:

- The Company has disclosed the disclosures under Regulation 31 (4) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 on yearly basis.
- The Company has disclosed the disclosures under Regulation 30 (1) and 30 (2) The SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 on yearly basis.

#### **2. RECLASSIFICATION OF SHARES FROM PROMOTERS' CATEGORY TO PUBLIC CATEGORY**

The Company had received request letters dated 15<sup>th</sup> November, 2021 seeking reclassification of shares from "Outgoing Promoter and Promoter group" to "Public" category from the erstwhile promoters namely Pradeep Kumar Daga, Response Commodities LLP and Response Securities Pvt Ltd upon which the Company in its Board meeting held on 01<sup>st</sup> December, 2021 had considered the request and has submitted the application for reclassification under Regulation 31A of The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 to BSE on 20<sup>th</sup> December, 2021. The Company has received the approval letter approving reclassification of erstwhile promoter shareholders from the BSE on 08<sup>th</sup> September, 2022 vide letter no.

LIST/COMP/HN/256/2022-23 and the same was updated on the BSE portal and forwarded the same to various regulatory authorities.

### 3. CHANGE IN REGISTERED OFFICE:

The Company has changed its **Registered Office** from MMS Chambers, 4A, Council House Street 1st Floor, room. No. D1 Kolkata, West Bengal 700 001 to Old Nimta Road, Nandan Nagar, Belghoria, Kolkata, West Bengal –700 083 within the local limits, which was approved by the Board in its meeting held on 6<sup>th</sup> October, 2022.

### 4. CHANGE IN NAME OF THE COMPANY

The company in its Board Meeting held on 13<sup>th</sup> April, 2022 has proposed to change the name of the company from “**Mangalam Industrial Finance Limited**” to “**In cred Credit Services Limited**” or “**In Credit Capital Services Limited**” or any other such names as may be approved by regulatory authorities under the Companies Act, 2013 or as per prior approval of Reserve Bank of India or any other rules laws, acts, statutes or regulations as may be applicable to the Company and alteration of Memorandum and Article of Association of the Company.

Further, the company in its Board meeting held on 17<sup>th</sup> January, 2023 with reference to the Board meeting held on 13<sup>th</sup> April, 2022 has passed the Board resolution to change the name of the Company from “**Mangalam Industrial Finance Limited**” to “**Incred Credit Services Limited**” or such other name as may approved by the Registrar of Companies or as per prior approval of Reserve Bank of India. The change of name is under process.

#### *Securities Laws*

1. All Price Sensitive Information was informed to the stock exchanges from time to time
2. All investors complain directly received by the company are recorded on the same date of receipt.
3. The Company has complied with provision of SEBI (LODR) Regulations, 2015.
4. The Company has maintained a functional website of the Company and the website contains information for last 5 years.
5. The Company has complied with various regulations within stipulated time as prescribed under SEBI (PIT) Regulations, 1992/2015 & SEBI (Substantial Acquisition of Shares & Takeover) Regulations, 2011 and SEBI Code of Conduct for prevention of Insider Trading.
6. The Company has paid Annual Listing Fees to Stock Exchanges/Depository during 2022-2023.

List of other laws generally applicable to the company:

- i) The Income Tax Act, 1961
- ii) The Reserve Bank of India Act, 1934

- iii) Depositories Act, 1966
- iv) Goods & Services Act, 2017
- v) The West Bengal State Tax on Professions, Traders, Calling and Employment Rules, 1979
- vi) The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013
- vii) The Payment of Wages Act, 1936
- viii) The Minimum Wages Act, 1948
- ix) West Bengal Shop & Establishment Act, 1963
- x) The Companies Act, 2013
- xi) The Gujarat State Tax on Professions, Trades, Callings and Employment Act 1976
- xii) Securities Contracts (Regulation) Act, 1956
- xiii) The Indian Contract Act, 1872
- xiv) The Negotiable Instruments Act, 1881
- xv) The Maternity Benefit Act, 1961

**The Company has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder- I have relied based on undertaking and certain random checking done by me.**

**There are no actions taken against the Company / its promoters/ directors/ either by SEBI or by Stock Exchanges (*including under the Standard Operating Procedures issued by SEBI through various circulars*) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder, except those mentioned above.**

**There are no observations made in previous reports by Practicing Company Secretary.**

**I further report that Compliance of applicable Financial Laws including direct and indirect tax Laws by the Company has not been reviewed in the Audit since the same has been subject to review by the statutory auditor and other designated professionals.**

**SD/-**

**Pooja Amit Gala  
(Practicing Company Secretary)  
ACS No: 69393  
COP No: 25845**

**ICSI UDIN: A069393E000715962  
Peer Review Number: 2423/2022**

**Date: 01-08-2023  
Place: Thane**

This report is to be read with the letter which is annexed as **Annexure A** and forms an integral part of this report.

**'Annexure A'**

**To,**  
**The Members,**  
**MANGALAM INDUSTRIAL FINANCE LIMITED**  
CIN: L65993WB1983PLC035815

My report 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. I have conducted our audit by examining various records and documents including minutes, registers, certificates and other records physical mode from the company. I state that I have verified the physical original documents and records. The management has confirmed that the records provided to us for audit are true and correct.
3. Further, my audit report is limited to the verification and reporting on the statutory compliances on laws/regulations/guidelines listed in our report and the same pertain to the financial year ended on 31<sup>st</sup> March, 2023. Our reporting does not include on statutory compliances whose dates are extended by Ministry of Corporate Affairs/SEBI/RBI, as the case may be, from time to time and accordingly such extended time limits remain beyond the date of our audit report
4. I have followed the audit practices and processes 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. I believe that the processes and practices we followed provide a reasonable basis for our opinion.
5. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
6. Wherever required, I have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
7. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards are the responsibility of management. My examination was limited to the verification of procedures on test basis.

8. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

**SD/-**

**Pooja Amit Gala**

**(Practicing Company Secretary)**

**ACS No: 69393**

**COP No: 25845**

**ICSI UDIN: A069393E000715962**

**Peer Review Number: 2423/2022**

**Date: 01-08-2023**

**Place: Thane**

### CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

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

To,  
**The Members of MANGALAM INDUSTRIAL FINANCE LTD**  
**CIN: L65993WB1983PLC035815**

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **Mangalam Industrial Finance Ltd** (CIN L65993WB1983PLC035815) and having registered office at **Old Nimta Road, Nandan Nagar, Belghoria Kolkata WB 700083** (hereinafter referred to as 'the Company'), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub-clause 10(i) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal [www.mca.gov.in](http://www.mca.gov.in)) as considered necessary and explanations furnished to us by the Company and its officers, I hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on March 31, 2023 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India (SEBI) and Ministry of Corporate Affairs (MCA), or any such other Statutory Authority.

#### Details of Directors:

Sr. No	Name of Director	DIN	Date of Appointment	Date of Cessation
1	Venkata Ramana Revuru	02809108	03-06-2021	-
2	Yatin Sanjay Gupte	07261150	03-06-2021	-
3	Sojan Vettukallel Avirachan	07593791	03-06-2021	
4	Bhargav Govindprasad Pandya	08693675	03-06-2021	
5	Nikhil Bhagwanshankar Dwivedi	08865234	03-06-2021	
6	*Neelambari Harshal Bhujbal	09195568	03-06-2021	28-06-2023

\*Note – Neelambari Harshal Bhujbal has resigned from the company with effect from 28<sup>th</sup> June, 2023, she is not the director of the company as on the date of this report. As on the date of this report Mansi Jayendra Bhatt (DIN: 10177722) is the Director of the company with effect from 25<sup>th</sup> May, 2023 as per MCA Master data.

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

**SD/-**

**Pooja Amit Gala**

(Practicing Company Secretary)

ACS: 69393/ COP: 25845

Peer Reviewed Unit No: - 2423/2022

ICSI UDIN: A069393E000716072

Place: Thane

Date: 01-08-2023

**CERTIFICATE OF COMPLIANCE  
WITH THE CORPORATE GOVERNANCE REQUIREMENTS  
UNDER SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015**

**To,  
The Members,  
MANGALAM INDUSTRIAL FINANCE LTD  
CIN: L65993WB1983PLC035815**

We have examined the compliance of conditions of Corporate Governance by Mangalam Industrial Finance Ltd for the year ended on 31<sup>st</sup> March, 2023 as stipulated in Regulations 17, 18, 19, 20, 21, 22, 23, 24, 25, 26, 27 and clauses (b) to (i) of sub-regulation (1) of Regulation 46 and para C, D and E of Schedule V of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements), 2015.

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

In our opinion and to the best of our information and according to the explanations given to us and representations made by the Directors and the Management, we certify that the Company has complied with all the mandatory requirements of Corporate Governance as stipulated in the Provisions as specified in Schedule II of the said Regulations. As regards Discretionary Requirements specified in Part E of Schedule II of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

**SD/-**  
**Pooja Amit Gala**  
(Practicing Company Secretary)

ACS: 69393/ COP: 25845  
Peer Reviewed Unit No: - 2423/2022  
ICSI UDIN: A069393E000716105

Place: Thane  
Date: 01-08-2023

**Secretarial Compliance Report of Mangalam Industrial Finance Limited  
for the financial year ended 31<sup>st</sup> March, 2023.**

To

**The Members**

**Mangalam Industrial Finance Limited**

**(CIN: L65993WB1983PLC035815)**

**Registered Office: Old Nimta Road, Nandan Nagar, Belghoria Kolkata WB 700083.**

**Corporate Office: Hall No-1, M R Icon, Next to Milestone Vasna Bhayli Road, Vadodara - 391410**

We have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by **Mangalam Industrial Finance Limited** (hereinafter referred as 'the listed entity'), having its Registered Office at **Old Nimta Road, Nandan Nagar, Belghoria, Kolkata, West Bengal, 700083** Secretarial Review was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

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

**I Pooja Amit Gala**, Practicing Company Secretary have examined:

- (a) all the documents and records made available to us and explanation provided by **Mangalam Industrial Finance Limited** ("the listed entity"),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended 31<sup>st</sup> March, 2023 ("Review Period") in respect of compliance with the provisions of:

- a. the Securities and Exchange Board of India Act, 1992 (“SEBI Act”) and the Regulations, circulars, guidelines issued thereunder; and
- b. the Securities Contracts (Regulation) Act, 1956 (“SCRA”), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India (“SEBI”);

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

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

During the year, there was change in promoter’s shareholding and the same was intimated to BSE Limited.

The Company has maintained the structured Digital Database under Regulation 3(5) of SEBI (PIT) Regulations 2015.

- (i) Securities and Exchange Board of India (Depository and Participant) Regulation 2018. – **Applicable to the Company during the period under review.**

The Company has submitted the quarter disclosure under Regulation 74(5) and Regulation 76 to the BSE within the prescribed time.

(j) Securities and Exchange Board of India (Procedure of Board Meeting) Regulation, 2001 –  
**Applicable to the company during the period under review**

and circulars/ guidelines issued thereunder;

I hereby report that, during the Review Period the compliance status of the listed entity is appended as below:

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations/ Remarks by PCS*
1.	<p><b>Secretarial Standards:</b></p> <p>The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI), as notified by the Central Government under section 118(10) of the Companies Act, 2013 and mandatorily applicable.</p>	Yes	Nil
2.	<p><b>Adoption and timely up dation of the Policies:</b></p> <ul style="list-style-type: none"> <li>● All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities</li> <li>● All the policies are in conformity with SEBI Regulations and have been reviewed &amp; updated on time, as per the regulations/circulars/guidelines issued by SEBI</li> </ul>	Yes  Yes	Nil  Nil
3.	<p><b>Maintenance and disclosures on Website:</b></p> <ul style="list-style-type: none"> <li>● The Listed entity is maintaining a functional website</li> <li>● Timely dissemination of the documents/ information under a separate section on the website</li> <li>● Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re- directs to the relevant document(s)/section of the website</li> </ul>	Yes  Yes  Yes	Nil  Nil  Nil

4.	<p><b>Disqualification of Director:</b></p> <p>None of the Director(s) of the Company is/ are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.</p>	Yes	Nil
5.	<p><b>Details related to Subsidiaries of listed entities have been examined w.r.t.:</b></p> <p>(a) Identification of material subsidiary companies</p> <p>(b) Disclosure requirement of material as well as other subsidiaries</p>	Not Applicable	During the period under review, there were no subsidiary of the company
6.	<p><b>Preservation of Documents:</b></p> <p>The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.</p>	Yes	Nil
7.	<p><b>Performance Evaluation:</b></p> <p>The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations.</p>	Yes	As informed by management, since performance evaluation report is confidential, hence the same was not reviewed by me.
8.	<p><b>Related Party Transactions:</b></p> <p>(a) The listed entity has obtained prior approval of Audit Committee for all related party transactions; or</p> <p>(b) The listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit Committee, in case no prior approval has been obtained.</p>	Yes  Not Applicable	Nil  The Company has confirmed that except the list of related party provided to me, there are no related party transaction during

			the F.Y 2022-2023.
<b>9.</b>	<b>Disclosure of events or information:</b> The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	Yes	Nil
<b>10.</b>	<b>Prohibition of Insider Trading:</b> The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	Yes	The Company has maintained the data in Structured Digital database (SDD) from the Quarter ended 31 <sup>st</sup> December, 2022
<b>11.</b>	<b>Actions taken by SEBI or Stock Exchange(s), if any:</b> No action(s) has been taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder except as provided under separate paragraph herein.	Not Applicable	As per the Confirmation provided to us by the Company there is no Action taken by SEBI or Stock Exchange
<b>12.</b>	<b>Additional Non-compliances, if any:</b> No additional non-compliance observed for any SEBI regulation/circular/guidance note etc.	Not Applicable	As per the verification and confirmation provided to us by the Company, there is no additional non-compliance observed for any SEBI regulation /circular/guidance note, etc.

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

Sr. No.	Particulars	Compliance Status (Yes/No/	Observations/ Remarks by PCS*
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		NA)	
<b>1.</b>	<b>Compliances with the following conditions while appointing/re-appointing an auditor</b>		
	<p>i. If the auditor has resigned within 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter; or</p> <p>ii. If the auditor has resigned after 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter as well as the next quarter; or</p> <p>iii. If the auditor has signed the limited review/ audit report for the first three quarters of a financial year, the auditor before such resignation, has issued the limited review/ audit report for the lastquarter of such financial year as well as the auditreport for such financial year.</p>	Not Applicable	As per the verification and confirmation provided to us by the Company, there is no change in the auditor during the period under review.
<b>2.</b>	<b>Other conditions relating to resignation of statutory auditor</b>		
	<p>i. Reporting of concerns by Auditor with respect to the listed entity/its material subsidiary to the AuditCommittee:</p> <p>a. Incaseofanyconcernwiththemanagement of the listed entity/material subsidiary such as non-availability of information / non- cooperation by the management which has hampered the audit process, the auditor has approached the Chairman of the Audit Committee of the listed entity andthe Audit Committee shall receive such concern directly and immediately without specifically waiting for the quarterly Audit Committee meetings.</p> <p>b. In case the auditor proposes to resign, all concerns with respect to the proposed resignation, along with relevant documentshas been brought to the notice of the Audit Committee. In cases where the proposed resignation is due to non-receiptof information / explanation from</p>		

	<p>thecompany, the auditor has informed the Audit Committee the details of information/explanation sought and not provided by the management, as applicable.</p> <p>c. The Audit Committee / Board of Directors, as the case may be, deliberated on the matter on receipt of such information from the auditor relating to the proposal to resign as mentioned above and communicate its views to the management and the auditor.</p> <p>ii. Disclaimer in case of non-receipt of information: The auditor has provided an appropriate disclaimer in its audit report, which is in accordance with the Standards of Auditing as specified by ICAI / NFRA, in case where the listed entity/its material subsidiary has not provided information as required by the auditor.</p>	Not Applicable	As per the verification and confirmation provided to us by the Company, there is no change in the auditor during the period under review.
3.	The listed entity / its material subsidiary has obtained information from the Auditor upon resignation, in the format as specified in Annexure- A in SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019.	Not Applicable	As per the verification and confirmation provided to us by the Company, there is no change in the auditor during the period under review.

- a. The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:

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

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

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

I Further report that previous **Secretarial Auditor** of the company for financial year 2022-2023, **Mrs. Aparna Santoshkumar Tripathi** (Membership number 67594, COP 25278) has resigned due to pre occupation and I, **Pooja Amit Gala** (ACS 69393, COP 25845) has been **appointed** as a Secretarial Auditor to conduct the Secretarial Audit for Financial Year 2022- 2023 with effect from 12<sup>th</sup> August, 2022.

**Assumptions & Limitation of scope and Review:**

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

**SD/-**

**Pooja Amit Gala**

**Practicing Company Secretary**

**ACS – 69393**

**COP: 25845**

**Peer Review: 2423/2022**

**UDIN: A069393E000313593**

**Place: Thane**

**Date: 16-05-2023**

*Disclaimer: - We have conducted the assignment by examining the secretarial records including Minutes, Documents, Registers and Other Records etc. received by way of electronic mode from the company and was randomly verified by us. The management has confirmed that the records submitted to us are True and Correct. This report is limited to statutory compliances on law / regulations / guidelines listed in our report which have been complied by the company pertaining to financial year 22-23. We are not commenting on the statutory compliances whose due dates are extended by Registrars from time to time or still there is time line to comply with such compliances.*

# INDEPENDENT AUDITOR'S REPORT

## TO THE MEMBERS OF MANGALAM INDUSTRIAL FINANCE LIMITED

### I. Report on the Audit of the Standalone Financial Statements

#### 1. Opinion

- A. We have audited the accompanying Standalone Financial Statements of **MANGALAM INDUSTRIAL FINANCE LIMITED** ("the Company"), which comprise the Balance Sheet as at March 31, 2023, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows for the year ended on that date, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the Standalone Financial Statements").
- B. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Standalone Financial Statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2023, its **loss** and changes in equity and its cash flows for the year ended on that date.

#### 2. Basis for Opinion

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

#### 3. Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone Ind AS financial statements for the financial year ended March 31, 2023. These matters were addressed in the context of our audit of the standalone Ind AS financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provided in that context.

We have determined the matters described below to be the key audit matters to be communicated in our report. We have fulfilled the responsibilities described in the Auditor's responsibilities for the audit of the standalone Ind AS financial statements section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the standalone Ind AS financial statements. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying standalone Ind AS financial statements.

KEY AUDIT MATTER	HOW THE MATTER WAS ADDRESSED IN OUR AUDIT
<p><b>Impairment of financial assets (expected credit losses)- Refer to the accounting policies in Note 5, 21 to the IndAS Financial Statement.</b></p> <p>Ind AS 109 requires the Company to recognise impairment allowance towards its financial assets (Designated at amortised cost and fair value through other comprehensive income) using the expected credit loss (ECL) approach. Such ECL allowance is required to be measured considering the guiding principles of Ind AS 109 including:</p> <ul style="list-style-type: none"> <li>• unbiased, probability weighted outcome under various scenarios;</li> <li>• time value of money;</li> <li>• impact arising from forward looking macro- economic factors and;</li> <li>• Availability of reasonable and supportable information without undue costs.</li> </ul> <p>Applying these principles involves significant estimation in various aspects, such as:</p> <ul style="list-style-type: none"> <li>• grouping of borrowers based on homogeneity</li> <li>• staging of loans and estimation of behavioural life;</li> <li>• determining macro-economic factors</li> </ul> <p>Estimation of losses for loan products with no/ minimal historical defaults.</p> <p>In management’s view and considering the guidance provided by the Institute of Chartered Accountants of India (ICAI), providing moratorium to borrowers based on RBI directives, by itself is not considered to result in a SICR for such borrowers. The Company has recorded Provision for impairment for ` <b>666.84 lakhs</b> as part of its ECL, and is based on various variables along with the yardstick as given by The RBI &amp; ICAI, which could result in actual credit loss being different than that being estimated.</p>	<ul style="list-style-type: none"> <li>• We read and assessed the Company’s accounting policies for impairment of financial assets and their compliance with Ind AS 109</li> <li>• We tested the criteria for staging of loans based on their past-due status to check compliance with requirement of Ind AS 109. Tested a sample of performing (stage 1) loans to assess whether any loss indicators were present requiring them to be classified under stage 2 or 3 and vice versa.</li> <li>• We evaluated the reasonableness of the management estimates by understanding the process of ECL estimation and tested the controls around data extraction and validation</li> </ul> <p>Assessed disclosures included in the Ind AS financial statements in respect of expected credit losses.</p>

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

- A. The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the Standalone Financial Statements and our auditor's report thereon. Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon
- B. In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone Financial Statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information; we are required to report that fact. We have nothing to report in this regard.

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

- A. The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these Standalone Financial Statements that give a true and fair view of the financial position, financial performance, total comprehensive income, changes in equity and cash flows of the Company in accordance with accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.
- B. In preparing the Standalone Financial Statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

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

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

- A. Our objectives are to obtain reasonable assurance about whether the Standalone Financial Statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Ind AS Financial Statements.
- B. As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:
  - i) Identify and assess the risks of material misstatement of the Ind AS financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks,

and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- ii) Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
  - iii) Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management
  - iv) Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Standalone Financial Statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern
  - v) Evaluate the overall presentation, structure and content of the Ind AS Financial Statements, including the disclosures, and whether the Ind AS Financial Statements represent the underlying transactions and events in a manner that achieves fair presentation.
- C. Materiality is the magnitude of misstatements in the Ind AS Financial Statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the Ind AS Financial Statements may be influenced. We consider quantitative materiality and qualitative factors in
- i) planning the scope of our audit work and in evaluating the results of our work; and
  - ii) to evaluate the effect of any identified misstatements in the Standalone Financial Statements.
- D. We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.
- E. We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.
- F. From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the Standalone Financial Statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

## II. Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, based on our audit we report that:
  - A. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - B. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
  - C. The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, Statement of Changes in Equity and the Statement of Cash Flow dealt with by this Report are in agreement with the relevant books of account
  - D. In our opinion, the aforesaid Ind AS financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015, as amended;
  - E. On the basis of the written representations received from the directors as on March 31, 2023 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2023 from being appointed as a director in terms of Section 164 (2) of the Act.
  - F. With respect to the adequacy of the internal financial controls with reference to Ind AS financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in “**Annexure A**”. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company’s internal financial controls with reference to financial statements.
  - 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 read with Schedule V of the Act.
  - H. With respect to the other matters to be included in the Auditor’s Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:
    - i) The Company has disclosed the impact of pending litigations on its financial position in its Ind As Financial Statements.
    - ii) The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses
    - iii) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.
    - iv) The Management has represented, to best of their knowledge and belief, that no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities (‘Intermediaries’), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (‘Ultimate Beneficiaries’) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

The Management has represented, to best of their knowledge and belief, that no funds have

- v) been received by the Company from any person(s) or entity(ies), including foreign entities ('Funding Parties'), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ('Ultimate Beneficiaries') or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- vi) Based on audit procedures, that have been considered reasonable and appropriate in the circumstances, performed by us, nothing has come to our notice that has caused us to believe that the representation stated here under para iv and v contain any material misstatement.
- vii) Proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 (as amended), provides for the feature of recording of audit trail (edit log) facility in the accounting software used by the Company for maintenance of books of account, which is applicable to the Company from financial year beginning 1 April 2023, and accordingly, reporting under Rule 11(g) of Companies (Audit and Auditors) Rules, 2014 is not applicable for the financial year ended March 31, 2023

2. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "**Annexure B**".

**FOR Mahesh Udhwani & Associates**  
**Chartered Accountants**  
**FRN: 129738W**

**Sd/-**  
**Mahesh Udhwani**  
**Partner**  
**M.No:047328**  
**UDIN: 23047328BGUSWR8920**  
**Date : 25/05/2023**  
**Place: Vadodara**

## **ANNEXURE - A TO THE AUDITORS' REPORT**

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

We have audited the internal financial controls over financial reporting of **MANGALAM INDUSTRIAL FINANCE LIMITED**. ("The Company") as of 31 March 2023 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

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

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

#### **Auditors' Responsibility**

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

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

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

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

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect

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

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

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

### **Opinion**

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

We have considered the opinion reported above in determining the nature, timing and extent of audit tests applied in our audit of the financial statements of the Company, and the above opinion does not affect our opinion on the financial statements of the company.

**FOR Mahesh Udhwani & Associates**  
**Chartered Accountants**  
**FRN: 129738W**

**Sd/-**

**Mahesh Udhwani**

**Partner**

**M.No:047328**

**UDIN: 23047328BGUSWR8920**

**Date : 25/05/2023**

**Place: Vadodara**

## **ANNEXURE 'B' TO THE INDEPENDENT AUDITOR'S REPORT**

**(Referred to in paragraph 2 under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of MANGALAM INDUSTRIAL FINANCE LIMITED.**

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

- i. In respect of the Company's Property, Plant and Equipment and Intangible Assets:
- (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment and relevant details of right-of-use assets.
- (B) The Company has maintained proper records showing full particulars of intangible assets.
- (b) The Company has carried out physical verification of Property, Plant and Equipment and right-of-use assets, according to the information and explanations given to us, no material discrepancies were noticed on such verification.
- (c) Based on our examination of records available there is no immovable property (other than taken on lease) disclosed in the financial statements, hence reporting as per Order is not applicable.
- (d) The Company has not revalued any of its Property, Plant and Equipment (including right-of-use assets) and intangible assets during the year.
- (e) No proceedings have been initiated during the year or are pending against the Company as at March 31, 2023 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder.
- ii. (a) The company is in the business of providing loans and does not have any physical inventories. Accordingly, the provision of Clause 3(ii)(a) of the Order is not applicable to it.
- (b) In our opinion and according to the information and explanations given to us, the Company does not have sanctioned working capital limits from banks or financial institutions which are secured on the basis of security. Accordingly, the provision of Clause 3(ii)(b) of the Order is not applicable to it.
- iii. (a) Since the Company's principal business is to give loans, the provisions of Clause 3(iii)(a) of the Order are not applicable to it.
- (b) The Company has not made any investment or provided guarantee or security, and hence reporting under 3(iii) (b) of the Order is not applicable.
- (c) In our opinion and according to the information and explanations given to us, in respect of loans and advances in the nature of loans, the schedule of repayment of principal and payment of interest has been stipulated and the repayments or receipts are regular during the year except in following cases the repayments are irregular.

<b>Sr No.</b>	<b>Name of Borrower</b>	<b>Amount Outstanding as on 31.03.2023</b>
1	KHETAWAT PROPERTIES LTD	1,89,863
2	AARNA INTEGRATED SOLUTIONS	12,47,848

3	ANIL SHARMA	1,89,31,223
4	GLOBAL SHIPPING LOGISTICS	57,67,208
5	PULSAR COMMERCIAL LTD.	63,96,897
6	RATNESH RATH DUBEY	10,20,963
7	SHREE ELECTRICALS	11,30,896
8	ZENSTAR MARKETING PVT LTD	1,91,29,228
9	Ravindran R Nambiar	1,49,46,169
10	Optimus Finance Limited	20,87,700

- (d) The Company has given loans which is overdue for more than 90 days and reasonable steps have been taken by the company for recovery of the principal and interest by issuing reminders, the details for the same are as under :

Sr No.	Name of Borrower	Amount Outstanding as on 31.03.2023
1	KHETAWAT PROPERTIES LTD	1,89,863
2	AARNA INTEGRATED SOLUTIONS	12,47,848
3	ANIL SHARMA	1,89,31,223
4	GLOBAL SHIPPING LOGISTICS	57,67,208
5	PULSAR COMMERCIAL LTD.	63,96,897
6	RATNESH RATH DUBEY	10,20,963
7	SHREE ELECTRICALS	11,30,896
8	ZENSTAR MARKETING PVT LTD	1,91,29,228
9	Ravindran R Nambiar	1,49,46,169
10	Optimus Finance Limited	20,87,700

- (e) Since the Company's principal business is to give loans, the provisions of Clause 3(iii)(e) of the Order are not applicable to it.
- (f) In our opinion and according to the information and explanations given to us, the Company has granted loans or advances in the nature of loans to Promoters/Related Parties (as defined in section 2(76) of the Act) which are either repayable on demand or without specifying any terms or period of repayment. The details are as under :

Type of Borrower	As at 31st March, 2023	
	Amount of loan or advance in the nature of loan outstanding	Percentage to the total Loans and Advances in the nature of loan
Promoter	-	-
Directors	-	-
KMPs	-	-
Related parties	426.75 Lakhs	18.87 %

- iv. In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of sections 185 and 186 of the Act with respect to the loans given, investments made, guarantees given and security provided.
- v. In our opinion and according to the information and explanations given to us, the Company has not accepted any deposits or amounts which are deemed to be deposits from the public during the year in terms of directives issued by the Reserve Bank of India or the provisions of Sections 73 to 76 or any other relevant provisions of the Act and the rules framed there under. Accordingly, paragraph 3(v) of the Order is not applicable to the Company.
- vi. The maintenance of cost records has not been specified by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013 for the business activities carried out by the Company. Hence, reporting under clause (vi) of the Order is not applicable to the Company.
- vii. In respect of statutory dues:
- (a) In our opinion, the Company has generally been regular in depositing undisputed statutory dues, including Goods and Services tax, Income Tax, and other material statutory dues applicable to it with the appropriate authorities.
- There were no undisputed amounts payable in respect of Goods and Service tax, and other material statutory dues in arrears as at March 31, 2023 for a period of more than six months from the date they became payable.
- (b) According to the information and explanations given to us, there are no statutory dues referred to in subclause (a) above that have not been deposited with the appropriate authorities on account of any dispute.
- viii. In our opinion and according to the information and explanations given to us and on the basis of our examination of the records of the Company, we confirm that we have not come across any transactions not recorded in the books of account which have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961.

ix.

- (a) In our opinion, the Company has not defaulted in repayment of loans or other borrowings to financial institutions, banks, government and dues to debenture holders or in the payment of interest thereon to any lender.
- (b) According to the information and explanations given to us and on the basis of our audit procedures, we report that the Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority or any other lender.
- (c) The Company has utilized the term loan for the purpose for which it has been raised.
- (d) According to the information and explanations given to us, and the procedures performed by us, and on an overall examination of the financial statements of the Company, we report that no funds raised on short-term basis have been used for long-term purposes by the Company.
- (e) On an overall examination of the financial statements of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries , associates or joint ventures.
- (f) The Company has not raised any loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associates' companies and hence reporting on clause 3(ix) (f) of the Order is not applicable.

x.

- (a) The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) during the year and hence reporting under clause 3(x) (a) of the Order is not applicable.
- (b) During the year, the Company has not made preferential allotment (part balance) of shares or convertible debentures (fully or partly or optionally) and hence reporting under clause 3(x) (b) of the Order is not applicable.

xi.

- (a) In our opinion and according to the information and explanations given to us, there has been no fraud by the Company or any fraud on the Company that has been noticed or reported during the year.
- (b) No report under sub-section (12) of section 143 of the Companies Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and upto the date of this report.
- (c) According to the information and explanations given to us including the representation made to us by the management of the Company, there are no whistle-blower complaints received by the Company during the year.

xii.

The Company is not a Nidhi Company and hence reporting under clause 3(xii) of the Order is not applicable

xiii.

In our opinion, the Company is in compliance with Section 177 and 188 of the Companies Act, 2013 with respect to applicable transactions with the related parties and the details of related party transactions have been disclosed in the financial statements as required by the applicable accounting standards.

xiv.

- (a) In our opinion and based on our examination, the Company has an adequate internal audit system commensurate with the size and the nature of its business.
- (b) We have considered, during the course of our audit, the reports of the Internal Auditor(s) for the period under audit in accordance with the guidance provided in SA 610 "Using the work of Internal Auditors".

xv.

According to the information and explanations given to us, in our opinion during the year the Company has not entered into any non-cash transactions with its directors or persons connected with its directors. and hence provisions of section 192 of the Companies Act, 2013 are not applicable to the Company.

xvi.

(a) The Company is registered under section 45-IA of the Reserve Bank of India Act, 1934.

- (b) The company has not conducted any Non –Banking Financial or Housing Finance activities without a valid Certificate of Registration (CoR) from Reserve Bank of India as per Reserve Bank of India Act, 1934.
- (c) In our opinion & according to the information and explanations given to us, the company is not Core Investment Company as defined in the regulations made by the Reserve Bank of India and hence reporting under clause 3(xvi) (c) & (d) is not applicable.
- xvii. The Company has not incurred cash losses during the current & previous financial year
- xviii. There has been no resignation of the statutory auditors of the Company during the year.
- xix. According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
- xx. According to Section 135, Corporate Social Responsibility (CSR) is not applicable to the company, and hence reporting under clause 3(xx) of the Order is not applicable.
- xxi. Reporting under clause xxi of the Order is not applicable.

**FOR Mahesh Udhvani & Associates**  
**Chartered Accountants**  
**FRN: 129738W**

**Sd/-**  
**Mahesh Udhvani**  
**Partner**  
**M.No:047328**  
**UDIN: 23047328BGUSWR8920**  
**Date : 25/05/2023**  
**Place: Vadodara**

# MANGALAM INDUSTRIAL FINANCE LIMITED.

Old Nimta Road, Nandan Nagar, Belghoria, Kolkata, West Bengal- 700083 India  
CIN: L65993WB1983PLC035815

**BALANCE SHEET AS AT MARCH 31, 2023**

(₹ in Lakhs)

Sr. No	Particulars	Note No.	As at 31.03.2023	As at 31.03.2022
	<b>ASSETS</b>			
(1)	<b>Financial Assets</b>			
(a)	Cash and cash equivalents	3	1229.99	845.42
(b)	Bank Balance other than (a) above		-	-
(c)	Derivative financial instruments		-	-
(d)	Receivables			
	(I) Trade Receivables	4	03.05	-
	(II) Other Receivables			
(e)	Loans	5	1594.83	1278.71
(f)	Investments	6	-	0.00
(g)	Other Financial assets (to be specified)	7	-	1100.00
(2)	<b>Non-financial Assets</b>			
(a)	Inventories		-	-
(b)	Current tax assets (Net)	8	10.46	22.74
(c)	Deferred tax Assets (Net)	9	4.23	4.97
(d)	Investment Property		-	-
(e)	Biological assets other than bearer plants		-	-
(f)	Property, Plant and Equipment	10	19.06	0.04
(g)	Capital work-in-progress		-	-
(h)	Intangible assets under development		-	-
(i)	Goodwill		-	-
(j)	Other Intangible assets		-	-
(k)	Other non -financial assets (to be specified)	11	04.08	218.73
	<b>Total Assets</b>		<b>2865.71</b>	<b>3470.61</b>
	<b>LIABILITIES AND EQUITY</b>			
	<b>LIABILITIES</b>			
(1)	<b>Financial Liabilities</b>			
(a)	Derivative financial instruments		-	-
(b)	Payables	12	-	-
	<b>(I) Trade Payables</b>			
	(i) Total outstanding dues of micro enterprises and small enterprises			-
	(ii) Total outstanding dues of creditors other than micro enterprises and small enterprises		-	-
	<b>(II) Other Payables</b>			
	(i) Total outstanding dues of micro enterprises and small enterprises		7.59	5.50
	(ii) Total outstanding dues of creditors other than micro enterprises and small enterprises		4.67	1.17
(c)	Debt Securities		-	-
(d)	Borrowings (Other than Debt Securities)		-	-
(e)	Deposits		-	-
(f)	Subordinated Liabilities		-	-
(g)	Other financial liabilities(to be specified)	13	04.76	0.85
(2)	<b>Non-Financial Liabilities</b>			
(a)	Current tax liabilities (Net)		-	-
(b)	Provisions	14	12.66	123.60
(c)	Deferred tax liabilities (Net)	9	-	-
(d)	Other non-financial liabilities(to be specified)	15	01.76	0.86
	<b>EQUITY</b>			
(a)	Equity Share capital	16	9616.44	9616.44
(b)	Other Equity	17	-6782.17	-6277.80
	<b>Total Liabilities and Equity</b>		<b>2865.71</b>	<b>3470.61</b>
	<b>Summary of significant accounting policies See accompanying notes forming part of the Financial Statements</b>	1-36		

As per our Report of even date.

FOR Mahesh Udhwani & Associates

Chartered Accountants

Firm Reg. No : 129738W

Sd/-  
CA. Mahesh Udhwani

(Partner)

M. No. : 047328

UDIN: 23047328BGUSWR8920

Dated: 25/05/2023

Place: Vadodara

For and on Behalf of the Board of Directors

Mangalam Industrial Finance Limited

Sd/-  
Venkata Ramana Revuru  
Managing Director  
(DIN : 02809108)

Sd/-  
Sohinderpal Singh Teja  
Chief Financial Officer  
ACDPT7414N

Sd/-  
Bhargav Govindprasad Pandya  
Non-Executive Independent  
Director  
(DIN : 08693675)

Sd/-  
Sakina Lokhandwala  
Company Secretary  
AMAPL6733H

# MANGALAM INDUSTRIAL FINANCE LIMITED.

Old Nimta Road, Nandan Nagar, Belghoria, Kolkata, West Bengal- 700083 India

CIN: L65993WB1983PLC035815

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

(₹ in Lakhs)

Sr. No	Particulars	Note No.	For the year ended 31.03.2023	For the year ended 31.03.2022
	<b>Revenue from operations</b>	18		
(i)	Interest Income		131.25	110.04
(ii)	Dividend Income		-	0.68
(iii)	Rental Income		-	-
(iv)	Loan Processing & Documentation charges including amortization cost		.72	4.64
(v)	Net gain on fair value changes		-	-
(vi)	Net gain on derecognition of financial instruments under amortised cost category		-	-
(vii)	Sale of products(including Excise Duty)		-	-
(viii)	Sale of services		-	-
(ix)	Others		-	-
<b>(I)</b>	<b>Total Revenue from operations</b>		<b>131.98</b>	<b>115.36</b>
<b>(II)</b>	<b>Other Income</b>	19	1.15	01.58
<b>(III)</b>	<b>Total Income (I+II)</b>		<b>133.12</b>	<b>116.94</b>
	<b>Expenses</b>			
(i)	Finance Costs		-	-
(ii)	Fees and commission expense		-	-
(iii)	Net loss on fair value changes		-	-
(iv)	Net loss on derecognition of financial instruments under amortised cost category		-	-
(v)	Impairment Provisions (Loans)	20	524.34	138.38
(vi)	Employee Benefits Expenses	21	27.40	09.25
(vii)	Depreciation, amortization and impairment	10	1.58	-
(viii)	Others expenses	22	68.81	36.82
<b>(IV)</b>	<b>Total Expenses (IV)</b>		<b>622.13</b>	<b>184.45</b>
(V)	Profit / (loss) before exceptional items and tax (III - IV)		-489.01	-67.51
(VI)	Exceptional items		0.00	300.00
(VII)	Profit/(loss) before tax (V -VI)		-489.01	232.49
	Tax Expense:			
(VIII)	(1) Current Tax		11.20	98.77
	(2) Deferred Tax		0.73	-
(IX)	Profit / (loss) for the period from continuing operations(VII-VIII)		-500.94	133.72
(X)	Profit/(loss) from discontinued operations		-	-
(XI)	Tax Expense of discontinued operations		-	-
(XII)	Profit/(loss) from discontinued operations(After tax) (X-XI)		-	-
<b>(XIII)</b>	<b>Profit/(loss) for the period (IX+XII)</b>		<b>-500.94</b>	<b>133.72</b>
<b>(XIV)</b>	<b>Other Comprehensive Income</b>			
(A)	(i) Items that will not be reclassified to profit or loss (specify items and amounts)		-	-
	(ii) Income tax relating to items that will not be reclassified to profit or loss		-	-
	<b>Subtotal (A)</b>		<b>-</b>	<b>-</b>
(B)	(i) Items that will be reclassified to profit or loss (specify items and amounts)		-	-
	(ii) Income tax relating to items that will be reclassified to profit or loss		-	-
	<b>Subtotal (B)</b>		<b>-</b>	<b>-</b>
	<b>Other Comprehensive Income (A + B)</b>		<b>-</b>	<b>-</b>
<b>(XV)</b>	<b>Total Comprehensive Income for the period (XIII+XIV) (Comprising Profit (Loss) and other Comprehensive Income for the period)</b>		<b>-500.94</b>	<b>133.72</b>
<b>(XVI)</b>	<b>Earnings per equity share (for continuing operations)</b>			
	Basic (Rs.)		(0.052)	0.014
	Diluted (Rs.)		(0.052)	0.014
<b>(XVII)</b>	<b>Earnings per equity share (for discontinued operations)</b>			
	Basic (Rs.)		-	-
	Diluted (Rs.)		-	-
<b>(XVIII)</b>	<b>Earnings per equity share (for continuing and discontinued operations)</b>			
	Basic (Rs.)		(0.052)	0.014
	Diluted (Rs.)		(0.052)	0.014
	See accompanying notes to the financial statements	1-36		

As per our Report of even date.

FOR Mahesh Udhwani & Associates

Chartered Accountants

Firm Reg. No : 129738W

Sd/-

CA. Mahesh Udhwani

(Partner)

M. No. : 047328

UDIN: 23047328BGUSWR8920

Dated: 25/05/2023

Place: Vadodara

For and on Behalf of the Board of Directors

Mangalam Industrial Finance Limited

Sd/-

Venkata Ramana Revuru

Managing Director

(DIN : 02809108)

Sd/-

Bhargav Govindprasad Pandya

Non-Executive Independent

Director

(DIN :08693675)

Sd/-

Sohinderpal Singh Teja

Chief Financial Officer

ACDPT7414N

Sd/-

Sakina Lokhandwala

Company Secretary

AMAPL6733H

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

**A Equity Share Capital**

**(1) Current Reporting Period**

(₹ in Lakhs)

Balance at the beginning of the current reporting period	Changes in Equity Share Capital due to prior period errors	Restated balance at the beginning of the current reporting period	Changes in equity share capital during the current year	Balance at the end of the current reporting period
9616.44	-	9616.44		9616.44

**(2) Previous reporting period**

(₹ in Lakhs)

Balance at the beginning of the current reporting period	Changes in Equity Share Capital due to prior period errors	Restated balance at the beginning of the current reporting period	Changes in equity share capital during the current year	Balance at the end of the current reporting period
9616.44	-	9616.44	-	9616.44

**B Other Equity**

**(1) Current reporting period**

(₹ in Lakhs)

	Share application money pending allotment	Equity component of compound financial instruments	Reserves and Surplus					Equity Instruments through Other Comprehensive Income	Effective portion of Cash Flow Hedges	Revaluation Surplus	Exchange differences on translating the financial statements of a foreign operation	Fair Valuation of Equity Investments	Money received against share warrants	Total
			Capital Reserve	Reserve Fund	Special Reserve (Pursuant to Section 45IC of The Reserve Bank of India Act, 1934 )	Retained Earnings	Amalgamation Reserve							
Balance at the beginning of the current reporting period		-	3.71	1.09	33.05	-231.10	10.50	-	-	-	-	-6095.05	-	-6277.80
Changes in accounting policy/prior period errors	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Restated balance at the beginning of the current reporting period	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Total Comprehensive Income for the current year	-	-	3.71	1.09	33.05	-231.10	10.50	-	-	-	-	-6095.05	-	-6277.80
Dividends	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Transfer to retained earnings	-	-	-	-	-	-504.37	-	-	-	-	-	-	-	-504.37
Profit of the year														
Amount Received		-	-	-	-	-	-	-	-	-	-	-	-	-
Transfer to Special Reserve		-	-	-	-	-	-	-	-	-	-	-	-	-
Transfer to Share Capital		-	-	-	-	-	-	-	-	-	-	-	-	-
Balance at the end of the current reporting period	-	-	3.71	1.09	33.05	-735.46	10.50	-	-	-	-	-6095.05	-	-6782.17

**MANGALAM INDUSTRIAL FINANCE LIMITED.**  
Old Nimta Road, Nandan Nagar, Belghoria, Kolkata, West Bengal- 700083 India  
CIN: L65993WB1983PLC035815

(2) Previous reporting period

(₹ in Lakhs)

	Share application money pending allotment	Equity component of compound financial instruments	Reserves and Surplus					Equity Instruments through Other Comprehensive Income	Effective portion of Cash Flow Hedges	Revaluation Surplus	Exchange differences on translating the financial statements of a foreign operation	Fair Valuation of Equity Investments	Money received against share warrants	Total
			Capital Reserve	Reserve Fund	Special Reserve (Pursuant to Section 451C of The Reserve Bank of India Act, 1934)	Retained Earnings	Amalgamation Reserve							
Balance at the beginning of the current reporting period	-	-	3.71	1.09	33.05	-364.82	10.50	-	-	-	-	-6095.05	-	-6411.52
Changes in accounting policy/prior period errors	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Restated balance at the beginning of the current reporting period	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Total Comprehensive Income for the current year	-	-	3.71	1.09	33.05	-364.82	10.50	-	-	-	-	-6095.05	-	-6411.52
Dividends	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Transfer to retained earnings Profit of the year	-	-	-	-	-	133.72	-	-	-	-	-	-	-	133.72
Addition during the year	-	-	-	-	-	-	-	-	-	-	0.00	-	-	0.00
Transfer to Special Reserve	-	-	-	-	0.00	0.00	-	-	-	-	-	-	-	-
Transfer from retained Earnings	-	-	-	-	-	0.00	-	-	-	-	0.00	-	-	-
Contingent Provision for Standard Assets	-	-	-	-	-	.00	-	-	-	-	-	-	-	.00
Balance at the end of the current reporting period	-	-	3.71	1.09	33.05	-231.10	10.50	-	-	-	-	-6095.05	-	-6277.80

As per our Report of even date.  
FOR Mahesh Udhwani & Associates  
Chartered Accountants  
Firm Reg. No :129738W

For and on behalf of the Board  
Mangalam Industrial Finance Limited

Sd/-  
CA. Mahesh Udhwani  
(Partner)  
M. No. : 047328  
UDIN: 23047328BGUSWR8920  
Dated: 25/05/2023  
Place: Vadodara

Sd/-  
Venkata Ramana Revuru  
Managing Director  
(DIN : 02809108)

Sd/-  
Bhargav Govindprasad Pandya  
Non-Executive Independent Director  
(DIN :08693675)

Sd/-  
Sohinderpal Singh Teja  
Chief Financial Officer  
ACDP77414N

Sd/-  
Sakina Lokhandwala  
Company Secretary  
AMAPL6733H

**MANGALAM INDUSTRIAL FINANCE LIMITED.**

Old Nimta Road, Nandan Nagar, Belghoria, Kolkata, West Bengal- 700083 India

CIN: L65993WB1983PLC035815

**Cash Flow Statement For the Year Ended 31st March, 2023**

(₹ in Lakhs)

Sr. No	Particulars	Year Ended 31.03.2023	Year Ended 31.03.2022
(A)	<b>CASH FLOW FROM OPERATING ACTIVITIES</b>		
	Profit Before Taxation	-489.01	232.49
	<b>Total Comprehensive Income for the period</b>		
	Adjustment for:	-	-
	Tax Expenses	-	-
	Fixed Assets W/Off	-	-
	Depreciation	01.58	-
	Dividend Income	-0.90	-0.61
	Profit on Sale of Investment	0.00	-300.00
	Impairment Provisions ( Loans)	524.34	138.38
	<b>Operating Profit before Working Capital Changes</b>	<b>36.01</b>	<b>70.25</b>
	Adjustment for :-		
	Change in Other Financial Liabilities/Other Payable	03.91	0.85
	Change In Trade Payable/Other Payable	5.59	06.67
	Change in Other Non Financial Liabilities	0.90	0.50
	Change in Trade Receivables/Other Asset	211.60	0.00
	Change in Other Financial Assets	1100.00	-1100.00
	Change in Loans and Advances	-840.46	229.07
	Change in Current Tax Assets	-113.28	12.20
	<b>Cash Generated from Operations</b>	<b>404.27</b>	<b>-780.47</b>
	Less : Direct Taxes Paid	-	0.00
	<b>Cash Inflow(+)/Outflow(-) before Extra Ordinary Items</b>	<b>404.27</b>	<b>-780.47</b>
	Add(+)/Deduct(-) Prior Period Adjustments	-	-
	<b>Net Cash Inflow(+)/Outflow(-) in Operating Activities</b>	<b>404.27</b>	<b>-780.47</b>
(B)	<b>CASH FLOW FROM INVESTING ACTIVITIES</b>		
	Purchase of Investment	0.00	-475.30
	Sale of Investment	0.00	1800.00
	Other Non Financial Asset	0.00	263.13
	Dividend Income	0.90	0.61
	Purchase of Fixed Asset	-20.60	0.00
	<b>Net Cash Inflow(+)/Outflow(-) in Investing Activities</b>	<b>-19.70</b>	<b>1588.44</b>
(C)	<b>CASH FLOW FROM FINANCING ACTIVITIES</b>		
	Loan Taken	-	-
	<b>Net Cash Inflow(+)/Outflow(-) in Financing Activities</b>		
(D)	<b>NET INCREASE IN CASH &amp; CASH EQUIVALENTS (A+B+C)</b>	<b>384.57</b>	<b>807.97</b>
(E)	<b>OPENING CASH AND CASH EQUIVALENTS</b>	<b>845.42</b>	<b>37.44</b>
(F)	<b>CLOSING CASH AND CASH EQUIVALENTS</b>	<b>1229.99</b>	<b>845.42</b>

As per our Report of even date.  
FOR Mahesh Udhvani & Associates  
Chartered Accountants  
Firm Reg. No : 129738W

For and on Behalf of the Board of Directors  
Mangalam Industrial Finance Limited

Sd/-  
CA. Mahesh Udhvani  
(Partner)  
M. No. : 047328  
UDIN: 23047328BGUSWR8920  
Dated: 25/05/2023  
Place: Vadodara

Sd/-  
Venkata Ramana Revuru  
Managing Director  
(DIN : 02809108)

Sd/-  
Bhargav Govindprasad Pandya  
Non-Executive Independent  
Director  
(DIN :08693675)

Sd/-  
Sohinderpal Singh Teja  
Chief Financial Officer  
ACDPT7414N

Sd/-  
Sakina Lokhandwala  
Company Secretary  
AMAPL6733H

# MANGALAM INDUSTRIAL FINANCE LIMITED.

Old Nimta Road, Nandan Nagar, Belghoria, Kolkata, West Bengal- 700083 India

CIN: L65993WB1983PLC035815

## Significant Accounting Policies and Notes to Financial Statements

### 1 CORPORATE INFORMATION

MANGALAM INDUSTRIAL FINANCE LIMITED (the "Company") was incorporated on February 8, 1983 is a public limited company domiciled in India and incorporated under the provisions of the Companies Act, 1956. The Company is registered under section 45-IA of The Reserve Bank of India Act, 1934 to commence/carry on the business of a Non-Banking Financial Institution. The Company is registered with the Reserve Bank of India ("RBI") as Non-Deposit taking Non- Systemically Important (NBFC-ND-NSI), Investment and Credit Company ("ICC"). The registration details are as follows:

RBI	B.05.02961 /21.08.2001
Corporate Identity Number (CIN)	L65993WB1983PLC035815

### 2. BASIS OF PREPARATION AND SIGNIFICANT ACCOUNTING POLICIES

#### i Statement of compliance

These financial statements have been prepared in accordance with the Indian Accounting Standards (INDAS) as per the Companies (Indian Accounting Standards) Rules, 2015, as amended by the Companies (Indian Accounting Standards) Rules, 2016, notified under Section 133 of the Companies Act, 2013 (the "Act"), other relevant provisions of the Act, guidelines issued by the Reserve Bank of India as applicable and other accounting principles generally accepted in India. Any application guidance / clarifications / directions issued by RBI or other regulators are implemented as and when they are issued / applicable, the guidance notes/announcements issued by the Institute of Chartered Accountants of India (ICAI) are also applied.

#### ii Presentation of financial statements

The Balance Sheet, Statement of Profit and Loss and Statement of Changes in Equity are prepared and presented in the format prescribed in the Division III of Schedule III of the Companies Act,2013 (the 'Act'). The Statement of Cash Flows has been prepared and presented as per the requirements of Ind AS.

### iii Basis of Preparation

The financial statements have been prepared under the historical cost convention, as modified by the application of fair value measurements required or allowed by relevant accounting standards. Accounting policies have been consistently applied to all periods presented, unless otherwise stated.

The financial statements are prepared on a going concern basis, as the management is satisfied that the Company shall be able to continue its business for the foreseeable future and no material uncertainty exists that may cast significant doubt on the going concern assumption. In making this assessment, the management has considered a wide range of information relating to present and future conditions, including future projections of profitability, cash flows and capital resources.

#### Measurement of fair values:

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique.

Items	Measurement Basis
Certain financial assets and liabilities	Fair value
Property, plant and equipment	Value in use under Ind AS 36

Fair value for measurement and/or disclosure purposes for certain items in these financial statements is determined considering following methods: Fair value measurements under Ind AS are categorised into Level 1, 2, or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

- a) Level 1: inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the Company can access at measurement date.
- a) Level 2: inputs are inputs, other than quoted prices included within level 1, that are observable for the asset or liability, either directly or indirectly; and
- b) Level 3: inputs are unobservable inputs for the valuation of assets or liabilities that the Company can access at measurement date. For details relating to valuation model and framework used for fair value measurement and disclosure of financial instrument refer to note 28.

#### iv Use of estimates and judgements

The preparation of financial statements requires the management of the Company to make judgements, assumptions and estimates that affect the reported balances of assets and liabilities and disclosures relating to the contingent liabilities as at the date of the financial statements and reported amounts of income and expenses for the

reporting period. The application of accounting policies that require critical accounting estimates involving complex and subjective judgments and the use of assumptions in the financial statements have been disclosed as applicable in the respective notes to accounts. Accounting estimates could change from period to period. Future results could differ from these estimates. Appropriate changes in estimates are made as the Management becomes aware of changes in circumstances surrounding the estimates. Changes in estimates are reflected in the financial statements in the period in which changes are made and, if material, their effects are disclosed in the notes to the financial statements.

### **Judgements:**

Information about judgements made in applying accounting policies that have a most significant effect on the amount recognised in the financial statements is included following Notes:

- classification of financial assets: assessment of the business model within which the assets are held and assessment of whether the contractual terms of the financial asset are solely payments of principal and interest on the principal amount outstanding.

### **Assumptions and estimation uncertainties**

Information about assumptions and estimation uncertainties that have a significant risk of resulting in a material adjustment during the year ending March 31, 2023 is included in the following Notes:

Note (10) - useful life of property, plant, equipment and intangibles.

Note (9) - recognition of deferred tax assets: availability of future taxable profit against which carry forward deferred tax asset can be setoff

Note (28) - determination of the fair value of financial instruments with significant unobservable inputs.

## **v Recognition of interest income**

Interest consists of consideration for (i) the time value of money; (ii) for the credit risk associated with the principal amount outstanding; (iii) for other basic lending risks and costs; and (iv) profit margin. a) if fair value is evidenced by a quoted price in an active market for an identical asset or liability or based on a valuation technique that uses only data from observable markets, then the difference is recognised in profit or loss on initial recognition (i.e. day 1 profit or loss); Interest income and expense are recognised using the effective interest method. The effective interest rate (EIR) is the rate that exactly discounts estimated future cash flows through the expected life of the financial instrument to the gross carrying amount of the financial asset or amortised cost of the financial liability.

The calculation of the EIR includes all fees paid or received that are incremental and directly attributable to the acquisition or issue of a financial asset or liability.

The interest income is calculated by applying the EIR to the gross carrying amount of noncredit impaired financial assets (i.e. at the amortised cost of the financial asset before adjusting for any expected credit loss allowance). For credit-impaired financial assets the interest income is calculated by applying the EIR to the amortised cost of the

credit impaired financial assets (i.e. at the amortised cost of the financial asset after adjusting for any expected credit loss allowance (ECLs)). The Company assesses the collectability of the interest on credit impaired assets at each reporting date. Based on the outcome of such assessment, the interest income accrued on credit impaired financial assets are either accounted for as income or written off as per the write off policy of the Company.

The interest cost is calculated by applying the EIR to the amortised cost of the financial liability. The 'amortised cost' of a financial asset or financial liability is the amount at which the financial asset or financial liability is measured on initial recognition minus the principal repayments, plus or minus the cumulative amortisation using the effective interest method of any difference between that initial amount and the maturity amount and, for financial assets, adjusted for any expected credit loss allowance. The 'gross carrying amount of a financial asset' is the amortised cost of a financial asset before adjusting for any expected credit loss allowance.

#### **vi Dividend income**

Dividend income is recognised when the Company's right to receive the payment is established, it is probable that the economic benefits associated with the dividend will flow to the Company and the amount of the dividend can be measured reliably.

#### **vii Syndication, advisory & other fees**

Syndication, advisory & other fees are recognized as income when the performance obligation as per the contract with customer is fulfilled and when the right to receive the payment against the services has been established.

#### **viii Origination fees**

Origination fees, which the Company has received/recovered at time of granting of a loan, is considered as a component for computation of the effective rate of interest (EIR) for the purpose of computing interest income, except when it is not an integral part of loan.

#### **ix Net gain/(loss) on Fair value changes**

Any differences between the fair values of financial assets classified as fair value through the profit or loss, held by the Company on the balance sheet date is recognised as an unrealised gain or loss as a gain or expense respectively.

Similarly, any realised gain or loss on sale of financial instruments measured at FVTPL and debt instruments measured at FVOCI is recognised in net gain / loss on fair value changes.

#### **x Recoveries of Financial assets written off**

The company recognizes income on recoveries of financial assets written off on realization or when the right to receive the same without any uncertainties of recovery is established.

## **xi Leases**

Leases are classified as operating lease where significant portion of risks and reward of ownership of assets acquired under lease is retained by the lessor.

Leases of assets under which substantially all the risks and rewards of ownership are effectively retained by the lessee are classified as finance lease.

### **Asset given on lease:**

Assets given under finance lease are recognised as a receivable at an amount equal to the net investment in the lease. Lease rentals are apportioned between principal and interest on the internal rate of return. The principal amount received reduces the net investment in the lease and interest is recognised as revenue. Under operating leases (excluding amount for services such as insurance and maintenance), lease rentals are recognised on a straight-line basis over the lease term, except for increase in line with expected inflationary cost increases.

### **Asset taken on lease:**

The Company's assets taken on lease primarily consist of leases for properties.

As a lessee, the Company previously classified leases as operating or finance leases based on its assessment of whether the lease transferred substantially all the risks and rewards of ownership. Under Ind AS 116, the Company recognises right-of-use assets and lease liabilities for certain type of its leases.

The Company presents right-of-use assets and lease liabilities separately on the face of the Balance sheet. Lease payments (including interest) have been classified as financing cashflows.

The Company recognises a right-of-use asset and a lease liability at the lease commencement date. The cost of the right-of-use asset measured at inception shall comprise of the amount of the initial measurement of the lease liability adjusted for any lease payments made at or before the commencement date less any lease incentives received, plus any initial direct costs incurred and an estimate of costs to be incurred by the lessee in dismantling and removing the underlying asset or restoring the underlying asset or site on which it is located.

The right-of-use asset is subsequently measured at cost less any accumulated depreciation and accumulated impairment loss, if any, and adjusted for certain re-measurements of the lease liability.

The right-of-use assets is depreciated using the straight-line method from the commencement date over the shorter of lease term or useful life of right-of-use asset. The estimated useful lives of right-of-use assets are determined on the same basis as those of property, plant and equipment. Right-of-use assets are tested for impairment whenever there is any indication that their carrying amounts may not be recoverable. Impairment loss, if any, is recognized in the statement of profit and loss.

When a right-of-use asset meets the definition of investment property, it is presented in investment property.

The Company measures the lease liability at the present value of the lease payments that are not paid at the commencement date of the lease. The lease payments are discounted using the interest rate implicit in the lease, if that rate can be readily determined. If that rate cannot be readily determined, the Company uses incremental borrowing rate.

The lease liability is subsequently increased by the interest cost on the lease liability and decreased by lease payment made. The carrying amount of lease liability is remeasured to reflect any reassessment or lease modifications or to reflect revised in-substance fixed lease payments. A change in the estimate of the amount expected to be payable under a residual value guarantee, or as appropriate, changes in the assessment of whether a purchase or extension option is reasonably certain to be exercised or a termination option is reasonably certain not to be exercised.

The Company has applied judgement to determine the lease term for some lease contracts in which it is a lessee that include renewal options. The assessment of whether the Company is reasonably certain to exercise such options impacts the lease term, which significantly affects the amount of lease liabilities and right of use assets recognised. The discounted rate is generally based on incremental borrowing rate specific to the lease being evaluated.

## **xii Finance Costs**

The Company recognises interest expense on the borrowings as per EIR methodology which is calculated by considering any ancillary costs incurred and any premium payable on its maturity.

Interest expense includes origination costs that are initially recognised as part of the carrying value of the financial liability and amortized over the expected life using the EIR.

It also include expenses related to borrowing which are not part of effective interest as not directly related to loan origination.

## **xiii Financial Instruments**

Financial assets and financial liabilities are recognised in the Company's balance sheet on trade date when the Company becomes a party to the contractual provisions of the instrument. A loan is recorded upon remittance of the funds to the counterparty/obligor. Recognised financial assets and financial liabilities are initially measured at fair value. Transaction costs and revenues that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at Fair Value Through Profit and Loss ("FVTPL")) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs and revenues

directly attributable to the acquisition of financial assets or financial liabilities at FVTPL are recognised immediately in the statement of profit or loss.

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

a) if fair value is evidenced by a quoted price in an active market for an identical asset or liability or based on a valuation technique

that uses only data from observable markets, then the difference is recognised in profit or loss on initial recognition (i.e. day 1 profit or loss);

b) in all other cases, the fair value will be adjusted to bring it in line with the transaction price (i.e. day 1 profit or loss will be deferred by including it in the initial carrying amount of the asset or liability).

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

## **Financial assets**

### **Classification**

On initial recognition, depending on the Company's business model for managing the financial assets and its contractual cash flow characteristics, a financial asset is classified as measured at:

- 1) amortised cost;
- 2) fair value through other comprehensive income (FVTOCI); or
- 3) fair value through profit and loss (FVTPL).

### **Initial recognition and measurement**

A financial asset is recognised on trade date initially at cost of acquisition net of transaction cost and income that is attributable to the acquisition of the financial asset. Cost equates the fair value on acquisition. A financial asset measured at amortised cost and a financial asset measured at fair value through other comprehensive income is presented at gross carrying value in the Financial Statements. Unamortised transaction cost and incomes and impairment allowance on financial asset is shown separately under the heading "Other non-financial asset", "Other non-financial liability" and "Provisions" respectively.

### **Assessment of Business model**

An assessment of the applicable business model for managing financial assets is fundamental to the classification of a financial asset. The Company determines the business models at a level that reflects how financial assets are managed together to achieve a particular business objective. The Company's business model does not depend on management's intentions for an individual instrument, therefore the business model assessment is performed at a higher level of aggregation rather than on an instrument-by-instrument basis. The Company could have more than one business model for managing its financial instruments which reflect how the Company manages its financial assets in order to generate cash flows. The Company's

business models determine whether cashflows will result from collecting contractual cash flows, selling financial assets or both. The Company considers all relevant information available when making the business model assessment. The Company takes into account all relevant evidence available such as:

- 1) how the performance of the business model and the financial assets held within that business model are evaluated and reported to the entity's key management personnel and board of directors;
- 2) the risks that affect the performance of the business model (and the financial assets held within that business model) and, in particular, the way in which those risks are managed; and
- 3) how managers of the business are compensated (e.g. whether the compensation is based on the fair value of the assets managed or on the contractual cash flows collected).
- 4) At initial recognition of a financial asset, the Company determines whether newly recognised financial assets are part of an existing business model or whether they reflect the commencement of a new business model. The Company reassesses its business models at each reporting period to determine whether the business model/(s) have changed since the preceding period. For the current and prior reporting period the Company has not identified a change in its business model.

Based on the assessment of the business models, the Company has identified the three following choices of classification of financial assets:

- a) Financial assets that are held within a business model whose objective is to collect the contractual cash flows ("Asset held to collect contractual cash-flows"), and that have contractual cash flows that are solely payments of principal and interest on then principal amount outstanding (SPPI), are measured at amortised cost;
- b) Financial assets that are held within a business model whose objective is both to collect the contractual cash flows and to sell the assets, ("Contractual cash flows of Asset collected through hold and sell model") and that have contractual cash flows that are SPPI, are subsequently measured at FVTOCI.
- c) All other financial assets (e.g. managed on a fair value basis, or held for sale and equity investments are subsequently measured at FVTPL.

#### **Financial asset at amortised cost**

Amortised cost of financial asset is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. For the purpose of testing SPPI, principal is the fair value of the financial asset at initial recognition. That principal amount may change over the life of the financial asset (e.g. if there are repayments of principal). Contractual cash flows that do not introduce exposure to risks or volatility in the contractual cash flows on account of changes such as equity prices or commodity prices and are related to a basic lending arrangement, do give rise to SPPI. An originated or an acquired financial asset can be a basic lending arrangement irrespective of whether it is a loan in its legal form. The EIR amortisation is included in finance income in the

profit and loss statement. The losses arising from impairment are recognised in the profit and loss statement.

### **Financial asset at Fair Value through Other Comprehensive Income (FVTOCI)**

#### **Loans & Advances:**

After initial measurement, basis assessment of the business model as “Contractual cash flows of asset collected through hold and sell model and SPPI”, & equity instruments such financial assets are classified to be measured at FVTOCI. Contractual cash flows that do introduce exposure to risks or volatility in the contractual cash flows due to changes such as equity prices or commodity prices and are unrelated to a basic lending arrangement, do not give rise to SPPI. The EIR amortisation is included in finance income in the profit and loss statement. The losses arising from impairment are recognised in the profit and loss statement. The carrying value of the financial asset is fair valued by discounting the contractual cash flows over contractual tenure basis the internal rate of return of a new similar asset originated in the month of reporting and such unrealised gain/loss is recorded in other comprehensive income (OCI). Where such a similar product is not originated in the month of reporting, the closest product origination is used as a proxy. Upon sale of the financial asset, actual gain/loss realised is recorded in the profit and loss statement and the unrealised gain/ loss recorded in OCI are recycled to the statement of profit and loss.

#### **Investments in equity instruments:**

At initial recognition an entity at its sole option may irrevocably designate an investment in an equity instrument as FVOCI, unless the asset is:

- Held for trading, or
- Contingent consideration in a business combination.

Dividends are recognized when the entity’s right to receive payment is established, it is probable the economic benefits will flow to the entity and the amount can be measured reliably. Dividends are recognized in profit and loss unless they clearly represent recovery of a part of the cost of the investment, in which case they are included in OCI. Changes in fair value are recognized in OCI and are never recycled to profit and loss, even if the asset is sold or impaired.

### **Financial asset at fair value through profit and loss (FVTPL)**

Financial asset, which does not meet the criteria for categorization at amortized cost or FVTOCI, is classified as FVTPL. In addition, the Company may elect to classify a financial asset, which otherwise meets amortized cost or FVTOCI criteria, as FVTPL. However, such election is allowed only if doing so reduces or eliminates a measurement or recognition inconsistency (referred to as ‘accounting mismatch’). Financial assets included within the FVTPL category are measured at fair value with all changes recognized in the statement of profit and loss.

### **Investment in security receipt, mutual fund, non-cumulative redeemable preference shares and cumulative compulsorily convertible preference shares**

Investment in security receipt, mutual fund, non-cumulative redeemable preference shares and cumulative compulsorily convertible preference shares are classified as FVTPL and measured at fair value with all changes recognised in the statement of profit and loss. Upon initial recognition, the Company, on an instrument-by-instrument basis, may elect to classify equity instruments other than held for trading either as FVTOCI or FVTPL. Such election is subsequently irrevocable. If FVTOCI is elected, all fair value changes on the instrument, excluding dividends, are recognized in OCI. There is no recycling of the gains or losses from OCI to the statement of profit and loss, even upon sale of investment. However, the Company may transfer the cumulative gain or loss within other equity upon realisation.

### **Reclassifications within classes of financial assets**

A change in the business model would lead to a prospective re-classification of the financial asset and accordingly the measurement principles applicable to the new classification will be applied. During the current financial year and previous accounting period there was no change in the business model under which the Company holds financial assets and therefore no reclassifications were made.

### **Impairment of Financial Assets:**

The Company is required to recognise Expected Credit Losses (ECLs) based on forward looking information for all financial assets at amortised cost, lease receivables, debt financial assets at fair value through other comprehensive income, loan commitments and financial guarantee contracts. No impairment loss is applicable on equity investments.

At the reporting date, an allowance (or provision for loan commitments and financial guarantees) is required on stage 1 assets at 12 month ECLs. If the credit risk has significantly increased since initial recognition (Stage 1), an allowance (or provision) should be recognised for the lifetime ECLs for financial instruments for which the credit risk has increased significantly since initial recognition (Stage 2) or which are credit impaired (Stage 3)

The Company applies a three-stage approach to measure ECL on financial assets accounted for at amortised cost and FVOCI. Assets migrate through the following three stages based on the change in credit quality since initial recognition.

### **Undrawn loan commitments**

Undrawn loan commitments are commitments under which, over the duration of the commitment, the Company is required to provide a loan with pre-specified terms to the customer. Undrawn loan commitments are in the scope of the ECL requirements.

### **Financial guarantee contract:**

A financial guarantee contract requires the Company to make specified payments to reimburse the holder for a loss it incurs because a specified debtor fails to make

payments when due in accordance with the terms of a debt instrument.

Financial guarantee contracts issued by the Company are initially measured at their fair values and, if not designated as at FVTPL and not arising from a transfer of a financial asset, are subsequently measured at the higher of:

- the amount of the loss allowance determined in accordance with Ind AS 109; and
  - the amount initially recognised less, where appropriate, cumulative amount of income recognised in accordance with the Company's revenue recognition policies.
- The company has not designated any financial guarantee contracts as FVTPL.

Company's ECL for financial guarantee is estimated based on the present value of the expected payments to reimburse the holder for a credit loss that it incurs. The shortfalls are discounted by the interest rate relevant to the exposure.

### **The Measurement of ECLs**

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

**Exposure-At-Default (EAD):** The Exposure at Default is the amount the Company is entitled to receive as on reporting date including repayments due for principal and interest, whether scheduled by contract or otherwise, expected drawdowns on committed facilities.

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

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

The ECL allowance is applied on the financial instruments depending upon the classification of the financial instruments as per the credit risk involved. ECL allowance is computed on the below mentioned basis:

**12-month ECL:** 12-month ECL is the portion of Lifetime ECL that represents the ECL that results from default events on a financial instrument that are possible within the 12 months after the reporting date. 12-month ECL is applied on stage 1 assets.

**Lifetime ECL:** Lifetime ECL for credit losses expected to arise over the life of the asset in cases of credit impaired loans and in case of financial instruments where there has been significant increase in credit risk since origination. Lifetime ECL is the expected credit loss resulting from all possible default events over the expected life of a financial instrument. Lifetime ECL is applied on stage 2 and stage 3 assets.

The Company computes the ECL allowance either on individual basis or on collective basis, depending on the nature of the underlying portfolio of financial instruments.

For Financial assets as required under applicable RBI Directions for its credit portfolio/Loans are impaired as per the directions( Non-Systemically Important Non Deposit taking Company(Reserve Bank) Directions,2016). The Company has grouped its loan portfolio into corporate loans, SME loans and Commercial vehicle loans.

### **Impairment of Trade receivables**

Impairment allowance on trade receivables is made on the basis of lifetime credit loss method, in addition to specific provisions considering the uncertainty of recoverability of certain receivables.

### **Write-off**

Impaired loans and receivables are written off, against the related allowance for loan impairment on completion of the Company's internal processes and when the Company concludes that there is no longer any realistic prospect of recovery of part or all the loan. For loans that are individually assessed for impairment, the timing of write off is determined on a case by case basis. A write-off constitutes a de-recognition event. The Company has a right to apply enforcement activities to recover such written off financial assets. Subsequent recoveries of amounts previously written off are credited to the statement of profit and loss.

### **Modification and De-recognition of financial assets**

#### **Modification of financial assets**

A modification of a financial asset occurs when the contractual terms governing the cash flows of a financial asset are renegotiated or otherwise modified between initial recognition and maturity of the financial asset. A modification affects the amount and/or timing of the contractual cash flows either immediately or at a future date. The Company renegotiates loans to customers in financial difficulty to maximise collection and minimise the risk of default. A to pay under the original contractual terms, there is a high risk of default or default has already happened and the borrower is expected to be able to meet the revised terms. The revised terms in most of the cases include an extension of the maturity of the loan, changes to the timing of the cash flows of the loan (principal and interest repayment), reduction in the amount of cash flows due (principal and interest forgiveness). Such accounts are classified as Stage 3 immediately upon such modification in the terms of the contract. Not all changes in terms of loans are considered as renegotiation and changes in terms of a class of obligors that are not overdue is not considered as a renegotiation and is not subjected to deterioration in staging.

### **De-recognition of financial assets**

A financial asset or a part of financial asset is derecognised when the rights to receive cash flows from the financial asset have expired. The Company also derecognises the financial asset if it has both transferred the financial asset and the transfer qualifies for derecognition.

The Company has transferred the financial asset if, and only if, either:

- The Company has transferred its contractual rights to receive cash flows from the financial asset; or
- It retains the rights to the cash flows, but has assumed an obligation to pay the received cash flows.

A transfer only qualifies for derecognition if either:

- The Company has transferred substantially all the risks and rewards of the asset;
- or
- The Company has neither transferred nor retained substantially all the Risks and rewards of the asset, but has transferred control of the asset.

The Company considers control to be transferred if and only if, the transferee has the practical ability to sell the asset in its entirety to an unrelated third party and is able to exercise that ability unilaterally and without imposing additional restrictions on the transfer.

When the Company has neither transferred nor retained substantially all the risks and rewards and has retained control of the asset, the asset continues to be recognised only to the extent of the Company's continuing involvement, in which case, the Company also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Company has retained.

### **Off-setting of financial instruments**

Financial assets and liabilities are offset and the net amount is reported in the Balance Sheet when there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously backed by past practice.

## **(2) Financial Liabilities & Equity**

Classification as debt or equity

Financial liabilities and equity instruments issued are classified according to the substance of the contractual arrangements entered into and the definitions of a financial liability and an equity instrument.

### **Equity Instruments**

An Equity Instrument is any contract that evidences a residual interest in the assets of the Company after deducting all of its liabilities. Repurchase of the Company's own

equity instruments is recognised and deducted directly in equity. No gain or loss is recognised in the statement of Profit and Loss on the purchase, sale, issue or cancellation of the Company's own equity instruments.

### **Financial Liabilities**

The Company classifies all financial liabilities as subsequently measured at amortised cost, except for financial liabilities at fair value through profit or loss. Such liabilities, including derivatives that are liabilities, shall be subsequently measured at fair value.

### **Financial liabilities at FVTPL**

Financial liabilities at FVTPL include financial liabilities held for trading and financial liabilities designated upon initial recognition as at FVTPL. Financial liabilities are classified as held for trading, if they are incurred for the purpose of repurchasing in the near term. This category also includes derivative financial instruments that are not designated as hedging instruments in hedge relationships as defined by Ind AS 109 - "Financial Instruments".

### **Financial liabilities measured at amortised cost**

After initial recognition, interest bearing loans and borrowings are subsequently measured at amortised cost using the EIR method except for those designated in an effective hedging relationship.

Amortised cost is calculated by taking into account any discount or premium and fee or costs that are an integral part of the EIR. The EIR amortisation is included in finance costs in the statement of Profit and Loss. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognised in profit or loss over the period of the borrowings using the EIR method.

Derecognition of financial Liabilities in following circumstances:

A financial liability is derecognised when the obligation under the liability is discharged, cancelled or expires. Where an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as a derecognition of the original liability and the recognition of a new liability. The difference between the carrying value of the original financial liability and the consideration paid is recognised in profit or loss.

### **xiv Cash and cash equivalents**

Cash, Cash equivalents and bank balances include fixed deposits (with an original maturity of three months or less from the date of placement), margin money deposits, and earmarked balances with banks which are carried at amortised cost. Short term and liquid investments which are not subject to more than insignificant risk of change in value, are included as part of cash and cash equivalents.

## **xv Property plant and equipment (PPE)**

### **PPE**

#### **Recognition and measurement**

Property, Plant and Equipment (PPE) are stated at cost less accumulated depreciation and impairment losses, if any. Estimated cost of dismantling and removing the item and restoring the site on which its located does not arise for owned assets. Cost comprises the purchase price and any attributable cost of bringing the asset to its working condition for its intended use. Borrowing costs relating to acquisition of assets which takes substantial period of time to get ready for its intended use are also included to the extent they relate to the year till such assets are ready to be put to use. Any trade discounts and rebates are deducted in arriving at the purchase price. Gains or losses arising from derecognition of such assets are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the Statement of Profit and Loss when the asset is derecognized.

#### **Subsequent expenditure**

Subsequent costs are included in the assets carrying amount or recognized as a separate asset, as appropriate only if it is probable that the future economic benefits associated with the item will flow to the Company and that the cost of the item can be reliably measured. The carrying amount of any component accounted for as a separate asset is derecognized when replaced. All other repair and maintenance are charged to the Statement of Profit and Loss during the reporting period in which they are incurred.

#### **Depreciation**

Depreciation commences when the assets are ready for their intended use. It is recognised to write down the cost of assets less their residual values over their useful lives, using the straight-line method basis. The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

The Company has adopted the useful life as specified in Schedule II to the Companies Act, 2013.

Depreciation on assets purchased / sold during the period is recognised on a pro-rata basis to the Statement of Profit and Loss till the date of sale.

Purchased software / licenses are amortised over the estimated useful life during which the benefits are expected to accrue. The method of amortisation and useful life are reviewed at the end of each accounting year with the effect of any changes in the estimate being accounted for on a prospective basis. Amortisation on impaired assets is provided by adjusting the amortisation charge in the remaining periods so as to allocate the asset's revised carrying amount over its remaining useful life.

## **Intangible assets**

### **a) Recognition and Measurement**

An intangible asset is recognised only when its cost can be measured reliably and it is probable that the expected future economic benefits that are attributable to it will flow to the Company. Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less accumulated amortisation. Expenses on software support and maintenance are charged to the Statement of Profit and Loss during the year in which such costs are incurred. The cost of intangible assets acquired in a business combination is their fair value as at the date of acquisition.

### **b) Intangible assets under development**

Intangible assets not ready for the intended use on the date of Balance Sheet are disclosed as “Intangible assets under development”.

### **c) Amortisation**

Intangible assets are amortised using the straight line method over a period of 10 years, which is the management’s estimate of its useful life. The amortisation period and the amortisation method are reviewed at least as at each financial year end. If the expected useful life of the asset is significantly different from previous estimates, the amortisation period is changed accordingly. Gains or losses arising from the retirement or disposal of an intangible asset are determined as the difference between the net disposal proceeds and the carrying amount of the asset and recognised as income or expense in the Statement of Profit and Loss.

## **Capital work-in-progress**

PPE not ready for the intended use on the date of the Balance Sheet are disclosed as “capital work-in-progress” and carried at cost, comprising direct cost, related incidental expenses and attributable interest.

## **Investment Property**

Properties held to earn rentals and/or capital appreciation are classified as Investment properties and are reported at cost, including transaction costs. Subsequent to initial recognition it’s measured at cost less accumulated depreciation and accumulated impairment losses, if any. When the use of an existing property changes from owner -occupied to investment property, the property is reclassified as investment property at its carrying amount on the date of reclassification.

An investment property is derecognised upon disposal or when the investment property is permanently withdrawn from use and no future economic benefits are expected from the disposal. Any gain or loss arising on the de-recognition of property is recognised in the Statement of Profit and Loss in the same period.

## **Impairment of Assets**

At the end of each reporting period, the Company reviews the carrying amounts of its tangible, intangible assets & Investment property 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.

## **De-recognition of property, plant and equipment and intangible asset**

An item of property, plant, and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of PPE 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. An intangible asset is derecognised on disposal, or when no future economic benefits are expected from use or disposal. Gains or losses arising from de-recognition of an intangible asset, measured as the difference between the net disposal proceeds and the carrying amount of the asset, are recognised in the Statement of Profit and Loss.

## **Right of Use**

Under Ind AS 116, the company recognises right-of-use assets and lease liabilities for certain types of leases.

The Company presents right-of-use assets and lease liabilities separately on the face of the Balance sheet. The Company recognises a right-of-use asset & a lease liability

at the leases commence date. The right-of-use assets is initially measured at cost and subsequently at cost less any accumulated depreciation and accumulated impairment loss, if any, and adjusted for certain re-measurement of the lease liability. When a right-of-use asset meets the definition of Investment property, it is presented in investment property. The right-of-use asset is initially measured at cost and subsequently measured at fair value, in accordance with the Company's accounting policies.

## **xvi Non-Current Assets held for sale**

Non-current assets are classified as held for sale if their carrying amount is intended to be recovered principally through a sale (rather than through continuing use) when the asset is available for immediate sale in its present condition subject only to terms that are usual and customary for sale of such asset and the sale is highly probable and is expected to qualify for recognition as a completed sale within one year from the date of classification.

Non-current assets classified as held for sale are measured at the lower of their carrying amount and fair value less costs to sell.

Once classified as Held for sale, the assets are no longer amortised or depreciated.

## **xvii Retirement and other employee benefits**

### **Defined Contribution Plans**

Contribution as per the Employees Provident Funds and Miscellaneous Provisions Act, 1952 towards Provident Fund and Pension Fund is not applicable to the company. Hence no provision made for this and other employee benefits.

### **Defined Benefit Plans:**

Gratuity in respect of all the employees are accounted for on cash basis.

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

A liability is recognised for benefits accruing to employees in respect of salaries in the period in which related service is rendered.

Liabilities recognised in respect of short-term employee benefits are measured at the undiscounted amount of the benefits expected to be paid in exchange for the related service.

## **xviii Provisions, Contingent Liabilities and Contingent Assets**

### **Provisions**

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

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the end ..of the reporting period, taking into account the risks and uncertainties surrounding the obligation. If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

A provision for onerous contracts is recognised when the expected benefits to be derived by the Company from a contract are lower than the unavoidable cost of meeting its obligations under the contract. The provision is measured at the present value of the lower of the expected cost of terminating the contract and the expected net cost of continuing with the contract.

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

In case of litigations, provision is recognised once it has been established that the Company has a present obligation based on information available up to the date on which the Company's financial statements are finalised and may in some cases entail seeking expert advice in making the determination on whether there is a present obligation.

### **Contingent Liabilities**

Contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Company or a present obligation that is not recognised because it is not probable that an outflow of resources will be required to settle the obligation. Company does not recognised contingent liability but discloses its existence in the financial statements.

### **Contingent Assets**

Contingent assets are not recognised in the financial statements, but are disclosed where an inflow of economic benefits is probable.

## **xix Commitments**

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

- a) estimated amount of contracts remaining to be executed on capital account and not provided for;
- b) uncalled liability on shares and other investments partly paid;
- c) funding related commitment to subsidiaries / associate;
- d) other non-cancellable commitments, if any, to the extent they are considered material and relevant in the opinion of management.
- e) other commitments related to sales/procurements made in the normal course of business are not disclosed to avoid excessive details.

## **xx Taxation**

Income tax expense comprises current and deferred taxes. Income tax expense is recognized in the Statement of Profit and Loss, other comprehensive income, or directly in equity when they relate to items that are recognized in the respective line items.

### **Current tax**

Current tax assets and liabilities for the current and prior years are measured at the amount expected to be recovered from, or paid to, the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted, or substantively enacted, by the reporting date in the countries where the Company operates and generates taxable income.

Current income tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Current tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

### **Deferred tax**

Deferred tax is provided on temporary differences at the reporting date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

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

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

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

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

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

## **xxi Statement of Cash Flows**

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

- a) Change during the period in operating receivables and payables transactions of a non-cash nature;
- b) non-cash items such as depreciation, impairment, deferred taxes, unrealised foreign currency gains and losses, and undistributed profits of associates and joint ventures; and
- c) all other items for which the cash effects are investing or financing cash flows.

## **xxii Segment Reporting**

The Company is predominantly engaged in a single reportable segment of 'Investment and Credit Company (ICC) as per Ind AS 108 - Segment Reporting.

## **xxiii Earnings per Share ('EPS')**

The Company reports basic and diluted earnings per share in accordance with Ind AS 33 on Earnings per share. Basic EPS is calculated by dividing the net profit or loss for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year.

For the purpose of calculating diluted earnings per share, the net profit or loss for the year attributable to equity shareholders and the weighted average number of shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares. Dilutive potential equity shares are deemed converted as of the beginning of the period, unless they have been issued at a later date. In computing the dilutive earnings per share, only potential equity shares that are dilutive and that either reduces the earnings per share or increases loss per share are included.

## **xxiv Recent accounting pronouncements**

The Ministry of Corporate Affairs (MCA) on 31st March 2023 through Companies (Indian Accounting Standards) Amendment Rules, 2023 has notified the following amendments to IND AS which are applicable for the annual periods beginning on or after 1st April, 2023.

- a) IND AS 1 - Presentation of Financial Statements - This amendment requires the Company to disclose its material accounting policies rather than their significant accounting policies.

The Company will carry out a detailed review of accounting policies to determine material accounting policy information to be disclosed going forward.

The Company does not expect this amendment to have any material impact in its

financial statements.

b) IND AS 8 - Accounting Policies, Changes in Accounting Estimates and Errors –This amendment has changed the definition of a “change in accounting estimates” to a definition of “accounting estimates”. The amendment clarifies how companies should distinguish changes in accounting policies from changes in accounting estimates.

The Company does not expect this amendment to have any material impact in its financial statements.

c) IND AS 12 - Income Taxes - This amendment has done away with the recognition exemption on initial recognition of assets and liabilities that give rise to equal and offsetting temporary differences.

The Company does not expect this amendment to have any material impact in its financial statements.

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

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

**MANGALAM INDUSTRIAL FINANCE LIMITED.**

Old Nimta Road, Nandan Nagar, Belghoria, Kolkata, West Bengal- 700083 India  
CIN: L65993WB1983PLC035815

Notes forming part of the Financial Statements for the year ended 31st March, 2023

**Note:3 CASH AND CASH EQUIVALENTS**

(₹ in Lakhs)

Particulars	As at March 31st, 2023	As at March 31st, 2022
Cash on hand	0.73	0.82
Balances with banks (in the nature of cash and cash equivalents)	1229.26	446.60
Cheques, drafts on hand	-	-
Fixed Deposit with Bank	0.00	398.00
<b>Total</b>	<b>1229.99</b>	<b>845.42</b>

**Note 4. Receivables**

(₹ in lakhs)

Particulars	As at March 31st, 2023	As at March 31st, 2022
(Unsecured unless otherwise stated)	-	-
Trade Receivables considered good – Secured	-	-
Trade Receivables considered good – Unsecured	03.05	-
Trade Receivables which have significant increase in Credit Risk; and	-	-
Trade Receivables – credit impaired	-	-
<b>Total</b>	<b>03.05</b>	<b>0.00</b>

**Trade Receivables ageing schedule**

As at March 31, 2023

(₹ in lakhs)

Particulars	Outstanding for following periods from due date of payment					Total
	Less than 6 months	6 months -1 year	1-2 years	2-3 years	More than 3 years	
(i)Undisputed Trade receivables – considered good	-	03.05	-	-	-	<b>03.05</b>
(ii)Undisputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-
(iii)Undisputed Trade Receivables – credit impaired	-	-	-	-	-	-
(iv)Disputed Trade Receivables–considered good	-	-	-	-	-	-
(v)Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-
(vi) Disputed Trade Receivables – credit impaired	-	-	-	-	-	-

**Trade Receivables ageing schedule**

As at March 31, 2022

(₹ in lakhs)

Particulars	Outstanding for following periods from due date of payment					Total
	Less than 6 months	6 months -1 year	1-2 years	2-3 years	More than 3 years	
(i)Undisputed Trade receivables – considered good	-	-	-	-	-	-
(ii)Undisputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-
(iii)Undisputed Trade Receivables – credit impaired	-	-	-	-	-	-
(iv)Disputed Trade Receivables–considered good	-	-	-	-	-	-
(v)Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-
(vi) Disputed Trade Receivables – credit impaired	-	-	-	-	-	-

Note:5 Loans

(₹ in Lakhs)

Particulars	As at 31st March, 2023						As at 31st March, 2022					
	Amortised cost	At Fair Value				Total	Amortised cost	At Fair Value				Total
		Through OCI	Through P or L	Designated at fair value through P or L	Sub- Total			Through OCI	Through P or L	Designated at fair value through P or L	Sub- total	
	1	2	3	4	5=(2+3+4)	6 = (1 + 5)	7	8	9	10	11=(8+9+10)	12=(7+11)
<b>Loans</b>												
<b>(A)</b>												
(i) Bills Purchased and Bills Discounted	-	-	-	-	-	-	-	-	-	-	-	-
(ii) Loans repayable on Demand	2261.67	-	-	-	-	2261.67	1421.21	-	-	-	-	1421.21
(iii) Term Loans	-	-	-	-	-	-	-	-	-	-	-	-
(iv) Leasing	-	-	-	-	-	-	-	-	-	-	-	-
(v) Factoring	-	-	-	-	-	-	-	-	-	-	-	-
(vi) Others (to be specified)	-	-	-	-	-	-	-	-	-	-	-	-
<b>Total (A) -Gross</b>	<b>2261.67</b>	-	-	-	-	<b>2261.67</b>	<b>1421.21</b>	-	-	-	-	<b>1421.21</b>
Less: Impairment loss allowance	666.84	-	-	-	-	666.84	142.50	-	-	-	-	142.50
<b>Total (A) -Net</b>	<b>1594.83</b>	-	-	-	-	<b>1594.83</b>	<b>1278.71</b>	-	-	-	-	<b>1278.71</b>
<b>(B)</b>												
(i) Secured by tangible assets	-	-	-	-	-	-	-	-	-	-	-	-
(ii) Secured by intangible assets	-	-	-	-	-	-	-	-	-	-	-	-
(iii) Covered by Bank/Government Guarantees	-	-	-	-	-	-	-	-	-	-	-	-
(iv) Unsecured	2261.67	-	-	-	-	2261.67	1421.21	-	-	-	-	1421.21
<b>Total (B) -Gross</b>	<b>2261.67</b>	-	-	-	-	<b>2261.67</b>	<b>1421.21</b>	-	-	-	-	<b>1421.21</b>
Less: Impairment loss allowance	666.84	-	-	-	-	666.84	142.50	-	-	-	-	142.50
<b>Total (B) - Net</b>	<b>1594.83</b>	-	-	-	-	<b>1594.83</b>	<b>1278.71</b>	-	-	-	-	<b>1278.71</b>
<b>(C) (I)</b>												
Loans in India												
(i) Public Sector	-	-	-	-	-	-	-	-	-	-	-	-
(ii) Others (to be specified)	2261.67	-	-	-	-	2261.67	1421.21	-	-	-	-	1421.21
<b>Total (C) -Gross</b>	<b>2261.67</b>	-	-	-	-	<b>2261.67</b>	<b>1421.21</b>	-	-	-	-	<b>1421.21</b>
Less: Impairment loss allowance	666.84	-	-	-	-	666.84	142.50	-	-	-	-	142.50
<b>Total (C) (I) -Net</b>	<b>1594.83</b>	-	-	-	-	<b>1594.83</b>	<b>1278.71</b>	-	-	-	-	<b>1278.71</b>
<b>(C) (II)</b>												
Loans outside India	-	-	-	-	-	-	-	-	-	-	-	-
Less: Impairment loss allowance	-	-	-	-	-	-	-	-	-	-	-	-
<b>Total (C) (II) - Net</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Total C(I) and C(II)</b>	<b>1594.83</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>1594.83</b>	<b>1278.71</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>1278.71</b>

Following disclosures shall be made where loans or advances in the nature of loans are granted to promoters, directors, KMPs and the related parties (as defined under the Companies Act, 2013), either severally or jointly with any other person that are:

Type of Borrower	As at 31st March, 2023		As at 31st March, 2022	
	Amount of loan or advance in the nature of loan outstanding	Percentage to the total Loans and Advances in the nature of loan	Amount of loan or advance in the nature of loan outstanding	Percentage to the total Loans and Advances in the nature of loan
Promoter	-	-	-	-
Directors	-	-	-	-
KMPs	-	-	-	-
Related parties	426.75	18.87	-	-

**MANGALAM INDUSTRIAL FINANCE LIMITED.**

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**Notes forming part of the Financial Statements for the year ended 31st March, 2023**

**Note:6 Investments**

(₹ in Lakhs)

Particulars	Face value per unit	As at March 31, 2023		As at March 31, 2022	
		no. of units	Amount	no. of units	Amount
<b>(A)</b>					
Mutual Funds	-	-	-	-	-
Government Securities	-	-	-	-	-
Other Approved Securities	-	-	-	-	-
IRB Inv Fund	-	-	-	-	-
Debt Securities	-	-	-	-	-
Equity Instruments:	-	-	-	-	-
-Subsidiaries	-	-	-	-	-
-Associates	-	-	-	-	-
-Joint Venure	-	-	-	-	-
-Others:	-	-	-	-	-
- Investments in Equity Shares (Valued at Fair Value through OCI) (Unquoted)					
-Brg Iron & Steel Co Pvt Ltd	-	20,00,000	0.00	20,00,000	0.00
-Bhuvve Stenovate Pvt Ltd	-	12,25,000	0.00	12,25,000	0.00
-Rabirun Vinimay Pvt Ltd	-	1,38,87,500	0.00	1,38,87,500	0.00
<b>Total</b>	-	-	<b>0.00</b>	-	<b>0.00</b>
Less: Allowance for impairment loss	-	-	-	-	-
<b>Total (A)</b>	-	-	<b>0.00</b>	-	<b>0.00</b>
<b>(B)</b>					
(a) Investment in India	-	-	0.00	-	0.00
(b) Investment Outside India	-	-	-	-	-
<b>Total (B)</b>					
<b>Total</b>	-	-	<b>0.00</b>	-	<b>0.00</b>

**Note:7 Other Financial assets**

(₹ in Lakhs)

Particulars	As at March 31st, 2023	As at March 31st, 2022
Other Financial Assets**	-	1100.00
<b>Total</b>	<b>0.00</b>	<b>1100.00</b>

\*\*The company has sold the shares of Yashraj Biotechnology Pvt. Ltd 2,00,000 equity shares of Rs.10 each against which Investment proceeds are receivable as on 31/03/2022.

**Note:8 Current Tax Assets**

(₹ in Lakhs)

Particulars	As at March 31st, 2023	As at March 31st, 2022
Tax Deducted at Source	10.46	22.74
MAT Credit	-	-
<b>Total</b>	<b>10.46</b>	<b>22.74</b>

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

Note:9 The Major Components of Deferred Tax Assets and Liabilities as at March 31, 2023 are as follows:

(₹ in Lakhs)

Deferred Tax Asset (net)	As at March 31st, 2023	As at March 31st, 2022
Deferred Tax Asset (Net)	04.23	04.97
<b>Deferred Tax Asset (net)</b>	<b>4.23</b>	<b>4.97</b>

Note: 10  
Property, Plant and Equipments

(₹ in Lakhs)

Particulars	Gross Block			Depreciation			Net Block	
	As at 01.04.2022	Additions/ Deductions	As at 31.03.2023	As at 01.04.2022	Additions/ Deductions	As at 31.03.2023	As at 31.03.2023	As at 31.03.2022
<b>Tangible Assets:</b>								
Computer & Pheripharals	0.15	03.22	03.37	0.11	0.19	0.30	03.07	0.04
Office Equipment	0.00	0.38	0.38	0.00	0.01	0.01	0.37	0.00
<b>Intangible Assets</b>								
CIBIL Software	0.00	17.00	17.00	0.00	01.39	01.39	15.61	0.00
<b>Total</b>	<b>0.15</b>	<b>20.60</b>	<b>20.75</b>	<b>0.11</b>	<b>01.58</b>	<b>01.69</b>	<b>19.06</b>	<b>0.04</b>

**Footnotes:**

- Useful lives of assets has been determined as per companies act 2013. No depreciation has been provided for the assets which are carried at or lower than its salvage value.
- The Company has asset only under the head Office Equipment under Property, Plant and Equipment and hence other Heads as given in Schedule III Division III of Companies Act, 2013 has not been shown under Property, Plant and Equipment.
- No CWIP / Intangible assets under development hence table details not given.

**Note 11. Other Non-Financial Assets**

(₹ in Lakhs)

Particulars	As at 31.03.2023	As at 31.03.2022
Other Non Financial Assets	04.02	218.66
Advance for Expense	0.06	0.07
<b>Total</b>	<b>04.08</b>	<b>218.73</b>

**Notes forming part of the Financial Statements for the year ended 31st March, 2023**

**Note:12 : Payables**

Particulars	(₹ in Lakhs)	
	As at 31st March, 2023	As at 31st March, 2022
Other Payables		
total outstanding dues of micro enterprises and small enterprises (refer Note No. 12.1)	7.59	5.50
total outstanding dues of creditors other than micro enterprises and small enterprises	4.67	1.17
<b>Total</b>	<b>12.25</b>	<b>6.67</b>

**12.1 Dues of Micro Enterprises and Small Enterprises under the Micro, Small and Medium Enterprises Development Act, 2006**

Particulars	(₹ in Lakhs)	
	As at 31st March, 2023	As at 31st March, 2022
a) The principal amount and interest due thereon remaining unpaid to any supplier	-	-
- Principal	-	-
- Interest on above Principal	-	-
b) The amount of interest paid by the buyer in terms of section 16 of the Micro, Small and Medium Enterprises Development Act, 2006, along with the amount of payment made to the supplier beyond the appointed day	-	-
c) The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day) but without adding the interest specified under the Micro, Small and Medium Enterprises Development Act, 2006	-	-
d) The amount of interest accrued and remaining unpaid	-	-
e) The amount of further interest remaining due and payable even in the succeeding year until such date when the interest dues above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under section 23 of the Micro, Small and Medium Enterprises Development Act, 2006	-	-
<b>Total</b>	<b>.00</b>	<b>.00</b>

Disclosure of payable to vendors as defined under the " Micro, Small and Medium Enterprises Development Act, 2006, is based on the information available with the company regarding the status of registration of such vendors under the said Act.

**Note:13 : Other Financial Liabilities**

Particulars	(₹ in Lakhs)	
	As at 31st March, 2023	As at 31st March, 2022
Outstanding Liabilities for Expenses	04.76	0.85
<b>Total</b>	<b>04.76</b>	<b>0.85</b>

**Note:14 : Provisions**

Particulars	(₹ in Lakhs)	
	As at March 31st, 2023	As at March 31st, 2022
Income Tax Provision	12.66	123.60
<b>Total</b>	<b>12.66</b>	<b>123.60</b>

**Note:15 : Other Non-Financial Liabilities**

Particulars	(₹ in Lakhs)	
	As at March 31st, 2023	As at March 31st, 2022
Professional Tax Payable	0.06	0.02
Liabilities For Expenses	0.00	0.11
Other Liability	-	-
TDS Payable	01.70	0.73
<b>Total</b>	<b>01.76</b>	<b>0.86</b>

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

#### Note:16 Equity Share Capital

(₹ in Lakhs)

Particulars	As at March 31st, 2023	As at March 31st, 2022
<b>Authorised:</b> 96,17,00,000 Equity Shares of (₹) 1/- each	9617.00	9617.00
<b>Total</b>	<b>9617.00</b>	<b>9617.00</b>
<b>Issued Subscribed and Paid Up:</b> 96,16,43,500 Equity Shares of (₹) 1/- each	9616.44	9616.44
<b>Total</b>	<b>9616.44</b>	<b>9616.44</b>

#### (a) Reconciliation of the number of equity shares outstanding

(₹ in Lakhs)

Equity Shares	As at 31st March, 2023		As at 31st March, 2022	
	No of Shares	Amount in ₹	No of Shares	Amount in ₹
At the beginning of the year	96,16,43,500	9616.44	96,16,43,500	9616.44
Add: Issued during the year	-	-	-	-
At the end of the year	<b>96,16,43,500</b>	<b>9616.44</b>	<b>96,16,43,500</b>	<b>9616.44</b>

b) The Company has only one class of equity share having par value of Re 1/- per share. Each holder of Equity share is entitled to one vote per share. In the event of liquidation of the company, the holder of equity shares will be entitled to receive remaining assets of the Company after distribution of all preferential amounts. The Distribution will be in proportion to the number of equity share held by the shareholders.

c) No equity shares have been issued for consideration other than cash.

#### f) Details of shareholders holding more than 5% shares in the company

Particulars	31 March 2023		31 March 2022	
	Number of Shares	% Holding	Number of Shares	% Holding
Sojan V Avirachan	25,00,27,310	26.00%	25,00,27,310	26.00%
Yatin Sanjay Gupte	12,61,52,952	13.12%	13,46,30,090	14.00%
Venkata Ramana Revuru	13,46,30,090	14.00%	13,46,30,090	14.00%
Wardwizard Solutions India Private Limited	13,97,94,780	14.54%	13,97,94,780	14.54%
Garuda Mart India Private Limited	5,76,98,610	6.00%	5,76,98,610	6.00%
Sutlaj Sales Private Limited	-	0.00%	6,72,20,099	6.99%

As per records of the Company, including its register of shareholders/members, the above shareholding represents legal ownership of shares.

#### Disclosure of shareholding of promoters as at March 31, 2023 is as follows:

Promoter name	As at 31.03.2023		As at 31.03.2022		% Change during the year
	No. of Shares	%of total shares	No. of Shares	%of total shares	
Sojan V Avirachan	25,00,27,310	26.00%	25,00,27,310	26.00%	0.00%
Yatin Sanjay Gupte	12,61,52,952	13.12%	13,46,30,090	14.00%	-6.72%
Venkata Ramana Revuru	13,46,30,090	14.00%	13,46,30,090	14.00%	0.00%
Wardwizard Solutions India Private Limited	13,97,94,780	14.54%	13,97,94,780	14.54%	0.00%
Garuda Mart India Private Limited	5,76,98,610	6.00%	5,76,98,610	6.00%	0.00%
<b>TOTAL</b>	<b>70,83,03,742</b>		<b>71,67,80,880</b>		

#### Disclosure of shareholding of promoters as at March 31, 2022 is as follows:

Promoter name	As at 31.03.2022		As at 31.03.2021		% Change during the year
	No. of Shares	%	No. of Shares	%	
Sojan V Avirachan	25,00,27,310	26.00%	-	0.00%	0.00%
Yatin Sanjay Gupte	13,46,30,090	14.00%	-	0.00%	0.00%
Venkata Ramana Revuru	13,46,30,090	14.00%	-	0.00%	0.00%
Wardwizard Solutions India Private Limited	13,97,94,780	14.54%	-	0.00%	0.00%
Garuda Mart India Private Limited	5,76,98,610	6.00%	-	0.00%	0.00%
Pradeep Kumar Daga	-	0.00%	1,000	0.00%	0.00%
Responce Commodities LLP	-	0.00%	25,05,00,000	26.05%	-26.05%
Responce Securities Pvt. Ltd	-	0.00%	46,91,000	0.49%	-0.49%
<b>TOTAL</b>	<b>71,67,80,880</b>		<b>25,51,92,000</b>		

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

### Note:17 Other Equity

(₹ in Lakhs)

Particulars	As at March 31st, 2023	As at March 31st, 2022
Capital Reserve	3.71	3.71
Reserve Fund	1.09	1.09
Special Reserve (RBI)	33.05	33.05
General Reserve (Amalgamation Reserve)	10.50	10.50
Retained Earnings	-735.46	-231.10
Fair Valuation of Equity Instrument	-6095.05	-6095.05
<b>Total</b>	<b>-6782.17</b>	<b>-6277.80</b>

(₹ in Lakhs)

a) Capital Reserve	As at March 31st, 2023	As at March 31st, 2022
Opening	3.71	3.71
Addition during the year	-	-
<b>Total</b>	<b>3.71</b>	<b>3.71</b>

(₹ in Lakhs)

b) Reserve Fund	As at March 31st, 2023	As at March 31st, 2022
Opening	1.09	1.09
Addition during the year	-	-
<b>Total</b>	<b>1.09</b>	<b>1.09</b>

(₹ in Lakhs)

c) Special Reserve (RBI)	As at March 31st, 2023	As at March 31st, 2022
Opening	33.05	33.05
Addition during the year	-	0.00
<b>Total</b>	<b>33.05</b>	<b>33.05</b>

(₹ in Lakhs)

d) General Reserve (Amalgamation Reserve)	As at March 31st, 2023	As at March 31st, 2022
Opening	10.50	10.50
Addition during the year	-	-
<b>Total</b>	<b>10.50</b>	<b>10.50</b>

(₹ in Lakhs)

e) Retained Earnings	As at March 31st, 2023	As at March 31st, 2022
Opening	-231.10	-364.82
Profit before tax during the year	-489.01	232.49
Add: Profit on Sale of Equity Instruments Fair Valued through OCI	-	0.00
Less: Provision of Income Tax	-11.20	-98.77
Less: Other Adjustment	-03.42	-
Less: Deferred Tax	-0.73	0.00
Less: Contingent Provision for Standard Assets	-	.00
Less: Transfer to Statutory Reserve	-	0.00
<b>Total</b>	<b>-735.46</b>	<b>-231.10</b>

(₹ in Lakhs)

f) Fair valuation of Equity Instruments	As at March 31st, 2023	As at March 31st, 2022
Opening	-6095.05	-6095.05
Addition during the year	-	0.00
Transfer to Retained Earnings	-	0.00
<b>Total</b>	<b>-6095.05</b>	<b>-6095.05</b>

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

#### Note: 18 :Revenue From Operations

(₹ in Lakhs)

Particulars	For Year ended March 31st, 2023	For Year ended March 31st, 2022
<b>On Financial Asset measured at Amortised Cost</b>		
Interest on Loans	131.25	110.04
Loan Processing & Documentation charges including amortization cost	0.72	04.64
Dividend	0.00	0.68
<b>Total</b>	<b>131.98</b>	<b>115.36</b>

#### Note: 19 :Other Income

(₹ in Lakhs)

Particulars	For Year ended March 31st, 2023	For Year ended March 31st, 2022
Other Misc Income	.03	0.00
Dividend	.90	0.00
Interest on IT Refund	.21	1.58
<b>Total</b>	<b>1.15</b>	<b>01.58</b>

#### Note: 20 :Impairment Provisions (Loans)

(₹ in Lakhs)

Particulars	For Year ended March 31st, 2023	For Year ended March 31st, 2022
*Provision against Stage 3 assets (Unquoted Equity Instruments Valued through FVOCI)	524.34	138.38
<b>Total</b>	<b>524.34</b>	<b>138.38</b>

\*Impairment Allowance on outstanding amount of loans and advances at the rate of 10% on Loan amount of Rs.12,75,80,006.94/- , 100% on Loan amount of Rs.5,38,14,126/- (Since there is no recovery during the period) and 0.25% on Loan amount of Rs.4,47,73,000/-. So during the year provision has been made of Rs.524.340 Lakhs.

#### Note: 21 : Employee Benefit Expenses

(₹ in Lakhs)

Particulars	For Year ended March 31st, 2023	For Year ended March 31st, 2022
Salary and Wages	27.40	9.25
<b>Total</b>	<b>27.40</b>	<b>09.25</b>

#### Note:22 : Other Expenses

(₹ in Lakhs)

Particulars	For Year ended March 31st, 2023	For Year ended March 31st, 2022
Advertisement Expenses	0.96	0.77
<b>Payment To Auditors</b>		
Statutory Audit Fees (refer note 22.1)	3.00	3.00
Internal Audit Fees	7.88	2.63
Certification Fees	.40	1.64
Bank Charges	0.02	0.02
Demat Expenses	0.51	0.04
Director Sitting Fees	3.60	3.24
Depository Expenses	2.42	1.50
Domain Charges	0.04	0.17
Electricity Expenses	0.00	0.35
Interest on TDS/ Prof Tax /GST/IncomeTax	10.49	0.02
ROC Filing Fees	0.11	-
General Expenses	0.00	0.03
GST ITC not claimed	1.68	3.42
Legal and Professional Fees	20.39	16.17
Listing Fees	3.00	3.00
Postage & Courier	0.01	0.01
Printing & Stationery	0.20	0.02
Auditor Exp	0.06	-
Rent	06.04	0.75
Integratation Charges	02.00	-
ITC Reversed	05.02	-
Travelling Expenses	0.17	0.04
Other Expenses	0.81	-
<b>Total</b>	<b>68.81</b>	<b>36.82</b>

#### Note:22.1 : Auditor's Fees and Expenses

(₹ in lakhs)

Particulars	Year ended 31st March, 2023	Year ended 31st March, 2022
Statutory Audit Fees	03.00	03.00
Tax Audit Fees	0.00	0.00
Certification Fees	0.40	0.40
<b>Total</b>	<b>03.40</b>	<b>03.40</b>

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#### Note :23. Earnings Per Equity Share

Particulars	Year ended 31st March, 2023	Year ended 31st March, 2022
(a) Profit after tax attributable to Equity Shareholders (₹)	(5,00,94,309)	1,33,71,965
(b) Weighted average number of Equity Shares	96,16,43,500	96,16,43,500
(c) Nominal Value of Equity per share (₹)	1.00	1.00
(d) Basic Earnings per share (a)/(b) (₹)	(0.052)	0.014

#### Earnings per share (EPS)

Basic EPS calculated by dividing the net profit for the year attributable to equity holders by the weighted average number of equity shares outstanding during the year.

Diluted EPS amounts are calculated by dividing the profit attributable to equity holders (after adjusting profit impact of dilutive potential equity shares, if any) by the aggregate of weighted average number of equity shares outstanding during the year and the weighted average number of equity shares that would be issued on conversion of all the dilutive potential equity shares into equity shares.

#### Note :24. Maturity Analysis of Assets and Liabilities

The table below shows an analysis of assets and liabilities according to when they are expected to be recovered or settled:

Assets	As at 31st March, 2023			As at 31st March, 2022		
	Within 12 Months	After 12 Months	Total	Within 12 Months	After 12 Months	Total
	(₹ in lakhs)					
Cash and Cash Equivalents	1229.99	-	1229.99	845.42	-	845.42
Receivables	03.05	-	03.05	-	-	-
Loans	39.13	1555.70	1594.83	05.26	1273.45	1278.71
Other Financial Assets	0.00	-	0.00	1100.00	-	1100.00
Current Tax Assets (Net)/ Deferred tax asset	14.69	-	14.69	27.71	-	27.71
Property, Plant and Equipment	-	19.06	19.06	-	0.04	0.04
Investment	-	-	-	0.00	-	0.00
Other Non-Financial Assets	04.08	-	04.08	218.73	0.00	218.73

Liabilities	As at 31st March, 2023			As at 31st March, 2022		
	Within 12 Months	After 12 Months	Total	Within 12 Months	After 12 Months	Total
	(₹ in lakhs)					
Payables	12.25	-	12.25	6.67	-	6.67
Borrowings (Other than Debt Securities)	-	-	-	-	-	-
Other Financial Liabilities	04.76	-	04.76	.85	.00	.85
Other Non-Financial Liabilities(Incl. Provisions)	14.43	-	14.43	124.46	-	124.46

#### Note :25. Capital Management & Disclosure

The Company maintains adequate capital to cover risks inherent in the business and is meeting the capital adequacy requirements of regulator, Reserve Bank of India ('RBI'). The adequacy of the Company's capital is monitored using, among other measures, the regulations issued by RBI.

The primary objectives of the Company's capital management policy are to ensure that the Company complies with externally imposed capital requirements and maintains strong credit ratings and healthy capital ratios in order to support its business and to maximise shareholder value. The Company manages its capital structure and makes adjustments to it according to changes in economic conditions and the risk characteristics of its activities. In order to maintain or adjust the capital structure, the Company may adjust the amount of dividend payment to shareholders, return capital to shareholders or issue capital securities. No changes have been made to the objectives, policies and processes from the previous years. However, they are under constant review by the Board.

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

#### Note :26.Risk Management

Whilst risk is inherent in the Company's activities, it is managed through an integrated risk management framework including ongoing identification, measurement and monitoring, subject to risk limits and other controls. This process of risk management is critical to the Company's continuing profitability and each individual within the Company is accountable for the risk exposures relating to his or her responsibilities. The Company is mainly exposed to market risk, Operational Risk, liquidity risk and credit risk. It is also subject to various operating and business risks. The Board of Directors are responsible for the overall risk management approach and for approving the risk management strategies and principles.

#### (a) Market Risk

The Company is exposed to equity price risk arising from its equity instruments held as stock in trade. Equity price risk is related to the change in market reference price of the investment in equity securities. The Company considers factors such as track record, market reputation, fundamental and technical

Market Risk is the possibility of loss arising from changes in the value of a financial instrument as a result of changes in market variables such as interest rates, exchange rates and other asset prices. The Company's exposure to market risk is a function of asset liability management and interest rate sensitivity assessment. The company is exposed to interest rate risk and liquidity risk, if the same is not managed properly. The company continuously monitors these risks and manages them through appropriate risk limits.

#### (b) Operational Risk

Operational risk is the risk of loss resulting from inadequate or failed internal processes, people or systems, or from external events. The operational risks of the Company are managed through comprehensive internal control systems and procedures. Failure of managing operational risk might lead to legal / regulatory implications due to non-compliance and lead to financial loss due to control failures. While it is not practical to eliminate all the operational risk, the Company has put in place adequate control framework by way of segregation of duties, well defined process, staff training, maker and checker process, authorisation and clear reporting structure. The effectiveness of control framework is assessed by internal audit on a periodic basis.

#### (c) Liquidity Risk

Liquidity is the Company's capacity to fund increase in assets and meet both the expected and unexpected obligations without incurring unacceptable losses. Liquidity risk is the inability to meet such obligations as they become due without adversely affecting the company's financial conditions. The Asset Liability Management Policy of the Company stipulates a broad framework for Liquidity risk management to ensure that the Company can meet its liquidity obligations.

The Company maintains a portfolio of highly marketable and diverse assets that are assumed to be easily liquidated in the event of an unforeseen interruption in cash flow. The liquidity position of the company is assessed under a variety of scenarios giving due consideration to stress factors relating to both the market in general and risk specific to the Company. Basis the liquidity position assessed under various stress scenarios; the Company reviews the following to effectively handle any liquidity crisis:

\* Adequacy of contingency funding plan in terms of depth of various funding sources, time to activate, cost of borrowing, etc

\* Availability of unencumbered eligible assets.

**Maturity profile of undiscounted cash flows for financial liabilities as on balance sheet date have been provided below:**

(₹ in lakhs)

Particulars	As at 31st March, 2023			
	Less than 3 months	3 to 12 months	> 12 months	Total
<b>Financial Assets</b>				
Cash and Cash Equivalents	1229.99	-	-	1229.99
Receivables	3.05	-	-	3.05
Investments	-	-	-	.00
Loans	-	39.13	1555.70	1594.83
Other Financial Assets	-	.00	-	.00
<b>Total</b>	<b>1233.04</b>	<b>39.13</b>	<b>1555.70</b>	<b>2827.87</b>
<b>Financial Liabilities</b>				
i) Payables	12.25	-	-	12.25
ii) Borrowings	-	-	-	.00
iii) Other Financial Liabilities	04.76	-	-	04.76
<b>Total</b>	<b>17.01</b>	<b>-</b>	<b>-</b>	<b>17.01</b>

Particulars	As at 31st March, 2022			
	Less than 3 months	3 to 12 months	> 12 months	Total
<b>Financial Assets</b>				
Cash and Cash Equivalents	845.42	-	-	845.42
Receivables	-	-	-	-
Investments	-	.00	-	.00
Loans	-	5.26	1273.45	1278.71
Other Financial Assets	-	1100.00	-	1100.00
<b>Total</b>	<b>845.42</b>	<b>1105.26</b>	<b>1273.45</b>	<b>3224.13</b>
<b>Financial Liabilities</b>				
i) Payables	6.67	-	-	6.67
ii) Borrowings	-	-	-	-
iii) Other Financial Liabilities	0.85	-	-	0.85
<b>Total</b>	<b>7.51</b>	<b>-</b>	<b>-</b>	<b>7.51</b>

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#### (d) Credit Risk

Credit risk is the risk that the Company will incur a loss because its customers or counterparties fail to discharge their contractual obligations. The Company has established a credit quality review process to provide early identification of possible changes in the creditworthiness of counterparties. The credit quality review process aims to allow the Company to assess the potential loss as a result of the risks to which it is exposed and take corrective actions.

#### Write off policy

Financial assets are written off either partially or in their entirety only when the Company has stopped pursuing the recovery. Any subsequent recoveries are credited to impairment on financial instrument in statement of profit and loss.

#### Reconciliation of Expected Credit Loss (ECL) allowance on loans is given below:

(₹ in lakhs)

Particulars	As at 31st March, 2023			As at 31st March, 2022		
	Stage 1 & 2	Stage 3	Total	Stage 1 & 2	Stage 3	Total
ECL allowance - opening balance	142.50	-	142.50	4.13	56.86	60.99
Additions	(13.80)	538.14	524.34	138.38	-	138.38
Amounts written off				-	56.86	56.86
<b>ECL allowance - closing balance</b>	<b>128.70</b>	<b>538.14</b>	<b>666.84</b>	<b>142.50</b>	<b>-</b>	<b>142.50</b>

#### Note :27. Disclosure pursuant to Indian Accounting Standard 12 - "Income Tax"

(₹ in lakhs)

Particulars	Year ended	Year ended
	31st March, 2023	31st March, 2022
Profit/(Loss) Before Tax	-489.01	232.49
Less : Brought Forward Losse and Unabsorbed Depreciation of Previous Years	0.00	12.98
Profit Chargable to Tax	-489.01	219.51
Statutory Income Tax Rate	26.00%	27.82%
Expected income tax expense as statutory income tax rate		61.07
Effect of expenses that are not deductible in determining taxable profit	138.25	37.70
<b>Tax as per Normal Provision of Income Tax</b>	<b>138.26</b>	<b>98.76</b>
Impact of MAT Credit	-	-
Provision for Tax	11.2	98.77
Deferred Tax	0.73	-
<b>Total Tax Expenses recognised in statement of Profit and loss</b>	<b>11.93</b>	<b>98.77</b>

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### Note: 28 :Financial instruments by category

The significant accounting policies, including the criteria for recognition, the basis of measurement and the basis on which income and expenses are recognised, in respect of each class of financial asset, financial liability and equity instrument are disclosed in note 2(xiii) to the financial statements.

(₹ in Lakhs)

Particulars	As at 31st March, 2023				As at 31st March, 2022			
	Carrying Amount	Levels of Input used in Fair valuation			Carrying Amount	Levels of Input used in Fair valuation		
		Level 1	Level 2	Level 3		Level 1	Level 2	Level 3
<b>Financial Assets</b>								
<b>At Amortised Cost</b>								
Cash and Cash Equivalants	1229.99	-	-	-	845.42	-	-	-
Loans	1594.83	-	-	-	1278.71	-	-	-
Trade Receivables	-	-	-	-	-	-	-	-
<b>At FVTPL:</b>								
Investment in Mutual Fund	-	-	-	-	-	-	-	-
Investment in Equity (Quoted)	-	-	-	-	-	-	-	-
Other Approved Securities (Quoted)	-	-	-	-	-	-	-	-
<b>AT FVTOCI:</b>								
Investment in Equity (Unquoted)	0.00	-	-	-	0.00	-	-	0.00
<b>Financial Liabilities</b>								
<b>At Amortised Cost</b>								
Borrowings	-	-	-	-	-	-	-	-

**Level 1:** Level 1 hierarchy includes financial instruments measured using quoted prices. This includes listed equity instruments, traded bonds and mutual funds that have quoted price. The fair value of all equity instruments (including bonds) which are traded in the stock exchanges is valued using the closing price as at the reporting period. The mutual funds are valued using the closing NAV.

**Level 2:** The fair value of financial instruments that are not traded in an active market (for example, traded bonds, over-the-counter derivatives) is determined using valuation techniques which maximise the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

**Level 3:** If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3. This is the case for unlisted equity securities, contingent consideration and indemnification asset included in level 3.

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**Notes forming part of the Financial Statements for the year ended 31st March, 2023**

**Note: 29 :Reconciliation of Expected Credit Loss as per Ind AS and IRACP**

(As required by RBI Master Direction RBI/2019-20/170BOR (NBFC).CC.PD.No.109/22.10.106/2019-20 dated March 13, 2020)

(₹ in Lakhs)

Asset Classification as per RBI Norms	Asset classification as per Ind AS 109	Gross Carrying Amount as per Ind AS	Loss Allowances (Provisions) as required under Ind AS 109	Net Carrying Amount	Provisions required as per IRACP norms	Difference between Ind AS 109 provisions and IRACP norms
	(2)	(3)	(4)	(5)=(3)-(4)	(6)	(7) = (4)-(6)
<b>Performing Assets</b>						
Standard	Stage 1	1553.19	111.67	1441.53	111.67	-
	Stage 2	170.34	17.03	153.30	17.03	-
<b>Subtotal</b>		<b>1723.53</b>	<b>128.70</b>	<b>1594.83</b>	<b>128.70</b>	<b>-</b>
<b>Non-Performing Assets (NPA)</b>						
Substandard	Stage 3					
Doubtful - up to 1 year	Stage 3					
1 to 3 years	Stage 3	538.14	538.14		538.14	-
More than 3 years	Stage 3	-	-	-	-	-
<b>Subtotal for doubtful</b>		<b>538.14</b>	<b>538.14</b>	<b>-</b>	<b>538.14</b>	<b>-</b>
Loss	Stage 3					
<b>Subtotal for NPA</b>						
Other items such as guarantees, loan commitments, etc. which are in the scope of Ind AS 109 but not covered under current Income	Stage 1					
	Stage 2					
	Stage 3					
<b>Subtotal</b>		<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Total</b>	<b>Stage 1</b>	<b>1723.53</b>	<b>128.70</b>	<b>1594.83</b>	<b>128.70</b>	
	<b>Stage 2</b>					
	<b>Stage 3</b>	<b>538.14</b>	<b>538.14</b>		<b>538.14</b>	
	<b>Total</b>	<b>2261.67</b>	<b>666.84</b>	<b>1594.83</b>	<b>666.84</b>	<b>-</b>

**Note: 30 :Disclosure of details as required by RBI/DNBR/2016-17/44 i.e Master Direction - Non-Banking Financial Company –Non-Systemically**

**Important Non-Deposit taking Company (Reserve Bank) Directions, 2016**

(₹ in Lakhs)

Particulars	Amount Outstanding at:	
	As at March 31st, 2023	As at March 31st, 2022
<b>Liabilities Side:</b>		
<b>1. Loans and advances availed by the nonbanking financial company inclusive of interest accrued thereon but not paid :</b>		
(a) Debentures : Secured	-	-
Unsecured (other than falling within the meaning of public deposits)		
<b>Total</b>		
<b>Asset Side:</b>		
<b>2. Break-up of Loans and Advances including bills receivables [other than those included in (3) below] :</b>		
(a) Secured	-	-
(b) Unsecured	1594.83	1278.71
<b>3. Break up of Leased Assets and stock on hire and other assets counting towards asset financing activities</b>		
<b>i) Lease assets including lease rentals under sundry debtors:</b>		
(a) Financial Lease	-	-
(b) Operating Lease	-	-
<b>ii) Stock on hire including hire charges under sundry debtors:</b>		
(a) Assets on hire	-	-
(b) Repossessed assets	-	-
<b>iii) Stock on hire including hire charges under sundry debtors:</b>		
(a) Assets on hire	-	-
(b) Repossessed assets	-	-
<b>4. Break up of Investments</b>		
<b>Current Investments:</b>		
<b>1 Quoted:</b>		
(i) Shares:		
(a) Equity	-	-
(b) Preference	-	-
(ii) Debentures and Bonds	-	-
(iii) Units of Mutual Funds	-	-
(iv) Government Securities	-	-
(v) Others	-	-
<b>2 Unquoted:</b>		
(i) Shares:		
(a) Equity	-	-
(b) Preference	-	-
(ii) Debentures and Bonds	-	-
(iii) Units of Mutual Funds	-	-
(iv) Government Securities	-	-
(v) Others	-	-
<b>Long Term Investments :</b>		
<b>1 Quoted</b>		
(i) Shares		
(a) Equity	-	-
(b) Preference	-	-
(ii) Debentures and Bonds	-	-
(iii) Units of Mutual Funds	-	-
(iv) Government Securities	-	-
(v) Others	-	-
<b>2 Unquoted</b>		
(i) Shares		
(a) Equity	0.00	.00
(b) Preference	-	-
(ii) Debentures and Bonds	-	-
(iii) Units of Mutual Funds	-	-
(iv) Government Securities	-	-
(v) Others	-	-

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

**Note: 31 :Disclosure pursuant to Indian Accounting Standard 24 - "Related Party Disclosures"**

**a) List of Related Parties and Relationship:**

Key Management Personnel & Other Directors	
Venketa Ramana Revuru	Managing Director & Chairperson (Appointed on 03rd June 2021)
Sojan Avirachan	Non-Executive - Non Independent Director (Appointed on 03rd June 2021)
Yatin Sanjay Gupte	Non-Executive - Non Independent Director (Appointed on 03rd June 2021)
Bhargav Govindprasad Pandya	Non-Executive - Independent Director (Appointed on 03rd June 2021)
Nikhil B. Dwivedi	Non-Executive - Independent Director (Appointed on 03rd June 2021)
Neelambari Harshal Bhujbal	Non-Executive - Independent Director (Appointed on 03rd June 2021)
Deepakkumar Mineshkumar Doshi	Chief Financial Officer (Resigned on 27th September 2022)
Manisha Sharma	Company Secretary & Compliance Officer (Resigned on 01 July 2022)
Sakina Lokhandwala	Company Secretary and Compliance officer (Appointed on 06th July 2022)
Wardwizard Solutions India Pvt Ltd.	Promoter company (Promoter from 19th November,2020 )
Garuda Mart India Private Limited	Promoter company (Promoter from 19th November,2020 )
Sohinderpal Singh Teja	Chief Financial Officer (Appointed on 06th October 2022)

**b) The related party balances and transactions for the year ended March 31, 2023 are summarized as follows:**

(₹ in Lakhs)

Particulars	Relationship	For Year ended March 31st, 2023	For Year ended March 31st, 2022
<b>Director Remuneration:</b>			
Pradeep Kumar Daga	Managing Director	.00	1.00
		<b>.00</b>	<b>1.00</b>
<b>Salary &amp; Bonus</b>			
Tamanya Dey	Chief Financial Officer	.00	0.20
Manish Bhoot	Company Secretary	.00	1.80
Deepakkumar Mineshkumar Doshi	Chief Financial Officer	5.09	5.30
Manisha Sharma	Company Secretary	0.60	0.80
Sakina Lokhandwala	Company Secretary	02.35	0.00
Sohinderpal Teja	Chief Financial Officer	06.09	-
<b>Loan Taken</b>			
Yatin Gupte	Director & Promoter	1.93	2.77
<b>Loan Repaid</b>			
Yatin Gupte	Director & Promoter	1.93	2.77
<b>Loan Given</b>			
Wardwizard Solutions India Pvt Ltd	Promoter	450.00	.00
<b>Income Received</b>			
Wardwizard Solutions India Pvt Ltd	Promoter	13.90	.00
<b>Services Received</b>			
Wardwizard Foods and Beverages Ltd	Company in which director having Interest	.89	.00
Wardwizard Solutions India Pvt Ltd	Promoter	4.40	.00
		<b>487.18</b>	<b>13.65</b>

**c) The related party balances and transactions for the year ended March 31, 2023 are summarized as follows:**

(₹ in Lakhs)

Particulars	Relationship	As at March 31st, 2023	As at March 31st, 2022
Deepakkumar Mineshkumar Doshi	Chief Financial Officer	0.00	0.52
Manisha Sharma	Company Secretary	0.00	0.20
Sakina Lokhandwala	Company Secretary	0.26	-
Sohinderpal Teja	Chief Financial Officer	0.93	-
Wardwizard Solutions India Pvt Ltd (Loan)	Promoter	426.75	-
Wardwizard Solutions India Pvt Ltd Debtor	Promoter	01.49	-
		<b>429.43</b>	

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**Notes forming part of the Financial Statements for the year ended 31st March, 2023**

Note: 32 Analytical Ratios as per Ministry of Corporate Affairs (“MCA”) notification dated 24th March 2021

Ratio	Numerator	Denominator	As at March 31st, 2023	As at March 31st, 2022	% Variance	Reason for Variance (If Above 25%)
Capital to Risk-Weighted assets ratio (CRAR)	Adjusted Networth	Risk Weighted Assets	149.57	119.30	30.26	Due to better management of capital v/s risk assets
Tier I CRAR	NA	NA	NA	NA	NA	NA
Tier II CRAR	NA	NA	NA	NA	NA	NA
Liquidity Coverage Ratio	NA	NA	NA	NA	NA	NA

NOTE-33. DISCLOSURE OF DETAILS AS REQUIRED BY RBI/2022-23/26 DOR.ACC.REC.NO.20/21.04.018/2022-23 - DISCLOSURES IN FINANCIAL STATEMENTS- NOTES TO ACCOUNTS OF NBFCs DATED APRIL 19, 2022

**A) Exposure**

1) Exposure to real estate sector			(₹ in Lakhs)	
Particulars	As at March 31st, 2023	As at March 31st, 2022		
i) Direct exposure				
a) Residential Mortgages –	0.00	0.00		
Lending fully secured by mortgages on residential property that is or will be occupied by the borrower or that is rented. Exposure would also include non-fund based (NFB) limits.				
b) Commercial Real Estate	0.00	0.00		
Lending secured by mortgages on commercial real estate (office buildings, retail space, multipurpose commercial premises, multifamily residential buildings, multi tenanted commercial premises, industrial or warehouse space, hotels, land acquisition, development and construction, etc.). Exposure would also include non-fund based (NFB) limits				
c) Investments in Mortgage - Backed Securities (MBS) and other securitized exposures –				
i. Residential	0.00	0.00		
ii. Commercial Real Estate	0.00	0.00		
ii) Indirect Exposure				
Fund based and non-fund-based exposures on National Housing Bank and Housing Finance Companies.	0.00	0.00		
<b>Total Exposure to Real Estate Sector</b>	<b>0.00</b>	<b>0.00</b>		

2) Exposure to capital market			(₹ in Lakhs)	
Particulars	As at March 31st, 2023	As at March 31st, 2022		
i) Direct investment in equity shares, convertible bonds, convertible debentures and units of equity oriented mutual funds the corpus of which is not exclusively invested in corporate debt	0.00	0.00		
ii) Advances against shares / bonds / debentures or other securities or on clean basis to individuals for investment in shares (including IPOs / ESOPs), convertible bonds, convertible debentures, and units of equity oriented mutual funds	0.00	0.00		
iii) Advances for any other purposes where shares or convertible bonds or convertible debentures or units of equity oriented mutual funds are taken as primary security	0.00	0.00		
iv) Advances for any other purposes to the extent secured by the collateral security of shares or convertible bonds or convertible debentures or units of equity oriented mutual funds i.e. where the primary security other than shares / convertible bonds / convertible debentures / units of equity	0.00	0.00		
v) Secured and unsecured advances to stockbrokers and guarantees issued on behalf of stockbrokers and market makers	0.00	0.00		
vi) Loans sanctioned to corporates against the security of shares / bonds / debentures or other securities or on clean basis for meeting promoter's contribution to the equity of new companies in anticipation of raising resources	0.00	0.00		
vii) Bridge loans to companies against expected equity flows / issues	0.00	0.00		
viii) Underwriting commitments taken up by the NBFCs in respect of primary issue of shares or convertible bonds or convertible debentures or units of equity oriented mutual funds	0.00	0.00		
ix) Financing to stockbrokers for margin trading				
x) All exposures to Alternative Investment Funds: (i) Category I				
(ii) Category II				
(iii) Category III				
<b>Total exposure to capital market</b>	<b>0.00</b>	<b>0.00</b>		

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**3) Sectoral exposure**

(₹ in Lakhs)

Particulars		As at March 31st, 2023			As at March 31st, 2022		
No.	Sectors	Total Exposure (includes on balance sheet and off-balance sheet exposure)	Gross NPAs	Percentage of Gross NPAs to total exposure in that sector	Total Exposure (includes on balance)	Gross NPAs	Percentage of Gross NPAs to total exposure in that sector
1)	Agriculture and Allied Activities	0.00	0.00	0.00	0.00	0.00	0.00
2)	Industry						
i)	MSME	426.75	0.00	0.00	367.34	0.00	0.00
ii)	Trading	0.00	0.00	0.00	0.00	0.00	0.00
	others-Manufacturing	436.91	0.00	0.00	242.59	0.00	0.00
	<b>Total of Industry (i + ii +..)</b>	<b>863.67</b>	<b>0.00</b>	<b>0.00</b>	<b>609.93</b>	<b>0.00</b>	<b>0.00</b>
3)	Services						
i)	Shipping	57.67	0.00	0.00	53.16	0.00	0.00
ii)	NBFC	526.14	0.00	0.00	538.33	0.00	0.00
iii)	others	0.00	0.00	0.00	0.00	0.00	0.00
	<b>Total of Service (i + ii +..)</b>	<b>583.81</b>	<b>0.00</b>	<b>0.00</b>	<b>591.49</b>	<b>0.00</b>	<b>0.00</b>
4)	Personal Loans						
i)	Individual	411.66	0.00	0.00	197.89	0.00	0.00
ii)	others	0.00	0.00	0.00			
	<b>Total of personal Loan (i + ii +..)</b>	<b>411.66</b>	<b>0.00</b>	<b>0.00</b>	<b>197.89</b>	<b>0.00</b>	<b>0.00</b>
5)	Others, if any (please specify)	402.53	0.00	0.00	21.90	0.00	0.00

Note :

- i. The disclosures as above IS based on the sector-wise and industry-wise bank credit (SIBC) return submitted by scheduled commercial banks to the Reserve Bank and published by Reserve Bank as 'Sectoral Deployment of Bank Credit'.

4) Intra-group exposures		(₹ in Lakhs)	
NBFCs shall make the following disclosures for the current year with comparatives for the previous year		As at March 31st, 2023	As at March 31st, 2022
i)	Total amount of intra-group exposures	426.75	0.00
ii)	Total amount of top 20 intra-group exposures	426.75	0.00
iii)	Percentage of intra-group exposures to total exposure of the NBFC on borrowers/customers	18.87%	0.00

5) Unhedged foreign currency exposure		As at March 31st, 2023	As at March 31st, 2022
NBFCs shall disclose details of its unhedged foreign currency exposures. Further, it shall also disclose their policies to manage currency induced risk.		NA	NA

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B) Related Party Disclosure													(₹ in Lakhs)	
Related Party	Parent (as per ownership or control)		Subsidiaries		Associates/ Joint ventures		Key Management Personnel		Relatives of Key Management Personnel		Others*		Total	
	As at March 31st, 2023	As at March 31st, 2022	As at March 31st, 2023	As at March 31st, 2022	As at March 31st, 2023	As at March 31st, 2022	As at March 31st, 2023	As at March 31st, 2022	As at March 31st, 2023	As at March 31st, 2022	As at March 31st, 2023	As at March 31st, 2022	As at March 31st, 2023	As at March 31st, 2022
Borrowings	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Deposits	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Placement of deposits	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Loan Taken	0.00	0.00	0.00	0.00	0.00	0.00	1.93	2.77	0.00	0.00	0.00	0.00	1.93	2.77
Loan Repaid	0.00	0.00	0.00	0.00	0.00	0.00	1.93	2.77	0.00	0.00	0.00	0.00	1.93	2.77
Equity Investments Received	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Salary Paid	0.00	0.00	0.00	0.00	0.00	0.00	14.13	8.10	0.00	0.00	0.00	0.00	14.13	8.10
Loans Given	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	450.00	0.00	0.00	0.00	450.00	0.00
Loans Recovered	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Purchase of fixed/other assets	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Sale of fixed/other assets	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Interest paid	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Income Received	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	13.90	0.00			13.90	0.00
Processing Fees & Documentation Charges	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Services Received	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	5.29	0.00	0.00	0.00	5.29	0.00
Director Remuneration	0.00	0.00	0.00	0.00	0.00	0.00	0.00	1.00	0.00	0.00	0.00	0.00	0.00	1.00

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Old Nimta Road, Nandan Nagar, Belghoria, Kolkata, West Bengal- 700083 India

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## C) Disclosure of complaints

Sr. No.	Particulars	As at March 31st, 2023	As at March 31st, 2022
1 Summary information on complaints received by the NBFCs from customers and from the Offices of Ombudsman			
Complaints received by the NBFC from its customers			
1	Number of complaints pending at beginning of the year	NA	NA
2	Number of complaints received during the year	NA	NA
3	Number of complaints disposed during the year	NA	NA
	3.1 Of which, number of complaints rejected by the NBFC	NA	NA
4	Number of complaints pending at beginning of the year	NA	NA
Maintainable complaints received by the NBFC from Office of Ombudsman			
5	Number of maintainable complaints received by the NBFC from Office of Ombudsman		
	5.1 Of 5, number of complaints resolved in favour of the NBFC by Office of Ombudsman	NA	NA
		NA	NA
	5.2 Of 5, number of complaints resolved through conciliation/mediation/advisories issued by Office of Ombudsman	NA	NA
		NA	NA
	5.3 Of 5, number of complaints resolved after passing of Awards by Office of Ombudsman against the NBFC	NA	NA
		NA	NA
6	Number of Awards unimplemented within the stipulated time (other than those appealed)	NA	NA
		NA	NA
Note: Maintainable complaints refer to complaints on the grounds specifically mentioned in Integrated Ombudsman Scheme, 2021 (Previously The Ombudsman Scheme for Non-Banking Financial Companies, 2018) and covered within the ambi of the Scheme.			
It shall only be applicable to NBFCs which are included under The Reserve Bank - Integrated Ombudsman Scheme, 2021			

## MANGALAM INDUSTRIAL FINANCE LIMITED.

Old Nimta Road, Nandan Nagar, Belghoria, Kolkata, West Bengal- 700083 India

CIN: L65993WB1983PLC035815

2 Top five grounds of complaints received by the NBFCs from customers					
Grounds of complaints, (i.e. complaints relating to )	Number of complaints pending at the beginning of the year	Number of complaints received during the year	% increase/decrease in the number of complaints received over the previous year	Number of complaints pending at the end of the year	Of 5, number of complaints pending beyond 30days
1	2	3	4	5	6
<b>As at March 31st, 2023</b>					
Ground - 1	NA				
Ground - 2					
Ground - 3					
Ground - 4					
Ground - 5					
Other					
Total					
<b>As at March 31st, 2022</b>					
Ground - 1	NA				
Ground - 2					
Ground - 3					
Ground - 4					
Ground - 5					
Other					
Total					

**Note: 34:** Provision for Gratuity is not made since Payment of Gratuity Act, 1972 is not applicable on the company since the number of employees in our company is below ten.

**Note: 35 :** The company has not recognised any Deferred Tax Assets on Fair Value Changes of Investments as there is no reasonable certainty that there will be sufficient taxable income / gain that would arise in future that could be set off against the unabsorbed capital loss.

**Note: 36 :** Previous year figures have been regrouped or rearranged wherever necessary.

**As per our Report of even date.**  
**FOR Mahesh Udhvani & Associates**  
**Chartered Accountants**  
**Firm Reg. No : 129738W**

For and on Behalf of the Board of Directors  
**Mangalam Industrial Finance Limited**

**Sd/-**  
**CA. Mahesh Udhvani**  
 (Partner)  
**M. No. : 047328**  
**UDIN: 23047328BGUSWR8920**  
**Dated: 25/05/2023**  
**Place: Vadodara**

**Sd/-**  
**Venkata Ramana Revuru**  
**Managing Director**  
**(DIN : 02809108)**

**Sd/-**  
**Bhargav Govindprasad Pandya**  
**Non-Executive Independent Director**  
**(DIN :08693675)**

**Sd/-**  
**Sohinderpal Singh Teja**  
**Chief Financial Officer**  
**ACDPT7414N**

**Sd/-**  
**Sakina Lokhandwala**  
**Company Secretary**  
**AMAPL6733H**