



MUFIN GREEN FINANCE



# ANNUAL REPORT 2021-2022



## **CORPORATE INFORMATION**

### **BOARD OF DIRECTORS**

Shri Manoj Kumar Bhatt  
Chairman & Independent Director

Shri Kapil Garg  
Managing Director

Smt. Neha Agarwal  
Non-Executive Director

Shri Hemant Bhageria  
Independent Director

Shri Abhinav Tambi  
Independent Director

Shri Nitin Goel  
Independent Director

### **COMPANY SECRETARY AND COMPLIANCE OFFICER**

Mr. Mayank Pratap Singh

### **REGISTERED OFFICE**

SP-147, RIICO Industrial Area, Bhiwadi,  
Dist. Alwar (Rajasthan)-301019  
Tel: 01493-265400  
Fax: 01493-265413  
Email: [apmfinvestltd@gmail.com](mailto:apmfinvestltd@gmail.com)

### **CORPORATE OFFICE**

201, Best Sky Tower, Netaji Subhash  
Place, Delhi-110034  
Tel: 011-42610483  
Email: [apmfinvestltd@gmail.com](mailto:apmfinvestltd@gmail.com)

### **STATUTORY AUDITORS**

Chaturvedi & Partners  
Chartered Accountants,  
501, Devika Tower,  
6, Nehru Place, New Delhi-110019

### **INTERNAL AUDITORS**

J Mandal & Co.  
Chartered Accountants,  
27, First Floor, Babar Lane  
Bengali Market, New Delhi-110001

### **BANKERS**

HDFC Bank  
State Bank of India

### **REGISTRAR AND SHARE TRANSFER AGENT**

Skyline Financial Services Pvt Ltd  
D-153A, 1<sup>st</sup> Floor, Okhla Industrial Area,  
Phase-I, New Delhi-110020  
Tel: 011-40450193-97  
Email: [admin@skylinerta.com](mailto:admin@skylinerta.com)

### **CORPORATE IDENTITY NUMBER**

L65990RJ2016PLC054921

### **WEBSITE**

[www.apmfinvest.com](http://www.apmfinvest.com)

### **STOCK EXCHANGE**

BSE Limited

## NOTICE

**NOTICE** is hereby given that the 6th Annual General Meeting (AGM) of the Members of Mufin Green Finance Limited (Formerly Known as APM Finvest Limited) will be held on Wednesday, the 28th day of September, 2022 at 02:30 P.M., through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") to transact the following business:

### ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2022, together with the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Smt. Neha Agarwal (DIN: 03539327), who retires by rotation and being eligible, offers herself for re-appointment.
3. To Declaration of Final Dividend on Equity Shares for the Financial Year ended March 31, 2022.

### SPECIAL BUSINESS

4. **To consider and approve material related party transactions with Hindon Mercantile Limited.**

To consider and if thought fit to pass with or without modification(s) as may deem fit, the following Resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Regulation 23 and all other applicable provisions, if any of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter called "the Listing Regulations"), and all applicable provisions of the Companies Act, 2013 (hereinafter called "the Act") and the Company's policy on materiality of Related Party Transaction(s), and Rules made there under, (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to such other approvals, consents, permissions and sanctions of any authorities as may be necessary and pursuant to the consent of the Audit Committee and Board of Directors of the Company, the consent and approval of the Members be and is hereby accorded to the Board of Directors ("the Board" which term shall be deemed to include a Committee constituted by the Board or any person(s) authorised by the Board in this regard) to enter into arrangements/transactions/contracts with Hindon Mercantile Limited, a Related Party as defined in the Listing Regulations, relating to transactions as detailed in the explanatory statement, on such terms and conditions as the Board in its absolute discretion may deem fit, the aggregate amount/value of all such arrangements/transactions/contracts that may be entered into by the Company with Hindon Mercantile Limited and remaining outstanding at any one point in time shall not exceed Rs. 100 Crores (Rupees One Hundred Crores) during the financial year 2021-22.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolution, Shri Kapil Garg, Managing Director or Mr. Mayank Pratap Singh, Company Secretary of the Company be and is hereby severally authorised to do all such acts, deeds, matters and things as may be necessary, expedient or desirable including any negotiation/ renegotiation/ modification/ ratification/ amendments to or termination thereof, of the subsisting arrangements/ transactions/ contracts or any future arrangements/ transactions/ contracts and to make or receive/ pay monies or to perform all other obligations in terms of such arrangements/ transaction/contracts, filing of necessary forms/ documents with the appropriate authorities and to execute all such deeds, documents, agreements, letters, instruments and writings as it may in its sole and absolute discretion deem necessary or expedient and to settle any question, difficulty or doubt that may arise in regard thereto."

5. **To consider and approve material related party transactions with Hindon Mercantile Limited.**

To consider and if thought fit to pass with or without modification(s) as may deem fit, the following Resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Regulation 23 and all other applicable provisions, if any of the Securities and Exchange Board of India (Listing Obligations and Disclosure

Requirements) Regulations, 2015 (hereinafter called "the Listing Regulations"), and all applicable provisions of the Companies Act, 2013 (hereinafter called "the Act") and the Company's policy on materiality of Related Party Transaction(s), and Rules made there under, (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to such other approvals, consents, permissions and sanctions of any authorities as may be necessary and pursuant to the consent of the Audit Committee and Board of Directors of the Company, the consent and approval of the Members be and is hereby accorded to the Board of Directors ("the Board" which term shall be deemed to include a Committee constituted by the Board or any person(s) authorised by the Board in this regard) to enter into arrangements/transactions/contracts with Hindon Mercantile Limited, a Related Party as defined in the Listing Regulations, relating to transactions as detailed in the explanatory statement, on such terms and conditions as the Board in its absolute discretion may deem fit, the aggregate amount/value of all such arrangements/transactions/contracts that may be entered into by the Company with Hindon Mercantile Limited and remaining outstanding at any one point in time shall not exceed Rs. 100 Crores (Rupees One Hundred Crores) during the financial year 2022-23.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolution, Shri Kapil Garg, Managing Director or Mr. Mayank Pratap Singh, Company Secretary of the Company be and is hereby severally authorised to do all such acts, deeds, matters and things as may be necessary, expedient or desirable including any negotiation/ renegotiation/ modification/ ratification/ amendments to or termination thereof, of the subsisting arrangements/ transactions/ contracts or any future arrangements/ transactions/ contracts and to make or receive/ pay monies or to perform all other obligations in terms of such arrangements/ transaction/contracts, filing of necessary forms/ documents with the appropriate authorities and to execute all such deeds, documents, agreements, letters, instruments and writings as it may in its sole and absolute discretion deem necessary or expedient and to settle any question, difficulty or doubt that may arise in regard thereto."

**6. To consider and approve material related party transaction with Fintelligence Data Science Private Limited.**

To consider and if thought fit to pass with or without modification(s) as may deem fit, the following Resolution as an **Ordinary Resolution**:

**RESOLVED THAT** pursuant to the provisions of Regulation 23 and all other applicable provisions, if any of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter called "the Listing Regulations"), and all applicable provisions of the Companies Act, 2013 (hereinafter called "the Act") and the Company's policy on materiality of Related Party Transaction(s), and Rules made there under, (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to such other approvals, consents, permissions and sanctions of any authorities as may be necessary and pursuant to the consent of the Audit Committee and Board of Directors of the Company, the consent and approval of the Members be and is hereby accorded to the Board of Directors ("the Board" which term shall be deemed to include a Committee constituted by the Board or any person(s) authorised by the Board in this regard) to enter into arrangements/transactions/contracts with Fintelligence Data Science Private Limited, a Related Party as defined in the Listing Regulations, relating to transactions as detailed in the explanatory statement, on such terms and conditions as the Board in its absolute discretion may deem fit, the aggregate amount/value of all such arrangements/transactions/contracts that may be entered into by the Company with Fintelligence Data Science Private Limited and remaining outstanding at any one point in time shall not exceed Rs. 1 Crore (Rupees One Crore) during the financial year 2022-23.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolution, Shri Kapil Garg, Managing Director or Mr. Mayank Pratap Singh, Company Secretary of the Company be and is hereby severally authorised to do all such acts, deeds, matters and things as may be necessary, expedient or desirable including any negotiation/ renegotiation/ modification/ ratification/ amendments to or termination thereof, of the subsisting arrangements/ transactions/ contracts or any future arrangements/ transactions/ contracts and to make or receive/ pay monies or to perform all other obligations in terms of such arrangements/ transaction/contracts, filing of necessary forms/ documents with the appropriate authorities and to execute all such deeds, documents, agreements, letters, instruments and writings as it may in its sole and absolute discretion deem necessary or expedient and to settle any question, difficulty or doubt that may arise in regard thereto."

**7. To consider and approve material related party transaction with Bimapay Finsure Private Limited.**

To consider and if thought fit to pass with or without modification(s) as may deem fit, the following Resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Regulation 23 and all other applicable provisions, if any of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter called “the Listing Regulations”), and all applicable provisions of the Companies Act, 2013 (hereinafter called “the Act”) and the Company’s policy on materiality of Related Party Transaction(s), and Rules made there under, (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to such other approvals, consents, permissions and sanctions of any authorities as may be necessary and pursuant to the consent of the Audit Committee and Board of Directors of the Company, the consent and approval of the Members be and is hereby accorded to the Board of Directors (“the Board” which term shall be deemed to include a Committee constituted by the Board or any person(s) authorised by the Board in this regard) to enter into arrangements/transactions/contracts with Bimapay Finsure Private Limited, a Related Party as defined in the Listing Regulations, relating to transactions as detailed in the explanatory statement, on such terms and conditions as the Board in its absolute discretion may deem fit, the aggregate amount/value of all such arrangements/transactions/contracts that may be entered into by the Company with Bimapay Finsure Private Limited and remaining outstanding at any one point in time shall not exceed Rs. 1 Crore (Rupees One Crore) during the financial year 2022-23.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolution, Shri Kapil Garg, Managing Director or Mr. Mayank Pratap Singh, Company Secretary of the Company be and is hereby severally authorised to do all such acts, deeds, matters and things as may be necessary, expedient or desirable including any negotiation/ renegotiation/ modification/ ratification/ amendments to or termination thereof, of the subsisting arrangements/ transactions/ contracts or any future arrangements/ transactions/ contracts and to make or receive/ pay monies or to perform all other obligations in terms of such arrangements/ transaction/contracts, filing of necessary forms/ documents with the appropriate authorities and to execute all such deeds, documents, agreements, letters, instruments and writings as it may in its sole and absolute discretion deem necessary or expedient and to settle any question, difficulty or doubt that may arise in regard thereto.”

**8. To increase borrowing powers of the board and authorization limit to secure the borrowings under Section 180(1)(c) and 180(1)(a) of the Companies, Act, 2013.**

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

**“RESOLVED THAT** in supersession of all the earlier resolutions passed in this regard and subject to the provisions of Section 180 (1) (c) and other applicable provisions, if any, of the Companies Act, 2013 and relevant rules made thereto including any statutory modifications or re-enactments thereof, the consent of the shareholders of the Company be and is hereby accorded to the Board of Directors to borrow money, as and when required, from, including without limitation, any Bank and/or other Financial Institution and/or foreign lender and/or any body corporate/ entity/entities and/or authority/authorities, either in rupees or in such other foreign currencies as may be permitted by law from time to time, as may be deemed appropriate by the Board for an aggregate amount not exceeding a sum of Rs. 1,000 crores (Rupees One Thousand Crores only), notwithstanding that money so borrowed together with the monies already borrowed by the Company, if any (apart from temporary loans obtained from the Company’s bankers in the ordinary course of business) may exceed the aggregate of the paid-up share capital of the Company and its free reserves.

**RESOLVED FURTHER THAT** in supersession of all the earlier resolutions passed in this regard and subject to Section 180(1)(a) and other applicable provisions if any, of the Companies Act, 2013 and relevant rules made thereto including any statutory modifications or re-enactments thereof, consent of the shareholders of the company be and is hereby accorded, to the Board of

Directors of the Company to pledge, mortgage, hypothecate and/or charge all or any part of the moveable or immovable properties of the Company and the whole or part of the undertaking of the Company of every nature and kind whatsoever and/or creating a floating charge in all or any movable or immovable properties of the Company and the whole of the undertaking of the Company to or in favour of banks, financial institutions, investors and any other lenders to secure the amount borrowed by the Company or any third party from time to time for the due payment of the principal and/or together with interest, charges, costs, expenses and all other monies payable by the Company or any third party in respect of such borrowings provided that the aggregate indebtedness secured by the assets of the Company does not exceed a sum of Rs. 1,000 crores (Rupees One Thousand Crores only).

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to sign and to execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution.”

**Registered Office:**

SP-147, RIICO Industrial Area,  
Bhiwadi, Dist. Alwar (Rajasthan) - 301019  
Tel: 011-42610483  
e-mail: apmfinvestltd@gmail.com  
website: www.apmfinvest.com

**By Order of the Board**

**Mayank Pratap Singh**  
**Company Secretary**  
**(M. No.: 46666)**

**Place: New Delhi**

**Dated: 01.09.2022**

**NOTES:-**

- In view of the ongoing Covid-19 pandemic, the Ministry of Corporate Affairs ('MCA') has vide its General Circular Nos. 14/2020, 17/2020, 20/2020, 02/2021, 21/2021 and 02/2022 dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 14, 2021 and May 05, 2022 respectively (collectively referred to as 'MCA Circulars') and Securities and Exchange Board of India ('SEBI') vide its Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79, SEBI/HO/CFD/CMD2/CIR/P/2021/11 and SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 12, 2020, January 15, 2021 and May 05, 2022 respectively (collectively referred to as 'SEBI Circulars'), permitted the holding of the AGM through VC/OAVM, without physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013, the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, the MCA Circulars and the SEBI Circulars, the 50th AGM of the Company is being held through VC/OAVM. The Registered Office of the Company shall be the deemed to be the venue for the AGM.
- Further, pursuant to the provisions of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) and the MCA and SEBI Circulars, the Company is holding its Annual General Meeting (AGM) through Video Conferencing ('VC')/Other Audio-Visual Means ('OAVM'), without the physical presence of the Members at a common venue. For the said purpose the Company has engaged the services of Skyline Financial Services Private Limited (Skyline) for conducting AGM through VC/OAVM. Further, NSDL has been engaged for facilitating e-voting to enable the members to cast their votes electronically using remote e-voting system as well as e-voting during the AGM. The procedure for participating in the meeting through VC/OAVM is explained in the notes below.
- An Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013, relating to the special business to be transacted at the 6th Annual General Meeting ('AGM') is annexed hereto. Information and facts as specified in the Regulations 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 (SS-2) on "General

Meetings" issued by the Institute of Company Secretaries of India, in respect of Director seeking re-appointment at this AGM are also annexed to this Notice.

4. The relevant documents referred to in the accompanying Notice and the Statement pursuant to Section 102 of the Act, shall be available for inspection by the members at the Registered Office and the copies thereof at the Corporate Office of the Company during normal business hours (between 11.00 A.M. to 1.00 P.M.) on all working days, from the date of circulation of this Notice upto the date of the AGM. The relevant documents will also be made available on the website of the Company during the abovementioned period. Members seeking to inspect such documents can also send an email to [apmfinvestltd@gmail.com](mailto:apmfinvestltd@gmail.com).

The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 ("Act"), the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, will be available electronically for inspection by the members during the AGM. Further, members seeking any information with regard to the accounts or any other matter to be placed at the AGM, are requested to write to the Company latest by September 22, 2022 through email on [apmfinvestltd@gmail.com](mailto:apmfinvestltd@gmail.com). Such questions shall be taken up during the meeting or replied by the Company suitably.

5. Pursuant to the Section 105 of the Companies Act, 2013, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote at the meeting on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA and SEBI circulars through VC/OAVM, the requirement of physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for this AGM and hence the Proxy Form is not annexed hereto. Since, the AGM will be held through VC, the route map, and attendance slip are also not annexed to this Notice.
6. Pursuant to the abovementioned Circulars the Company will send the Annual Report for the financial year 2021- 22 and AGM notice in electronic form only. The Notice of AGM and Annual Report for the financial year 2021- 22 are also placed on the website of the Company i.e. [www.apmfinvest.com](http://www.apmfinvest.com) and the website of National Securities Depository Limited i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com) and at the relevant sections of the websites of the stock exchanges on which the shares of the Company are listed i.e. BSE Ltd. ([www.bseindia.com](http://www.bseindia.com)).
7. The Notice is being sent only through electronic mode to all the Members/Beneficiaries, whose names appear on the Register of Members/ Record of Depositories as on Friday, September 02, 2022 and who have registered their email addresses with the Company/RTA or Depository/ Depository Participant, in accordance with the provisions of the Companies Act, 2013, read with Rules made thereunder and the MCA Circulars & SEBI Circulars.
8. The Register of Members and Shares Transfer Books of the Company shall remain closed from **Thursday, September 22, 2022 to Wednesday, September 28, 2022** (both days inclusive) for the purposes of the AGM.
9. The remote e-voting period begins on **Sunday, September 25, 2022 at 09.00 A.M. (IST) and ends on Tuesday, September 27, 2022 at 5.00 P.M.(IST)**. During this period, members of the Company holding equity shares either in physical form or in dematerialised form, as on the cut-off date i.e., **Wednesday, September 22, 2022**, may cast their vote electronically. The remote e-voting will not be allowed beyond the aforesaid date and time as the same shall be disabled by NSDL for voting thereafter.

The facility for electronic voting system, shall also be made available at the AGM. The Members attending the AGM, who have not cast their votes through remote e-voting and are otherwise not barred from doing so, shall be able to exercise their voting rights at the AGM. The Members who have already cast their votes through remote e-voting may attend the meeting but shall not be entitled to cast their votes again at the AGM.

Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently. There will be one e-vote for every Folio/ Client ID irrespective of the number of joint holders. Voting Rights shall be reckoned on the paid-up value of shares registered in the name of the Member(s) as on cutoff date and any person who is not a member as on that date should treat this Notice for information purposes only.

10. Members may join the AGM through VC/OAVM Facility by following the procedure as mentioned below which shall be kept open for the Members from 02.00 p.m. (IST) i.e. 30 minutes before the time scheduled to start the AGM and the Company may close the window for joining the VC/OAVM facility, 15 minutes after the scheduled time to start the AGM. The facility of participation at the General Meeting through VC/OAVM will be made available for at least 1000 members on first come first served basis. However, the said restriction on account of first come first served principle shall not be applicable on large shareholders (shareholders holding 2% or more shareholding), promoters, institutional investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship and Customer Experience Committee, Auditors, etc.
11. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
12. Members who would like to express their views or ask questions during the AGM may register themselves as speaker by sending their request from their registered email address mentioning their name, DP ID and client ID/ Folio no, No. of shares, PAN, mobile number at apmfinvestltd@gmail.com on or before September 22, 2022. Only those Members who have registered themselves as a speaker will be allowed to express their views, ask questions during the AGM. The Company reserves the right to restrict the number of speakers as well as the speaking time depending upon the availability of time at the AGM.
13. The Board of Directors have appointed Mr. Abhay Kumar (Certificate of Practice no. 22630) Company Secretary, as the Scrutiniser to scrutinize the remote e-voting process and voting through electronic voting system at the AGM in a fair and transparent manner. The Scrutiniser have communicated their willingness to be appointed for the said purpose.
14. The Scrutiniser will, after the conclusion of e-voting at the Meeting, scrutinise the votes cast at the Meeting and votes cast through remote e-voting, make a consolidated Scrutiniser's Report and submit the same to the Chairman or a person authorised by him, who shall countersign the same and declare results (consolidated) within two working days from the conclusion of the meeting and the same, along with the consolidated Scrutiniser's Report, will be placed on the website of the Company (www.apmfinvest.com) and the website of NSDL (www.nsdl.com) immediately after the declaration of result by the Chairman and in his absence, any Director/Officer of the Company authorised by the Chairman and the same will also be communicated to BSE Limited. It shall also be displayed on the Notice Board at the Registered Office and the Corporate office of the Company.
15. Members wishing to claim unclaimed dividends are requested to correspond with the Registrar and Share Transfer Agent (RTA) of the Company i.e. Skyline Financial Services Private Limited. or the Company Secretary of the Company.
16. The Final Dividend for the Financial Year 2021-22, as recommended by the Board of Directors, if approved at the AGM, would be paid Within 30 Days, subject to deduction of tax at source, to the Shareholders or their mandates:
  - (a) whose names appear as Beneficial Owners as at the end of the business hours on **Thursday, September 22, 2022**, in the list of Beneficial Owners to be furnished by National Securities Depository.
  - (b) whose names appear as Shareholders in the Register of Members of the Company after giving effect to valid share transfers in physical form lodged with the Company / Skyline on or before **Thursday, September 22, 2022**.
17. Compulsory Transfer of Equity Shares to Investor Education and Protection Fund ("IEPF") Account:

Pursuant to the provisions of Sections 124 and 125 of the Companies Act, 2013 and the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (as amended), all Equity Shares on which dividend has not been paid or claimed for 7 (Seven) consecutive years or more shall be transferred to the Investor Education and Protection Fund (IEPF) authority after complying with the procedure laid down under the said Rules.



Pursuant to the provisions of Sections 124 and 125 of the Act, there is no amount of Dividend remaining unclaimed / unpaid for a period of 7 (Seven) years and/or unclaimed Equity Shares which are required to be transferred to the Investor Education and Protection Fund (IEPF).

**18.** Shareholders may note that the Income Tax Act, 1961, as amended by the Finance Act, 2020, mandates that dividends paid or distributed by a Company after April 1, 2020 shall be taxable in the hands of the Shareholders. The Company shall, therefore, be required to deduct Tax at Source (TDS) at the time of making payment of Final Dividend, if declared by the Shareholders. In order to enable the Company to determine the appropriate TDS rate as applicable, Members are requested to submit the documents in accordance with the provisions of the Income Tax Act, 1961.

- a) For Resident Shareholders, TDS shall be deducted under Section 194 of the Income Tax Act, 1961, at rate in force on the amount of Dividend declared and paid by the Company during Financial Year 2022-23, provided Permanent Account Number (PAN) is registered by the Shareholder. If PAN is not registered or if they are specified person (non-filers) as per Section 206AB of the Income Tax Act, 1961, TDS would be deducted at rate in force (at present 20%) as per provisions of the Income Tax Act, 1961 and/or the Rules framed thereunder.

However, no tax shall be deducted on the Dividend payable to a resident individual if the total dividend to be received by such resident individual during the Financial Year 2022-23 does not exceed Rs.5,000/-. Please note that this includes future dividends, if any, which may be declared by the Company during the Financial Year 2022-23.

Separately, in cases where a Shareholder provides Form 15G (applicable to any resident person other than a company or a firm) / Form 15H (applicable to a resident individual above the age of 60 years), provided that the eligibility conditions are being met, no TDS shall be deducted.

- b) For Mutual Fund Shareholders, TDS is exempt under Section 10(23D), provided Mutual Funds provide SEBI Registration / Central Board of Direct Taxes (CBDT) notification and declaration that their income is exempt under Section 10 (23D) of the Income Tax Act, 1961.
- c) For Foreign Institutional Investors (FII) / Foreign Portfolio Investors (FPI), tax will be deducted under Section 196D of the Income Tax Act, 1961, at applicable rate, including surcharge and cess.
- d) For Other Non-resident Shareholders, taxes are required to be withheld in accordance with, the provisions of Section 195 of the Income Tax Act, 1961 at the rates in force. However, as per Section 90 of the Income Tax Act, 1961, the Non- Resident Shareholder has the option to be governed by the provisions of the Double Tax Avoidance Agreement (DTAA) between India and the country of tax residence of the Shareholder, if they are more beneficial to them. For this purpose, i.e., to avail the Tax Treaty benefits, the Non-Resident Shareholder will have to provide the following:
- Self-attested copy of Tax Residency Certificate (TRC) obtained from the tax authorities of the country of which the shareholder is resident.
  - Self-declaration in Form 10F if all the details required in this form are not mentioned in the TRC.
  - Self-attested copy of the Permanent Account Number (PAN Card) allotted by the Indian Income Tax authorities.
  - Self-declaration, certifying the following points:
    - Member is and will continue to remain a tax resident of the country of its residence during the financial year 2022-23;
    - Member is eligible to claim the beneficial DTAA rate for the purposes of tax withholding on dividend declared by the Company;
    - Member has no reason to believe that its claim for the benefits of the DTAA is impaired in any manner;
    - Member is the ultimate beneficial owner of its shareholding in the Company and Dividend receivable from the Company; and
    - Member does not have a taxable presence or a permanent establishment in India during financial year 2022-23.

Please note that the Company is not obligated to apply the beneficial DTAA rates at the time of tax deduction / withholding on dividend amounts. Application of beneficial DTAA rate shall depend upon the completeness and satisfactory review by the Company.

19. With a view to using natural resources responsibly, we request shareholders to update their contact details including e-mail address, mandates, nominations, power of attorney, Bank details covering name of the Bank and branch details, Bank account number, MICR code, IFSC code, etc. with their depository participants and with RTA if shares are held in physical form to enable the Company to send all the communications electronically including Annual Report, Notices, Circulars, etc.
20. The Securities and Exchange Board of India has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN details to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company.
21. Non-Resident Indian Members are requested to inform RTA of the Company any change in their residential status on return to India for permanent settlement, particulars of their Bank account maintained in India with complete name, branch account type, account number and address of Bank with pin code number, if not furnished earlier. Members holding shares in electronic form may contact their respective Depository Participants for availing this facility.
22. SEBI vide its circular dated January 25, 2022, has mandated that the listed companies shall henceforth issue the securities in dematerialised form only, while processing service requests such as issue of duplicate share certificates, transmission, transposition, etc. Accordingly, members who still hold shares in physical form are advised to dematerialise their holdings.
23. Pursuant to SEBI circular dated November 3, 2021 and clarification circular dated December 14, 2021, members holding shares in physical form are advised to update their PAN, KYC details and nomination etc. in prescribed forms. The forms can be downloaded from the website of the Company at [www.apmfinvest.com](http://www.apmfinvest.com). Further, in respect of shares held in electronic/demat form, the members may please contact their respective Depository Participant.
24. SEBI vide its circular dated May 30, 2022 has prescribed Standard Operating Procedures for dispute resolution under the Stock Exchange arbitration mechanism for a dispute between a Listed Company and/or RTA and its Shareholders(s) / investor(s). The said circular is available on the website of the Company at [www.apmfinvest.com](http://www.apmfinvest.com).

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

The remote e-voting period begins on **Sunday, September 25, 2022 at 09:00 A.M. and ends on Tuesday, September 27, 2022 at 5:00 P.M.** The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. **Thursday, September 22, 2022**, 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 September 22, 2022.

**The instructions for Members for remote E-voting are as given below: -**

**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
<p>Individual Shareholders holding securities in demat mode with NSDL.</p>	<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.nsdl.com">https://eservices.nsdl.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.nsdl.com">https://eservices.nsdl.com</a>. Select "<b>Register Online for IDeAS Portal</b>" or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.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.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <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.</li> <li>Shareholders/Members can also download NSDL Mobile App "<b>NSDL Speede</b>" facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <div data-bbox="826 1541 1358 1848" style="border: 1px solid black; padding: 10px; text-align: center;"> <p><b>NSDL Mobile App is available on</b></p> <p>  <b>App Store</b>                 <b>Google Play</b> </p> <div style="display: flex; justify-content: space-around; align-items: center;">   </div> </div>

<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> <li>Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of <b>e-Voting service provider i.e. NSDL</b>. Click on <b>NSDL</b> to cast your vote.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <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 provided links for the respective ESP i.e. <b>NSDL</b> where the e-Voting is in progress.</li> </ol>
<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.**

<b>Login type</b>	<b>Helpdesk details</b>
<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 toll free no.: 1800 1020 990 and 1800 22 44 30</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 022- 23058738 or 022-23058542-43</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?**

- i. 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 phone.
- ii. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders'/ Member' section.
- iii. 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.
- iv. Your User ID details are given below:

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
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***

- v. 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 e-mail ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your e-mail ID. Trace the e-mail sent to you from NSDL from your mailbox. Open the e-mail 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 e-mail ID is not registered, please follow steps mentioned below in process for those shareholders whose e-mail ids are not registered.
- vi. 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.
- vii. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
  - viii. Now, you will have to click on "Login" button.
  - ix. After you click on the "Login" button, Home page of e-Voting will open.

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

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

- i. 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.
- ii. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and for casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC / OAVM" link placed under "Join Meeting".
- iii. Now you are ready for e-Voting as the Voting page opens.
- iv. 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.
- v. Upon confirmation, the message "Vote cast successfully" will be displayed.
- vi. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- vii. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

### **B. Other information:**

- i. Any person, who acquires shares of the Company and becomes member of the Company after dispatch of the notice and holding shares as on the cut-off date, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
- ii. However, if you are already registered with NSDL for remote e-Voting then you can use your existing user ID and password/PIN for casting your vote. If you forgot your password, you can reset your password by using 'Forgot User Details/Password' or 'Physical User Reset Password?' option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or contact NSDL at the toll free no.: 1800 1020 990 and 1800 22 44 30. Individual demat account holders will follow the process mention in Access to NSDL system.

### **General Guidelines for shareholders**

- i. Institutional/Corporate shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send a 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/attend the AGM, to the Scrutinizer by email to [abhaycsjha@gmail.com](mailto:abhaycsjha@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.
- ii. 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.

- iii. 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 toll free no.: 1800-1020-990 and 1800 22 44 30 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or contact Ms. Pallavi Mhatre, Manager or Ms. Soni Singh, Asst. Manager, National Securities Depository Limited, Trade World, 'A' Wing, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai – 400 013, at the email id – [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in), who will also address the grievances connected with the voting by electronic means.

**Process for those shareholders whose e-mail id's are not registered with the depositories and for procuring user id, password & 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 [investor.apmfinvestltd@gmail.com](mailto:apmfinvestltd@gmail.com).
2. . In case shares are held in demat mode, please provide DPIDCLID (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 [investor.relations@sbicard.com](mailto:investor.relations@sbicard.com). If you are an Individual shareholder 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, shareholders/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.

**Process of Registration of Email address and other details:**

Pursuant to relevant circulars the shareholders who have not registered their email address and in consequence the notice could not be serviced may get their email address registered with the Company's Registrar and Share Transfer Agent, Skyline Financial Services Pvt. Ltd. Post successful registration of the email, the shareholder would receive soft copy of the Notice of AGM and the Annual Report for the financial year 2021-22 comprising Financial Statements, Board's Report, Auditor's Reports and other documents required to be attached therewith and the procedure for e-voting along with the User ID and Password to enable e-voting for the AGM from NSDL. In case of any queries relating to the registration of E-mail address, shareholder may write to [info@skylinerta.com](mailto:info@skylinerta.com) & for e-voting related queries you may write to NSDL at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

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

1. Member will be provided with a facility to attend the Annual General Meeting through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC / OAVM link" placed under "Join 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. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further, members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

4. Please note that participants connecting from mobile devices or tablets or through laptop, connecting via mobile hotspot may experience audio/video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

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

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



**ANNEXURE TO THE NOTICE  
DETAILS OF DIRECTOR SEEKING RE-APPOINTMENT**

[In pursuance of Secretarial Standard on General Meetings (SS-2) & Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

Particulars	Item No. 3
<b>Name of the Director</b>	Smt. Neha Agarwal
<b>Director Identification Number (DIN)</b>	03539327
<b>Date of Birth</b>	01/11/1986
<b>Age</b>	36 Years
<b>Nationality</b>	Indian
<b>Date of first Appointment on Board</b>	09th March, 2022
<b>Qualification</b>	Chartered Accountants
<b>Brief resume including experience, expertise in specific functional areas</b>	She is a qualified Chartered Accountant from Institute of Chartered Accountants of India (ICAI). She has 8 years post qualification rich experience in credit appraisal and compliance. Further, she was involved in Bank Audits with different Banks and understand business risks in lending business. She has an experience of more than 2 years in the business of Non-Banking Financing Companies and the similar sector.
<b>Terms &amp; Conditions for appointment/ re-appointment</b>	On-reappointment, she is liable to be retire by rotation
<b>Details of Remuneration / Remuneration last drawn</b>	Nil
<b>Shareholding in Mufin Green Finance Limited (No. &amp; %)</b>	Nil
<b>List of Directorships held in other Companies</b>	- Hindon Mercantile Limited - Fintelligence Data Science Private Limited - Hindon Peer To Peer Finance Private Limited - Hindon Account Aggregation Services Private Limited - Mufinpay Payment Solutions Private Limited
<b>Members / Chairperson of Committees in Mufin Green Finance Limited</b>	- Member in Stakeholders Relationship Committee
<b>Members / Chairperson of Committees in other Public Companies</b>	Nil
<b>Relationship with other /Directors</b>	She is not related to any other Director and KMP of the Company.
<b>Number of Meetings of the Board attended during the year</b>	Nil*

\*She was appointed as Director with Effect from March 09, 2022.

**EXPLANATORY STATEMENT  
(Pursuant to Section 102 of the Companies Act, 2013)**

**Items to Special Business**

**Item No. 4 To consider and approve material related party transaction with Hindon Mercantile Limited:**

Pursuant to Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015 (hereinafter called as the Listing Regulations), all related party transactions shall require prior approval of the Audit Committee and all material transactions with related parties shall require approval of the members of a public listed Company through a resolution and all related parties shall abstain from voting on such resolution. The Board of Directors and Audit Committee had approved the entering into related party transactions with Hindon Mercantile Limited upto an amount of Rs. 100 crores.

Regulation 23 of the Listing Regulations has been amended effective April 1, 2022 to provide that shareholders' approval should be obtained for related party transactions which, in a financial year, exceed the lower of (i) Rs. 1,000 crore; and (ii) 10% of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity.

In accordance with the said regulation, an Related Party Transaction that has been approved by the audit committee prior to April 1, 2022 which continues beyond such date and becomes material as per the revised materiality threshold shall be placed before shareholders in the first General Meeting held after April 1, 2022.

Details of Material Related Party Transactions and other particulars thereof as per SEBI Circular no. SEBI/HO/CFD/ CMD1/CIR/P/2021/662 dated November 22, 2021 including summary of information presented to Audit Committee are mentioned hereunder:

S. No.	Particulars		
1.	Type of transaction, material terms and particulars of the transaction	(i) Purchase of Loans/Exposure (ii) Providing Loans and Advances (short term, long term, secured, unsecured)/Inter Corporate Deposits) (iii) Availing and Rendering of Services	
2.	Name of Related Party	Hindon Mercantile Limited	
3.	Nature of Relationship with the Company including nature of its concern or interest (financial or otherwise)	Holding Company	
4.	Tenure of the transaction (particular tenure shall be specified)	Transactions were entered with the approval of Audit Committee and Board during the financial year 2021-22, Later, its fall under materiality. Therefore, it is required to be approved by shareholders.	
5.	Value of proposed transaction	The Value of transactions with Hindon Mercantile Limited in the financial year 2021-22 was under 100 Crores.	
6.	The percentage of the Company annual turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction	The Value of the Transaction with Hindon Mercantile during financial year 2021-22 was approx. 400% of the annual turnover of last audited financials.	
7.	If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the Company or its subsidiary- The Information pertaining to Loans and Advances provided by the Company	Details of the source of funds in connection with the proposed transaction;	The Company being a listed NBFCs, disclosure of source of funds is Not Applicable.
		Where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments nature of indebtedness; cost of funds; and tenure;	Indebtedness incurred as short term loans. Further, the Company being a listed NBFC, disclosure of cost of funds is Not Applicable.

		Purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	Business Purpose
8.	Justification as to why the RPT is in the interest of the Company	The related party transactions entered by the Company with Hindon Mercantile Limited are in the Ordinary course of business and are on an arm's length basis. It is further ensured that the transactions with Hindon are conducted as if it is with an unrelated party, so that there is no conflict of interest.	

The Audit Committee and Board have approved the aforesaid related party transactions in terms of Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and noted that these transactions shall be in the ordinary course of business and at arm's length basis.

Regulation 23 (7) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 provides that all entities falling under the definition of related parties shall not vote to approve any related party transaction, irrespective of whether the entity is a party to the transaction or not. Therefore, none of the Promoter Group entities holding share(s) will vote on the above Resolution.

The Board of Directors recommends the Ordinary Resolution set out at Item No. 4 of the Notice of AGM for approval of the members.

None of the Directors except Shri Kapil Garg, Managing Director and Neha Agarwal, Director or Key Managerial Personnel of the Company are interested, financial or otherwise, in the proposed resolution.

**Item No. 5 To consider and approve material related party transaction with Hindon Mercantile Limited:**

Pursuant to Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015 (hereinafter called as the Listing Regulations), all related party transactions shall require prior approval of the Audit Committee and all material transactions with related parties shall require approval of the members of a public listed Company through a resolution and all related parties shall abstain from voting on such resolution. The Board of Directors and Audit Committee had approved the entering into related party transactions with Hindon Mercantile Limited upto an amount of Rs. 100 crores.

Regulation 23 of the Listing Regulations has been amended effective April 1, 2022 to provide that shareholders' approval should be obtained for related party transactions which, in a financial year, exceed the lower of (i) Rs. 1,000 crore; and (ii) 10% of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity.

Details of Material Related Party Transactions and other particulars thereof as per SEBI Circular no. SEBI/HO/CFD/ CMD1/CIR/P/2021/662 dated November 22, 2021 including summary of information presented to Audit Committee are mentioned hereunder:

S. No.	Particulars	
1.	Type of transaction, material terms and particulars of the transaction	(i) Purchase of Loans/Exposure (ii) Providing Loans and Advances (short term, long term, secured, unsecured)/Inter Corporate Deposits (iii) Availing and Rendering of Services
2.	Name of Related Party	Hindon Mercantile Limited
3.	Nature of Relationship with the Company including nature of its concern or interest (financial or otherwise)	Holding Company
4.	Tenure of the proposed transaction (particular tenure shall be specified)	The Transactions are recurring in nature. The approval of the shareholders is being sought for the related party transactions entered/to be entered during FY 2022-23 and thereafter till the next Annual General Meeting scheduled to be held during FY 2023-24 or fifteen months from the date

		of this Annual General Meeting, whichever is earlier.	
5.	Value of proposed transaction	The Value of proposed transactions with Hindon in the financial year 2022-23 is expected to be upto 100 Crores.	
6.	The percentage of the Company annual turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction	The value of proposed transactions with Hindon during the FY 2022- 23 is 600% of the annual turnover of the Company for the FY 2021-22.	
7.	If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the Company or its subsidiary- The Information pertaining to Loans and Advances provided by the Company	Details of the source of funds in connection with the proposed transaction;	The Company being a listed NBFCs, disclosure of source of funds is Not Applicable.
		Where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments nature of indebtedness; cost of funds; and tenure;	Indebtedness incurred as short term loans. Further, the Company being a listed NBFC, disclosure of cost of funds is Not Applicable.
		Purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	Business Purpose
8.	Justification as to why the RPT is in the interest of the Company	The related party transactions entered by the Company with Hindon Mercantile Limited are in the Ordinary course of business and are on an arm's length basis. It is further ensured that the transactions with Hindon are conducted as if it is with an unrelated party, so that there is no conflict of interest.	

The Audit Committee and Board have approved the aforesaid related party transactions in terms of Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and noted that these transactions shall be in the ordinary course of business and at arm's length basis.

Regulation 23 (7) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 provides that all entities falling under the definition of related parties shall not vote to approve any related party transaction, irrespective of whether the entity is a party to the transaction or not. Therefore, none of the Promoter Group entities holding share(s) will vote on the above Resolution.

The Board of Directors recommends the Ordinary Resolution set out at Item No. 5 of the Notice of AGM for approval of the members.

None of the Directors except Shri Kapil Garg, Managing Director and Neha Agarwal, Director or Key Managerial Personnel of the Company are interested, financial or otherwise, in the proposed resolution.

**Item No. 6 To consider and approve material related party transaction with Fintelligence Data Science Private Limited.**

Pursuant to Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015 (hereinafter called as the Listing Regulations), all related party transactions shall require prior approval of the Audit Committee and all material transactions with related parties shall require approval of the members of a public listed Company through a resolution and all related parties shall abstain from voting on such resolution. The Board of Directors and Audit Committee had approved the entering into related party transactions with Fintelligence Data Science Private Limited upto an amount of Rs. 1 crore.

Regulation 23 of the Listing Regulations has been amended effective April 1, 2022 to provide that shareholders' approval should be obtained for related party transactions which, in a financial year, exceed the lower of (i) Rs.1,000 crore; and (ii) 10% of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity.

Details of Material Related Party Transactions and other particulars thereof as per SEBI Circular no. SEBI/HO/CFD/ CMD1/CIR/P/2021/662 dated November 22, 2021 including summary of information presented to Audit Committee are mentioned hereunder:

S. No.	Particulars		
1.	Type of transaction, material terms and particulars of the transaction	Availing API Services	
2.	Name of Related Party	Fintelligence Data Science Private Limited	
3.	Nature of Relationship with the Company including nature of its concern or interest (financial or otherwise)	Fellow Subsidiary	
4.	Tenure of the proposed transaction (particular tenure shall be specified)	The Transactions are recurring in nature. The approval of the shareholders is being sought for the related party transactions entered/to be entered during FY 2022-23 and thereafter till the next Annual General Meeting scheduled to be held during FY 2023-24 or fifteen months from the date of this Annual General Meeting, whichever is earlier.	
5.	Value of proposed transaction	The Value of proposed transactions with Fintelligence Data Science Private Limited in the financial year 2022-23 is expected to be upto 1 Crore.	
6.	The percentage of the Company annual turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction	The value of proposed transactions with Fintelligence Data Science Private Limited during the FY 2022- 23 is 10% of the annual turnover of the Company for the FY 2021-22.	
7.	If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the Company or its subsidiary- Not Applicable	Details of the source of funds in connection with the proposed transaction;	NA
		Where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments nature of indebtedness; cost of funds; and tenure;	NA
		Purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	NA
8.	Justification as to why the RPT is in the interest of the Company	The related party transactions entered by the Company with Fintelligence Data Science Private Limited are in the Ordinary course of business and are on an arm's length basis. It is further ensured that the transactions with Fintelligence Data Science Private Limited are conducted as if it is with an unrelated party, so that there is no conflict of interest.	

The Audit Committee and Board have approved the aforesaid related party transactions in terms of Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and noted that these transactions shall be in the ordinary course of business and at arm's length basis.

Regulation 23 (7) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 provides that all entities falling under the definition of related parties shall not vote to approve any related party transaction, irrespective of whether the entity is a party to the transaction or not. Therefore, none of the Promoter Group entities holding share(s) will vote on the above Resolution.

The Board of Directors recommends the Ordinary Resolution set out at Item No. 6 of the Notice of AGM for approval of the members.

None of the Directors except Shri Kapil Garg, Managing Director and Neha Agarwal, Director or Key Managerial Personnel of the Company are interested, financial or otherwise, in the proposed resolution.

**Item No. 7 To consider and approve material related party transaction with Bimapay Finsure Private Limited.**

Pursuant to Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015 (hereinafter called as the Listing Regulations), all related party transactions shall require prior approval of the Audit Committee and all material transactions with related parties shall require approval of the members of a public listed Company through a resolution and all related parties shall abstain from voting on such resolution. The Board of Directors and Audit Committee had approved the entering into related party transactions with Bimapay Finsure Private Limited upto an amount of Rs. 1 crore.

Regulation 23 of the Listing Regulations has been amended effective April 1, 2022 to provide that shareholders' approval should be obtained for related party transactions which, in a financial year, exceed the lower of (i) Rs. 1,000 crore; and (ii) 10% of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity.

Details of Material Related Party Transactions and other particulars thereof as per SEBI Circular no. SEBI/HO/CFD/ CMD1/CIR/P/2021/662 dated November 22, 2021 including summary of information presented to Audit Committee are mentioned hereunder:

S. No.	Particulars		
1.	Type of transaction, material terms and particulars of the transaction	IT Platform Uses of the Bimapay Finsure Private Limited	
2.	Name of Related Party	Bimapay Finsure Private Limited	
3.	Nature of Relationship with the Company including nature of its concern or interest (financial or otherwise)	Fellow Subsidiary	
4.	Tenure of the proposed transaction (particular tenure shall be specified)	The Transactions are recurring in nature. The approval of the shareholders is being sought for the related party transactions entered/to be entered during FY 2022-23 and thereafter till the next Annual General Meeting scheduled to be held during FY 2023-24 or fifteen months from the date of this Annual General Meeting, whichever is earlier.	
5.	Value of proposed transaction	The Value of proposed transactions with Bimapay Finsure Private Limited in the financial year 2022-23 is expected to be upto 1 Crore.	
6.	The percentage of the Company annual turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction	The value of proposed transactions with Bimapay Finsure Private Limited during the FY 2022- 23 is 10% of the annual turnover of the Company for the FY 2021-22.	
7.	If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the Company or its subsidiary- Not Applicable	Details of the source of funds in connection with the proposed transaction;	NA
		Where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments nature of indebtedness; cost of funds; and tenure;	NA
		Purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	NA
8.	Justification as to why the RPT is in the interest of the Company	The related party transactions entered by the Company with Bimapay Finsure Private Limited	

	are in the Ordinary course of business and are on an arm's length basis. It is further ensured that the transactions with Bimapay Finsure Private Limited are conducted as if it is with an unrelated party, so that there is no conflict of interest.
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The aforesaid related party transactions do not fall under the purview of Section 188 of the Companies Act, 2013 being in the ordinary course of business and at arms' length. However, the same are covered under the provisions of Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and accordingly the approval of the shareholders is sought by way of Ordinary Resolution.

The Audit Committee and Board have approved the aforesaid related party transactions in terms of Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and noted that these transactions shall be in the ordinary course of business and at arm's length basis.

Regulation 23 (7) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 provides that all entities falling under the definition of related parties shall not vote to approve any related party transaction, irrespective of whether the entity is a party to the transaction or not. Therefore, none of the Promoter Group entities holding share(s) will vote on the above Resolution.

The Board of Directors recommends the Ordinary Resolution set out at Item No. 6 of the Notice of AGM for approval of the members.

None of the Directors except Shri Kapil Garg, Managing Director and Neha Agarwal, Director or Key Managerial Personnel of the Company are interested, financial or otherwise, in the proposed resolution.

**8. To increase borrowing powers of the board and authorization limit to secure the borrowings under Section 180(1)(c) and 180(1)(a) of the Companies, Act, 2013.**

In order to facilitate securing the borrowing availed / to be availed by the Company or subsidiary(ies) or associates of Company, by way of loans, debentures or any other securities or otherwise, in foreign currency or in Indian rupees, it is proposed to obtain the approval of the shareholders by way of a Special Resolution under Section 180(1)(a) of the Companies Act, 2013, to create charge/ mortgage/ hypothecation /pledge on the Company's assets including tangible and intangible, both present and future, or provide other securities in favour of the Banks, Financial Institutions, any other Lender(s), Agent(s) and Trustee(s), from time to time up to the limits approved or as may be approved by the shareholders from time to time under Section 180(1)(c) of the Companies Act, 2013.

The Board has unanimously approved the above proposal at its meeting held on 18th May, 2022.

The Board of Directors recommends resolution as set out in the notice for approval of the members of the Company by way of a Special Resolution.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives are concerned or interested in the passing of the Resolution.

**Registered Office:**

SP-147, RIICO Industrial Area,  
 Bhiwadi, Dist. Alwar (Rajasthan) - 301019  
 Tel: 011-42610483  
 e-mail: apmfinvestltd@gmail.com  
 website: www.apmfinvest.com

**By Order of the Board**

**Mayank Pratap Singh**  
**Company Secretary**  
**(M. No.: 46666)**

**Place: New Delhi**

**Dated: September 01, 2022**

## BOARD'S REPORT

To  
The Members  
Mufin Green Finance Limited  
(Formerly Known as APM Finvest Limited)

The Board of Directors are pleased to present the 6th (Sixth) Annual Report of the Company, together with the Audited Financial Statements for the Financial Year (FY) ended March 31, 2022.

### 1. FINANCIAL SUMMARY

Particulars	(Rs. in lakhs)	
	2021-22	2020-21
Total Income	1,527.82	2,283.81
Total Expenses	259.92	28.68
Profit Before Tax	1,267.90	2,255.13
Less:- Tax (including deferred tax)	179.71	267.71
Profit for the period	1,088.19	1,987.42
Other Comprehensive Income	0.19	0.01
Total comprehensive profit for the year	1,088.38	1,987.43
Paid up Equity Share Capital (Face Value of Rs. 2/- per Share)	432.23	432.23
Basic and diluted EPS (In Rs.)	5.04	9.20

### 2. STATE OF COMPANY AFFAIRS & OPERATIONS

The Company is registered with Reserve Bank of India as a Non-Deposit taking Non-Banking Financial Company (NBFC) and engaged primarily in the business of Investments and providing loans. The Company is listed on BSE Limited.

For the year ended March 31, 2022 the Company earned Total Revenue of Rs. 1,527.82 lakhs and a Net Profit (after tax expense) of Rs. 1,088.19 lakhs, resulting in an EPS of 5.04.

The Company has a judicious balanced portfolio of Debt and Equity which has given good returns during the year. The Portfolio is constantly reviewed and adjusted as per market trends and expectations.

Your Directors are confident of good working results in the current year and optimistic for future growth, barring any unforeseen circumstances.

### 3. CHANGE IN THE NATURE OF BUSINESS, IF ANY

There is no change in the nature of business of your Company during the year under review.

### 4. COVID-19

The spread of Covid-19 pandemic is having an unprecedented impact on the lives of people and also the economy. The Company has evaluated the possible effects of the pandemic on the Company in the preparation of its financial results including the realizable value of assets and its liquidity position.

The Company has sufficient liquidity to fund its business operations. However, as the situation is constantly evolving, the eventual impact of the pandemic may be different from the estimates made as on the date of approval of these financial statements.

The Company is closely monitoring the COVID situation and its impact and taking necessary steps to protect the interests of its stakeholders.

### 5. TRANSFER TO RESERVES

There has been no transfer to general reserves during the year. As required by Reserve Bank of India, the Company made a transfer of Rs. 217.64 lakhs to statutory reserves constituting 20% of the net profits made during the year under review.



## 6. DIVIDEND

RBI vide its circular dated 24 June 2021 have laid down framework for declaration of dividend by NBFCs. Accordingly, the Board of Directors after taking into account various aspects and in compliance with the said circular, recommend for consideration of the members at the ensuing Annual General Meeting ('AGM'), payment of dividend of Rs. 0.20 per equity shares (10%) of face value of Rs. 2. The total dividend for FY2022 is Rs. 43.22 lakhs.

The dividend recommended is in accordance with the principles and criteria set out in the Company's dividend distribution policy. Total dividend proposed for the year does not exceed the ceilings specified in said circular/RBI Master Directions.

The dividend, if declared, at the ensuing AGM will be taxable in the hands of the members of the Company pursuant to Income Tax Act, 1961. For further details on taxability, please refer Notice of AGM.

## 7. CAPITAL STRUCTURE

### Authorised Share Capital

The Authorised Equity Share Capital of the Company as at March 31, 2022 was Rs. 4,50,00,000/- comprising of 2,25,00,000 equity shares of Rs. 2/- each.

### Paid up Share Capital

The Paid-up share capital as at March 31, 2022 stands at Rs. 4,32,22,720/- comprising of 2,16,11,360 equity shares of Rs. 2/- each fully paid up.

## 8. SUBSIDIARIES/JOINT VENTURES/ASSOCIATE COMPANIES

The Company doesn't have any subsidiary, joint venture or associate Company.

## 9. DIRECTORS AND KEY MANAGERIAL PERSONNEL

### Appointment, Re-appointment and Resignation

Smt. Neha Agarwal will retire at the ensuing Annual General Meeting (AGM) and being eligible, has offered herself for re-appointment. The Board recommends her re-appointment to the members in the ensuing AGM.

During the period under review, there were change in Directors and Key Managerial Personnel of the Company pursuant to the Share Purchase Agreement entered by Shri Sanjay Rajgarhia along with Promoter group members ("Sellers and Outgoing Promoters") with Hindon Mercantile Limited and Mr. Kapil Garg ("Acquirer") on November 27, 2021, Acquirer had acquired the entire stake from the Outgoing Promoters, being representing 67.75% of the paid-up Share Capital ("Change Control"), details of change in Directors and Key Managerial Personnel are as follows:

S. No.	Name	Designation	Date of Change	Appointment/Cessation
1.	Shri Kapil Garg	Managing Director	09.03.2022	Appointment
2.	Smt. Neha Agarwal	Director (Non-Executive)	09.03.2022	Appointment
3.	Shri Manoj Kumar Bhatt	Independent Director	09.03.2022	Appointment
4.	Shri Hemant Bhageria	Independent Director	09.03.2022	Appointment
5.	Shri Nitin Goel	Independent Director	09.03.2022	Appointment
6.	Shri Abhinav Tambi	Independent Director	09.03.2022	Appointment
7.	Shri Adish Kumar Jain	Chief Financial Officer	09.03.2022	Appointment
8.	Shri Mayank Pratap Singh	Company Secretary & Compliance Officer	09.03.2022	Appointment
9.	Shri Sanjay Rajgarhia	Director	09.03.2022	Cessation*

10.	Shri Ajay Rajgarhia	Managing Director	09.03.2022	Cessation*
11.	Smt. Anisha Mittal	Director (Non-Executive)	09.03.2022	Cessation*
12.	Shri T. N. Chaturvedi	Independent Director	09.03.2022	Cessation*
13.	Shri Manish Garg	Independent Director	09.03.2022	Cessation*
14.	Smt. Nirmala Bagri	Independent Director	09.03.2022	Cessation*
15.	Smt. Nidhi	Company Secretary & Compliance Officer	09.03.2022	Cessation*
16.	Shri Manoj Rinwa	Chief Financial Officer	09.03.2022	Cessation*

\*Directors and KMPs were resigned with effect from March 09, 2022 due change in management pursuant to takeover of the Company.

### **Retirement of director by rotation**

Smt. Neha Agarwal (DIN 03539327), non-executive non-independent director of the Company will retire by rotation at the ensuing AGM and being eligible, offers herself for re-appointment. The Nomination and Remuneration Committee in its meeting held on September 01, 2022 has recommended to the Board of Directors and Members, reappointment of Smt. Neha Agarwal as director of the company retiring by rotation. Her profile is given in the Notice of the ensuing AGM, forming part of this Annual Report.

### **Declaration by Independent Directors**

All Independent Directors have given declaration that they meet the criteria of independence with relevant integrity, expertise, experience and proficiency as provided under Section 149 read with Schedule IV of the Act and Regulation 16 of the SEBI Listing Regulations and have also complied with the code of conduct of Directors and Senior Management. They have also given declaration that their names were included in the data bank of Independent Directors being maintained with 'Indian Institute of Corporate Affairs' under Rule 6 (3) of the Companies (Appointment and Qualification of Directors) Rules, 2014.

### **Policies on appointment of Directors**

The management of the Company is immensely benefitted from the guidance, support and mature advice from members of the Board of Directors who are also members of various committees. The Board consists of directors possessing diverse skill, rich experience to enhance quality of its performance. The Company has adopted a Policy on Board Diversity formulated by the Nomination and Remuneration Committee.

### **Annual Performance Evaluation of the Board**

The Board, the Committees of the Board and independent directors continuously strive for efficient functioning of Board and its committees and better corporate governance practices. A formal performance evaluation was carried out at the meeting of the Board of Directors held on May 18, 2022 where the Board made an annual evaluation of its own performance, the performance of directors individually as well as the evaluation of the working of its various Committees for the Financial Year 2021-22 on the basis of a structured questionnaire on performance criteria. The Board expressed its satisfaction with the evaluation process. The observations made during the evaluation process were noted and based on the outcome of the evaluation and feedback of the Directors, the Board and the management agreed on various action points to be implemented in subsequent meetings.

The evaluation process endorsed cohesiveness amongst directors, the openness of the management in sharing the information with the Board and placing various proposals for the Board's consideration and approval.

The Independent Directors met on March 28, 2022 without the presence of other directors or members of Management. All the Independent Directors were present at the meeting. In the meeting, the independent directors reviewed performance of Non-Independent Directors, the Board as a whole and Chairman. They assessed the quality, quantity and timeliness of flow of information between the Company Management and the Board. The Independent Directors expressed satisfaction over the performance and effectiveness of the Board, individual Non-Independent Directors.

### **Meetings of the Board**

During the year, eight (8) meetings of the Board of Directors were held. The details of Board/Committee Meetings and the attendance of Directors are provided in the Corporate Governance Report, attached to this Report.

## 10. DEPOSIT UNDER CHAPTER V OF THE COMPANIES ACT, 2013

Your Company has not accepted any public deposits during the year under review and shall not accept any deposits from the public without obtaining prior approval of the RBI. Further, your Company being an NBFC, disclosure requirements under Chapter V of the Act read with Rule 8(5)(v) and 8(5)(vi) of the Companies (Accounts) Rules, 2014 are not applicable to your Company.

## 11. AUDITORS' & AUDIT REPORTS

### Statutory Auditors

In terms of the provisions of Section 139 of the Companies Act, 2013, M/s. Chaturvedi & Partners, Chartered Accountants (Firm Registration No. 307068E), were re-appointed as the Company's Statutory Auditors by the shareholders at their 4th Annual General Meeting held on September 30, 2020, for a period of five years i.e. till the conclusion of 9th Annual General Meeting.

The reports of Statutory Auditors on Financial Statements for the FY 2021-22 forms part of the Annual Report. There are no qualifications, reservations, adverse remarks, disclaimer or emphasis of matter in the Auditors' Reports.

### Secretarial Auditor

Secretarial Audit Report pursuant to the provisions of Section 204 of the Companies Act, 2013 for the financial year 2021-22 issued by Ms. Suman Pandey, Practicing Company Secretary (Certificate of Practice No.8404) (Membership No. FCS 7606) is annexed to this report as Annexure-1. The report does not contain any qualification, reservation or adverse remark.

## 12. DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to Section 134 of the Companies Act, 2013, with respect to Directors' Responsibility Statement, it is hereby confirmed that:

- in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- the Directors had 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 FY i.e. March 31, 2022 and of the profit and loss of the Company for the year ended March 31, 2022;
- the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- the Directors have prepared the annual accounts on a going concern basis;
- 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.

Based on the framework of internal financial controls for financial reporting and compliance systems established and maintained by the Company, work performed by the internal, statutory and secretarial auditor and the reviews performed by the management and the relevant Board committees, including the Audit Committee, the Board is of the opinion that the Company's internal financial controls were adequate and effective during the FY 2021-22; and

- the Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

## 13. INTERNAL FINANCIAL CONTROLS

Internal Financial Controls laid down by the Company is a systematic set of controls and procedures to ensure orderly and efficient conduct of its business including adherence to the Company's policies, safeguarding of its assets, prevention and detection of frauds and errors, accuracy and completeness of the accounting records and timely preparation of reliable financial information. Internal financial controls not only require the system to be designed effectively but also to be tested for operating effectiveness periodically.

The Board is of the opinion that internal financial controls with reference to the financial statements were tested and reported adequate and operating effectively. The internal financial controls are commensurate with the size, scale and complexity of operations.

#### **14. RESERVE BANK OF INDIA GUIDELINES**

Your Company complies with the direction(s), circular(s), notification(s) and guideline(s) issued by the Reserve Bank of India as applicable to your Company as Non-Deposit taking Non-Banking Financial Company ("NBFC").

#### **15. DETAILS OF FRAUDS REPORTED BY AUDITORS**

There were no frauds reported by the Statutory Auditors under the provisions of Section 143(12) of the Companies Act, 2013 and the Rules made there under.

#### **16. DISCLOSURES OF ORDERS PASSED BY REGULATORS OR COURTS OR TRIBUNALS**

There were no significant and material orders passed by the regulators or courts or tribunals impacting the going concern status of the Company and its operations in future.

#### **17. COMMITTEES OF BOARD**

The Company has the following committees of the Board of Directors as on March 31, 2022 and the details pertaining to such committees are mentioned in the Corporate Governance Report, which forms part of the Annual Report.

- Audit Committee
- Nomination and Remuneration Committee
- Stakeholders Relationship Committee

#### **18. NOMINATION AND REMUNERATION POLICY**

The Company's policy on appointment of Directors is available on the Company's website on <http://www.apmfinvest.com/pdfs/policies/Nomination-Remuneration-Policy.pdf>.

The policy on remuneration and other matters provided in Section 178(3) of the Act has been disclosed in the Corporate Governance Report, which is a part of this report.

#### **19. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES**

The Company had formulated a policy on Related Party Transactions ('RPTs'), dealing with the review and approval of RPTs. The Policy provides for identification of RPTs, necessary approvals by the Audit Committee/Board/Shareholders, reporting and disclosure requirements in compliance with the Companies Act, 2013 and provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

All the transactions executed by the Company during the FY, with Related Parties, were on arm's length basis and in ordinary course of the business. All such Related Party Transactions were placed before the Audit Committee/Board for approval, wherever applicable. Also, the Company has obtained shareholders approval on the material Related Party Transaction in the previous Annual General Meeting.

During the FY, the Company has entered into contract/arrangement/transaction with related party, which is considered material in accordance with Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the same was approved by the Shareholders in the previous Annual General Meeting held on September 30, 2021. The policy for determining 'material' subsidiaries and the policy on materiality on Related Party Transactions and dealing with Related Party Transactions, as approved by the Board, may be accessed on the website of the Company i.e. [www.apmfinvest.com](http://www.apmfinvest.com). Your Directors draw attention of the members to Note No. 40 to the Financial Statements which sets out the Related Party disclosures. Since all Related Party Transactions entered into by the Company were on arm's

length basis and in the ordinary course of the business and the Company had not entered into any material related Party contract as per the Companies Act, 2013, the Form AOC-2 is not required to be provided.

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

Considering that the Company is a Non-Banking Financial Company which is not involved in any manufacturing or processing activities, the particulars as required under Section 134(3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014 regarding conservation of energy and technology absorption are not applicable.

Further, there was no Foreign Exchange earnings and outgo during the FY 2021-2022.

## **21. PARTICULARS OF EMPLOYEES**

Disclosure with respect to the remuneration of Directors and Employees as required under Section 197 (12) of the Companies Act, 2013 and Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended, is annexed as Annexure-2 which forms part of this Report.

In terms of the provisions of Section 197(12) of the Act read with Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, during the FY 2021-22 there was no employee drawing remuneration in excess of the limits set out in the said rules.

## **22. ANNUAL RETURN**

Pursuant to Section 92(3) and Section 134(3)(a) of the Companies Act, 2013, the Company has placed a copy of the Annual Return as at March 31, 2022 on its website at [www.apmfinvest.com](http://www.apmfinvest.com) By virtue of amendment to Section 92(3) of the Companies Act, 2013, the Company is not required to provide extract of Annual Return (Form MGT-9) as part of the Board's Report.

## **23. CORPORATE GOVERNANCE**

As a responsible corporate citizen, the Company is committed to maintain the highest standards of Corporate Governance and believes in adhering to the best corporate practices prevalent globally.

A detailed Report on Corporate Governance pursuant to the requirements of Regulation 34 read with Schedule V of the SEBI Listing Regulations, is attached to this Report as Annexure-3. A certificate from the Practicing Company Secretary confirming compliance with the conditions of Corporate Governance, as stipulated in Clause E of Schedule V to the SEBI Listing Regulations is attached to the Corporate Governance Report.

The Board Members and Senior Management Personnel have affirmed compliance with the Code of Conduct for Directors and Senior Management for the year ended March 31, 2022. A certificate from the Managing Director confirming the same is attached to the Corporate Governance Report.

A certificate from the Managing Director and CFO confirming correctness of the financial statements, adequacy of internal control measures, etc. is also attached to the Corporate Governance Report.

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

The details of Vigil Mechanism (Whistle Blower Policy) adopted by the Company have been disclosed in the Corporate Governance Report and forms an integral part of this report.

## **25. PARTICULARS OF LOAN, GUARANTEES OR INVESTMENTS**

The provisions of Section 186 of the Companies Act, 2013 pertaining to investment and lending activities is not applicable to the Company since the Company is Non-Banking Financial Company (NBFC) whose principal business is investment in securities and providing loan of all kinds.

## **26. MATERIAL CHANGES AND COMMITMENTS**

The Name of the Company has been changed with effect from 15th July, 2022 from APM Finvest Limited to Mufin Green Finance Limited. No material changes or commitment has occurred after the close of the FY 2021-22 till the date of this Report, which affects the financial position of the Company.

## 27. TAKEOVER

On 27th November, 2021, Hindon Mercantile Limited and Mr. Kapil Garg (acquirers) have entered into a share purchase agreement with Mr. Sanjay Rajgarhia and other promoters of the company ("Sellers"), for acquisition of 1,46,41,486 Equity share representing of 67.75% of the equity share capital of the company. Pursuant to Regulation 3(1) and 4 of Securities and Exchange Board of India (Substantial Acquisition of share and takeover) Regulation 2011, mandatory Open Offer to the Public Shareholders of the Company has been made by the Acquirers to acquire 56,18,954 Equity share representing 26% of equity shares of the company. Acquirer had acquired the entire stake from the Promoters, 1,46,41,486 Equity share representing of 67.75% of the paid up Share Capital and 1,116 Equity Shares, from the Public Shareholders under the open offer.

## 28. CORPORATE SOCIAL RESPONSIBILITY

Pursuant to the provisions of Section 135(1) of the Companies Act, 2013, the provisions related to Corporate Social Responsibility (CSR) are applicable on companies having net worth of rupees five hundred crore or more; or turnover of rupees one thousand crore or more; or a net profit of rupees five crore or more. The present financial position of the Company does not make it mandatory for the Company to undertake CSR initiatives or to formulate CSR Policy during the Financial Year ended March 31, 2022.

However, For the Financial Year 2022-23, Corporate Social Responsibility (CSR) is applicable to the Company for which we have constituted CSR Committee to develop CSR Policy and implement the CSR initiatives for the financial year 2022-23.

## 29. COMPLIANCE WITH SECRETARIAL STANDARDS OF INSTITUTE OF COMPANY SECRETARIES OF INDIA

The Company has complied with the Secretarial Standard-1 on 'Meetings of the Board of Directors' and Secretarial Standard-2 on 'General Meetings' issued by the Institute of Company Secretaries of India.

## 30. BOARD EVALUATION

A statement on annual evaluation by the Board of its performance and performance of its committees as well as Individual Directors forms part of the Corporate Governance Report attached to this report.

## 31. DISCLOSURE UNDER SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION & REDRESSAL) ACT, 2013

The Company has a policy on prevention of sexual harassment at the workplace. The Company has complied with the provisions relating to the constitution of Internal Complaints Committee under Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. During the FY 2021-22, there were no complaints received.

## 32. COST RECORDS AND AUDIT

Maintenance of cost records and requirement of cost audit as prescribed under the provisions of Section 148(1) of the Companies Act, 2013 are not applicable for the business activities carried out by the Company.

## 33. INVESTOR SERVICES

In its endeavor to improve investor services, your Company has taken the following initiatives:

- An Investors Section on the website of the Company [www.apmfinvest.com](http://www.apmfinvest.com) has been created.
- There is a dedicated e-mail id [apmfinvestltd@gmail.com](mailto:apmfinvestltd@gmail.com) for sending communications to the Company Secretary.
- Disclosure made to the Stock Exchange are promptly uploaded on the website of the Company for information of the Investors.

Members may lodge their requests, complaints and suggestions on this e-mail as well.

### **34. ACKNOWLEDGMENTS**

The Directors thank the Shareholders, Banks and other Lenders, Customers, Vendors and other business associates for the confidence reposed in the Company and its management and look forward to their continued support. The Board places on record its appreciation for the dedication and commitment of the employees at all levels, which has continued to be our major strength. We look forward to their continued support in the future.

**For and on behalf of the Board**

**Place: New Delhi  
Dated: 01.09.2022**

**Manoj Kumar Bhatt  
Chairman  
DIN: 09452843**

**FORM NO. MR - 3**

**SECRETARIAL AUDIT REPORT  
FOR THE FINANCIAL YEAR ENDED ON 31ST MARCH, 2022**

[Pursuant to section 204(1) of the Companies Act, 2013 read with Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

The Members  
MUFIN GREEN FINANCE LIMITED  
(formerly known as APM Finvest Limited)  
CIN: L65990RJ2016PLC054921  
Registered Office: SP-147, RIICO Industrial Area  
Bhiwadi, Dist. Alwar  
Rajasthan- 301019

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

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the Financial Year ended on March 31, 2022 complied with the statutory provisions listed hereunder and also that the Company has proper Board - Processes and Compliance – Mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:-

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the Financial Year ended on 31st March, 2022 according to the provisions of :-

1. The Companies Act, 2013 ("the Act") and Rules made thereunder as amended/modified;
2. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made thereunder;
3. The Depositories Act, 1996 and the Regulations and Bye - laws framed thereunder;
4. The Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
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;
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, (**Not applicable to the Company during the audit period**);
  - (d) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulation, 2021 and 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 Non-Convertible Securities) Regulations, 2021 and (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 (Registrar to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with Client to the extent of securities issued;
  - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; (**Not applicable to the Company during the audit period**);
  - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018. (**Not applicable to the Company during the audit period**). and
  - (i) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
6. We further report that, having to the compliance system prevailing in the Company and on examination of the relevant documents and records in pursuance thereof, on test check basis, the Company has complied with the laws and Regulations applicable to the Company;

We further report that the compliances by the Company of applicable financial laws, like direct and indirect tax laws, has not been reviewed in this Audit since the same have been subject to review by statutory financial audit and other designated professionals.

We have also examined the compliances with the applicable clauses of the Secretarial Standards with regard to Meeting of Board of Directors (SS-1) and General Meetings (SS-2) issued by The Institute of Company Secretaries of India;

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 were sent at least seven days in advance and a system exists for seeking and obtaining further information and clarification on the agenda items before the meeting and for meaningful participation at the meeting; and

Majority of decisions at Board Meetings and Committee Meetings are carried out unanimously as recorded in the minutes of meetings of the Board of Directors or committee of the Board, as the case may be.

There are adequate systems and processes in the Company commensurate with the size and operations of the company to monitor and ensure compliances with applicable laws, rules, regulations and guidelines.

7. We further report that during the audit period, there were no specific events/action expect the followings having a major bearing on the company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc.:-
- (i) During the year, the promoters' shares were acquired by M/s Hindon Mercantile Limited and Mr. Kapil Garg (acquirers) in terms of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.



(ii) During the year, there were changes in Control/Management of the Company.

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

**For RSM & CO.**  
**Company secretaries**

**SUMAN PANDEY**  
**PARTNER**  
**FCS NO.7606|CP NO. 8404**  
**UDIN: F007606D000868125**  
**Peer Review Number: 978/2020**

Dated: 01.09.2022  
Place: New Delhi

The Members  
MUFIN GREEN FINANCE LIMITED  
(formerly known as APM Finvest Limited)  
CIN: L65990RJ2016PLC054921  
Registered Office: SP-147, RIICO Industrial Area  
Bhiwadi, Dist. Alwar  
Rajasthan- 301019

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

1. Maintenance of Secretarial records is the responsibility of the Management of the Company. Our responsibility is to express an opinion on the Secretarial Records based on our audit.
2. We 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 verifications were done on the test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial and books of accounts of the Company.
4. Wherever required, we have obtained the Management representation about the compliances of Laws, Rules and Regulations and happening of events etc.
5. The compliance of the provisions of corporate and other applicable Laws, rule and regulations, standards is the responsibility of the Management. Our examination was limited to the verification of procedures on test basis.
6. Our Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the Management has conducted the affairs of the Company

**For RSM & CO.**  
**Company secretaries**

**SUMAN PANDEY**  
**PARTNER**  
**FCS NO.7606|CP NO. 8404**  
**UDIN: F007606D000868125**  
**Peer Review Number: 978/2020**

Dated: 01.09.2022  
Place: New Delhi

**Annexure-2**

**PARTICULARS OF EMPLOYEES**

**Information required pursuant to Section 197 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014**

- (i) (a) The ratio of the remuneration of each Director to the median remuneration of the employees of the Company and the percentage increase in remuneration of each Director for the Financial year 2021-22:-

S. No.	Name of Director and KMP	Designation	% increase in remuneration during year 2021-22	Ratio of Remuneration of each Director to median remuneration of employees of the company
1	Manoj Kumar Bhatt*	Chairman and Independent Director	Nil	Nil
2	Kapil Garg*	Managing Director	Nil	Nil
3	Neha Agarwal*	Director (Non-Executive)	Nil	Nil
4	Hemant Bhageria*	Independent Director	Nil	Nil
5	Nitin Goel*	Independent Director	Nil	Nil
6	Abhinav Tambi*	Independent Director	Nil	Nil
7	Adish Kumar Jain*	Chief Financial Officer	Nil	Nil
8	Mayank Pratap Singh*	Company Secretary	Nil	Nil
9	Tribhuvan Nath Chaturvedi**	Independent Director	Nil	Nil
10	Sanjay Rajgarhia**	Director	Nil	Nil
11	Ajay Rajgarhia**	Managing Director	Nil	Nil
12	Nirmala Bagri**	Independent Director	Nil	Nil
13	Anisha Mittal**	Independent Director	Nil	Nil
14	Manish Garg**	Independent Director	Nil	Nil
15	Nidhi**	Company Secretary	Nil	Nil
16	Manoj Kumar Rinwa**	Chief Financial Officer	Nil	Nil

\*Appointment of Directors and KMPs with effect from 09th March, 2022.

\*\* Directors and KMPs were resigned with effect from 09th March, 2022.

- (ii) The percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company secretary or Manager, if any, for the Financial Year 2021-22:- Nil
- (iii) The percentage increase in the median remuneration of employees in the Financial Year 2021-22:- Nil
- (iv) Total number of permanent employees on rolls of the Company as on March 31, 2022:- 3.
- (v) Average percentile increases already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:- Nil
- (vi) Affirmation that the remuneration is as per the remuneration policy of the Company

It is affirmed that the remuneration has been paid, if any, as per the Remuneration Policy applicable for Directors, Key Managerial Personnel and other employees.

**For and on behalf of the Board**

**Place: New Delhi**  
**Dated: 01.09.2022**

**Manoj Kumar Bhatt**  
**Chairman**  
**DIN: 09452843**

**Annexure-3**

### **CORPORATE GOVERNANCE REPORT**

A Report on compliance with the Corporate Governance provisions as prescribed under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations" or "SEBI (LODR) Regulations, 2015") is given herein below:

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

The Company's philosophy on corporate governance oversees business strategies and ensures fiscal accountability, ethical corporate behavior and fairness to all stakeholders comprising regulators, employees, customers, vendors, investors and the society at large.

Details of Mufin Green Finance Limited's board structure and the various committees that constitute the governance structure of the organization are covered in detail in this report.

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

##### **(a) Composition**

The Board of the Company comprises of six Directors out of which four are Non-Executive Independent Directors, one is Non-Executive Director (woman Director) another is Promoter Managing Director.

The maximum tenure of Independent Directors is upto five consecutive years from the date of their appointment. However, they can be re-appointed for another term of five consecutive years. The date of appointment and tenure of the existing Independent Directors are given below:-

<b>S. No.</b>	<b>Name of Independent Director</b>	<b>Date of appointment</b>	<b>Date of completion of tenure</b>
1.	Shri Manoj Kumar Bhatt	March 09, 2022	March 08, 2027
2.	Shri Nitin Goel	March 09, 2022	March 08, 2027
3.	Shri Hemant Bhageria	March 09, 2022	March 08, 2027
4.	Shri Abhinav Tambi	March 09, 2022	March 08, 2027

The letters of appointment have been issued to the Independent Directors and the terms and conditions thereof are posted on the Company's website.

The Board of Directors along with its committees provides effective leadership and strategic guidance to the Company's management while discharging its fiduciary responsibilities, thereby ensuring that the management adheres to high standards of ethics, transparency and disclosures.

##### **(b) Key Functions of the Board**

The Board performs various statutory and other functions in connection with managing the affairs of the Company. The key functions performed by the Board of the Company are:

- Reviewing and guiding corporate strategy, major plans of action, annual budgets and business plans, setting performance objectives, monitoring implementation & corporate performance and overseeing major capital expenditures, acquisitions and divestments;
- Monitoring the effectiveness of the Company's governance, policies & practices and making changes as needed;
- Selecting, compensating, monitoring and when necessary, replacing Key Managerial Personnel and overseeing succession planning;
- Aligning Key Managerial Personnel and Board remuneration with the long term interests of the Company and its shareholders;
- Ensuring a transparent Board nomination process with the diversity of thought, experience, knowledge, perspective and gender in the Board;
- Monitoring and managing potential conflicts of interest of management, board members and shareholders, including misuse of corporate assets and abuse in related party transactions;
- Ensuring integrity of the Company's accounting and financial reporting systems, including the independent audit and that appropriate systems of control are in place, in particular, systems for risk management, financial and operational controls and compliance with the laws & regulations and relevant standards in force;
- Overseeing the process of disclosure and communications;
- Monitoring and reviewing Board's Evaluation framework.

**(c) Meetings of the Board**

Meetings of the Board are generally held at the Corporate Office of the Company. During the financial year 2021-22, the Board met eight times as per the details mentioned below:-

<b>S. No.</b>	<b>Date of Board Meeting</b>
1.	April 15, 2021
2.	May 29, 2021
3.	August 08, 2021
4.	October 29, 2021
5.	November 27, 2021
6.	January 03, 2022
7.	February 04, 2022
8.	March 09, 2022

The Company has held a minimum of one Board Meeting in each quarter and maximum gap between two consecutive meetings did not exceed prescribed limit of 120 days which is in compliance with the provisions of the Companies Act, 2013, Secretarial Standard-1 and Listing Regulations.

An annual calendar of meetings is prepared well in advance and shared with the Directors in the beginning of the year to enable them to plan their attendance at the meetings. Directors are expected to attend Board and Committee Meetings, spend the necessary time and meet as frequently as the situation warrants to properly discharge their responsibilities.

Concerned executives of the Company communicate the matters requiring approval of the Board to the Company Secretary, well in advance, so that these can be included in the Agenda for the scheduled Board/Committee Meeting.

Agenda papers are sent to the Directors, well in advance, before the meetings. Draft Minutes of the Board and Committee meetings are circulated to the Directors for their comments thereon and, thereafter, noted by the Board/respective Committee in its next Meeting.

The composition of Board of Directors, their attendance at Board Meetings during the year 2021-2022 and at the last Annual General Meeting ('AGM') are given in table below:-

Name and Designation	DIN	Category	Attendance at the Meeting	
			Board Meeting	Last AGM
			Attended	Attended
Shri Tribhuwan Nath Chaturvedi* Chairman	00002815	Non-Executive Director (Independent Director)	8	Yes
Shri Sanjay Rajgarhia Vice Chairman & Director*	00154167	Executive Director	8	Yes
Shri Ajay Rajgarhia Managing Director*	01065833	Executive Director	6	Yes
Smt. Nirmala Bagri Director*	01081867	Non-Executive Director (Independent Director)	7	Yes
Smt. Anisha Mittal Director*	00002252	Non-Executive Director	6	No
Shri Manish Garg* Director*	01324631	Non-Executive Director (Independent Director)	7	No

\*Existing Board was resigned with effect from March 09, 2022.

**(d) Other Directorships**

The details of other Directorship and Committee Membership/Chairpersonship as at March 31, 2022 are as follows:-

Name of the Director	No. of Directorship in other Public Companies#	Name of the Other Companies in which Directorship held (Category of Director)	No. of Committees Positions held in other Companies	Name of the Other Companies in which Committee Position held
*Shri Tribhuwan Nath Chaturvedi	1	-	-	-
*Shri Sanjay Rajgarhia	1	*Perfectpac Limited (Managing Director)	2	Perfectpac Limited
*Shri Ajay Rajgarhia	-	-	-	-
*Smt. Nirmala Bagri	2	*Godfrey Phillips India Limited (Non-Executive, Independent Director)  Clear Water Limited (Whole time Director)	-	-
*Smt. Anisha Mittal	-	-	-	-

*Shri Manish Garg	-	-	-	-
**Shri Kapil Garg	1	-	-	-
**Smt. Neha Agarwal	1	-	-	-
**Shri Manoj Kumar Bhatt	-	-	-	-
**Shri Hemant Bhageria	-	-	-	-
**Shri Nitin Goel	-	-	-	-
**Shri Abhinav Tambi	-	-	-	-

\*Existing Directors were resigned with effect from March 09, 2022.

\*\*Directors were appointed with effect from March 09, 2022.

Note: Only Audit Committee and Stakeholders' Relationship Committee of Public Limited companies are considered for the purpose of reckoning committee positions.

\* Listed Company

# Only Directorship held in Indian Public Limited Company has been included.

**(e) Disclosure of relationships between Directors inter-se**

None of the Directors are related to each other.

**(f) Information given to the Board**

The Board and Committees thereof have complete access to all relevant information. Such information is submitted either as part of the agenda papers of the meetings in advance or by way of presentations and discussion material during the meetings. Such information, inter-alia, includes the following:

- Annual operating plans, budgets and any updates;
- Capital budgets and any updates;
- Annual and Quarterly results of the Company and its operating divisions or business segments;
- Minutes of the meetings of the Audit Committee and other Committees of the Board of Directors;
- Information on recruitment and remuneration of senior officers just below the Board level, including appointment or removal of the Chief Financial Officer and the Company Secretary;
- Show cause, demand, prosecution notices and penalty notices, which are materially important;
- Fatal or serious accidents, dangerous occurrences, any material effluent or pollution problems;
- Material default in financial obligations to and by the Company, or substantial nonpayment for goods sold by the Company;
- Issue which involves possible public or product liability claims of substantial nature;
- Details of any joint venture or collaboration agreement;
- Transactions that involve substantial payment towards goodwill, brand equity or intellectual property;
- Significant labour problems and their proposed solutions including any significant development in Human Resources/ Industrial Relations front;



- Sale of investments, subsidiaries, assets which are material in nature and not in normal course of business;
- Quarterly details of foreign exchange exposures and the steps taken by the Management to limit the risks of adverse exchange rate movement, if material;
- Minutes of Board Meetings of unlisted subsidiary company(s);
- Statement of significant transactions or arrangements made by unlisted subsidiary companies;
- Non-compliance of any regulatory, statutory or listing requirements and shareholders services such as non-payment of dividend, delay in share transfer, etc;
- Quarterly statement showing status of investors complaints;
- Compliance Report pertaining to applicable laws and steps taken to rectify instance of non-compliance, if any; and
- Quarterly Compliance Report on Corporate Governance.

**(g) Board Process**

The Company sends documents relating to Board and Committee meetings, including agenda papers and supplementary documents, to the Directors at least 7 days before the meetings.

Important decisions taken at the Board/ Committee meetings are promptly communicated to the concerned departments/ divisions. Action Taken Report (ATR) on the decisions of the previous meeting(s) is placed at the next meeting of the Board/ Committee.

The Company has complied with the Secretarial Standard-1 on Meetings of the Board of Directors and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India.

**(h) Independent Directors Meeting**

Independent Directors meeting held on March 28, 2022, without the attendance of Non-Independent Directors and members of the management of the Company. The Independent Directors, inter alia evaluated performance of the Non-Independent Directors and the Board of Directors as a whole, also reviewed the performance of Chairman of the Company, taking into account the views of Executive Directors and Non-Executive Directors; for the Financial Year ended March 31, 2022. They also assessed 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 their duties.

**(i) Familiarisation Programme for Independent Directors**

In Compliance with the Regulation 25 (7) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company familiarises its Independent Directors with the Company, their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company, Legal updates, etc. In this regard, the Company follows a structured familiarisation programme for the Independent Directors. The details related thereto are displayed on the Company's website [www.apmfinvest.com](http://www.apmfinvest.com). The web link for the same is <http://www.apmfinvest.com/pdfs/familiarisation/familiarisation>.

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

The Company's Board comprises qualified members who bring in the required skills, competence and expertise that allow them to make effective contributions to the Board and its committees. The Board members are committed to ensure that the Company's Board is in compliance with the highest standards of corporate governance.

In the table below, the specific areas of focus or expertise of Individual Board members have been highlighted. However, the absence of a mark against a member's name does not necessarily mean the member does not possess the corresponding qualification or skill.

Directors	Area of Expertise
-----------	-------------------

	Industrial Knowledge and Experience	Leadership Qualities	Financials Expertise	Corporate Governance	Understanding of relevant laws, rules, regulation and Policy	Risk Management
Shri Tribhuvan Nath Chaturvedi*	✓	✓	✓	✓	✓	✓
Shri Sanjay Rajgarhia*	✓	✓	✓	✓	✓	✓
Shri Ajay Rajgarhia*	✓	✓	✓	✓	✓	✓
Smt. Nirmala Bagri*	✓	-	✓	✓	✓	-
Smt. Anisha Mittal*	✓	✓	✓	✓	✓	-
Shri Manish Garg*	✓	✓	✓	✓	✓	✓
Shri Kapil Garg	✓	✓	✓	✓	✓	✓
Smt. Neha Agarwal	✓	✓	✓	✓	✓	✓
Shri Manoj Kumar Bhatt	✓	✓	✓	✓	✓	-
Shri Hemant Bhageria	✓	✓	✓	✓	✓	✓
Shri Nitin Goel	✓	-	✓	✓	✓	-
Shri Abhinav Tambi	✓	✓	✓	✓	✓	-

\* Directors were resigned from the board with effect from March 09, 2022.

#### (k) Confirmation of Independence

The Independent Directors of your Company have confirmed that (a) they meet the criteria of Independence as prescribed under Section 149 of the Act and Regulation 16 of the Listing Regulations, (b) they are not aware of any circumstance or situation, which could impair or impact their ability to discharge duties with an objective independent judgement and without any external influence (c) their name were included in the data bank of Independent Directors maintained by Indian Institute of Corporate Affairs under Rule 6 (3) of the Companies (Appointment and Qualification of Directors) Rules, 2014. Further, in the opinion of the Board, the Independent Directors fulfil the conditions prescribed under the Listing Regulations and are independent of the management of the Company.

#### (l) Number of shares held by Board of Directors as on March 31, 2022

Details of the shareholding held by Board of Directors as on March 31, 2022 are given in the table below:

Name of Directors	Number of Shares	% of shareholding
Shri Kapil Garg	90,000	0.42
Smt. Neha Agarwal	Nil	Nil
Shri Manoj Kumar Bhatt	Nil	Nil
Shri Hemant Bhageria	Nil	Nil
Shri Nitin Goel	Nil	Nil
Shri Abhinav Tambi	Nil	Nil

### 3. Committees of the Board

To focus effectively on the issues and ensure expedient resolution of diverse matters, the Board has constituted several Committees of Directors with specific terms of reference. The Committees operate as empowered agents of the Board as per their terms of reference that set forth the purposes, goals and responsibilities. Committee members are appointed by the Board with the consent of individual Directors. The Committees meet as often as required or as statutorily required. Committees that are constituted voluntarily for effective governance of the affairs of the Company may also include Company executives.

The minutes of meetings of the Committees of the Board are circulated quarterly to the Board for noting.

The Committees of the Board are:

- Audit Committee
- Nomination and Remuneration Committee
- Stakeholders Relationship Committee

Recommendations made by these Committees have been accepted by the Board. The Company Secretary officiates as the Secretary of the Committees. Terms of reference, composition, quorum, meetings, attendance and other relevant details of these committees are as under:

#### **AUDIT COMMITTEE**

The Audit Committee primarily constitutes a formal and transparent arrangement for accurate financial reporting and strong internal controls. The Committee through regular interaction with external and internal auditors and review of financial statements ensures that the interests of stakeholders are properly protected.

All members of the Audit Committee are financially literate and a majority has accounting or financial management expertise.

##### **(i) Terms of reference:**

The Audit Committee functions according to its terms of reference that define its authority, responsibility and reporting functions in accordance with the provisions of Companies Act, 2013 (hereinafter referred as 'the Act') and Regulation 18 read with Part C of Schedule II to the SEBI Listing Regulations, 2015 which, inter alia, includes the following:

1. Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
2. Recommendation for appointment, remuneration, terms of appointment of auditors of the Company including their replacement or removal;
3. Approval of payment to statutory auditors for any other permitted services rendered by the statutory auditors;
4. Reviewing and examining, with the management, the annual financial statements before submission to the Board for approval, with particular reference to:
  - Matters required to be included in the Director's Responsibility Statement to be included in the Board's Report.
  - Changes, if any, in accounting policies and practices and reasons for the same.
  - Major accounting entries involving estimates based on the exercise of judgment by management.
  - Significant adjustments made in the financial statements arising out of audit findings.
  - Compliance with listing and other legal requirements relating to financial statements.
  - Disclosure of any related party transactions.
  - Draft Auditors' report including qualifications, if any;
5. Reviewing, with the management, the quarterly financial statements before submission to the Board for approval;
6. Reviewing and monitoring, with the management, the statement of uses/ application of funds raised through an issue/ public offers (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/ prospectus/ notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take steps in this matter;
7. Reviewing and monitoring with the management, independence and performance of statutory and internal auditors, adequacy of the internal control systems, and effectiveness of the audit processes;
8. 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;
9. Discussion with internal auditors on any significant findings and follow up thereon;

10. Reviewing the findings of any internal investigations by 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;
11. 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;
12. 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;
13. To review the functioning of the Whistle Blower Policy (Vigil Mechanism);
14. Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience & background, etc. of the candidate;
15. Approval or any subsequent modification of transactions of the Company with related parties;
16. Scrutiny of inter-corporate loans and investments;
17. Valuation of undertakings or assets of the Company, wherever it is necessary;
18. Evaluation of internal financial controls and risk management system;
19. Review of Management discussion and analysis of financial condition and results of operations;
20. Review of Management letters / letters of internal control weaknesses issued by the statutory auditors;
21. Review of Internal audit reports relating to internal control weaknesses;
22. Review of Financial statement, in particular, investments made by the subsidiary company(s);
23. Recommend appointment and remuneration of Cost Auditors;
24. Review compliance with the provisions of the SEBI (Prohibition of Insider Trading) Regulations, 2015 and verify that the systems for internal control are adequate and are operating effectively;
25. Discharge any other duties or responsibilities as may be prescribed by law or as may be delegated by the Board from time to time.

**(ii) Composition**

As on March 31, 2022, the Committee comprises of Shri Hemant Bhageria, Chairperson, Shri Manoj Kumar Bhatt, Shri Kapil Garg, Members.

Invitees:

The representatives of Statutory Auditors and Internal Auditors, Chief Financial Officer and other executives, as desired by the Committee, attend the meetings as invitees.

**(iii) Meetings, Quorum and Attendance**

Audit Committee meets at least four times in a year with a gap of not more than 120 days between two consecutive meetings. The quorum for the meeting is either two members or one third of the members of the Committee, whichever is higher with at least two Independent Directors.

During the year 2021-22, the Committee met seven times i.e. on April 15, 2021, May 29, 2021; August 04, 2021, October 29, 2021, January 03, 2022, February 04, 2022 and March 09, 2022.

Attendance details of the members are given in the table below:

Name of the Committee Member	Meetings Held During Tenure	Meetings Attended
Shri Tribhuwan Nath Chaturvedi, Chairperson*	7	7
Smt. Nirmala Bagri, Member*	7	7
Shri Sanjay Rajgarhia, Member*	7	7

\*Directors were resigned with effect from March 09, 2022 and the committee was reconstituted.

## NOMINATION AND REMUNERATION COMMITTEE

The Nomination and Remuneration Committee, constituted under Section 178 of the Act and Regulation 19 with Part D of Schedule II to the SEBI Listing Regulations, 2015, functions according to its terms of reference that define its authority, responsibility and reporting functions which, inter alia, include the following:

### (i) Terms of reference:

The role of Committee is:

- To identify persons who are qualified to become Director in accordance with the criteria laid down and recommend to the Board, their appointment/ removal;
- To identify persons who may be appointed in senior management in accordance with the criteria laid down and recommend to the Board, their appointment / removal;
- Specify manner for effective evaluation of performance of Board, Directors and its committees and review its implementation and compliance.
- Extend or continue the term of appointment of the Independent Director, on the basis of the report of performance evaluation of Independent Directors.
- To formulate the criteria for determining qualifications, positive attributes and independence of a Director;
- To devise a policy on Board diversity;
- To formulate and recommend to the Board policies relating to the remuneration for:
  - Directors;
  - Key Managerial Personnel; and
  - Other Employees of the Company;
- To recommend remuneration payable to Managing Directors and Whole-time Directors;
- To review and recommend nature of services rendered by any Director in other capacity and requisite qualification thereof;
- To recommend the board, all remuneration, in whatever form, payable to senior management."
- Discharge any other duties or responsibilities as may be prescribed by law or as may be delegated by the Board from time to time.

### (ii) Composition

As on March 31, 2022, the Committee comprises of Shri Manoj Kumar Bhatt, Chairperson, Shri Hemant Bhageria, Shri Abhinav Tambi, Members.

### (iii) Meetings, Quorum, Attendance

The Committee shall meet at least once in a year. During the year 2021-22 the Committee met two times i.e. on August 04, 2021 and March 09, 2022. The quorum for the meeting is either two members or one third of the members of the Committee, whichever is higher, including at least one Independent Director.

Attendance details of the members are given in the table below:

Name of the Committee Member	Meetings Held During Tenure	Meetings Attended
Smt. Nirmala Bagri, Chairperson*	2	2
Shri Tribhuwan Nath Chaturvedi, Member*	2	2
Smt. Anisha Mittal, Member*	2	2

\*Directors were resigned with effect from March 09, 2022 and the committee was reconstituted.

## STAKEHOLDERS RELATIONSHIP COMMITTEE

The Stakeholders' Relationship Committee oversees various activities that lead to improve and effective shareholder services like review of adherence to the service standards adopted for shareholder services, measures taken for reducing the timelines for inter alia, redressal of shareholder and investor grievances, transfer/ transmission of shares, issue of duplicate share certificates, dematerialisation/ rematerialisation of shares and related matters in accordance with the provisions of the Act and Regulation 20 read with Part D of Schedule II to the SEBI Listing Regulations, 2015. Additionally, the Board has authorised the Company Secretary to exercise the powers of approving transfer/ transmission of shares. Normally, transfers/ transmissions are approved once in a fortnight.

### (i) Terms of reference:

The role of Committee is:

1. To resolve the grievances of the security holders' complaints like non-transfer of securities, non-receipt of annual report, non-receipt of dividends/interest, 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 Company in respect of various services being rendered by the Registrar and Share Transfer Agent;
4. To deal with all matters relating to issue of duplicate share certificate, transmission of securities etc.
5. Review of the various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend/warrants/ annual reports/statutory notices by the shareholders of the Company; and
6. The Committee shall perform all such other functions as may be prescribed under The Companies Act, 2013, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and/or any other law for the time being in force, including any statutory amendments, modifications made there under.

### (ii) Composition

As on March 31, 2022, the Committee comprises of Shri Hemant Bhageria, Chairperson, Smt. Neha Agarwal, Shri Kapil Garg, Members.

Compliance Officer

Mr. Mayank Pratap Singh, Company Secretary of the Company is the Compliance Officer in terms of Regulation 6 of SEBI Listing Regulations.

### (iii) Meetings, Quorum, Attendance

The Committee shall meet at least once in a year. During the year 2021-22 the Committee met twice i.e. on May 29, 2021 and October 29, 2021. The quorum for the meeting is either two members or one third of the members of the Committee, whichever is higher.

Attendance details of the members are given in the table below:

<b>Name of the Committee Member</b>	<b>Meetings Held During Tenure</b>	<b>Meetings Attended</b>
Smt. Nirmala Bagri, Chairperson*	2	2
Shri Sanjay Rajgarhia, Member*	2	2
Shri Ajay Rajgarhia, Member*	2	2

\*Directors were resigned with effect from March 09, 2022 and the committee was reconstituted.

**(iv) Investors' Grievances/Complaints**

During the year 2021-22, the Company did not receive any complaint. Accordingly, no complaint was pending as on March 31, 2022.

**(v) Transfers, Transmissions etc. approved**

During the year 2021-22, the Company received 6 cases (involving 1,235 equity shares) for share transfer/transmission, all cases were transferred/transmitted.

The Company had 11,657 shareholders as on March 31, 2022.

**4. PERFORMANCE EVALUATION AND ITS CRITERIA**

Pursuant to the provisions of the Companies Act and the SEBI Listing Regulations, 2015, the Board has carried out annual evaluation of its performance, its Committees, Chairperson and Directors through structured questionnaire.

Performance of the Board was evaluated by each Director on the parameters such as its role and responsibilities, business risks, contribution to the development of strategy and effective risk management, understanding of operational programmes, availability of quality information in a timely manner, regular evaluation of progress towards strategic goals and operational performance, adoption of good governance practices and adequacy and length of meetings, etc. Independent Directors also carried out evaluation of the Board performance.

Board Committees were evaluated by the respective Committee members on the parameters such as its role and responsibilities, effectiveness of the Committee vis-a-vis assigned role, appropriateness of Committee composition, timely receipt of information by the Committee, effectiveness of communication by the Committee with the Board, Senior Management and Key Managerial Personnel.

Performance of the Chairperson was evaluated by the Independent Directors after taking into account the views of Executive and Non-executive Directors, on the parameters such as demonstration of effective leadership, contribution to the Board's work, relationship and communications with the Board and shareholders, use of time and overall efficiency of Board meetings, quality of discussions at the Board meetings, process for settling Board agenda, etc.

Directors were evaluated individually by the Board of Directors (excepting the Director himself) on the parameters such as his/ her preparedness at the Board meetings, attendance at the Board meetings, devotion of time and efforts to understand the Company and, its business, quality of contribution at the Board meetings, application of knowledge and experience while considering the strategy, effectiveness of follow-up in the areas of concern, communication with Board members, Senior Management and Key Managerial Personnel, etc. Nomination and Remuneration Committee also carried out the performance evaluation of the individual Directors. The performance evaluation of the Non – Independent Directors was also carried out by the Independent Directors.

Outcome of the evaluation was submitted to the Chairman of the Company. The Chairman briefed the outcome of the performance evaluation to the Board.

**5. REMUNERATION OF DIRECTORS**

**(a) Remuneration to Executive Directors**

Shri Ajay Rajgarhia, Managing Director (Resigned with effect from March 09, 2022), Shri Kapil Garg (Appointed with effect from March 09, 2022) has opted not to receive any remuneration and sitting fees for attending Board and Committee Meetings. Shri Sanjay Rajgarhia, Executive Director (Resigned with effect from March 09, 2022) also opted not to receive any remuneration except Sitting fees for attending Board and Committee Meetings.

**(b) Remuneration to Non-Executive Directors**

Shri Tribhuwan Nath Chaturvedi, Smt. Nirmala Bagri, Smt. Anisha Mittal and Shri Manish Garg, Non-Executive Director, are entitled to receive sitting fees for attending Board and Committee Meetings only.

The details of sitting fees to the Non- Executive Directors for year ended March 31, 2022 are as follows:

(Amount in Rs.)

Name of Directors	Board Meetings	Committee Meetings	Total
Shri Tribhuwan Nath Chaturvedi*	70,000	50,000	1,20,000
Smt. Nirmala Bagri*	60,000	30,000	90,000
Smt. Anisha Mittal*	60,000	10,000	70,000
Shri Manish Garg*	70,000	35,000	1,05,000

\* Directors were resigned with effect from March 09, 2022.

Other than holding equity shares and payment of sitting fees, the Non-Executive Directors did not have any pecuniary relationship or transactions with the Company during the year.

**(c) Criteria for making payment to Non-Executive Directors**

The Company considers the time and efforts put in by the Non-Executive Directors in deliberations at Board/Committee meetings. They are remunerated by way of sitting fees for attending the meetings and through commission, if any, approved by the Board and members of the Company. The criteria have been defined in the Nomination and Remuneration Policy of the Company. The criteria is also displayed on Company's website [www.apmfinvest.com](http://www.apmfinvest.com). The web link for the same is <http://www.apmfinvest.com/pdfs/policies/CriteriaForMakingPayment.pdf>.

**(d) Details of Service Contracts, Notice Period, etc. of all the Directors for the financial year 2021-22**

Appointment of Executive Director and Managing Director is contractual and Services of the Executive Director and Managing Director may be terminated by either party, giving the other party three months' notice. There is no separate provision for payment of severance pay.

**6. GENERAL BODY MEETINGS**

**(a) The details of the last three Annual General Meetings (AGM) of the Company are as follows:**

Financial Year	Date	Time	Location
2020-2021 (5th AGM)	September 30, 2021	02:30 PM	Meeting conducted through Video conferencing / other Audio visual means facility pursuant to the MCA Circular
2019-2020 (4th AGM)	September 30, 2020	02:30 PM	Meeting conducted through Video conferencing / other Audio visual means facility pursuant to the MCA Circular
2018-2019 (3rd AGM)	September 28, 2019	01:00 PM	SP-147, RIICO Industrial Area, Bhiwadi, Dist. Alwar (Rajasthan) – 301019



**(b) Special resolution passed during last three AGMs:**

The details of the Special Resolution passed during last three AGM are mentioned below:-

AGM	Special Resolution Passed
5th AGM	To approve material related party transactions.
4th AGM	To appoint Shri Manish Garg, as Independent Director and To approve material related party transactions.
3rd AGM	To alter the Article of Association of the Company.

**(c) Whether any Special Resolution(s) passed through Postal Ballot during Financial Year 2021-22**

No special resolution was passed through Postal Ballot during the Financial Year 2021-22.

**(d) Whether any Special Resolution(s) are proposed to be passed through Postal Ballot**

Special Resolutions as may be necessary under the Companies Act/SEBI Listing Regulations, 2015 would be passed through Postal Ballot.

**(e) Procedure for Postal Ballot**

- The notices containing the proposed resolutions and explanatory statements thereto are sent to the registered postal/email addresses of all shareholders of the Company alongwith a Postal Ballot Form and a postage pre-paid business reply envelope containing the address of the Scrutinizer appointed by the Board for carrying out postal ballot process.
- The Postal Ballot Forms/e-voting received within 30 days of dispatch are considered by the Scrutinizer.
- The Scrutinizer submits his report to the Chairman of the Company or a person authorized by him, who on the basis of the report announces the results.
- The Company has entered into an agreement with National Securities Depository Limited (NSDL) for providing e-voting facility to its shareholders. Under this facility, shareholders are provided an electronic platform to participate and vote on the proposals of the Company.

**7. MEANS OF COMMUNICATION**

- (a) Financial Results:** The quarterly, half yearly and annual financial results are regularly submitted to the Stock Exchange and also posted on the website of the Company i.e. [www.apmfinvest.com](http://www.apmfinvest.com).
- (b) Newspaper Advertisement:** The quarterly, half yearly and annual financial results published in the leading newspapers i.e. 'Business Standard or The Indian Express' and regional newspapers like 'Seema Sandesh or Sandhya Jyoti Darpan' in compliance with Listing Regulations.
- (c) Website:** Various sections of the Company's website keep the investors updated on material developments of the Company by providing key and timely information like details of directors, financial results, annual reports, shareholding pattern etc. The website of the company is [www.apmfinvest.com](http://www.apmfinvest.com).
- (d)** Annual Report is emailed to such members whose email ids are registered with the Company/ Depositories.
- (e)** The Company believes in sharing all material information that may directly or indirectly affect the financial and operational performance of the Company and consequently the share price.

## 8. CODES AND POLICIES

The Company has established the following salient codes and policies:

### (a) Code of Conduct for Directors and Senior Management

The Company has formulated and implemented a Code of Conduct for all Board members and Senior Management. Requisite annual affirmations of compliance with the Code have been received from the Directors and Senior Management of the Company. A declaration signed to this effect by Shri Kapil Garg, Managing Director is enclosed as Annexure-A. The Code of Conduct is posted on the Company's website [www.apmfinvest.com](http://www.apmfinvest.com).

### (b) Code of Conduct for Insider Trading

The Company has formulated and implemented a Code of Conduct for Prevention of Insider Trading with a view to regulate trading in securities of the Company by its Designated Persons. Dealing in the shares of the Company by the Designated Persons is effectively monitored for ensuring compliance with the Code.

The Company has also implemented Policy and procedure for inquiry in case of leak or suspected leak of Unpublished Price Sensitive Information, pursuant to the SEBI (Prohibition of Insider Trading) Regulations, 2015. Dealing in the shares of the Company by the Designated Persons is effectively monitored for ensuring compliance with the Code. Report on dealing in the shares of the Company by the Designated Persons is placed before the Chairman of the Audit Committee and the Board.

### (c) Code of Practices and Procedures for fair Disclosure of Unpublished Price Sensitive Information (UPSI)

The Company has adopted a Code of Practices and Procedures for Fair Disclosure of UPSI with a view to facilitate prompt, uniform and universal dissemination of UPSI. Pursuant to the Insider Trading Regulations the Code also includes the Policy for Determination of Legitimate Purposes. The Code is posted on the Company's website [www.apmfinvest.com](http://www.apmfinvest.com).

### (d) Policy for Determining Materiality of Events and Information

The Company has adopted a Policy for Determining Materiality of Events and Information for the purpose of making disclosure to the Stock Exchange. This policy aims to ensure timely and adequate disclosure of all material and price sensitive information to the Stock Exchange. The Policy is displayed on Company's website [www.apmfinvest.com](http://www.apmfinvest.com).

### (e) Policy for Preservation of Documents

The Company has a Policy for Preservation of Documents. The Policy facilitates preservation of documents in compliance with the laws applicable to various functions and departments of the Company.

### (f) Archival Policy

The Company has adopted an Archival Policy, that lays down the process and manner of archiving the disclosures made to the Stock Exchange under the SEBI Listing Regulations. The Policy provides that such disclosures shall be hosted on the website of the Company for a period of five years from the date of disclosure to the Stock Exchange. The Policy also lays down the manner of archiving these disclosures after the period of 5 years. The Policy has been posted on the Company's website [www.apmfinvest.com](http://www.apmfinvest.com).

**(g) Policy for Determining Material Subsidiaries**

This policy is displayed on the Company's website. The web link for the same is <http://www.apmfinvest.com/pdfs/policies/Policy-for-Determination-of-Material-Subsidiary.pdf>

**(h) Policy on Materiality of Related Party Transactions and Dealing with Related Party Transactions**

This policy is displayed on the Company's website. The web-link for the same is <http://www.apmfinvest.com/pdfs/policies/Related-Party-Transaction-Policy.pdf>

**(i) Whistle Blower Policy**

The Company has a robust Whistle Blower Policy to make the workplace at the Company conducive to open communication regarding business practices. It enables the Directors and full time employees to voice their concerns or disclose or report fraud, unethical behaviour, violation of the Code of Conduct, questionable accounting practices, grave misconduct, etc. without fear of retaliation/ unlawful victimization/ discrimination which is a sine qua non for an ethical organization.

The Whistle Blower Policy has been posted on the Company's website [www.apmfinvest.com](http://www.apmfinvest.com). The Audit Committee periodically reviews the functioning of the Policy. During the year, no Director or full-time employee was denied access to the Audit Committee.

**(j) Nomination and Remuneration Policy**

The Company has a Policy on appointment and remuneration of Directors, Key Managerial Personnel ('KMP') and Senior Management / other employees ('Employees') of the Company.

The Policy aims to ensure that the persons appointed as Directors, KMP and Employees possess requisite qualifications, experience, expertise and attributes commensurate to their positions and level and that the composition of remuneration to such persons is fair and reasonable and sufficient to attract, retain and motivate the personnel to manage the Company successfully. The Policy contains, inter alia, provisions pertaining to qualification, attributes and process of their appointment and removal as well as components of remuneration. The Policy is displayed on the Company's website and the web-link for the same is <http://www.apmfinvest.com/pdfs/policies/Nomination-Remuneration-Policy.pdf>

**9. DISCLOSURES**

- (a)** The Company has also formulated a policy on dealing with the Related Party Transactions and necessary approval of the Audit Committee, Board of Directors and shareholders are taken wherever required in accordance with the Policy. The Related Party Transaction policy is disseminated on the website of the Company and the details of Related party transactions are given at Note No. 40 of Notes to the Financial Statements in the Annual Report.
- (b)** Detailed notes on risk management are included in the Management Discussion Analysis section.
- (c)** The Company has complied with the requirements specified in Regulation 17 to 27 and Clause (b) to (i) of sub-regulation 2 of Regulation 46 of SEBI Listing Regulations, 2015, as amended from time to time.
- (d)** Details of total fees paid to Statutory Auditors are provided in Note No. 31.1 to the financial Statements forming part of Annual Report.
- (e)** During the year under review, the Company did not raise any proceeds through a public issue, rights issue and/or preferential issue.
- (f)** The Company has a policy on prevention of sexual harassment at the workplace. The Company has complied with the provisions relating to the constitution of Internal Complaints Committee under Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. During the FY 2021-22, there were no complaints received.

## 10. GENERAL SHAREHOLDERS' INFORMATION

### (a) Date, Time and venue for 6th Annual General Meeting

As per Notice of 6th Annual General Meeting.

### (b) Financial Year and Financial Calendar

The Company observes April 01 to March 31 of the following year as its Financial Year. Our tentative calendar for declaration of results for the financial year 2022-23 are as given below. In addition, the Board may meet on other dates as and when required.

Item	Tentative Dates*
First Quarter Results	August 14, 2022
Second Quarter Results	November 13, 2022
Third Quarter Results	February 14, 2023
Audited Annual Results for the year	May 30, 2023

\* As approved by the Board. However these dates are subject to change.

### (c) Book Closure and Dividend Payment Dates

Book Closure date is as per Notice of 6th Annual General Meeting. Further, dividend has been recommended for the year ended March 31, 2022.

### (d) Listing

The name of the Stock Exchange at which the securities of the Company are listed and the respective scrip code are as under:

Name of the Stock Exchange	Security Listed	Scrip Code
BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai-400001	Equity Shares	542774

The Company has paid the Annual Listing Fees for the financial year 2021-22 for all its listed securities (Equity Shares) to the Stock Exchange.

### (e) Market Price Data and Performance of the Company's equity shares

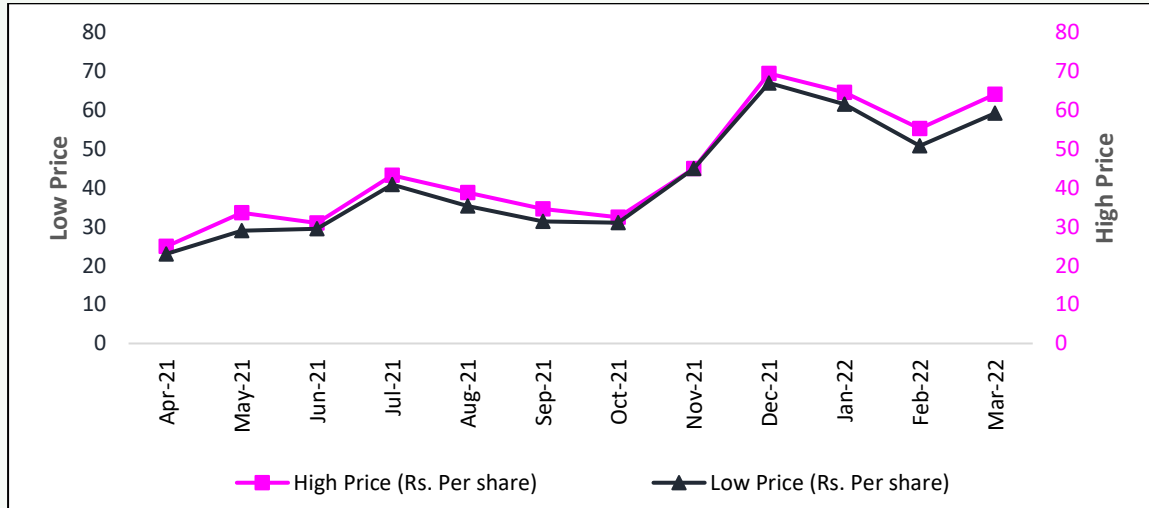
Monthly high/low of market price of the Company's equity shares (of Rs. '2' each) traded on the Stock Exchange (BSE) during the year 2021-22 is given hereinafter:

Months	High Price (Rs. Per share)	Low Price (Rs. Per share)
April, 21	24.95	23.05
May, 21	33.60	29
June, 21	31	29.55
July, 21	43.25	40.85
August, 21	38.85	35.40
September, 21	34.65	31.45
October, 21	32.50	31.10
November, 21	45	45

December, 21	69.50	67.05
January, 22	64.65	61.60
February, 22	55.30	50.85
March, 22	64.10	59.25

**(f) Performance of the Company's equity shares of the Company**

The below chart is based on the monthly closing price of the equity shares of the Company on BSE.



**(g) Compliance Officer**

Mr. Mayank Pratap Singh, Company Secretary, is the Compliance Officer appointed by the Board. He can be contacted for any investor related matter relating to the Company. The contact no. is 011-42610483 and e-mail id is "apmfinvestltd@gmail.com".

**(h) Registrar and Share Transfer Agent**

For share related matters, members are requested to correspond with the Company's Registrar and Share Transfer Agent – Skyline Financial Services Private Limited quoting their Folio No. / DP ID & Client ID at the following address:

Skyline Financial Services Private Limited,  
D-153A , 1st Floor, Okhla Industrial Area, Phase -I, New Delhi - 110 020  
Tel: +011-40450193-97, E-mail: admin@skylinerta.com, info@skylinerta.com

**(i) Share Transfer System**

All shareholders communications regarding share certificates, change of address etc. are addressed to Registrar and Transfer Agents. The Company obtains from a Company Secretary in practice half yearly certificate of compliance with the share transfer formalities as required under Regulation 40(9) of the Listing Regulations, and files a copy of the same with the Stock Exchange. Pursuant to SEBI notification dated June 08, 2018, the transfer of shares is allowed only in dematerialized form except in case of transmission or transposition of shares. The processes for shares held in dematerialized form are dealt by the depository participants without any involvement of the Company.

**(j) Credit Ratings**

The Company has not required to obtain credit rating from any Credit rating Agency.

**(k) Distribution of shareholding as on March 31, 2022**

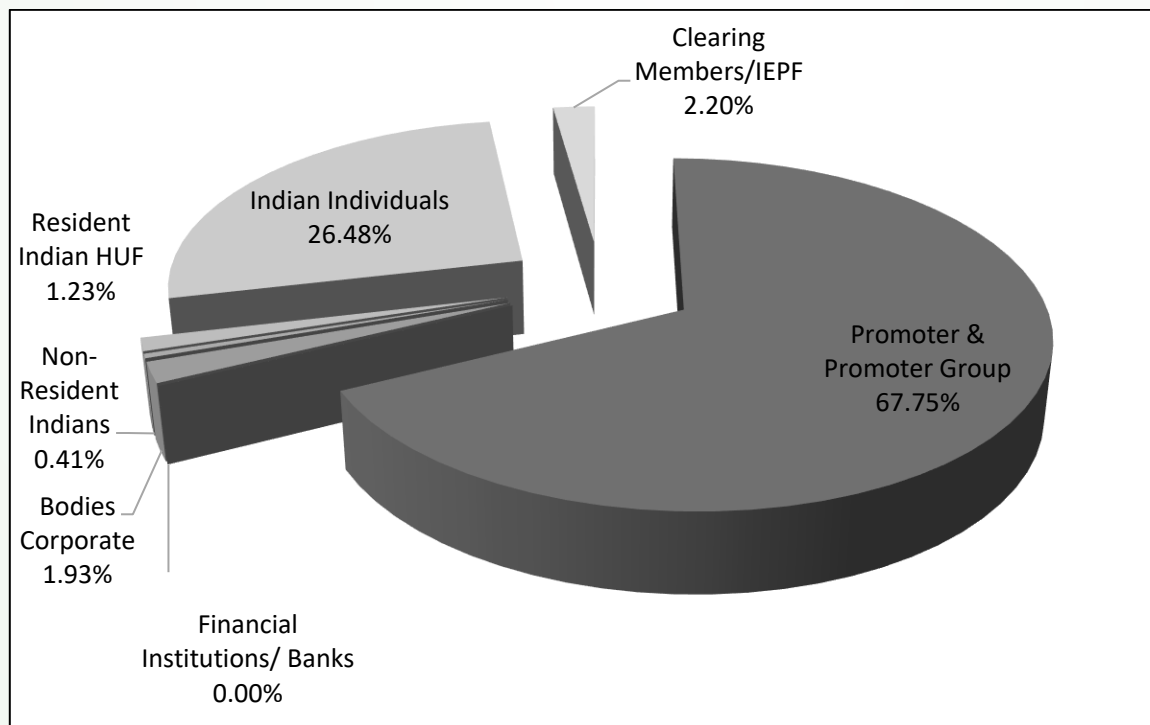
**(i) Value wise**

Shareholding of Nominal Value (In Rs.)	Shareholders		Shareholding	
	Number	% of Total	Number	% of Total
Upto 5,000	11349	97.36	2771999	12.83
5,001 to 10,000	153	1.36	581245	2.69
10,001 to 20,000	87	0.75	612109	2.83
20,001 to 30,000	28	0.24	349815	1.62
30,001 to 40,000	8	0.07	139735	0.65
40,001 to 50,000	6	0.05	132387	0.61
50,001 to 1,00,000	11	0.09	380959	1.76
1,00,001 and above	15	0.13	16643111	77.01
Total	11657	100	2,16,11,360	100

**(ii) Category wise**

S. No.	Category	No. of Shares	Shareholding as a % of total number of shares
A	Promoter & Promoter Group	14641487	67.75
B	Public Shareholding		
1	Financial Institutions/ Banks	250	0
2	Bodies Corporate	417628	1.93
3	Non-Resident Indians	87880	0.41
4	Resident Indian HUF	265908	1.23
5	Indian Individuals	5721969	26.48
6	Clearing Members/IEPF	476238	2.20
	Total	21611360	100

Graphical Presentation of Shareholding



**(l) Information pursuant to Regulation 36(3) of the SEBI Listing Regulations, 2015**

Information pertaining to particulars of Director to be appointed / re-appointed at the forthcoming Annual General Meeting has been included in the Notice convening the Annual General Meeting.

**(m) Certification of Non-Disqualification of Directors from Company Secretary in Practice**

The Company has obtained a certificate from a Practicing Company Secretary, Ms. Suman Pandey, Partner of M/s. RSM & Co., Company Secretary in Practice, as per the provisions of Schedule V(C) of the Listing Regulations, confirming that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as Directors of companies by SEBI/ Ministry of Corporate Affairs or any such statutory authority. The Certificate is attached as Annexure-C

**(n) Compliance Certificate from the Practicing Company Secretary**

The Company has obtained a Certificate from Company Secretary in Practice confirming compliance of conditions of Corporate Governance as stipulated in Schedule V(E) of the Listing Regulations. The Certificate is attached as Annexure-D.

**(o) (i) Dematerialization of Shares**

The Company has signed agreements with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). 20546074 equity shares of the Company were in dematerialized form as on March 31, 2022. Under the Depository System, the International Securities Identification Number (ISIN) allotted to the Company's shares is INE08KJ01012.

**(ii) Liquidity**

The Equity Shares of the Company are frequently traded on the BSE Limited.

**(p) Outstanding GDRs/ADRs/Warrants or any Convertible instruments, conversion date and likely impact on equity:**

The Company has not issued any GDRs/ADRs/Warrants or any Convertible instruments in the past and hence, as on March 31, 2022, the Company does not have any outstanding GDRs / ADRs / Warrants or any convertible instruments.

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

The Company does not deal in commodities and hence the disclosure pursuant to SEBI Circular dated November 15, 2018 is not required to be given.

**(r) Registered Office**

SP-147, RIICO Industrial Area, Bhiwadi, Dist. Alwar, Rajasthan-301019

**(s) Address for Correspondence**

Mufin Green Finance Limited  
201, 2nd Floor, Best Sky Tower, Netaji Subhash Place  
Delhi-10034  
Tel: 011-42610483  
Email:- apmfinvestltd@gmail.com  
Website:- www.apmfinvest.com

**(t) Corporate Identification Number (CIN)**

L65990RJ2016PLC054921

**11. COMPLIANCE WITH THE REGULATIONS RELATED TO CORPORATE GOVERNANCE IN THE SEBI LISTING REGULATIONS, 2015**

**(a) Mandatory Requirements**

The Company has complied with mandatory requirements relating to corporate governance as prescribed in Listing Regulations.

**(b) Extent to which Discretionary Requirements have been adopted:**

The status of adoption of non-mandatory/discretionary requirements as specified in Regulation 27(1) read with Part E of Schedule II of the Listing Regulations is given below:

**(i) The Board**

The Chairman is Non-Executive Independent Director.

**(ii) Shareholders' Rights**

As the quarterly and half-yearly performance are published in the newspapers and are posted on the Company's website, the same are not being sent separately to each household of the shareholders.

**(iii) Modified Opinion(s) in Audit Report**

The Company's financial statement for the financial year ended March 31, 2022 does not contain any modified opinion.

**(iv) Reporting of Internal Auditor**

Internal Auditor reports to the Audit Committee.

**CEO/CFO Certification**

In compliance with Regulation 17(8) read with Schedule II(B) of the Listing Regulations 2015, a declaration by Managing Director and CFO is obtained which, inter-alia, certifies to the Board the accuracy of financial statements and the adequacy of internal controls for the financial reporting purpose.

**Annexure-A**

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

This is to confirm that all the Board Members and Senior Management Personnel have affirmed compliance with the Code of Conduct for Directors and Senior Management of the Company for the year ended March 31, 2022.

For and on behalf of the Board

Kapil Garg  
Managing Director  
DIN: 01716987

Place : New Delhi  
Date : May 18, 2022



**Annexure-B**

**CERTIFICATE OF CEO/CFO**

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

This is to certify that:

- (a) We have reviewed financial statements and the cash flow statement for the year 2021-22 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 the 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 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, wherever applicable, to the auditors and the Audit committee:
  - i. No significant changes in internal control over financial reporting during the year;
  - ii. No significant changes in accounting policies during the year; and
  - iii. No instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the company's internal control system over financial reporting.

**For and on behalf of the Board**

**Adish Kumar Jain**  
Chief Financial Officer

**Pankaj Gupta**  
Chief Executive Officer

**Place:- New Delhi**  
**Date:- May 18, 2022**

**Annexure-C**

**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  
MUFIN GREEN FINANCE LIMITED  
(Formerly Known as APM Finvest Limited)  
CIN: L65990RJ2016PLC054921  
SP-147, RIICO INDUSTRIAL AREA BHIWADI RJ 301019

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of MUFIN GREEN FINANCE LIMITED having CIN: L65990RJ2016PLC054921 and having Registered Office: SP-147, RIICO INDUSTRIAL AREA BHIWADI RJ 301019 (hereinafter referred to as 'the Company'), produced before me/us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verification (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 & its officers, We hereby certify that none of the Directors on the Board of the Company for the Financial Year ending on 31st March, 2022 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

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

**For RSM & CO.  
Company Secretaries**

**CS SUMAN PANDEY  
PARTNER  
FCS NO. 7606 | C.P. NO. 8404  
UDIN : F007606D000868147**

**Dated: 01.09.2022  
Place: New Delhi**

**Annexure-D**

**COMPLIANCE CERTIFICATE ON CONDITIONS OF CORPORATE GOVERNANCE**

To,

The Members  
MUFIN GREEN FINANCE LIMITED  
(Formerly Known as APM Finvest Limited)  
CIN: L65990RJ2016PLC054921  
SP-147, RIICO INDUSTRIAL AREA BHIWADI RJ 301019

1. We have examined the compliance of the conditions of Corporate Governance by Mufin Green Finance Limited for the year ended on March 31, 2022, as stipulated in Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations 2015 ("SEBI Listing Regulations").
2. The Compliance of the conditions of Corporate Governance is the responsibility of the management of the Company. Our examination was limited to the review of the procedures and implementation thereof, as adopted by the Company for ensuring compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.
3. In our opinion and to the best of our information and according to the explanations given to us, and the representation made by the Management and considering the relaxations granted by the Ministry of Corporate Affairs and Securities and Exchange Board of India warranted due to spread of the COVID-19 pandemic, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the SEBI Listing Regulations for the year ended on March 31, 2022.
4. We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**For RSM &Co.  
Company Secretaries  
FRN.P1997DE017000**

**SUMAN PANDEY  
Partner  
M. No F7606 | CP 8404  
UDIN: F007606D000868070**

Place New Delhi  
Date: 01.09.2022

## MANAGEMENT DISCUSSION AND ANALYSIS REPORT

[Schedule V – Regulation 34(3) of SEBI (LODR) Regulations, 2015]

### Introduction

Management Discussion and Analysis mainly comprise of the statements which, inter-alia, involve predictions based on perceptions and may, therefore, be prone to uncertainties. It is the sum total of the Company's expectations, beliefs, estimates and projections which are forward looking within the meaning of applicable laws and regulations. The actual results could differ materially from those expressed herein specifically or impliedly.

### OVERVIEW OF INDIAN ECONOMY FY 2021-22

The beginning of financial year 2021-22 (FY2022) was once again dominated by the COVID-19 pandemic as new waves of infection swept across the world. In India, the second wave (called 'Delta') proved far more lethal than the first that struck in 2020. It was fairly a year of recovery from the adverse impacts of COVID-19 pandemic. After a shaky start, the Indian economy successfully faced the challenges posed by the second and third waves of the pandemic, thanks to successful implementation of vaccination program, untiring services of the front-line warriors, fiscal and monetary policies, stimulus measures of Reserve Bank of India, central and state governments which gave a much-needed cushion for the stability of the economy.

#### a) INDUSTRY STRUCTURE AND DEVELOPMENTS

Over the past few years, Non-Banking Financial Companies (NBFCs) have played a prominent role in the Indian financial system. They provide financial inclusion to the underserved section of the society that does not have easy access to credit. NBFCs have revolutionized the Indian lending system and have efficiently leveraged digitization to drive efficiency and provide customers with a quick and convenient financing experience. The plethora of services include vehicle financing, MSME financing, home financing, microfinance and other retail segments. The Government has consistently worked on the governance measures to strengthen the systemic importance of the NBFCs.

The pandemic tested the resilience of the NBFC sector, leading to decline in disbursements across the sectors. However, the support and focus of the Government through various liquidity measures such as repo rate cut, targeted long-term repo operations, special liquidity scheme and partial credit guarantee scheme, kept the sector afloat. The total credit outstanding from the NBFCs for Financial Year 2020-21 stood at Rs.23.75 trillion which grew by 6-7% in the Financial Year 2021-22. This growth was mainly led by growth in the housing, auto, gold and other retail segments which stood resilient even in the previous fiscal year. The disbursement growth would have to remain healthier for a sustained AUM growth. Besides, bank credit growth to the NBFC sector improved significantly to 14.6% in February 2022 from 7% a year ago.

Pursuant to RBI circular RBI/2021-22/125 DOR/STR/ REC.68/21.04.048/2021-22 dated November 12, 2021, on Prudential norms on Income Recognition, Asset Classification and Provisioning pertaining to Advances – Clarifications, the Company has revised its process of NPA classification to flagging of the borrower accounts as overdue as part of the day-end processes for the due date.

#### b) THE COMPANY

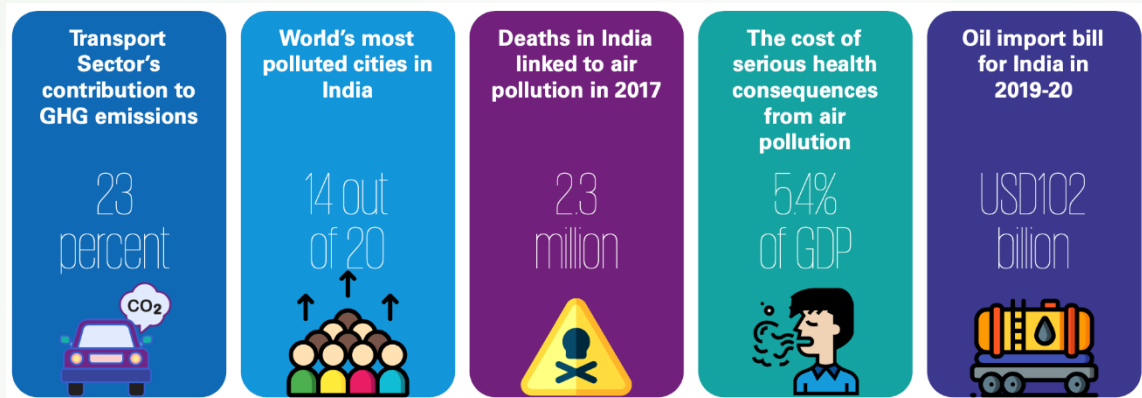
Mufin Green Finance Limited (formerly, known as APM Finvest Ltd.), is 100% focused on Environment & Social Governance focused financing products, with a strong focus on India's fastest growing electric vehicle industry. The company has its presence in 7 states across India with 112 locations and Company exploring for more location to operate in others states. EV market in India is estimated to be US\$206 billion opportunity by 2030 and is growing at booming rate of 36% CAGR year on year. Mufin Green intend to contribute to 4-5% market share of the business by 2030.

Mufin Green will enable the growth of this EV ecosystem by financing electric vehicles, electric charging infra and energy storage/swapping systems. Mufin Green is currently live in the major EV markets of the country with 5.3% of Markets share in operating market of the business. Mufin Green plans scale up its monthly disbursement from 16Cr to 50Cr month on month by spreading across India and more financing products 2Wheelers, 3 Wheel-Auto, 4 Wheelers, Electric Trucks and charging infrastructure to its portfolio over next 12 months.

### c) OPPORTUNITIES & THREATS

While EVs have been around for some time, the growth has accelerated over past couple of years

- Large potential:
  - India's EV market to grow at CAGR of 90% to touch ~USD 160 Bn by 2030
  - India is a unique automobile market - 84% of vehicles sold in India are 2W/3Ws. These smaller vehicles are easier to electrify, since they need smaller and simpler batteries and are much closer to economic parity vs ICE
  - India expects 25-35% 2W penetration and 65-75% 3Ws by 2030



- Government's push for EV – Faster Adoption and Manufacturing of Electric Vehicles (FAME) subsidy scheme, Central Motor Vehicle Act, EV certification and registration has fostered growth
  - Commitment to the EV30@30 initiative- to reach 30% sales share of EV by 2030
  - Demand side focussed- incentive to reduce the upfront cost
  - State policies focusses on supply side to attract investment, Development Commission (DDC) of Delhi has prepared a roadmap for achieving 100% electrification of last-mile delivery service fleets by 2030

Digital ecosystem development pushed by the government as well as regulators and other market participants offer opportunities to provide better customer experience and become more efficient. With the increase in usage of smartphone across various geographies and continuous growth in data connectivity adoption, the Company foresees a big opportunity to understand customers better and offer more personalized services and offerings in a cost-efficient way. In addition, the need for finance and new investment opportunities in a growing economy like India are positives for the Company.

### d) SEGMENT-WISE PERFORMANCE

The Company has only one line of business, i.e., Financing and Investment Activities during the year under review, hence no segment wise information is required. The Company has no activity outside India. Therefore, there is no geographical segment.

### e) OUTLOOK

The NBFCs are being recognised as being vital for the growth of Indian economy. NBFCs are here to stay and play an important role in economic growth and financial inclusion. As India's economy grows, the requirement for credit will rise more than proportionately. We need both Banks and NBFCs to rise to the occasion and power the economy with free flowing credit lines. NBFCs with robust business models, strong liquidity mechanisms and governance & risk management standards are poised to reap the benefit of the market opportunity. NBFCs that are well prepared with their business continuity and contingency plans can quickly bounce back in the post COVID-19 era. With proper planning and strategic initiatives, NBFCs can limit and overcome the impact of this disruption.

**f) RISKS & CONCERNS**

The Company's Board of Directors has overall responsibility for the establishment and oversight of the Company risk management framework. Company is exposed to specific risks that are particular to its business and the environment within which it operates including economic cycle, market risk, interest rate risk, liquidity risk, regulatory & compliance risk and credit risks. Managing risk effectively also helps in achieving the desired outcome, while fixing responsibility and accountability. The Company is especially focused on improving sensitivity to assessment of risks and improving methods of computation of risk weights.

**g) INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY**

The Company has appointed M/s J Mandal & Co., Chartered Accountants, an outside agency as its Internal Auditors, who conduct internal audit for various activities. The Company has developed adequate internal control system commensurate to its size and business. Personnel of the Internal Auditor conduct periodic audits in all the areas to ensure that the Company's control mechanism is properly followed and all statutory requirements are duly complied with. The reports of Internal Auditors are submitted to the Audit Committee which further reviews the adequacy of Internal Control System.

**h) DISCUSSION ON FINANCIAL PERFORMANCE WITH RESPECT TO OPERATING PERFORMANCE**

The operating performance of the Company has been discussed in the Directors Report under the head financial summary and state of Company affairs/operations. The Profit/(Loss) Before Tax for the year 2021-22 was Rs. 1,267.90 lakhs as against 2,255.13 lakhs in the year 2020-21. This has been a down fall in the year for our Company. Our directors are expecting to maintain the good performance of the Company in coming years.

The Company has a judicious balanced portfolio of Debt and Equity which has given good returns during the year. The Portfolio is constantly reviewed and adjusted as per market trends and expectations.

**i) MATERIAL DEVELOPMENTS IN HUMAN RESOURCES / INDUSTRIAL RELATIONS FRONT, INCLUDING NUMBER OF PEOPLE EMPLOYED**

The Company attaches importance to the dignity of employee irrespective of position and highly values the cultural diversities of employees. Human Resource is valued as an extremely important and strategic resource and your Company believes in employee empowerment across the entire organization in order to achieve organizational effectiveness. As on March 31, 2022, the Company had 3 employees.

**j) LONG TERM AND SHORT TERM STRATEGY**

Our Company is continuously reviewing the evolving situation in the light of COVID-19 and playing a responsible role in minimising the adverse impact of the pandemic on its businesses and the stakeholders' interests. Company continued to focus on sustainability of performance with steady margins, stable asset quality and focused growth by increasing the proportion of our existing good profile customer.

Our Company will continue to allocate its capital between Equity and Debt. Management will evaluate and select investments based on high quality governance, sustainability and strength of the investee company's balance sheets.

**k) FINANCIAL AND OPERATIONAL PERFORMANCE**

**(In Lakhs)**

S. No.	Particulars	F.Y. 2021-22	F.Y. 2020-21	Change	Reason for Change

1.	Total Income	1,527.82	2,283.81	-33.10%	Due to Impact of Covid-19
2.	Net Interest Income	369.55	319.49	15.67%	-
3.	Asset Under Management	4,826.69	1,895.25	154.67%	Due to Purchase of Loan Portfolios from other Lender
4.	Net Worth	10,160.80	9072.42	12.00%	-
5.	Profit after tax	1,088.19	1,987.42	-45.25%	Due to Impact of Covid-19
6.	Capital Adequacy Ratio	132.33%	70.68%	87.22%	Due to increase in provisions of Standard Assets
7.	Return on total assets	10.58%	21.44%	-50.66%	Due to Impact of Covid-19
8.	Debt equity ratio	-	-	-	-
9.	Net Interest Margin	0.88%	-0.22%	4.94%	-
10.	Interest coverage ratio	-	-	-	-
11.	Net profit margin	71.32%	87.04%	-18.05%	-
12.	Return on Net Worth	10.71%	21.91%	-51.11%	Due to Impact of Covid-19
13.	Return on equity	251.76%	459.81%	-45.25%	Due to Impact of Covid-19
14.	Debtors Turnover	-	-	-	-
15.	Current Ratio	10.99	0.32	3334%	Due to increase in current assets
16.	Operating Profit Margin	97.80%	98.15%	-0.36%	-

**1) CAUTIONARY STATEMENT**

Estimates and expectations stated in this Management Discussion and Analysis may be "forward-looking statement" within the meaning of applicable laws and regulations. Actual results may differ materially from those expressed or implied.

**For and on behalf of the Board**

**Manoj Kumar Bhatt**

**Chairman**  
**DIN: 09452843**

**Date: 01.09.2022**  
**Place: New Delhi**





## **Independent Auditor's Report**

### **To The Members of APM Finvest Limited**

#### **Report on the Audit of the Financial Statements**

### **Opinion**

We have audited the accompanying financial statements of **APM Finvest Limited** ("the Company"), which comprise the Balance Sheet as at March 31, 2022, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Cash Flows and the Statement of Changes in Equity for the year then ended, and notes to the financial statements including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2022 and its profit, total comprehensive income, cash flows and the changes in equity for the year ended on that date.

### **Basis for Opinion**

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

### **Key Audit Matters**

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements for the year ended March 31, 2022. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matter described below to be the key audit matter to be communicated in our report: -



Key audit matter	How the matter was addressed in our audit
<b>Impairment of loans (Expected Credit Loss)</b>	
<p>In case of the Company, the loans to the customers form a major portion of the its assets. As per Indian Accounting Standard (Ind AS) 109 – Financial Instruments, the Company is required to provide for impairment loss on its loan assets using the Expected Credit Loss (ECL) approach. The calculation of impairment loss or ECL involves an estimation of probability of weighted loss on financial instruments over their life, considering reasonable and supportable information about past events, current conditions, forward looking analysis to the extent possible and other factors which impact the credit quality of the Company’s loan assets.</p> <p>In the process of calculation of ECL, a significant degree of judgement and estimates are applied by the management for:</p> <ul style="list-style-type: none"> <li>• Grouping of borrowers</li> <li>• Staging of loans</li> <li>• Determination of exposure at default</li> <li>• Calculation of probability of default/loss given default</li> <li>• Consideration of probability weighted scenarios and forward looking macro-economic factors</li> </ul> <p>The application of ECL model requires several data inputs which increases the risk of completeness and accuracy of the data that has been used to create assumptions in the model.</p> <p>In view of the high degree of management’s judgement involved in estimation of ECL and the overall significance of ECL to the financial statements, it is considered a key audit matter.</p> <p>The Company’s disclosures are included in Notes 2.5.2.6, 7 and 33 to the financial statements, which outline the accounting policy for loans and ECL and details of loans and ECL.</p>	<p>Our audit procedures included the following:</p> <ul style="list-style-type: none"> <li>• Evaluated appropriateness of the impairment principles used by management based on the requirements of Ind AS 109.</li> <li>• Assessed the design and implementation of key internal financial controls over loan impairment process used to calculate the impairment charge.</li> <li>• Evaluated management’s controls over collection of relevant information used for determining estimates for management overlays.</li> <li>• Assessed the accuracy of the system generated reports of ageing and defaults.</li> <li>• Performed substantive procedures over validating completeness and correctness of the data.</li> <li>• Tested assumptions used by the management in determining the overlay for macro-economic and other factors.</li> <li>• Performed cut off procedures on a sample basis relating to the recoveries at year end that would impact staging of loans.</li> <li>• Tested the arithmetical accuracy of computation of ECL provision.</li> <li>• Obtained management representations wherever considered necessary.</li> <li>• Evaluated the disclosures made in the financial statements in respect of ECL.</li> </ul>

**Information Other than the Financial Statements and Auditor’s Report thereon**

The Company’s Board of Directors are responsible for preparation of the other information. The other information comprises the information included in the Board’s Report and its annexures, but does not include the financial statements and our auditor’s report thereon. The other information is expected to be made available to us after the date of this Auditor’s Report.

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

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

When we read the other information, if we conclude that there is material misstatement therein, we are required to communicate the matter to those charged with governance as required under SA 720 'The Auditor's Responsibilities Relating to Other Information'.

### **Management's Responsibility for the Financial Statements**

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

In preparing the financial statements, the Board of Directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable to the Company, 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 also responsible for overseeing the Company's financial reporting process.

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

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

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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal controls.



- 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 the financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Board of Directors.
- Conclude on the appropriateness of Board of Directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements for the financial year ended March 31, 2022 and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

#### **Other Matter**

We draw attention to Note 45 to the financial statements in which the Company describes the uncertainties arising from the Covid-19 pandemic. Our opinion is not modified in respect of this matter.

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

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



2. As required by Section 143(3) of the Act, based on our audit, we report that:
- a) we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
  - b) in our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
  - c) the Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, the Statement of Cash Flows and Statement of Changes in Equity dealt with by this Report are in agreement with the books of account;
  - d) in our opinion, the aforesaid financial statements comply with the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act, as applicable to the Company;
  - e) on the basis of the written representations received from the directors and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2022 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 these financial statements and the operating effectiveness of such controls, refer to our separate Report in Annexure "B" to this report;
  - g) with respect to the other matters to be included in the Auditor's Report under 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 company has not paid/ provided any managerial remuneration covered under Section 197 of the Act to its directors during the year.
  - h) with respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us:
    - i. The Company does not have any pending litigations as at March 31, 2022 having impact on its financial position.
    - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
    - iii. There was no amount which was required to be transferred to the Investor Education and Protection Fund by the Company during the year ended March 31, 2022.
    - iv. (a) The management of the Company has represented that, to the best of their knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from the borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any person or entity including foreign entity ("intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.  
  
(b) The Management of the Company has represented that, to the best of their knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entity ("Funding Party") with the understanding, whether recorded in writing or otherwise, that the Company



shall directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

(c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, performed by us on the Company, nothing has come to our notice that has caused us to believe that the representations under sub-Clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.

- v. The Company has not paid any dividend during the year. As stated in Note 49 to the financial statements, the Board of Directors of the Company have proposed dividend for the year ended March 31, 2022, which is subject to the approval of the members of the Company at the ensuing Annual General meeting. The dividend proposed is in accordance with Section 123 of the Act, to the extent it applies to declaration of dividend by the Company.

**For CHATURVEDI & PARTNERS**

Chartered Accountants  
Firm Registration No. 307068E

**LAXMI NARAIN JAIN**

Partner  
Membership No. 072579  
UDIN - 22072579AJEYVN2314

New Delhi  
May 18, 2022

## Annexure 'A' to the Independent Auditor's Report

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' Section of our report of even date to the members of **APM Finvest Limited** on the Financial Statements for the year ended March 31,2022)

- (i) (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. The Company has maintained proper records showing full particulars of intangible assets.
- (b) According to the information and explanations given to us, the Property, Plant and Equipment (including Right of Use assets) have been physically verified by the management at the end of the year and no material discrepancies were noticed on such verification. Having regard to the size of the Company and the nature and ageing of the assets, in our opinion, the periodicity of the physical verification is reasonable.
- (c) The Company does not have immovable property (other than immovable property where the Company is the lessee and the lease agreement is duly executed in favour of the Company). Accordingly, the clause 3(i)(c) of the Order is not applicable to the Company.
- (d) In our opinion and according to the information and explanations given to us, the Company has not revalued any of its Property, Plant and Equipment (including Right of Use assets) or intangible assets or both during the year.
- (e) According to the information and explanations given to us and on the basis of our examination of the records of the Company, no proceedings have been initiated or are pending against the Company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 and rules made thereunder.
- (ii) (a) The Company does not have any inventory. Accordingly, the clause 3(ii)(a) of the Order is not applicable to the Company.
- (b) In our opinion and according to the information and explanations given to us, the Company has not been sanctioned working capital limit in excess of Rs. 5 crore, in aggregate, at any point of time of the year, from banks or financial institutions on the basis of security of current assets. Accordingly, the clause 3(ii)(b) of the Order is not applicable to the Company.
- (iii) The Company being a Non-Banking Finance Company having principal business to give loans and make investments,
  - (a) the clause 3(iii)(a) of the Order is not applicable to the Company.
  - (b) In our opinion and according to the information and explanations given to us, the investments made and the terms and conditions of the grant of loans/advances in the nature of loans, prima facie, are not prejudicial to the Company's interest. There are no guarantees provided or security given by the Company during the year.
  - (c) In respect of the loans/advances in the nature of loans, the schedule of repayment of principal and payment of interest has been stipulated and repayments or receipts have been regular as per stipulations except in case of 1370 loan accounts having aggregate overdue amount Rs. 95.95 lakhs as at March 31, 2022 and delays ranging from 1 to 60 days.
  - (d) In our opinion and according to the information and explanations given to us, there are no amounts overdue for more than 90 days as at March 31, 2022 in respect of loans/advances in the nature of loans.



- (e) The clause 3(iii)(e) of the Order is not applicable to the Company.
- (f) In our opinion and according to the information and explanations given to us, the Company has granted loans/advances in the nature of loans repayable on demand as detailed below:  
(Rs. in lakhs)

	Promoters	Related Parties	Other Parties	Total
Aggregate amount of loans/advances in the nature of loans:				
- Repayable on demand (A)	-	641.00	1504.16	2145.16
- Without specification of term or period of repayment (B)	-	-	-	-
Total (A+B)	-	641.00	1504.16	2145.16
Percentage to the total loans/advances in the nature of loans granted	-	5.73%	13.44%	19.17%

- (iv) In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of Section 185 and 186 of the Act with respect of loans, investments, guarantees and security, as applicable.
- (v) In our opinion and according to the information and explanations given to us, during the year the Company has not accepted any deposits or amounts which are deemed to be deposits from the public on which the directives issued by the Reserve Bank of India or the provisions of Section 73 to 76 or any other relevant provisions of the Act and the rules made thereunder are applicable.
- (vi) According to the information and explanations given to us, the maintenance of cost records has not been specified by the Central Government under Section 148(1) of the Act for the Company.
- (vii) In our opinion and according to the information and explanations given to us and on the basis of the records examined by us:
- (a) The Company has generally been regular in depositing undisputed statutory dues including Goods and service tax, Provident Fund, Employees' State Insurance, Income-tax, Cess and other statutory dues applicable to the Company with the appropriate authorities. There were no undisputed amounts payable in respect of statutory dues outstanding as at March 31, 2022 for a period of more than six months from the date they became payable.
- (b) There are no statutory dues referred to in sub-clause (a) above, which have not been deposited by the Company on account of any dispute.
- (viii) According to the information and explanations given to us and on the basis of the records examined by us, the Company does not have any transactions not recorded in the books of account but surrendered or disclosed as income during the year in the tax assessment under the Income Tax Act, 1961.
- (ix) In our opinion and according to the information and explanations given to us and on the basis of the records of the Company examined by us,
- (a) the Company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender during the year;
- (b) the Company has not been declared willful defaulter by any bank or financial institution or other lender;
- (c) the term loans were applied by the Company during the year for the purposes for which the loans were obtained;



- (d) there are no transactions of funds raised by the Company on short term basis and utilized, prima facie, for long term purposes during the year;
  - (e) the Company does not have any subsidiary or associate or joint venture during the year. Accordingly, the clause 3 (ix)(e) of the Order is not applicable to the Company;
  - (f) the Company does not have any subsidiary or joint venture or associate company during the year. Accordingly, the clause 3(ix)(f) of the Order is not applicable to the Company.
- (x)
- (a) In our opinion and according to the information and explanations given to us, the Company has not raised any money by way of initial public offer or further public offer (including debt instruments) during the year. Accordingly, the clause 3(x)(a) of the Order is not applicable to the Company.
  - (b) According to the information and explanations given to us, the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully or partly or optionally convertible) during the year. Accordingly, the clause 3(x)(b) of the Order is not applicable to the Company.
- (xi)
- (a) To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company or on the Company has been noticed or reported during the year.
  - (b) According to the information and explanations given to us, no report under Section 143(12) of the Act has been filed by the auditors in form ADT-4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.
  - (c) According to the information and explanations given to us, no whistleblower complaint has been received by the Company during the year.
- (xii) In our opinion and according to the information and explanations given to us, the Company is not a Nidhi Company. Accordingly, the clause 3(xii) of the Order is not applicable to the Company.
- (xiii) In our opinion and according to the information and explanations given to us and on the basis of the records examined by us, all transactions with the related parties are in compliance with Section 177 and 188 of the Act, where applicable and the details 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 internal audit system commensurate with the size and nature of its business.
  - (b) During the course of our audit, we have considered the reports of the Internal Auditor issued for the period under audit.
- (xv) In our opinion and according to the information and explanations given to us and on the basis of the records examined by us, the Company has not entered into any non-cash transactions with its directors or persons connected with them during the year.
- (xvi)
- (a) According to the information and explanations given to us, the Company is required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934 and the registration has been obtained by the Company.
  - (b) According to the information and explanations given to us, the Company has a valid Certificate of Registration (CoR) from the Reserve Bank of India as per the Reserve Bank of India Act, 1934 to conduct the Non-Banking financial activities.



- (c) According to the information and explanations given to us, the Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India.
- (d) According to the information and explanations given to us, there is no Core Investment Company within the Group.
- (xvii) The Company has not incurred cash losses in the financial year under audit and in the immediately preceding financial year.
- (xviii) There has been no resignation of the statutory auditors of the Company during the year. Accordingly, the clause 3(xviii) of the Order is not applicable to the Company.
- (xix) According to the information and explanations given to us and on the basis of examination 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 the period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
- (xx) In our opinion and according to the information and explanations given to us, the Company was not required to spend any amount on Corporate Social Responsibility (CSR) related activities during the year under review in terms of the provisions of Section 135 of the Act. Accordingly, the clause 3(xx) of the Order is not applicable to the Company.
- (xxi) Reporting under the clause 3(xxi) of the Order is not applicable at the standalone level.

**For CHATURVEDI & PARTNERS**

Chartered Accountants  
Firm Registration No. 307068E

**LAXMI NARAIN JAIN**

Partner  
Membership No. 072579  
UDIN – 22072579AJEYVN2314

New Delhi  
May 18, 2022

## **Annexure 'B' to the Independent Auditor's Report**

(Referred to in paragraph 2(f) under 'Report on Other Legal and Regulatory Requirements' Section of our report of even date to the members of **APM Finvest Limited** on the Financial Statements for the year ended March 31, 2022)

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

We have audited the internal financial controls Over financial reporting of **APM Finvest Limited** ("the Company") as of March 31, 2022 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 ('the Guidance Note') issued by the Institute of Chartered Accountants of India ('the ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

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

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note issued by the ICAI and the Standards on Auditing prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to these financial statements 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 over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of such internal financial controls, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the 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 controls 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 authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.



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

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

### **Opinion**

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2022, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note issued by the ICAI.

### **For CHATURVEDI & PARTNERS**

Chartered Accountants  
Firm Registration No. 307068E

### **LAXMI NARAIN JAIN**

Partner  
Membership No. 072579  
UDIN – 22072579AJEYVN2314

New Delhi  
May 18, 2022

BALANCE SHEET AS AT MARCH 31, 2022

(Rs. in lakhs)

S.No.	Particulars	Note No.	As at March 31, 2022	As at March 31, 2021
	<b>ASSETS</b>			
1)	<b>Financial Assets</b>			
	a) Cash and cash equivalents	4	923.45	45.35
	b) Bank balances other than cash and cash equivalents	5	490.00	-
	c) Receivables			
	- Trade Receivables	6	-	14.46
	d) Loans	7	4,826.69	1,895.25
	e) Investments	8	999.95	7,281.07
	f) Other financial assets	9	1,867.03	24.59
	<b>Total</b>		<b>9,107.12</b>	9,260.72
2)	<b>Non-Financial Assets</b>			
	a) Current tax assets (net)	10	-	3.77
	b) Property, plant & equipment	11	68.33	-
	c) Intangible assets	12	132.93	0.09
	d) Right of use assets	12	-	6.22
	e) Other non-financial assets	13	981.13	0.45
	<b>Total</b>		<b>1,182.39</b>	10.53
	<b>Total Assets</b>		<b>10,289.51</b>	9,271.25
	<b>LIABILITIES AND EQUITY</b>			
1)	<b>Financial Liabilities</b>			
	a) Payables			
	- Trade payables			
	i) Total outstanding dues of micro enterprises and small enterprises		-	-
	ii) Total outstanding dues of creditors other than micro enterprises and small enterprises		-	-
	b) Borrowings (other than debt securities)	14	-	18.00
	c) Other financial liabilities	15	22.74	13.97
	<b>Total</b>		<b>22.74</b>	31.97
2)	<b>Non-Financial Liabilities</b>			
	a) Provisions	16	0.17	0.30
	b) Current tax liabilities (net)	17	86.62	-
	c) Deferred tax liabilities (net)	18	6.50	166.27
	d) Other non-financial liabilities	19	12.68	0.29
	<b>Total</b>		<b>105.97</b>	166.86
3)	<b>Equity</b>			
	a) Equity share capital	20	432.23	432.23
	b) Other equity	21	9,728.57	8,640.19
	<b>Total</b>		<b>10,160.80</b>	9,072.42
	<b>Total Liabilities and Equity</b>		<b>10,289.51</b>	9,271.25

Significant Accounting Policies and Notes forming part of the Financial Statements 1-50

As per our report of even date attached

**For CHATURVEDI & PARTNERS**

Chartered Accountants  
Firm Registration No.307068E

**FOR AND ON BEHALF OF THE BOARD**

**LAXMI NARAIN JAIN**

Partner  
Membership No.072579

**Manoj Kumar Bhatt**

Chairman & Director  
DIN: 09452843

**Neha Agarwal**

Director  
DIN: 03539327

**Kapil Garg**

Managing Director  
DIN: 01716987

Place : New Delhi

Date : May 18, 2022

**Mayank Pratap Singh**

Company Secretary  
Membership No. A46666

**Pankaj Gupta**

Chief Executive Officer

**Adish Kumar Jain**

Chief Financial Officer



STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2022

(Rs. in lakhs)

S.No.	Particulars	Note No.	For the year ended March 31, 2022	For the year ended March 31, 2021
	<b>Revenue from operations</b>			
	i) Interest income	22	369.55	319.49
	ii) Dividend income	23	23.35	19.90
	iii) Net gain on fair value changes	24	-	1,733.58
	iv) Net gain on sale of investments	24	1,132.72	209.73
	v) Other operating revenue	25	0.07	0.70
<b>I)</b>	<b>Total Revenue from operations</b>		<b>1,525.69</b>	2,283.40
II)	Other income	26	2.13	0.41
<b>III)</b>	<b>Total Income (I+II)</b>		<b>1,527.82</b>	2,283.81
	<b>Expenses</b>			
	i) Finance costs	27	14.56	36.11
	ii) Impairment of financial instruments	28	7.35	(50.38)
	iii) Employee benefits expenses	29	19.01	6.11
	iv) Depreciation and amortization	30	4.44	1.88
	v) Other expenses	31	214.56	34.96
<b>IV)</b>	<b>Total Expenses</b>		<b>259.92</b>	28.68
V)	<b>Profit before exceptional items and tax (III-IV)</b>		<b>1,267.90</b>	2,255.13
VI)	Exceptional items		-	-
VII)	<b>Profit before tax (V-VI)</b>		<b>1,267.90</b>	2,255.13
VIII)	<b>Tax expense</b>	35		
	1) Current tax		330.26	95.75
	2) Deferred tax		(159.84)	175.37
	3) Tax related to earlier year		9.29	(3.41)
<b>IX)</b>	<b>Profit for the year (VII-VIII)</b>		<b>1,088.19</b>	1,987.42
<b>X)</b>	<b>Other Comprehensive Income</b>			
	A) i) Items that will not be reclassified to profit or loss		0.26	0.01
	ii) Income tax relating to items that will not be reclassified to profit or loss	35	(0.07)	0
	<b>Sub Total (A)</b>		<b>0.19</b>	0.01
	B) i) Items that will be reclassified to profit or loss		-	-
	ii) Income tax relating to items that will be reclassified to profit or loss		-	-
	<b>Sub Total (B)</b>		<b>-</b>	-
<b>XI)</b>	<b>Total Other Comprehensive Income (A+B)</b>		<b>0.19</b>	0.01
<b>XII)</b>	<b>Total Comprehensive Income for the year (IX+X)</b>		<b>1,088.38</b>	1,987.43
	<b>Earnings per share (Face value Rs. 2)</b>			
	Basic (Rs.)	41	5.04	9.20
	Diluted (Rs.)	41	5.04	9.20

Significant Accounting Policies and Notes forming part of the Financial Statements 1-50

As per our report of even date attached

**For CHATURVEDI & PARTNERS**  
Chartered Accountants  
Firm Registration No.307068E

**FOR AND ON BEHALF OF THE BOARD**

**LAXMI NARAIN JAIN**  
Partner  
Membership No.072579

**Manoj Kumar Bhatt**  
Chairman & Director  
DIN: 09452843

**Neha Agarwal**  
Director  
DIN: 03539327

**Kapil Garg**  
Managing Director  
DIN: 01716987

**Place : New Delhi**  
**Date : May 18, 2022**

**Mayank Pratap Singh**  
Company Secretary  
Membership No. A46666

**Pankaj Gupta**  
Chief Executive Officer

**Adish Kumar Jain**  
Chief Financial Officer

**STATEMENT OF CASH FLOWS FOR THE YEAR ENDED MARCH 31, 2022**

Particulars	(Rs. in lakhs)	
	Year ended March 31, 2022	Year ended March 31, 2021
<b>Cash flow from operating activities</b>		
<b>Profit before tax</b>	<b>1,267.90</b>	2,255.13
Adjustment for :		
Net loss/(profit) on fair value changes	-	(1,733.58)
(Profit)/loss on sale of investments	<b>(1,132.72)</b>	(201.70)
Interest expenses on lease liabilities	<b>0.51</b>	0.68
Gain on derecognition of lease	<b>(0.83)</b>	-
Depreciation and amortization	<b>4.44</b>	1.88
Impairment on financial instruments	<b>7.35</b>	(50.38)
Liabilities written back	<b>(0.26)</b>	(0.27)
<b>Operating profit before working capital changes</b>	<b>146.39</b>	271.76
(Increase)/decrease in trade receivables	<b>14.46</b>	40.88
(Increase)/decrease in loans (net)	<b>(2,938.79)</b>	200.60
Increase/(decrease) in financial liabilities	<b>16.06</b>	(11.79)
Increase/(decrease) in provisions	<b>0.19</b>	0.09
Increase/(decrease) in other non-financial liabilities	<b>12.39</b>	(2.51)
(Increase)/decrease in other non-financial assets	<b>(980.68)</b>	(0.21)
(Increase)/decrease in other financial assets	<b>(1,863.36)</b>	0.72
<b>Cash generated from/(used in) operations</b>	<b>(5,593.34)</b>	499.54
Direct tax paid (net)	<b>(249.16)</b>	(69.28)
<b>Net cash generated from/(used in) operating activities (A)</b>	<b>(5,842.50)</b>	430.26
<b>Cash flow from investing activities</b>		
Proceeds from sale of investments	<b>15,721.55</b>	2,692.07
Purchase of investments	<b>(8,286.79)</b>	(2,110.09)
(Increase) in term deposits with bank	<b>(490.00)</b>	-
Purchase of property, plant & equipment	<b>(69.22)</b>	-
Purchase of intangible assets	<b>(134.68)</b>	-
<b>Net cash generated from investing activities (B)</b>	<b>6,740.86</b>	581.98
<b>Cash flow from financing activities</b>		
Proceeds from borrowings (other than debt securities)	<b>1,010.00</b>	862.00
Repayments of borrowings (other than debt securities)	<b>(1,028.00)</b>	(1,889.00)
Payment of lease liabilities	<b>(2.26)</b>	(1.92)
<b>Net cash (used in) financing activities (C)</b>	<b>(20.26)</b>	(1,028.92)
<b>Net increase/(decrease) in cash and cash equivalents (A+B+C)</b>	<b>878.10</b>	(16.68)
Cash and cash equivalents at the beginning of the year	<b>45.35</b>	62.03
<b>Cash and cash equivalents at the end of the year</b>	<b>923.45</b>	45.35
<b>Components of cash and cash equivalents:</b>		
Cash on hand	-	0.04
Balances with banks		
- on current accounts	<b>923.45</b>	45.31
<b>Total cash and cash equivalents</b>	<b>923.45</b>	45.35

Notes:

- Statement of cash flows has been prepared under the indirect method as set out in the Ind AS 7 - "Statement of Cash Flows".
- The Company being an investment Company, proceeds of purchase and sale of investments have been considered as a part of 'Cash flow from investing activities' and income from investments has been considered as a part of 'Cash flow from operating activities'.
- Direct tax paid is treated as arising from operating activities and is not bifurcated between investing and financing activities.

**Significant Accounting Policies and Notes forming part of the Financial Statements** 1-50

As per our report of even date attached

**For CHATURVEDI & PARTNERS**

Chartered Accountants  
Firm Registration No.307068E

**FOR AND ON BEHALF OF THE BOARD**

**LAXMI NARAIN JAIN**

Partner  
Membership No.072579

**Manoj Kumar Bhatt**

Chairman & Director  
DIN: 09452843

**Neha Agarwal**

Director  
DIN: 03539327

**Kapil Garg**

Managing Director  
DIN: 01716987

**Place : New Delhi**  
**Date : May 18, 2022**

**Mayank Pratap Singh**  
Company Secretary  
Membership No. A46666

**Pankaj Gupta**  
Chief Executive Officer

**Adish Kumar Jain**  
Chief Financial Officer

**STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED MARCH 31, 2022**

<b>A. EQUITY SHARE CAPITAL</b>						
Equity shares of Rs. 2 each Issued, Subscribed and Fully paid-up						
Particulars	Number of Shares	Amount (Rs. in lakhs)				
As at April 1 2020	2,16,11,360	432.23				
Add : Issued during the year	-	-				
<b>As at March 31, 2021</b>	<b>2,16,11,360</b>	<b>432.23</b>				
Add : Issued during the year	-	-				
<b>As at March 31, 2022</b>	<b>2,16,11,360</b>	<b>432.23</b>				
<b>B. OTHER EQUITY</b>						
Particulars	Reserves and Surplus				Other Items of Other Comprehensive Income	Total
	Capital Reserve	Reserve Fund u/s 45-IC of RBI Act,1934	Retained Earnings	Impairment Reserve		
Balance as at April 1,2020	6,850.86	57.21	(255.31)	-	-	6,652.76
Profit for the year	-	-	1,987.42	-	-	1,987.42
Remeasurement of the defined benefits plan (net)	-	-	-	-	0.01	0.01
Transfer from Retained Earnings	-	397.48	-	-	-	397.48
Transfer to Reserve Fund	-	-	(397.48)	-	-	(397.48)
<b>Balance as at March 31,2021</b>	<b>6,850.86</b>	<b>454.69</b>	<b>1,334.63</b>	-	<b>0.01</b>	<b>8,640.19</b>
Profit for the year	-	-	1,088.19	-	-	1,088.19
Remeasurement of the defined benefits plan (net)	-	-	-	-	0.19	0.19
Transfer from Retained Earnings	-	217.64	-	7.26	-	224.90
Transfer to Impairment Reserve	-	-	(7.26)	-	-	(7.26)
Transfer to Reserve Fund	-	-	(217.64)	-	-	(217.64)
<b>Balance as at March 31,2022</b>	<b>6,850.86</b>	<b>672.33</b>	<b>2,197.92</b>	<b>7.26</b>	<b>0.20</b>	<b>9,728.57</b>
<b>Significant Accounting Policies and Notes forming part of the Financial Statements</b> 1-50						
As per our report of even date attached						
<b>For CHATURVEDI &amp; PARTNERS</b>			<b>FOR AND ON BEHALF OF THE BOARD</b>			
Chartered Accountants Firm Registration No.307068E						
<b>LAXMI NARAIN JAIN</b> Partner Membership No.072579	<b>Manoj Kumar Bhatt</b> Chairman & Director DIN: 09452843	<b>Neha Agarwal</b> Director DIN: 03539327	<b>Kapil Garg</b> Managing Director DIN: 01716987			
<b>Place : New Delhi</b> <b>Date : May 18, 2022</b>	<b>Mayank Pratap Singh</b> Company Secretary Membership No. A46666	<b>Pankaj Gupta</b> Chief Executive Officer	<b>Adish Kumar Jain</b> Chief Financial Officer			



## Notes forming part of the Financial Statements

### 1. Corporate information

APM Finvest Limited (the Company) is incorporated under the provisions of the Companies Act, 2013 ("the Act") and is registered under Section 45-IA of Reserve Bank of India Act, 1934 to carry on the business of a Non-Public Deposit Accepting Non-Banking Finance Company vide Certificate of Registration number B-10.00247. The Company holds a valid Certificate of Registration (CoR) from the Reserve Bank of India. The registered office of the company is located at SP-147, RIICO Industrial Area, Bhiwadi, District Alwar, Rajasthan-301019. The Company is engaged in the business of Finance and Investments. The Company Equity shares are listed in Bombay Stock Exchange.

### 2. Basis of Preparation and Significant accounting policies

#### 2.1 Statement of Compliance and Basis of Preparation and Presentation

The Balance Sheet, the Statement of Profit and Loss and the Statement of Changes in Equity are prepared and presented in the format prescribed in the Division III of Schedule III to the Companies Act, 2013 (the "Act"). The Statement of Cash Flows has been prepared and presented as per the requirements of Ind AS 7 "Statement of Cash Flows". The Balance Sheet, Statement of Profit and Loss, Statement of Cash Flows and Statement of Changes in Equity are together referred as the financial statements of the Company.

The financial statements of the Company are prepared in accordance with the Companies (Indian Accounting Standards) Rules, 2015 under Section 133 of Act and relevant amendment rules issued thereafter("Ind AS").

The financial statements are prepared and presented on going concern basis and the relevant provisions of Act and the guidelines and directives issued by the Reserve Bank of India (RBI) or any other authority, to the extent applicable.

Amounts in the financial statements are presented in Indian Rupees in lakhs rounded off to two decimal places as permitted by Schedule III to the Act. Per share data is presented in Indian Rupee to two decimal places. The Company presents its Balance Sheet in the order of liquidity. An analysis regarding maturity of assets and liabilities within 12 months after the reporting date and more than 12 months after the reporting date is presented in Note 39.

Accounting policies are consistently applied except where a newly-issued Ind AS initially adopted or a revision to an existing Ind AS requires a change in the accounting policy.

#### 2.2 Functional and Presentation Currency

The financial statements are presented in Indian Rupees (Rs.) which is the functional and the presentation currency of the Company and all values are rounded to the nearest lakhs with two decimals, except when otherwise indicated.

#### 2.3 Basis of Measurement

The financial statements have been prepared on historical cost basis except for certain financial instruments that are measured at fair values.

A historical cost is a measure of value used for accounting in which the price of an asset on the balance sheet is based on its historical cost, it is generally fair value of consideration given in exchange for goods and services at the time of transaction or original cost when acquired by the Company.

Fair value is the price that likely to be received on sell of an asset or paid to transfer a liability in an orderly transaction between market participants on the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Company takes into account the characteristics of the asset or liability that market participants would take into account when pricing the asset or liability at the measurement date. Fair value for measurement and/or disclosure purposes in the financial statements is determined on such a basis, except for leasing transactions that are within the scope of Ind AS 116 Leases.

## Notes forming part of the Financial Statements

Fair value measurements under Ind AS are categorised into fair value hierarchy based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

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

### 2.4 Use of Estimates and Judgements

The preparation of the financial statements in conformity with Indian Accounting Standards ("Ind AS") requires the management to make estimates, judgements and assumptions. These estimates, judgements and assumptions affect the application of accounting policies and the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the year. Accounting estimates could change from period to period. Actual results could differ from those estimates. Revisions to accounting estimates are recognised prospectively. The Management believes that the estimates used in preparation of the financial statements are prudent and reasonable. Future results could differ due to these estimates and the differences between the actual results and the estimates are recognised in the periods in which the results are known / materialise. Some of the areas involving significant estimation / judgement are determination of Expected Credit Loss, fair valuation of Investments, Income taxes and employee benefits.

### 2.5 Significant Accounting Policies

#### 2.5.1 Revenue Recognition

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured and there exists reasonable certainty of its recovery.

##### 2.5.1.1 Interest

Interest income on financial instruments is recognised on a time proportion basis taking into account the amount outstanding and the effective interest rate ("EIR") applicable.

The EIR is the rate that exactly discounts estimated future cash flows of the financial instrument through the expected life of the financial instrument or, where appropriate, a shorter period, to the net carrying amount. The future cash flows are estimated taking into account all the contractual terms of the instrument.

The calculation of the EIR includes all fees paid or received between parties to the contract that are incremental and directly attributable to the specific lending arrangement, transaction costs, and all other premiums or discounts. For financial assets measured at fair value through profit and loss ("FVTPL"), transaction costs are recognised in the statement of profit and loss at initial recognition.

Interest income/expenses is calculated by applying the EIR to the gross carrying amount of non-credit impaired financial assets/liabilities (i.e. at the amortised cost of the financial asset before adjusting for any expected credit loss allowance). For credit-impaired financial assets, interest income is calculated by applying the EIR to the amortised cost of the credit-impaired financial assets (i.e. the gross carrying amount less the allowance for expected credit losses).

##### 2.5.1.2 Dividend Income

Dividend income is recognised when the Company's right to receive dividend is established.

## Notes forming part of the Financial Statements

### 2.5.1.3 Fee and Commission Income

Fee and commission income include fees other than those that are an integral part of EIR. The Company recognises the fee and commission income in accordance with the terms of the relevant contracts / agreement and when it is probable that the Company will collect the consideration.

### 2.5.1.4 Other Income

Other Income represents income earned from the activities incidental to the business and is recognised when the right to receive the income is established as per the terms of the contract.

## 2.5.2 Financial Instruments

### 2.5.2.1 Fair Valuation of Investments

Some of the Company's Investments are measured at fair value. In determining the fair value of such Investments, the Company uses quoted prices (unadjusted) in active markets for identical assets or based on inputs which are observable either directly or indirectly. However in certain cases, the Company adopts valuation techniques and inputs which are not based on market data. When Market observable information is not available, the Company has applied appropriate valuation techniques and inputs to the valuation model.

### 2.5.2.2 Recognition and Initial Measurement

All financial assets and liabilities, with the exception of loans and borrowings are initially recognised on the trade date, i.e., the date that the Company becomes a party to the contractual provisions of the instrument.

Loans are recognised when fund transfer is initiated or disbursement cheque is issued to the customer. The Company recognises borrowings (other than debt securities) when funds are received by the Company.

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 measured at 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 measured at FVTPL are recognised immediately in the statement of profit and loss.

### 2.5.2.3 Classification and Subsequent Measurement of Financial Assets and Liabilities

#### 2.5.2.3.1 Financial Assets

The Company classifies and measures all its financial assets based on the business model for managing the assets and the asset's contractual terms, either at:

- Amortised cost
- Fair Value through other comprehensive income
- Fair Value through Profit and Loss

##### 2.5.2.3.1.1 Amortised Cost

The Company classifies and measures cash and bank balances, Loans, Trade receivable, certain debt investments and other financial assets at amortised cost if the following condition is met:

Financial Assets that are held within a business model whose objective is to hold financial assets in order to collect the contractual cash flows, and that have contractual cash flows that are SPPI;

## Notes forming part of the Financial Statements

### **2.5.2.3.1.2 Fair Value through Other Comprehensive Income ("FVOCI")**

The Company classifies and measures certain debt instruments at FVOCI when the investments are held within a business model, the objective of which is achieved by both, collecting contractual cash flows and selling the financial instruments and the contractual terms of the financial instruments meet the Solely Payment of Principal and Interest on principal amount outstanding ('SPPI') test.

The Company measures all equity investments at fair value through profit or loss, unless the investments is not for trading and the Company's management has elected to classify irrevocably some of its equity instruments at FVOCI, when such instruments meet the definition of Equity under Ind AS 32 Financial Instruments: Presentation and are not held for trading. Such classification is determined on an instrument- by-instrument basis.

### **2.5.2.3.1.3 Fair Value through Profit and Loss ("FVTPL")**

Financial assets at FVTPL are:

- assets with contractual cash flows that are not SPPI; and/or
- assets that are held in a business model other than held to collect contractual cash flows or held to collect and sell; or
- assets designated at FVTPL using the fair value option.

These assets are measured at fair value, with any gains/losses arising on remeasurement is recognised in the statement of profit and loss.

### **2.5.2.4 Evaluation of Business Model**

Classification and measurement of financial instruments depends on the results of the Solely Payments of Principal and Interest on the principal amount outstanding ("SPPI") and the business model test (refer note 2.5.2.4.1). The Company determines the business model at a level that reflects how the Company's financial instruments are managed together to achieve a particular business objective.

The Company monitors financial assets measured at amortised cost or fair value through other comprehensive income that are derecognised prior to their maturity to understand the reason for their disposal and whether the reasons are consistent with the objective of the business for which the asset was held. Monitoring is part of the Company's continuous assessment of whether the business model for which the remaining financial assets are held continues to be appropriate and if it is not appropriate whether there has been a change in business model and so a prospective change to the classification of those instruments.

#### **2.5.2.4.1 Business Model Test**

An assessment of business model for managing financial assets is fundamental to the classification of a financial asset. The Company determines the business model 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 considers all relevant information and evidence available when making the business model assessment such as:

- how the performance of the business model and the financial assets held within that business model are evaluated and reported to the Company's key management personnel;
- 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
- 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).

## Notes forming part of the Financial Statements

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 a new business model. The Company reassesses its business model at each reporting period to determine whether the business model has changed since the preceding period. For the current and prior reporting period the Company has not identified a change in its business model.

### **Solely Payments of Principal and Interest (“SPPI”) on the principal amount outstanding**

For an asset to be classified and measured at amortised cost or at FVOCI, its contractual terms should give rise to cash flows that meet SPPI test.

For the purpose of SPPI test, 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). Interest consists of consideration for the time value of money, for the credit risk associated with the principal amount outstanding during a particular period of time and for other basic lending risks and costs, as well as a profit margin.

Contractual terms that introduce exposure to risks or volatility in the contractual cash flows that are unrelated to a basic lending arrangement, such as exposure to changes in equity prices or commodity prices, do not give rise to contractual cash flows that are SPPI, such financial assets are either classified as fair value through profit & loss account or fair value through other comprehensive income.

#### **2.5.2.4.1.1 Subsequent Measurement and Gain and Losses**

##### ***Financial Assets at Amortised Cost***

These assets are subsequently measured at amortised cost using the effective interest method. The amortised cost is reduced by impairment losses. Interest income and impairment loss are recognised in statement of profit and loss. Any gain or loss on derecognition is recognised in statement of profit and loss.

##### ***Debt Instrument at FVOCI***

These assets are subsequently measured at fair value. Interest income and impairment loss are recognised in statement of profit and loss. Any gain or loss on subsequent measurement is recognised in OCI and on derecognition the cumulative gain or loss recognised in OCI will be recycled to statement of profit and loss.

##### ***Equity Instrument at FVOCI***

Gains and losses on equity instruments measured at FVOCI are recognised in other comprehensive income and never recycled to the statement of profit and loss. Dividends are recognised in profit or loss as dividend income when the right to receive payment has been established, except when the Company benefits from such proceeds as a recovery of whole or part of the cost of the instrument, in which case, such gains are recorded in OCI. Equity instruments at FVOCI are fair valued at each reporting date and not subject to an impairment assessment.

##### ***Financial Assets at FVTPL***

These assets are subsequently measured at fair value. Net gain or losses, including any interest or dividend income, are recognised in the statement of profit and loss.

#### **2.5.2.4.1.2 Reclassifications**

If the business model under which the Company holds financial assets changes, the financial assets affected are reclassified. The classification and measurement requirements related to the new category apply prospectively from the first day of the first reporting period following the change in business model that result in reclassifying the Company's financial assets.

## Notes forming part of the Financial Statements

### 2.5.2.4.2 Financial Liabilities and Equity Instruments

#### 2.5.2.4.2.1 Classification as Debt or Equity

Debt and equity instruments that are issued are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangement.

A financial liability is a contractual obligation to deliver cash or another financial asset or to exchange financial assets or financial liabilities with another entity under conditions that are potentially unfavourable to the Company or a contract that will or may be settled in the Company's own equity instruments and is a non-derivative contract for which the Company is or may be obliged to deliver a variable number of its own equity instruments, or a derivative contract over own equity that will or may be settled other than by the exchange of a fixed amount of cash (or another financial asset) for a fixed number of the Company's own equity instruments.

#### 2.5.2.4.2.2 Equity Instruments

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Company are recognised at the face value and proceeds received in excess of the face value are recognised as Securities Premium.

#### 2.5.2.4.2.3 Subsequent Measurement and Gain and Losses

Financial liabilities are subsequently measured at amortised cost using the effective interest method. Interest expense is recognised in statement of profit and loss. Any gain or loss on derecognition is recognised in statement of profit and loss.

### 2.5.2.5 Impairment and Write-off

The Company recognises loss allowances for Expected Credit Losses on the following financial instruments that are not measured at FVTPL:

- Loans and advances to customers;
- Other financial assets;
- Loan commitments

Equity instruments are measured at fair value and not subject to an impairment loss.

ECL is required to be measured through a loss allowance at an amount equal to:

- 12-month ECL, i.e., loss allowance on default events on the financial instrument that are possible within 12 months after the reporting date, (referred to as Stage 1); or
- Lifetime ECL, i.e. lifetime ECL that results from all possible default events over the life of the financial instrument, (referred to as Stage 2 and Stage 3).

A loss allowance for lifetime ECL is required for a financial instrument if the credit risk on that financial instrument has increased significantly since initial recognition. For all other financial instruments, ECL is measured at an amount equal to the 12-month ECL.

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

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

**Stage 1:** When loans are first recognised, the Company recognises an allowance based on 12 months ECL. Stage 1 loans also include facilities where the credit risk has improved and the loan has been reclassified from Stage 2 to Stage 1.

## Notes forming part of the Financial Statements

**Stage 2:** When a loan has shown a significant increase in credit risk since origination, the Company records an allowance for the life time expected credit losses. Stage 2 loans also include facilities, where the credit risk has improved and the loan has been reclassified from Stage 3 to Stage 2.

**Stage 3:** When loans are considered credit-impaired, the Company records an allowance for the life time expected credit losses.

For financial assets for which the Company has no reasonable expectations of recovering either the entire outstanding amount, or a proportion thereof, the gross carrying amount of the financial asset is reduced. This is considered a (partial) derecognition of the financial asset.

### 2.5.2.6 Determination of Expected Credit Loss ("ECL")

The measurement of impairment losses (ECL) across all categories of financial assets requires judgement.

In particular, the estimation of the amount and timing of future cash flows based on Company's historical experience and collateral values when determining impairment losses along with the assessment of a significant increase in credit risk. These estimates are driven by a number of factors, changes in which can result in different levels of allowances.

Elements of the ECL models that are considered accounting judgments and estimates include:

- Bifurcation of the financial assets into different portfolios when ECL is assessed on a collective basis.
- Company's criteria for assessing if there has been a significant increase in credit risk.
- Development of ECL models, including choice of inputs / assumptions used.

The various inputs used and the process followed by the Company in measurement of ECL has been detailed below.

#### 2.5.2.6.1 Measurement of Expected Credit Losses

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

When estimating ECL for undrawn loan commitments, the Company estimates the expected portion of the loan commitment that will be drawn down over its expected life. The ECL is then based on the present value of the expected shortfalls in cash flows if the loan is drawn down. The expected cash shortfalls are discounted at an approximation to the Interest rate on the loan.

The Company measures ECL on an individual basis, or on a collective basis for portfolios of loans that share similar economic risk characteristics. The measurement of the loss allowance is based on the present value of the asset's expected cash flows using the asset's original EIR, regardless of whether it is measured on an individual basis or a collective basis.

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

Exposure at Default (EAD) is based on the amounts the Company expects to be owed at the time of default. For a revolving commitment, the Company includes the current drawn balance plus any further amount that is expected to be drawn up to the current contractual limit by the time of default, should it occur.

Probability of Default (PD) represents the likelihood of a borrower defaulting on its financial obligation (as per "Definition of default and credit-impaired") either over the next 12 months (12 months PD), or over the remaining lifetime (Lifetime PD) of the obligation.

## Notes forming part of the Financial Statements

Loss Given Default (LGD) represents the Company's expectation of the extent of loss on a defaulted exposure. LGD varies by type of counterparty, type and preference of claim and availability of collateral or other credit support.

Forward-looking economic information (including management overlay) is included in determining the 12-month and lifetime PD, EAD and LGD. The assumptions underlying the expected credit loss are monitored and reviewed on an ongoing basis.

### 2.5.2.6.2 Significant Increase in Credit Risk

The Company monitors all financial assets, including loan commitments contracts issued that are subject to impairment requirements, to assess whether there has been a significant increase in credit risk since initial recognition. If there has been a significant increase in credit risk the Company measures the loss allowance based on lifetime rather than 12-month ECL. The Company monitors all financial assets, issued loan commitments and financial guarantee contracts that are subject to impairment for a significant increase in credit risk.

In assessing whether the credit risk on a financial instrument has increased significantly since initial recognition, the Company compares the risk of a default occurring on the financial instrument at the reporting date based on the remaining maturity of the instrument with the risk of a default occurring that was anticipated for the remaining maturity at the current reporting date when the financial instrument was first recognised. In making this assessment, the Company considers both quantitative and qualitative information that is reasonable and supportable, including historical experience that is available without undue cost or effort.

The quantitative factors that indicate a significant increase in credit risk are reflected in PD models on a timely basis. However, the Company still considers separately some qualitative factors to assess if credit risk has increased significantly. For corporate lending, there is a particular focus on assets that are included on a 'watch list'. Given an exposure is on a watch list once, there is a concern that the credit worthiness of the specific counterparty has deteriorated. ECL assessment for watch list accounts is done on a case by case approach after considering the probability of weighted average in a different recovery scenario. For individual loans the Company considers the expectation of forbearance, payment holidays, and events such as unemployment, bankruptcy, divorce, or death.

Given that a significant increase in credit risk since initial recognition is a relative measure, a given change, in absolute terms, in the PD is more significant for a financial instrument with a lower initial PD than compared to a financial instrument with a higher PD.

As a back-stop when a financial asset becomes past due but not Stage 3; the Company considers that a significant increase in credit risk has occurred and the asset is classified in stage 2 of the impairment model, i.e. the loss allowance is measured as the lifetime ECL.

### 2.5.2.6.3 Credit-Impaired Financial Assets

A financial asset is 'credit-impaired' when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred. Credit-impaired financial assets are referred to as Stage 3 assets. Evidence of credit-impairment includes observable data about the following events:

- significant financial difficulty of the borrower or issuer;
- a breach of contract such as a default or past due event;
- restructuring of loans due to financial difficulty of the borrowers;
- the disappearance of an active market for a security because of financial difficulties; or
- the purchase of a financial asset at a deep discount that reflects the incurred credit losses.



## Notes forming part of the Financial Statements

It may not be possible to identify a single discrete event. Instead the combined effect of several events may have caused financial assets to become credit-impaired. The Company assesses whether debt instruments that are financial assets measured at amortised cost are credit-impaired at each reporting date. To assess if corporate debt instruments are credit impaired, the Company considers factors such as bond yields, credit ratings and the ability of the borrower to raise funds.

A loan is considered credit-impaired when a concession is granted to the borrower due to deterioration in the borrower's financial condition. The definition of default includes unlikelihood to pay indicators and a back-stop if amounts are overdue for more than 90 days.

### 2.5.2.6.4 **Definition of Default**

The definition of default is used in measuring the amount of ECL and in the determination of whether the loss allowance is based on 12-month or lifetime ECL.

The Company considers the following as constituting an event of default:

- the borrower is past due more than 90 days + Accounts Identified by the Company as NPA as per regulatory guidelines + Objective Evidence for impairment (Qualitative Overlay); or
- the borrower is unlikely to pay its credit obligations to the Company.

When assessing if the borrower is unlikely to pay its credit obligation, the Company takes into account both qualitative and quantitative indicators. The information assessed depends on the type of the asset, for example in corporate lending a qualitative indicator used is the breach of covenants, which is not as relevant for individual lending. Quantitative indicators, such as overdue status and non-payment on another obligation of the same counterparty are key inputs in this analysis.

### 2.5.2.6.5 **Write-off**

Loans are written off when the Company has no reasonable expectations of recovering the financial asset (either in its entirety or a portion of it). This is the case when the Company determines that the borrower does not have assets or sources of income that could generate sufficient cash flows to repay the amounts subject to the write-off. A write-off constitutes a derecognition event. The Company may apply enforcement activities to financial assets written off/ may assign / sell loan exposure to ARC / Bank / a financial institution for a negotiated consideration. Recoveries resulting from the Company's enforcement activities could result in impairment gains.

### 2.5.2.7 **Modification and Derecognition 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 the 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. In addition, the introduction or adjustment of existing covenants of an existing loan would constitute a modification even if these new or adjusted covenants do not yet affect the cash flows immediately but may affect the cash flows depending on whether the covenant is or is not met (e.g. a change to the increase in the interest rate that arises when covenants are breached).

The Company renegotiates loans to customers in financial difficulty to maximize collection and minimize the risk of default. Loan forbearance is granted in cases where although the borrower made all reasonable efforts 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) and amendments to covenants.

## Notes forming part of the Financial Statements

When a financial asset is modified the Company assesses whether this modification results in derecognition. In accordance with the Company's policy, a modification results in derecognition when it gives rise to substantially different terms. To determine if the modified terms are substantially different from the original contractual terms the Company considers the following:

Qualitative factors, such as contractual cash flows after modification, are no longer SPPI, change in currency or change of counterparty, the extent of change in interest rates, maturity, covenants, if these do not clearly indicate a substantial modification, then; a quantitative assessment is performed to compare the present value of the remaining contractual cash flows under the original terms with the contractual cash flows under the revised terms, both amounts discounted at the original EIR. If there is a significant difference in present value, the Company deems the arrangement substantially different, leading to derecognition.

In the case where the financial asset is derecognised the loss allowances for ECL is remeasured at the date of derecognition to determine the net carrying amount of the asset at that date. The difference between this revised carrying amount and the fair value of the new financial asset with the revised terms may lead to a gain or loss on derecognition. The new financial asset may have a loss allowance measured based on 12-month ECL except where the new loan is considered to be originated-credit impaired. This applies only in the case where the fair value of the new loan is recognised at a significant discount to its revised par amount because there remains a high risk of default which has not been reduced by the modification. The Company monitors the credit risk of modified financial assets by evaluating qualitative and quantitative information, such as if the borrower is in past due status under the new terms.

When the contractual terms of a financial asset are modified and the modification does not result in derecognition, the Company determines if the financial asset's credit risk has increased significantly since initial recognition by comparing:

- The remaining lifetime PD estimated based on data at initial recognition and the original contractual terms;
- The remaining lifetime PD at the reporting date based on the modified terms.

For financial assets modified, where modification does not result in derecognition, the estimate of PD reflects the Company's ability to collect the modified cash flows taking into account the Company's previous experience of similar forbearance action, as well as various behavioural indicators, including the borrower's payment performance against the modified contractual terms. If the credit risk remains significantly higher than what was expected at initial recognition, the loss allowance is continued to be measured at an amount equal to lifetime ECL. The loss allowance on forborne loans is generally measured based on 12-month ECL when there is evidence of the borrower's improved repayment behaviour following modification leading to a reversal of the previous significant increase in credit risk.

Where a modification does not lead to derecognition, the Company calculates the modification gain/loss comparing the gross carrying amount before and after the modification (excluding the ECL allowance). Then the Company measures ECL for the modified asset, where the expected cash flows arising from the modified financial asset are included in calculating the expected cash shortfalls from the original asset.

The Company derecognises a financial asset only when the contractual rights to the asset's cash flows expire (including expiry arising from a modification with substantially different terms), or when the financial asset and substantially all the risks and rewards of ownership of the asset are transferred to another entity. If the Company neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Company recognises its retained interest in the asset and an associated liability for amounts it may have to pay. If the Company retains substantially all the risks and rewards of ownership of a transferred financial asset, the Company continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received.

On derecognition of a financial asset in its entirety, the difference between the asset's carrying amount and the sum of the consideration received and receivable and the

## Notes forming part of the Financial Statements

cumulative gain/loss that had been recognized in OCI and accumulated in equity is recognised in the statement of profit and loss, with the exception of equity investment designated as measured at FVOCI, where the cumulative gain/loss previously recognised in OCI is not subsequently reclassified to the statement of profit and loss.

On derecognition of a financial asset other than in its entirety (e.g. when the Company retains an option to repurchase part of a transferred asset), the Company allocates the previous carrying amount of the financial asset between the part it continues to recognise under continuing involvement, and the part it no longer recognises on the basis of the relative fair values of those parts on the date of the transfer. The difference between the carrying amount allocated to the part that is no longer recognised and the sum of the consideration received for the part no longer recognised and any cumulative gain/loss allocated to it that had been recognised in OCI is recognised in the statement of profit and loss. A cumulative gain/loss that had been recognised in OCI is allocated between the part that continues to be recognised and the part that is no longer recognised on the basis of the relative fair values of those parts. This does not apply for equity investments designated as measured at FVOCI, as the cumulative gain/loss previously recognised in OCI is not subsequently reclassified to the statement of profit and loss.

### 2.5.2.8 Derecognition of Financial Liabilities

The Company derecognises financial liabilities when, and only when, the Company's obligations are discharged, cancelled or have expired. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in the statement of profit and loss.

### 2.5.3 Property, Plant and Equipment ("PPE")

PPE held for use are stated in the balance sheet at cost less accumulated depreciation and accumulated impairment losses.

PPE is recognised when it is probable that future economic benefits associated with the item is expected to flow to the Company and the cost of the item can be measured reliably. PPE is stated at original cost net of tax/duty credits availed, if any, less accumulated depreciation and cumulative impairment, if any. Administrative and other general overhead expenses that are specifically attributable to acquisition of PPE are allocated and capitalised as a part of the cost of the PPE.

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 property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in the statement of profit and loss.

### 2.5.4 Intangible Assets

Intangible assets are recognised when it is probable that the future economic benefits that are attributable to the asset will flow to the Company and the cost of the asset can be measured reliably. Intangible assets are stated at original cost net of tax/duty credits availed, if any, less accumulated amortisation and cumulative impairment. Administrative and other general overhead expenses that are specifically attributable to acquisition of intangible assets are allocated and capitalised as a part of the cost of the intangible assets.

Intangible assets not ready for the intended use on the date of Balance Sheet are disclosed as "Intangible assets under development".

An intangible asset is derecognised on disposal, or when no future economic benefits are expected from use or disposal. Gains and losses arising from derecognition of an intangible asset, measured as the difference between the net disposal proceeds and the carrying amount of the assets are recognised in the statement of profit and loss when the asset is derecognised.

## Notes forming part of the Financial Statements

### 2.5.5 Capital work-in-progress

Capital work in progress includes assets not ready for the intended use and is carried at cost, comprising direct cost and related incidental expenses.

### 2.5.6 Depreciation and Amortisation

Depreciation is recognised using written down value method so as to write off the cost of the assets less their residual values over their estimated useful lives specified in Schedule II to the Act. Depreciation method is reviewed at each financial year end to reflect expected pattern of consumption of the future economic benefits embodied in the asset. The estimated useful life and residual values are also reviewed at each financial year end with the effect of any change in the estimates of useful life/residual value is recognised on prospective basis.

Depreciation for additions to/deductions from, owned assets is calculated pro rata to the period of use.

The useful life of the property, plant, equipment and Intangible Assets held by the Company is as follows:

Class of Assets	Useful Life
Laptop	3 years
Server	6 years
Computer Software	3 years

Intangible assets with finite useful lives are amortised on written down value basis over the estimated useful life. 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.

The company has changed the method of calculation of depreciation on Intangible Assets (having written down value of Rs.0.09 lakh as at March 31, 2021) from straight line method to written down value method. The impact of this change on the net profit before tax of the Company is Rs. 0.03 lakh.

Intangible assets with indefinite useful lives are tested for impairment by comparing its recoverable amount with its carrying amount annually and whenever there is an indication that the intangible asset may be impaired.

### 2.5.7 Impairment of Assets other than Financial Instruments

As at the end of each accounting year, the Company reviews the carrying amounts of its PPE and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If such indication exists, the PPE and intangible assets are tested for impairment so as to determine the impairment loss, if any.

### 2.5.8 Employee Benefits

#### Short term Employee Benefits

Employee benefits falling due within twelve months of rendering the service are classified as short term employee benefits and are expensed in the period in which the employee renders the related service. 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.

#### Defined Contribution Plans

Contributions to defined contribution schemes such as employees' state insurance, employee provident fund and employee pension scheme etc. are charged as an expense based on the amount of contribution required to be made as and when services are rendered by the employees. Company's provident fund contribution is made to a government administered

## Notes forming part of the Financial Statements

fund and charged as an expense to the Statement of Profit and Loss. The above benefits are classified as Defined Contribution Schemes as the Company has no further defined obligations beyond the monthly contributions.

### Post-employment Benefits

The Company operates defined benefit plan in the form of gratuity and compensated absence. The liability or asset recognised in the balance sheet in respect of its defined benefit plans is the present value of the defined benefit obligation at the end of the reporting period. The defined benefit obligation is calculated annually by actuaries using the projected unit credit method. The present value of the said obligation is determined by discounting the estimated future cash out flows, using market yields of government bonds that have tenure approximating the tenures of the related liability. The interest expenses are calculated by applying the discount rate to the net defined benefit liability or asset. The net interest expense on the net defined benefit liability or asset is recognised in the Statement of Profit and loss. Remeasurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognised in the period in which they occur, directly in other items of other comprehensive income. They are included in Other Equity in the Statement of Changes in Equity and in the Balance Sheet. Changes in the present value of the defined benefit obligation resulting from plan amendments or curtailments are recognised immediately in profit or loss as past service cost.

## 2.5.9 Leases

### The Company as Lessee

The Company's lease asset classes primarily consist of leases for office premises. The Company assesses whether a contract contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Company assesses whether:

- (i) the contract involves the use of an identified asset
- (ii) the Company has substantially all of the economic benefits from use of the asset through the period of the lease and
- (iii) the Company has the right to direct the use of the asset.

At the date of commencement of the lease, the Company recognizes a right-of-use asset ("ROU") and a corresponding lease liability for all lease arrangements in which it is a lessee.

Certain lease arrangements include the options to extend or terminate the lease before the end of the lease term. ROU assets and lease liabilities includes these options when it is reasonably certain that they will be exercised.

The right-of-use assets are initially recognized at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs less any lease incentives. They are subsequently measured at cost less accumulated depreciation and impairment losses.

Right-of-use assets are depreciated from the commencement date on a straight-line basis over the shorter of the lease term and useful life of the underlying asset.

The lease liability is initially measured at amortized cost at the present value of the future lease payments. The lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rates in the country of domicile of these leases. Lease liabilities are remeasured with a corresponding adjustment to the related right of use asset if the Company changes its assessment if whether it will exercise an extension or a termination option.

Lease liability and ROU asset have been separately presented in the Balance Sheet and lease payments have been classified as financing cash flows.

## Notes forming part of the Financial Statements

### 2.5.10 Dividends on Equity Shares

The Company recognises a liability to make cash distributions to equity shareholders of the Company when the dividend is authorised and the distribution is no longer at the discretion of the Company and a corresponding amount is recognised directly in equity. As per the corporate laws in India, an interim dividend is authorised when it is approved by the Board of Directors and final dividend is authorised when it is approved by the shareholders.

### 2.5.11 Cash and Cash Equivalents

Cash comprises of cash on hand and demand deposits with banks. Cash equivalents are short-term deposits with banks (with an original maturity of three months or less from the date of placement) and cheques on hand. Short term and liquid investments being subject to more than insignificant risk of change in value, are not included as part of cash and cash equivalents.

### 2.5.12 Securities Premium Account

Securities premium is credited when shares are issued at premium. It can be used to issue bonus shares, to provide for premium on redemption of shares and issue expenses of securities which qualify as equity instruments.

### 2.5.13 Finance Costs

Finance costs include interest expense calculated using the EIR on respective financial instruments and borrowings is measured at amortised cost, amortization of ancillary costs incurred in connection with the arrangement of borrowings and exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost.

### 2.5.14 Foreign Currencies

- (i) Functional currency of the Company and foreign operations has been determined based on the primary economic environment in which the Company and its foreign operations operate considering the currency in which funds are generated, spent and retained.
- (ii) Transactions in currencies other than the Company's functional currency are recorded on initial recognition using the exchange rate at the transaction date. At each Balance Sheet date, foreign currency monetary items are reported at the rates prevailing at the year-end. Non-monetary items that are measured in terms of historical cost in foreign currency are not retranslated.

Exchange differences that arise on settlement of monetary items or on reporting of monetary items at each Balance Sheet date at the closing spot rate are recognised in the Statement of Profit and Loss in the period in which they arise.

### 2.5.15 Segments

Operating segments are those components of the business whose operating results are regularly reviewed by the Chief Operating Decision making body in the Company to make decisions for performance assessment and resource allocation. Operating Segment are reported in a manner consistent with the internal reporting provided to accounting policies are in line with the internal reporting provided to the Chief Operating Decision maker.

### 2.5.16 Earnings Per Share

Basic earnings per share is computed by dividing profit or loss attributable to ordinary equity holders by the weighted average number of shares outstanding during the year. Diluted earnings per share is computed using the weighted average number of shares and dilutive potential shares, except where the result would be anti-dilutive.

## Notes forming part of the Financial Statements

### 2.5.17 Taxes on Income

The Company's tax jurisdiction is in India. Significant judgements are involved in determining the provision for income taxes, including amount expected to be paid/recovered for certain tax positions.

Income tax expense comprises current and deferred taxes. Income tax expense is recognized in the statement of profit and loss except when they relate to items that are recognized outside statement of profit and loss (whether in other comprehensive income or directly in equity), in which case tax is also recognized outside statement of profit and loss.

Deferred tax assets and liabilities are recognized for the future tax consequences of temporary differences between the carrying values of assets and liabilities and their respective tax bases, and unutilized business loss and depreciation carry-forwards. Deferred tax assets are recognized to the extent that it is probable that future taxable income will be available against which the deductible temporary differences, unused tax losses and depreciation carry-forwards could be utilized.

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 based on the tax rates that are expected to apply in the period when the asset is realized or the liability is settled, based on tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Company intends to settle its current tax assets and liabilities on a net basis.

The Company provides for current tax liabilities at the best estimate that is expected to be paid to the tax authorities where an outflow is probable.

### 2.5.18 Goods and Services Tax Input Credit

Goods and Services tax input credit is recognised in the books of account in the period in which the supply of goods or service received is recognised and when there is no uncertainty in availing/utilising the credits.

### 2.5.19 Provisions, Contingent Liabilities and Contingent Assets

(a) Provisions are recognised only when:

- (i) The Company has a present obligation (legal or constructive) as a result of a past event; and
- (ii) It is probable that an outflow of resources embodying economic benefits will be required to settle the obligation; and
- (iii) A reliable estimate can be made of the amount of the obligation.

Provision is measured using the cash flows estimated to settle the present obligation and when the effect of time value of money is material, the carrying amount of the provision is the present value of those cash flows.

(b) Contingent Liability is disclosed in case of:

- (i) A present obligation arising from past events, when it is not probable that an outflow of resources will be required to settle the obligation; or
- (ii) A present obligation arising from past events, when no reliable estimate is possible.

## Notes forming part of the Financial Statements

Where the unavoidable costs of meeting the obligations under the contract exceed the economic benefits expected to be received under such contract, the present obligation under the contract is recognised and measured as a provision.

(c) Contingent Assets:

- (i) Contingent assets are not recognised in the financial statements.
- (ii) Contingent assets are disclosed where an inflow of economic benefits is probable.

Provisions, contingent liabilities and contingent assets are reviewed at each Balance Sheet date.

### 2.5.20 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 associate and joint venture companies; and
- d) Other non-cancellable commitments, if any, to the extent they are considered material and relevant in the opinion of management.

### 2.5.21 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 indirect method adjusting the net profit for the effects of:

- i. changes during the period in operating receivables and payables transactions of a non-cash nature;
- ii. non-cash items such as depreciation, provisions, deferred taxes, unrealised foreign currency gains and losses; and
- iii. All other items for which the cash effects are investing or financing cash flows.

Cash and cash equivalents (including bank balances) shown in the Statement of Cash Flows exclude items which are not available for general use as on the date of Balance Sheet.

## 3. Recent Accounting Developments

### 3.1 Law enacted but not effective

The Code on Social Security, 2020 ('Code') relating to employee benefits during employment and post-employment benefits received Indian Parliament's approval and Presidential assent in September 2020. The Code has been published in the Gazette of India and subsequently, on November 13, 2020, draft rules were published and stakeholders' suggestions were invited. However, the date on which the Code will come into effect has not been notified. The Company will assess the impact of the Code when it comes into effect and will record any related impact in the period the Code becomes effective.

### 3.2 Amendments in Ind AS

Ministry of Corporate Affairs (MCA), vide notification dated March 23, 2022, has made the following amendments to Ind AS which are effective from April 01, 2022:

- (a) Ind AS 109 – Annual Improvements to Ind AS (2021)  
The amendment clarifies which fees are to be included by an entity when it applies the '10 percent' test of Ind AS 109 in assessing whether to derecognise a financial liability. The Company does not expect the amendment to have any significant impact in its financial statements.



## Notes forming part of the Financial Statements

- (b) Ind AS 37 – Onerous Contracts - Costs of Fulfilling a Contract  
The amendments specify that the 'cost of fulfilling' a contract comprises the 'costs that relate directly to the contract'. Costs that relate directly to a contract can either be incremental costs of fulfilling that contract (examples would be direct labour, materials) or an allocation of other costs that relate directly to fulfilling contracts. The amendment is essentially a clarification and the Company does not expect the amendment to have any significant impact in its financial statements.
- (c) Ind AS 16 – Proceeds before intended use  
The amendments mainly prohibit an entity from deducting from the cost of property, plant and equipment amounts received from selling items produced while the entity is preparing the asset for its intended use. Instead, an entity will recognise such sales proceeds and related cost in profit or loss. The Company does not expect the amendments to have any impact in its financial statements.
- (d) Ind AS 103 – Reference to Conceptual Framework  
The amendments specify that to qualify for recognition as part of applying the acquisition method, the identifiable assets acquired and liabilities assumed must meet the definitions of assets and liabilities in the Conceptual Framework for Financial Reporting under Indian Accounting Standards (Conceptual Framework) issued by the Institute of Chartered Accountants of India at the acquisition date. The Company does not expect the amendment to have any significant impact in its financial statements.

## Notes forming part of the Financial Statements

		(Rs. in lakhs)					
S.No.	Particulars	As at March 31, 2022	As at March 31, 2021				
<b>4</b>	<b>Cash and cash equivalents</b>						
	Cash on hand	-	0.04				
	Balances with banks in current accounts	923.45	45.31				
		923.45	45.35				
<b>5</b>	<b>Bank balances other than Cash and Cash equivalents</b>						
	Deposits with Bank having original maturity of more than 3 months	490.00	-				
		490.00	-				
<b>6</b>	<b>Trade Receivables</b> (Unsecured)	<b>Ageing schedule from due date of payment</b>					
		<b>Ageing schedule from due date of payment</b>					
		<b>Less than 6 months</b>	<b>6 months to 1 year</b>	<b>1 year to 2 years</b>	<b>2 years to 3 years</b>	<b>More than 3 years</b>	<b>Total</b>
		6 months	1 year	2 years	3 years	3 years	Total
	- Undisputed Trade Receivables - considered good	-	-	-	-	-	14.46
	- Undisputed Trade Receivables - considered doubtful	-	-	-	-	-	-
	- Disputed Trade Receivables - considered good	-	-	-	-	-	-
	- Disputed Trade Receivables - considered doubtful	-	-	-	-	-	-
		-	-	-	-	-	14.46
	No debts due by directors or other officers of the Company or any of them either severally or jointly with any other person or debts due by firms including limited liability partnerships (LLPs), private companies in which any director is a partner or a director or a member.						
<b>7</b>	<b>Loans</b>						
	At Amortised cost						
	<b>Secured</b>						
	<b>-Term Loans</b>						
	-Secured by Tangible Assets to Corporates*						447.41
	Less :- Impairment Loss Allowance (Expected Credit Loss)						(1.12)
							446.29
							250.00
	-Secured by Tangible Assets to other than corporates*						4,013.12
	Less :- Impairment Loss Allowance (Expected Credit Loss)						(10.03)
							4,003.09
							-
	-Secured by Intangible Assets to Corporates**						-
	Less :- Impairment Loss Allowance (Expected Credit Loss)						1250.00
							(3.12)
							1,246.88
	<b>Unsecured</b>						
	<b>-Term Loans</b>						
	-Corporates						400.00
	Less :- Impairment Loss Allowance (Expected Credit Loss)						(1.00)
							399.00
	-Other than corporates						50.42
	Less :- Impairment Loss Allowance (Expected Credit Loss)						(0.13)
							50.29
							-
	<b>-Loans repayable on demand to corporates</b>						322.73
	Less :- Impairment Loss Allowance (Expected Credit Loss)						(0.81)
							321.92
							-
	<b>-Loans to Staff</b>						5.11
	Less :- Impairment Loss Allowance (Expected Credit Loss)						(0.01)
							5.10
							-
							4,826.69
							1,895.25
	*Secured by hypothecation of vehicles/Immovable property of the borrower. Mortgage deeds are yet to be executed.						
	**Secured by pledge of equity shares and guaranteed by the Chairman of the Borrowing Company.						
	<b>Notes:</b>						
	1. All the above loans are disbursed in India to the parties other than public sector.						
	2. No debts due by directors or other officers of the Company or any of them either severally or jointly with any other person or debts due by firms including limited liability partnerships (LLPs), private companies respectively in which any director is a partner or a director or a member.						
	3. Refer Note 33 for reconciliation of gross carrying amount of loans and expected credit loss thereon.						



Notes forming part of the Financial Statements						
S. No.	Particulars	As at March 31,2022			As at March 31,2021	
8	Investments					
A	At fair value through profit or loss	Face Value (Rs.)	Nos.	Amount	Nos.	Amount
	<b>- Investments in Mutual Fund</b>					
	Axis Bluechip Fund-Direct Growth	10	-	-	2,67,010	113.88
	Mirae Asset Large Cap Fund- Regular Growth Fund	10	-	-	1,96,449	128.68
	Motilal Oswal Nasdaq 100Fund of Fund- Direct Growth	10	-	-	1,71,395	34.43
	Motilal Oswal Nasdaq 100Fund of Fund- Regular Plan Growth	10	-	-	1,22,417	24.36
	Canara Robeco Emerging Equities-Regular Growth	10	-	-	42,755	55.25
	Invesco India Contra Fund Growth	10	-	-	1,60,149	100.95
	Kotak Flexicap Fund-Growth (Regular Plan)	10	-	-	3,61,005	162.31
	Axis Small Cap Fund-Regular Growth	10	-	-	90,517	39.65
	DSP Midcap Fund-Direct Plan Growth	10	-	-	53,407	43.47
	Kotak Emerging Equity fund -Growth (Regular Plan)	10	-	-	1,54,230	88.50
	Nippon India Small Cap Fund-Growth Plan Growth Option	10	-	-	88,587	52.40
	HDFC Balanced Advantage Fund-Regular Plan-Growth	10	-	-	70,039	165.16
	HDFC Hybrid Equity Fund-Regular Plan-Growth	10	-	-	2,57,720	173.58
	ICICI Balanced Advantage Fund-Growth	10	-	-	4,08,759	180.84
	ICICI Prudential Equity & Debt Fund-Growth	10	-	-	1,01,563	172.35
	SBI Hybrid Equity Fund	10	-	-	51,753	89.35
	L&T Balanced Advantage Fund-Growth	10	-	-	2,83,049	81.51
	Axis Focused 25 Fund-Regular Growth	10	-	-	3,33,323	124.93
	Mirae Assets Focused Fund-Regular Plan Growth	10	-	-	7,96,829	125.48
	SBI Focused Equity Fund-Regular Growth	10	-	-	67,250	125.81
	Aditya Birla Sun Life Banking & PSU Debt Fund-Growth-Regular Plan	10	-	-	80,014	226.63
	Aditya Birla Sun Life Short Term Fund-Growth-Regular Plan	10	-	-	4,57,329	167.21
	DSP Banking & PSU Debt Fund-Reg-Growth	10	-	-	9,02,392	169.04
	HDFC Short Term Debt Fund-Regular Plan-Growth	10	-	-	7,06,343	176.21
	ICICI Prudential Short Term Fund-Direct Plan-Growth Option	10	-	-	3,12,110	151.70
	Kotak Bond Fund (Short Term)-Direct Plan-Growth	10	-	-	3,71,824	161.66
	Kotak Bond Fund (Short Term)-Growth(Regular Plan)	10	-	-	2,57,532	105.21
	Nippon India Banking and PSU Debt Fund- Direct Growth Plan	10	-	-	13,92,525	228.67
	IDFC Bond Fund-Medium Term Plan-Growth (Regular Plan)	10	-	-	2,94,621	107.68
	HDFC Medium Term Debt Fund- Regular Plan- Growth	10	-	-	1,30,554	56.59
	SBI Magnum Medium Fund Duration Fund Regular Growth	10	-	-	2,82,902	111.10
	Axis Strategic Bond Fund -Regular Growth	10	-	-	12,49,789	264.00
	Aditya Birla Sun Life Corporate Bond Fund-Growth-Regular Plan	10	-	-	1,36,269	117.06
	HDFC Corporate Bond Fund -Regular Plan Growth	10	-	-	4,68,731	116.84
	L&T Resurgent India Bond Growth	10	-	-	16,12,213	254.64
	ICICI Prudential All Season Bond Fund- Growth	10	-	-	3,77,850	105.61
	Kotak Dynamic Bond Fund -Regular Plan Growth	10	-	-	8,75,086	253.72
	SBI Magnum Low Duration Fund	1,000	35,121	999.95	-	-
	IDFC Dynamic Bond Fund - Growth	10	-	-	4,18,146	112.50
				999.95		4,968.96
	<b>- Investment in Equity Instrument</b>					
	Chamble Fertilisers and Chemicals Limited	10	-	-	23,552	53.95
	HDFC Asset Management Company Limited	5	-	-	2,250	65.68
	HDFC Bank Limited	1	-	-	8,594	128.36
	ICICI Bank Limited	2	-	-	13,570	78.99
	HDFC Life Insurance Company Limited	10	-	-	5,000	34.81
	Housing Development Finance Corporation Ltd	2	-	-	2,000	49.96
	Huhtamaki India Limited	2	-	-	5,000	14.00
	Indian Oil Corporation Limited	10	-	-	20,000	18.37
	KEC International Limited	2	-	-	10,000	41.09
	Reliance Industries Limited (Partly paid-up)	10	-	-	350	3.82
	Kotak Mahindra Bank Limited	5	-	-	250	4.38
	Larsen and Turbo Limited	2	-	-	1,500	21.28
	Laurus Labs Limited	2	-	-	10,000	36.20
	Polyplex Corporation Limited	10	-	-	10,000	86.30
	Reliance Industries Limited	10	-	-	5,000	100.16
	SBI Life Insurance Company Limited	10	-	-	2,500	22.02
	State Bank of India	1	-	-	55,000	200.36
	SBI Cards and Payment Services Limited	10	-	-	3,000	27.85
	Sumitomo Chemical India Ltd	10	-	-	5,000	14.54
	Aegis Logistics Limited	1	-	-	6,062	18.10
	APL Apollo Tubes Limited	2	-	-	1,662	23.28
	ICICI Lombard General Insurance Co. Limited	10	-	-	1,170	16.77
	Aarti Industries Limited	5	-	-	906	11.94
	Navin Fluorine International Ltd	2	-	-	392	10.80
	UPL Limited	2	-	-	4,395	28.21
	Varun Beverages Limited	10	-	-	2,198	22.04
	Dalmia Bharat Limited	2	-	-	1,608	25.55
	Divis Laboratories Limited	2	-	-	412	14.93
	Balkrishna Industries Limited	2	-	-	840	14.18
	Infosys Limited	5	-	-	952	13.02
	Crompto Greaves Consumer Electrical Limited	2	-	-	2,790	10.95
	Mannapuram Finance Limited	2	-	-	5,479	8.17
	The Supreme Industries Limited	2	-	-	576	11.77

Notes forming part of the Financial Statements					(Rs. in lakhs)	
S. No.	Particulars	Face Value (Rs.)	As at March 31, 2022		As at March 31, 2021	
	Axis Bank Limited	2	-	-	2,386	16.64
	Sun Pharmaceutical Industries Ltd	1	-	-	2,017	12.06
	Coromandel International Limited	1	-	-	841	6.51
	Kaveri Seed Company Limited	2	-	-	1,385	7.11
	Syngene International Limited	10	-	-	1,177	6.40
	S R F Limited	10	-	-	63	3.41
	Indian Energy Exchange Limited	1	-	-	3,933	13.09
	AIA Engineering Limited	2	-	-	301	6.18
	ABB Power Products And Systems India Limited	2	-	-	528	7.22
	Antony Waste Handling Cell Limited	5	-	-	1,031	2.49
	Aurobindo Pharama Limited	1	-	-	1,123	9.90
	Gujrat Satate Petronet Limited	10	-	-	2,660	7.27
	Hcl Technologies Limited	2	-	-	664	6.52
	Hindalco Industries Limited	1	-	-	1,691	5.53
	JSW Energy Limited	10	-	-	3,778	3.32
	Radico Khaian Limited	2	-	-	1,231	6.89
	Redington (India) Limited	2	-	-	4,084	7.79
	KEI Industries Limited	2	-	-	1,127	5.89
	KSB Limited	10	-	-	473	4.24
	Indiamart Intermesh Limited	10	-	-	103	7.97
	Greaves Cotton Limited	2	-	-	2,347	3.00
	VA Tech Wabag Limited	2	-	-	1,744	4.37
	Ramkrishna Forgings Limited	10	-	-	792	4.14
	Tanla Platforms Limited	1	-	-	653	5.31
						1,395.08
	<b>- Investment in AIF and Others</b>					
	Abakkus Growth Fund	1,000	-	-	9,263	149.93
	DSP Core Fund - Class B- 1.02	100	-	-	94,792	141.49
	IIFL Special Opportunities Fund	10	-	-	9,30,259	108.30
	Reliance Equity Opportunities Fund - Scheme - 1	10	-	-	15,00,000	182.98
	Edelweiss Infra Yield Plus Fund (Edelweiss)	10,000	-	-	1,075	118.83
	Nippon Yield Maximiser AIF - Scheme - II - Direct	100	-	-	-	22.12
						723.65
	<b>Total - A</b>			<b>999.95</b>		<b>7,087.69</b>
<b>B</b>	<b>At amortised cost</b>					
	- Investment in Bonds					
	Indian Renewable Energy Development Agency Limited	1,000	-	-	13,624	136.24
	National Highway Authority Of India	1,000	-	-	5,714	57.14
	<b>Total - B</b>					<b>193.38</b>
				<b>999.95</b>		<b>7,281.07</b>
<b>C</b>	<b>Investments in India</b>					
	(i) At Amortised cost					193.38
	(ii) At Fair value through profit or loss			<b>999.95</b>		<b>7,087.69</b>
				<b>999.95</b>		<b>7,281.07</b>
	<b>Investments outside India</b>					
<b>Notes:</b>						
1.	Investments as at March 31, 2022 having fair value of Rs. Nil (March 31, 2021 - Rs. 2,967.63 lakhs) held in the name of APM Industries Limited ("the Demerged Company") were pending for transfer in the name of the Company as per the Scheme of Arrangement.					
2.	Investments in Mutual Funds valuing Rs. Nil (March 31, 2021 - Rs. 1,864.47 lakhs) are pledged against borrowings (Refer Note - 14).					

Notes forming part of the Financial Statements

(Rs. in lakhs)

S.No.	Particulars	As at March 31, 2022	As at March 31, 2021
<b>9</b>	<b>Other financial assets</b>		
	Interest Receivable	-	2.94
	Security Deposit	8.15	0.73
	Other Receivables (Refer Note below)	1,858.88	20.92
		<b>1,867.03</b>	<b>24.59</b>
	<b>Note:</b> Other Receivables include (I) Interest bearing advance of Rs. 1658.88 lakhs given to the Holding Company pursuant to an agreement to acquire loan portfolio and (II) Rs. 200 lakhs paid for allotment of units of SBI Mutual Fund - Magnum Low Duration Fund on March 31,2022 which were allotted on April 04,2022.		
<b>10</b>	<b>Current tax assets (net)</b>		
	Advance Income tax (net)	-	3.77
		-	3.77
<b>11</b>	<b>Property, Plant and Equipment</b>		
		<b>Computer and Server</b>	
	<b>Gross carrying Amount (at cost)</b>		
	As at April 01,2020	-	-
	Addition	-	-
	Disposals/Adjustments	-	-
	As at March 31,2021	-	-
	Addition	69.22	-
	Disposals/Adjustments	-	-
	<b>As at March 31,2022</b>	<b>69.22</b>	
	<b>Accumulated Depreciation</b>		
	As at April 01,2020	-	-
	For the year	-	-
	As at March 31,2021	-	-
	For the year	0.89	-
	<b>As at March 31,2022</b>	<b>0.89</b>	
	<b>Net carrying Amount</b>		
	As at March 31,2021	-	-
	<b>As at March 31,2022</b>	<b>68.33</b>	
<b>12</b>	<b>Intangible Assets &amp; Right of Use Assets</b>		
	Particulars	<b>Intangible Assets</b>	<b>Right of Use Assets</b>
		<b>Computer</b>	<b>Software</b>
			<b>Building</b>
	<b>Gross carrying Amount (at cost)</b>		
	As at April 01,2020	0.17	9.63
	Addition	-	-
	Disposals/Adjustments	-	0.53
	As at March 31,2021	0.17	9.10
	Addition	134.68	-
	Disposals/Adjustments	-	9.10
	<b>As at March 31,2022</b>	<b>134.85</b>	<b>-</b>
	<b>Accumulated Depreciation/Amortization</b>		
	As at April 01,2020	0.02	1.06
	For the year	0.06	1.82
	As at March 31,2021	0.08	2.88
	For the year	1.84	1.71
	Disposals/Adjustments	-	(4.59)
	<b>As at March 31,2022</b>	<b>1.92</b>	<b>-</b>
	<b>Net carrying Amount</b>		
	As at March 31,2021	0.09	6.22
	<b>As at March 31,2022</b>	<b>132.93</b>	<b>-</b>
<b>13</b>	<b>Other non-financial assets</b>		
	Balances with Government Authorities	26.29	-
	Other Receivables	954.84	-
	Prepaid Expenses	-	0.45
		<b>981.13</b>	<b>0.45</b>

Notes forming part of the Financial Statements

(Rs. in lakhs)

S. No.	Particulars	As at March 31, 2022	As at March 31, 2021
<b>14</b>	<b>Borrowings (other than debt securities)</b>		
	At Amortised Cost		
	<b>Secured loan repayable on demand</b>		
	- from a party other than bank	-	18.00
		-	18.00
	<b>Notes:</b>		
	(i) Borrowing in India :- Nil (March 31, 2021 : Rs.18 lakhs), outside India :- Nil (March 31, 2021 : Nil)		
	(ii) Borrowing was secured by pledge of investments of the company as mentioned in note 8 and carrying flexible rate of interest of 7.25% p.a. payable on quarterly basis.		
	(iii) The Company has utilized the borrowings taken from a financial institution for the purposes for which they were taken during the year.		
	(iv) The Company has not made any default in repayments of loans during the year ended March 31, 2022.		
<b>15</b>	<b>Other financial liabilities</b>		
	Interest accrued but not due on borrowing	-	0.65
	Lease Liability (Refer Note 42)	-	7.09
	Salary and Other benefits payable	-	0.51
	Liability for Expenses	<b>22.74</b>	5.72
		<b>22.74</b>	13.97
<b>16</b>	<b>Provisions</b>		
	Provisions for Employee Benefits (Refer Note 34)		
	- Gratuity	<b>0.17</b>	0.24
	- Compensated Absence	-	0.06
		<b>0.17</b>	0.30
<b>17</b>	<b>Current tax liabilities (net)</b>		
	Provision for Income tax (net)	<b>86.62</b>	-
		<b>86.62</b>	-
<b>18</b>	<b>Deferred tax assets/(liabilities) (Refer Note 35)</b>		
	Deferred tax assets	<b>3.08</b>	1.28
	Defferred tax liabilities	<b>(9.58)</b>	(167.55)
	<b>Deferred tax assets/(liabilities) (net)</b>	<b>(6.50)</b>	(166.27)
<b>19</b>	<b>Other non-financial liabilities</b>		
	Statutory dues	<b>12.68</b>	0.29
		<b>12.68</b>	0.29

Notes forming part of the Financial Statements

(Rs. in lakhs)

S. No.	Particulars	As at			
		March 31, 2022	March 31, 2021		
<b>20</b>	<b>Equity Share Capital</b>				
	<b>Authorised share capital</b> 22,500,000 (March 31, 2021: 22,500,000) equity shares of Rs. 2 each				
		<b>450.00</b>	450.00		
	<b>Issued, Subscribed and Fully paid-up share capital</b> 21,611,360 (March 31, 2021 - 21,611,360) equity shares of Rs. 2 each				
		<b>432.23</b>	432.23		
	<b>(a) Reconciliation of the number of equity shares outstanding at the beginning and at the end of the year</b>				
	<b>Particulars</b>	<b>As at</b>	<b>As at</b>		
		<b>March 31, 2022</b>	<b>March 31, 2021</b>		
	<b>At the beginning of the year</b>	<b>2,16,11,360</b>	2,16,11,360.00		
	Issued during the year	-	-		
	<b>At the end of the year</b>	<b>2,16,11,360</b>	2,16,11,360		
	<b>(b) Terms/ rights attached to Equity shares</b> The company has one class of equity shares having a par value of Rs. 2/- per share. Each shareholder is entitled to one vote per share. All equity shareholders are having right to get dividend in proportion to paid up value at each equity share as and when declared. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the company after distribution of all the preferential amounts, in proportion to their shareholding.				
	<b>(c) Details of shareholders' holding more than 5 percent shares in the Company</b>				
	<b>Particulars</b>	<b>As at March 31, 2022</b>		<b>As at March 31, 2021</b>	
		<b>Nos.</b>	<b>% of total share</b>	<b>Nos.</b>	<b>% of total share</b>
	Shri Rajendra Kumar Rajgarhia	-	-	38,50,000	17.81%
	Shri Ajay Rajgarhia	-	-	26,18,463	12.12%
	Smt. Prabha Rajgarhia	-	-	17,16,854	7.94%
	Faridabad Paper Mills Private Limited	-	-	27,75,050	12.84%
	Rajgarhia Leasing and Finance Services Limited	-	-	11,30,000	5.23%
	Hindon Mercantile Limited	<b>1,45,52,602</b>	<b>67.34%</b>	-	-
	<b>(d) Shareholding of Promoters in the Company</b>				
	<b>Promoter Name</b>	<b>As at March 31, 2022</b>		<b>As at March 31, 2021</b>	
		<b>No. of Shares</b>	<b>% of total shares</b>	<b>No. of Shares</b>	<b>% of total shares</b>
	Hindon Mercantile Limited*	<b>1,45,52,602</b>	<b>67.34%</b>	-	-
	Kapil Garg*	<b>90,000</b>	<b>0.42%</b>	-	-
	Rajendra Kumar Rajgarhia	-	-	38,50,000	17.81%
	Ajay Rajgarhia	-	-	26,18,463	12.12%
	Prabha Rajgarhia	-	-	17,16,854	7.94%
	Sanjay Rajgarhia	-	-	8,88,999	4.11%
	Shri Gopal Rajgarhia	-	-	5,73,850	2.66%
	Anisha Mittal	-	-	3,98,770	1.85%
	Bhavna Rajgarhia	-	-	3,15,500	1.46%
	Kabir Rajgarhia	-	-	56,000	0.26%
	Faridabad Paper Mills Private Limited	-	-	27,75,050	12.84%
	Rajgarhia Leasing And Finance Services Pvt Ltd	-	-	11,30,000	5.23%
	Essvee Fiiscal LLP	-	-	1,78,000	0.82%
	Rajendra Kumar Rajgarhia-Trustee of Anya Rajgarhia Foundation	-	-	70,000	0.32%
	Rajendra Kumar Rajgarhia-Trustee of Kabir Rajgarhia Foundation	-	-	70,000	0.32%
		<b>1,46,42,602</b>	<b>67.75%</b>	<b>1,46,41,486</b>	<b>67.74%</b>
	*Refer Note 43				
	<b>(e) Shares held by the Holding Company</b>				
	<b>Name</b>	<b>As at March 31, 2022</b>		<b>As at March 31, 2021</b>	
		<b>No. of Shares</b>	<b>% of total shares</b>	<b>No. of Shares</b>	<b>% of total shares</b>
	Hindon Mercantile Limited*	<b>1,45,52,602</b>	<b>67.34%</b>	-	-
		<b>1,45,52,602</b>	<b>67.34%</b>	-	-
	*Refer Note 43				
	<b>(f) Equity Shares allotted for a consideration other than Cash</b> The Company had issued 211,611,360 equity shares of face value of Rs. 2 each at par fully paid up on June 20, 2019 to the equity shareholders of APM Industries Limited (the demerged company) pursuant to a Scheme of Arrangement.				
<b>21</b>	<b>Other Equity</b>				
	<b>Particulars</b>	<b>As at</b>			
		<b>March 31, 2022</b>	<b>March 31, 2021</b>		
	Capital Reserve	<b>6,850.86</b>	6,850.86		
	Reserve Fund u/s 45-IC of RBI Act,1934	<b>672.33</b>	454.69		
	Retained Earnings	<b>2,197.92</b>	1,334.63		
	Impairment Reserve	<b>7.26</b>	-		
	Other Comprehensive Income	<b>0.20</b>	0.01		
		<b>9728.57</b>	8640.19		
	(Refer Statement of Changes in Equity also)				
	<b>Nature of Reserve:</b>				
	<b>(a) Capital Reserve</b> -Capital Reserves represents difference between the values of assets and liabilities transferred pursuant to the Scheme of Arrangement and equity shares allotted to the shareholders of APM Industries Limited (demerged company).				
	<b>(b) Reserve Fund u/s 45-IC of RBI Act, 1934</b> - The Company created a reserve fund pursuant to section 45 IC of the Reserve Bank of India Act, 1934 by transferring amount not less than 20% of its net profit every year as disclosed in the Statement of Profit and Loss and before any dividend declared. Withdrawal from this reserve is allowed only after obtaining permission from the RBI.				
	<b>(c) Retained earnings:</b> Retained earnings comprise of the profits of the Company earned till date net of distributions and other adjustments.				
	<b>(d) Impairment Reserve:</b> Impairment Reserve comprise the amount of difference between the loss allowance on loan assets as required under Ind AS-109 and the provision required as per prudential norms of Reserve Bank of India on Income Recognition, Asset Classification and Provisioning (IRACP) appropriated from the net profit in terms of RBI notification. No withdrawals are permitted from this reserve without prior permission of the RBI.				
	<b>(e) Other Comprehensive Income:</b> Other Comprehensive Income includes Remeasurement of the defined benefits plan (net)				



Notes forming part of the Financial Statements

(Rs. in lakhs)

S. No.	Particulars	For the year ended March 31, 2022	For the year ended March 31, 2021
<b>22</b>	<b>Interest Income</b>		
	<b>- On Financial Assets measured at Amortised Cost</b>		
	Interest on Loans	353.08	300.64
	Interest on Investments	9.00	14.40
	<b>- On Financial Assets measured at FVTPL</b>		
	Interest on Investments	7.47	4.45
		<b>369.55</b>	<b>319.49</b>
<b>23</b>	<b>Dividend Income</b>		
	Dividend	23.35	19.90
		<b>23.35</b>	<b>19.90</b>
<b>24</b>	<b>Net Gain on Fair Value changes</b>		
	- On Financial Assets measured at FVTPL	1,132.72	1,943.31
		<b>1,132.72</b>	<b>1,943.31</b>
	<b>Fair Value Changes :</b>		
	- Realised gain on sale of investments (net)	1,132.72	209.73
	- Unrealised gain on investments (net)	-	1,733.58
	<b>Total Net gain on Fair Value changes</b>	<b>1,132.72</b>	<b>1,943.31</b>
<b>25</b>	<b>Other Operating Revenue</b>		
	Miscellaneous Income	0.07	0.70
		<b>0.07</b>	<b>0.70</b>
<b>26</b>	<b>Other Income</b>		
	Liabilities no longer required, written back	0.26	0.27
	Gain on termination of lease	0.83	-
	Interest on Income tax refund	1.04	0.14
		<b>2.13</b>	<b>0.41</b>
<b>27</b>	<b>Finance Costs</b>		
	<b>On Financial Liability measured at Amortised Cost</b>		
	Interest on Borrowings (Other than debt securities)	3.05	35.31
	Interest on lease liability	0.51	0.68
	Interest on Income tax	10.98	0.11
	Others	0.02	0.01
		<b>14.56</b>	<b>36.11</b>
<b>28</b>	<b>Impairment of Financial Instruments</b>		
	<b>On Financial Instruments at Amortised Cost</b>		
	- Loans	7.35	(50.38)
		<b>7.35</b>	<b>(50.38)</b>
<b>29</b>	<b>Employee Benefits Expenses</b>		
	Salaries and Wages	17.34	5.98
	Gratuity and Compensated Absence	0.69	0.13
	Contribution to Provident and other Funds (Refer Note34(a))	0.98	-
		<b>19.01</b>	<b>6.11</b>
<b>30</b>	<b>Depreciation and Amortization</b>		
	Depreciation	2.60	1.82
	Amortization	1.84	0.06
		<b>4.44</b>	<b>1.88</b>
<b>31</b>	<b>Other Expenses</b>		
	Professional fee	81.81	6.75
	Payment to Auditors (Refer Note 31.1)	3.56	5.35
	Bank charges	0.79	0.04
	Commission paid	15.20	-
	Portfolio management expenses	15.29	12.12
	Printing and stationary	0.61	0.59
	Listing fee and Processing fee	3.81	4.43
	Director Sitting fees	4.95	3.42
	Postage and telegram	0.09	0.17
	Advertisement	83.43	0.89
	Sundry Balances w/off	2.47	-
	Rates and Taxes	1.25	-
	Miscellaneous expenses	1.30	1.20
		<b>214.56</b>	<b>34.96</b>
<b>31.1</b>	<b>Payment to Auditors (net of GST input credit)</b>		
	Statutory Audit fees	2.18	2.36
	Limited Review fees	0.53	0.53
	Certification fees	0.47	0.36
	Out of pocket expenses	0.38	2.10
		<b>3.56</b>	<b>5.35</b>



### 32. Contingent Liabilities and Commitments

(a) **Contingent Liabilities – Nil** (March 31, 2021 – Nil).

#### (b) Commitments

- (i) Estimated amount of contracts remaining to be executed on capital account not provided for – **Nil** (March 31, 2021 - Nil).
- (ii) Uncalled liability on shares and other investments partly paid – **Nil** (March 31, 2021 – Rs.93.60 Lakhs).

### 33. Reconciliation of Gross Carrying Amount of Loans and Expected Credit Loss on Loans

#### A. Reconciliation of Gross Carrying Amount of Loans

(Rs. in lakhs)

Particulars	As at March 31, 2022	As at March 31, 2021
<b>Gross Carrying Amount at the beginning of the year</b>	<b>1900.00</b>	2100.60
New Assets originated or purchased	<b>11278.88</b>	1,260.00
Transfers to/ (from) Stage 1	<b>(1343.68)</b>	640.00
Transfers to/ (from) Stage 2	<b>1343.68</b>	(640.00)
Transfers to/ (from) Stage 3	-	-
Net Recovery	<b>(8340.09)</b>	(1460.60)
<b>Gross Carrying amount at the end of the year</b>	<b>4838.79</b>	1900.00

#### B. Reconciliation of Expected Credit Loss on Loans

(Rs. in lakhs)

Particulars	As at March 31, 2022	As at March 31, 2021
<b>Expected Credit Loss at the beginning of the year</b>	<b>4.75</b>	55.13
On Amount written off	-	-
On New Assets originated or purchased	<b>28.20</b>	3.15
Impact on Expected Credit Loss of Exposure transferred between stages during the year	-	-
Increase/(decrease) in provision on financial assets(net of recovery)	<b>(20.85)</b>	(53.53)
<b>Increase/(Decrease) in Expected Credit Loss during the year</b>	<b>7.35</b>	(50.38)
<b>Expected Credit Loss at the end of the year*</b>	<b>12.10</b>	4.75

\*excluding amount of Rs. 7.26 lakhs of Impairment Reserve (Refer Note 46.6).

### 34. Details of Employees Benefits as required by the Ind AS 12 "Employee Benefits"

#### a) Defined Contribution Plans

The company has recognized the following amounts in the Statement of Profit and Loss:

(Rs. in lakhs)

Particulars	For the year ended March 31, 2022	For the year ended March 31, 2021
Contribution to provident fund	<b>0.77</b>	-
Contribution to ESI	<b>0.21</b>	-
Total	<b>0.98</b>	-

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Notes forming part of the Financial Statements

**b) Post Retirement Benefit Plan****(i) Amount recognized in the Balance Sheet****(Rs. in lakhs)**

Particulars	As at March 31, 2022		As at March 31, 2021	
	Gratuity	Compensated Absence	Gratuity	Compensated Absence
Present value of plan liabilities	<b>0.24</b>	<b>0.06</b>	0.11	0.11
Fair value of plan assets	-	-	-	-
<b>Deficit/(Surplus) of funded plans</b>	<b>(0.07)</b>	<b>(0.06)</b>	0.13	(0.05)
Unfunded plans	-	-	-	-
<b>Net plan liabilities/(assets)</b>	<b>0.17</b>	-	0.24	0.06

**(ii) Amount recognized in the Statement of Profit and Loss as Employee Benefit Expenses****(Rs. in lakhs)**

Particulars	For the year ended March 31, 2022		For the year ended March 31, 2021	
	Gratuity	Compensated Absence	Gratuity	Compensated Absence
Current service cost	<b>0.69</b>	<b>(0.06)</b>	0.13	0.03
Interest cost	<b>0.02</b>	-	0.01	0.01
Expected return on plan assets	-	-	-	-
Actuarial (Gains)/Losses	<b>(0.26)</b>	-	(0.01)	(0.09)
<b>Total expenses</b>	<b>0.45</b>	<b>(0.06)</b>	0.13	(0.05)

**(iii) Assumptions**

Particulars	As at March 31, 2022	As at March 31, 2021
<b>Financial Assumption</b>		
Discount rate	<b>7.18</b>	6.80
Salary Escalation Rate #	<b>5.00</b>	5.00
<b>Demographic Assumptions</b>		
Retirement age (Years)	<b>60</b>	60
Mortality rates inclusive of provision for disability	<b>100% of IALM (2012-14)</b>	100% of IALM (2012-14)
Attrition at ages		
- Up to 30 years	<b>5.00</b>	5.00
- From 31 to 44 years	<b>3.00</b>	3.00
- Above 44 years	<b>2.00</b>	2.00

# The estimate of rate of escalation in salary considered in actuarial valuation, taken into account inflation, seniority, promotion and other relevant factors including supply and demand in the employment market.

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Notes forming part of the Financial Statements

**(iv) Sensitivity Analysis****(Rs. in lakhs)**

	As at March 31, 2022			As at March 31, 2021		
	Change in assumption	Increase impact on present value of plan liabilities	Decrease impact on present value of plan liabilities	Change in assumption	Increase impact on present value of plan liabilities	Decrease impact on present value of plan liabilities
<b>Gratuity</b>						
Discount rate	<b>0.50%</b>	<b>(0.02)</b>	<b>0.02</b>	0.50%	(0.02)	0.02
Salary Escalation Rate	<b>0.50%</b>	<b>0.02</b>	<b>(0.02)</b>	0.50%	0.02	(0.02)
<b>Compensated Absence</b>						
Discount rate	<b>0.50%</b>	<b>-*</b>	<b>-*</b>	0.50%	<b>-*</b>	<b>-*</b>
Salary Escalation Rate	<b>0.50%</b>	<b>-*</b>	<b>-*</b>	0.50%	<b>-*</b>	<b>-*</b>

\* Amount less than one thousand

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

**(v) The defined benefit obligations maturing after year ended March 31, 2022****(Rs. in lakhs)**

Maturing within	As at March 31, 2022	
	Gratuity	Compensated Absence
0 – 1 year	<b>-*</b>	<b>-*</b>
1 – 2 years	<b>-*</b>	<b>-*</b>
2 – 3 years	<b>-*</b>	<b>-*</b>
3 – 4 years	<b>-*</b>	<b>-*</b>
4 – 5 years	<b>-*</b>	<b>-*</b>
5 – 6 years	<b>-*</b>	<b>-*</b>
6 year onwards	<b>0.16</b>	<b>-*</b>

\* Amount less than one thousand

**35. Income Tax Expense****a) Tax expense recognized in the Statement of Profit and Loss****(Rs. in lakhs)**

Particulars	For the year ended March 31, 2022	For the year ended March 31, 2021
<b>Current tax</b>		
Current tax on taxable income for the year	<b>330.26</b>	95.75
<b>Total Current tax expense</b>	<b>330.26</b>	95.75
<b>Deferred tax</b>		
Deferred tax charge/(credit)	<b>(159.84)</b>	175.37
<b>Total deferred tax expense/(credit)</b>	<b>(159.84)</b>	175.37
<b>Tax expense for the year</b>	<b>170.42</b>	271.12
Tax related to earlier year	<b>9.29</b>	(3.41)
<b>Total tax expense recognized for the year</b>	<b>179.71</b>	267.71



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- b) A reconciliation of the tax expense to the amount computed by applying the statutory income tax rate to the profit before tax is summarized below:

(Rs. in lakhs)

Particulars	For the year ended March 31, 2022	For the year ended March 31, 2021
Effective Tax Rate	25.168%	25.168%
Profit before tax	1,267.90	2,255.13
Current tax expense on profit before tax expense at the enacted income tax rate in India	319.10	567.62
Tax effect of the amounts which are not deductible/ (taxable) in calculating taxable income	(34.22)	(67.54)
Differential Tax on income taxable at different tax rate	(114.46)	(228.96)
<b>Tax Expense for the year</b>	<b>170.42</b>	271.12
Effect of earlier year tax adjustment	9.29	(3.41)
<b>Tax Expense recognised in the Statement of Profit and Loss</b>	<b>179.71</b>	267.71

- c) Tax Assets and Liabilities

(Rs. in lakhs)

Particulars	As at March 31, 2022	As at March 31, 2021
Current tax assets (net)	-	3.77
Current tax liabilities (net)	86.62	-

- d) Deferred Tax Assets and Liabilities

(Rs. in lakhs)

Particulars	As at April 1, 2020 -Deferred tax Asset/ (Liabilities)	(Credit)/ charge in statement of profit and loss	Credit/ (charge) in other comprehen sive Income	As at March 31, 2021 -Deferred tax Assets/ (Liabilities)	(Credit)/ charge in statement of profit and loss	Credit/( charge) in other compre hensive Income	As at March 31, 2022 -Deferred tax Asset/ (Liabilities)
Fair Valuation of Investment	(4.74)	162.99	-	(167.73)	(167.73)	-	-
Impact of difference between tax depreciation and depreciation/amortization charged for the financial reporting	0.08	(0.10)	-	0.18	9.76	-	(9.58)
<b>Deferred Tax Liabilities (A)</b>	(4.66)	162.89	-	(167.55)	(157.97)	-	(9.58)
Expenditure allowed for tax purpose on payment basis and Others	0.26	0.18	0*	0.08	(0.03)	(0.07)	0.04
Allowance for Impairment Loss	13.50	12.30	-	1.20	(1.84)	-	3.04
<b>Deferred tax Assets (B)</b>	13.76	12.48	-	1.28	(1.87)	(0.07)	3.08
<b>Deferred tax (Liabilities) / Assets (Net) (A+B)</b>	9.10	175.37		(166.27)	(159.84)	(0.07)	(6.50)

\* Amount less than one thousand.

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**36. Capital Management**

The primary objective of the Company's capital management is to maximize the shareholder value, safeguard the business continuity and to maintain strong capital base for investor, creditors and market confidence. For the purpose of the Company's capital management, capital includes issued equity capital and all other equity reserves attributable to the equity holders of the Company.

The Company manages its capital structure and makes adjustments in light of changes in economic conditions, future plans and the requirements of the financial covenants. The funding requirements are met through loans and operating cash flows generated. The Company monitors capital using a gearing ratio, which is net debt divided by total capital plus net debt. The Company's policy is to keep optimum gearing ratio as given below:

<b>Particulars</b>	<b>(Rs. in lakhs)</b>	
	<b>As at March 31, 2022</b>	As at March 31, 2021
Borrowings (other than Debt Securities)	-	18.00
Other financial liabilities	<b>22.74</b>	13.97
Less: Cash and cash equivalents	<b>(923.45)</b>	(45.35)
Net Debt (A)	<b>(900.71)</b>	(13.38)
Total Equity (B)	<b>10,160.80</b>	9,072.42
Capital and Net debt (C)=(A+B)	<b>9,260.09</b>	9,059.04
Gearing ratio (%) (A/C)	<b>(9.73%)</b>	(0.15%)

No changes were made in the objectives, policies or processes for managing capital during the years ended March 31, 2022 and March 31, 2021

**37. Financial Risk Management**

The Company is mainly engaged in Investment and Finance Activities. The Company's principal financial liabilities comprise borrowings and other payables. The main purpose of these financial liabilities is to finance and support Company's operations. The Company's principal financial assets include loans, Investments, cash and cash equivalents and receivables.

The risk management policies of the Company are established to identify and analyses the risks faced by the Company, to set appropriate risk limits and controls, and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Company's activities.

The Company is exposed to credit risk, market risk and liquidity risk. The Company's management oversees the management of these risks to ensure the Company's financial risk activities are governed by appropriate policies and procedures and that financial risks are identified, measured and managed in accordance with Company's policies and risk objectives. The major risks are summarized below:

**37.1 Credit Risk**

Credit risk is the risk that the counterparty will not meet its obligations under a financial instrument or a customer contract, leading to financial loss. The Company is exposed to credit risk from its financing activities towards Loans to various clients. The Company's exposure to credit risk is influenced mainly by the individual characteristics of each customer. Credit risk has always been managed by the company through credit approvals, establish credit limits and continuous monitoring the credit worthiness of customers to which the company grants credit terms in the normal course of business.

Financial assets are written off when there is no reasonable expectation of recovery, such as a borrower failing to engage in a repayment plan with the Company. Where loans/interest have been written off, the Company continues to engage in enforcement activity to attempt to recover the loans/receivable due. Where recoveries are made, these are recognized as income in the statement of profit and loss.

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The Company measures the expected credit loss of trade receivables/loans based on historical trend, available external and internal credit risk factors such as financial condition, ageing of accounts receivable etc., industry practices and the business environment in which the entity operates. Loss rates are based on actual credit loss experience and past trends.

As at March 31, 2022, the company did not consider there to be any significant concentration of credit risk, which had not been adequately provided for. The carrying amount of the financial assets recorded in the financial statements, grossed up for any allowances for losses, represents the maximum exposure to credit risk.

**37.2 Market Risk**

Market risk is the risk that the fair value of future cash flows of a financial instruments will fluctuate because of changes in market prices. Market risk comprises three types of risk: interest rate risk, currency risk and market price risk, such as equity price risk and commodity risk. Financial instruments affected by market risk include loans, investments, borrowings and fixed deposits.

**37.2.1 Interest Rate Risk**

The interest rate risk exposure is mainly from changes in fixed and floating interest rates. The interest rates are disclosed in the respective notes to the financial statements of the Company. The breakup of the financial assets and liabilities on the basis of interest and non-interest nature is as under:

Particulars	(Rs. in lakhs)	
	As at March 31, 2022	As at March 31, 2021
<b>Financial assets</b>		
<b>Non-interest bearing</b>		
Cash and cash equivalents	923.45	45.35
Trade receivables	-	14.46
Investments	999.95	7087.69
Others Financial Assets	1867.03	24.59
Loans*	92.03	-
<b>Interest bearing</b>		
Bonds	-	193.38
Deposits with Bank	490.00	-
Loans	4734.66	1895.25
<b>Financial liabilities</b>		
<b>Non-interest bearing</b>		
Trade Payable	-	-
Other Financial Liability	22.74	13.97
<b>Interest bearing</b>		
Borrowings (other than Debt Securities)	-	18.00

\*Including interest of Rs. 87.88 lakhs on loans.

**Sensitivity Analysis**

The table below summaries the impact of increase and decrease in rate of interest on the Company's Equity/ other assets and profit for the year. The analysis is based on the assumption that the interest rate has increased/decreased by 50 base point.

**(a) Interest rate sensitivity - Borrowings**

	(Rs. in lakhs)	
	F.Y. 2021-22	F.Y. 2020-21
50 bp increase would decrease the profit before tax by	-	(0.09)
50 bp decrease would Increase the profit before tax by	-	0.09

**(b) Interest rate sensitivity - Loans**

	(Rs. in lakhs)	
	F.Y. 2021-22	F.Y. 2020-21
50 bp increase would increase the profit before tax by	<b>23.73</b>	9.50
50 bp decrease would decrease the profit before tax by	<b>(23.73)</b>	(9.50)

**(c) Interest rate sensitivity – Fixed Deposits with Bank**

	(Rs. in lakhs)	
	F.Y. 2021-22	F.Y. 2020-21
50 bp increase would increase the profit before tax by	<b>2.45</b>	-
50 bp decrease would decrease the profit before tax by	<b>(2.45)</b>	-

**37.2.2 Currency Risk**

The company does not have any currency risk exposure as there is no foreign currency obligation/receivable.

**37.2.3 Market Price Risk**

Market price risk is the risk that the fair value of future cash flows of a financial instruments will fluctuate because of changes in market prices of equity shares and mutual funds units. In the case of the Company, market risk primarily impacts financial instruments such as Investment in Mutual Funds, Equity Shares etc. measured at fair value through profit or loss.

The Company exposure to market price risk arising from Investments held by the Company and is classified in the financial statements at fair value through profit or loss. Categories of Investments held by the Company is given below:

	(Rs. in lakhs)				
Particulars	Equity Shares(quoted)	Fixed Maturity Plan	Alternate Investment Plan	Mutual Funds	Total
<b>Market value as at March 31, 2022</b>	-	-	-	<b>999.95</b>	<b>999.95</b>
Market value as at March 31, 2021	1395.08	-	723.65	4968.96	7087.69

**Sensitivity Analysis**

The table below summaries the impact of increase and decrease of the index on the Company's Equity/ other assets and profit for the year. The analysis is based on the assumption that the instrument index has increased by 5% or decreased by 5% with all other variables held constant.

	(Rs. in lakhs)	
Particulars	March 31, 2022	March 31, 2021
5% increase would increase the profit before tax by	<b>50.00</b>	354.38
5% decrease would decrease the profit before tax by	<b>(50.00)</b>	(354.38)

**37.3 Liquidity Risk**

Liquidity risk is defined as the risk that the Company will not be able to settle or meet its obligations on time or at reasonable price. Liquidity risk are managed through combination of strategies like managing tenors in line with asset liability management policy and adequate liquidity cover is maintained. The Company's treasury team is responsible for liquidity, funding as well as settlement management. In addition, processes and policies related to such risks are overseen by Senior management. Management monitors the Company liquidity position through rolling forecasts on the basis of expected cash flows.

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The analysis of financial liabilities by remaining contractual maturities:

Particulars	(Rs. in lakhs)			
	Less than 1 year / On demand	1 to 5 years	> 5 years	Total
<b>Year ended March 31, 2022</b>				
Borrowings other than Debt Securities (including interest)	-	-	-	-
Other financial liabilities	22.74	-	-	22.74
<b>Year ended March 31 2021</b>				
Borrowings other than Debt Securities (including interest)	18.65	-	-	18.65
Other financial liabilities	8.63	5.81	-	14.44

**38. Other Financial Instruments Disclosures****38.1 Financial Instruments by Category**The carrying value and fair value of financial instruments by categories as at **March 31, 2022** are as follows:

Particulars	(Rs. in lakhs)				
	Amortized cost	Financial assets/ liabilities at fair value through profit or loss	Financial assets/ liabilities at fair value through OCI	Total Carrying value	Total fair value
<b>Assets:</b>					
(a) Investment in equity shares (Quoted)	-	-	-	-	-
(b) Alternate Investment Funds	-	-	-	-	-
(c) Bonds	-	-	-	-	-
(d) Mutual Funds	-	999.95	-	999.95	999.95
(e) Trade receivables	-	-	-	-	-
(f) Loans	4,826.69	-	-	4,826.69	4,826.69
(g) Other financial assets	1,867.03	-	-	1,867.03	1,867.03
(h) Cash and cash equivalents	923.45	-	-	923.45	923.45
(i) Bank balance other than cash and cash equivalents	490.00	-	-	490.00	490.00
<b>Liabilities:</b>					
(a) Borrowings other than Debt Securities	-	-	-	-	-
(b) Other financial Liabilities	22.74	-	-	22.74	22.74





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The carrying value and fair value of financial instruments by categories as at March 31, 2021 are as follows:

(Rs. in lakhs)					
Particulars	Amortized cost	Financial assets/ liabilities at fair value through profit or loss	Financial assets/ liabilities at fair value through OCI	Total Carrying value	Total fair value
<b>Assets:</b>					
(a) Investment in equity shares (Quoted)	-	1,395.08	-	1,395.08	1,395.08
(c) Alternate Investment Funds	-	723.65	-	723.65	723.65
(c) Bonds	193.38	-	-	193.38	193.38
(d) Mutual Funds	-	4,968.96	-	4,968.96	4,968.96
(e) Trade receivables	14.46	-	-	14.46	14.46
(f) Loans	1,895.25	-	-	1,895.25	1,895.25
(g) Other financial assets	24.59	-	-	24.59	24.59
(h) Cash and cash equivalents	45.35	-	-	45.35	45.35
<b>Liabilities:</b>					
(a) Borrowings other than Debt Securities	18.00	-	-	18.00	18.00
(b) Other financial liabilities	13.97	-	-	13.97	13.97

### 38.2 Fair Value Hierarchy

**38.2.1** This section explains the judgments and estimates made in determining the fair value of the financial instruments that are (a) recognized and measured at fair value and (b) measured at amortized cost and for which fair values are disclosed in the financial statements. It does not include fair value information for financial assets and liabilities if the carrying amount is a reasonable approximation of fair value.

Particulars	(Rs. in lakhs)					
	March 31, 2022			March 31, 2021		
	Level 1	Level 2	Level 3	Level 1	Level 2	Level 3
<b>Financial Assets and Liabilities which are measured at fair value : recurring fair value measurement</b>						
<b>Assets:</b>						
(a) Investment in equity shares (Quoted)	-	-	-	1395.08	-	-
(b) Alternate Investment Funds	-	-	-	-	-	723.65
(c) Mutual Funds	<b>999.95</b>	-	-	4968.96	-	-
<b>Financial Assets and Liabilities which are measured at amortised cost for which fair values are disclosed</b>						
<b>Assets:</b>						
(a) Bonds	-	-	-	-	-	193.38
<b>Liabilities:</b>						
(a) Lease Liabilities	-	-	-	-	-	7.09

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**38.2.2 Measurement of fair values**

The above table provides an analysis of financial instruments that are measured subsequent to initial recognition at fair value, grouped into Level 1 to Level 3, as described below:

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

Level 2 - Input other than quoted prices included within Level 1 that are observable for the assets or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

Level 3- Inputs for the assets or the liabilities that are not based on observable market data (unobservable Inputs)

Valuation Methodologies of financial instruments measured at fair value

- Listed Equity shares are measured on the basis of closing rate of the stock exchange where equity shares are listed.
- Mutual Funds are measured based on the published net asset value (NAV) by AMFI and are classified as Level 1.
- Alternative Investments Funds and Fixed Maturity Plan are measured on the latest NAV provided by the fund house and are classified as level 3.

(i) Fair value of financial assets and liabilities measured at amortised cost :-

Particulars	(Rs. in lakhs)	
	March 31, 2022	March 31, 2021
Bonds	-	193.38
Lease liability	-	7.09

The fair value of the financial assets are included at amounts at which the instruments could be exchanged in a current transaction between willing parties other than in a forced or liquidation sale.

(ii) The following methods and assumptions are used to estimate the fair value:

(a) Fair value of cash and cash equivalents, trade and other receivables, other payables and other financial liabilities, approximate their carrying amounts largely due to the short-term maturities of these instruments.

(b) Financial instruments with fixed and variable interest rates are evaluated by the Company based on parameters such as interest rates and individual credit worthiness of the counterparty. Based on this evaluation, allowances are taken to account for the expected losses of these receivables.

**39. Maturity profile of Assets and Liabilities on undiscounted basis**

Particulars	(Rs. in lakhs)			
	March 31, 2022		March 31, 2021	
	Within 12 months	After 12 months	Within 12 months	After 12 months
<b>Financial Assets</b>				
Cash and cash equivalents	923.45	-	45.35	-
Bank balance other than cash and cash equivalents	490.00	-	-	-
Trade receivable	-	-	14.46	-
Loans	3,548.73	1,277.96	1,645.88	249.37
Investments	999.95	-	291.28	6,989.79
Others Financial Assets	1,858.88	8.15	23.86	0.73
<b>Non-Financial Assets</b>				
Current tax assets (Net)	-	-	-	3.77
Deferred Tax Assets (Net)	-	-	-	-
Tangible Assets	-	68.33	-	-

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Intangible Assets	-	<b>132.93</b>	-	0.09
Right of Use Assets	-	-	-	6.22
Other non-financial assets	<b>981.13</b>	-	-	-
<b>Financial Liabilities</b>				
Borrowing other than Debt Securities (including interest)	-	-	18.65	-
Other financial liabilities	<b>22.74</b>	-	8.09	5.23
<b>Non-Financial Liabilities</b>				
Current tax liabilities (net)	<b>86.62</b>	-	-	-
Provisions	-	<b>0.17</b>	-	0.30
Deferred tax liabilities (net)	-	<b>6.50</b>	-	166.27
Other Non-Financial Liabilities	<b>12.68</b>	-	0.29	-

**40. Disclosures as required by Ind AS-24 'Related Party'**

**40.1 List of Related parties and their relationship:**

S.No	Relation	Name	Particulars of Relationship
1	Holding Company	Hindon Mercantile Limited	w.e.f. March 09,2022
2	Key management Personnel	Shri Sanjay Rajgarhia Shri Ajay Rajgarhia Shri Manoj Kumar Rinwa Smt. Nidhi Shri Kapil Garg Shri Adish Kumar Jain Shri Mayank Pratap Singh	Executive Director and Vice-Chairman till March 09,2022 Managing Director till March 09,2022 Chief Financial Officer till March 09,2022 Company Secretary till March 09,2022 Managing Director w.e.f. March 09,2022 Chief Financial Officer w.e.f. March 09,2022 Company Secretary w.e.f. March 09,2022
3	Promoter	Shri Rajendra Kumar Rajgarhia Shri Shri Gopal Rajgarhia Hindon Mercantile Limited Shri Kapil Garg	Promoter & Father of Vice-Chairman & Managing Director till March 09,2022 Promoter till March 09,2022 Promoter and Holding Company w.e.f. March 09,2022 Promoter & Managing Director w.e.f. March 09,2022
4	Fellow Subsidiaries	Hindon Peer to Peer Finance Private Limited Hindon Account Aggregation Services Private Limited	w.e.f. March 09,2022 w.e.f. March 09,2022
5	Subsidiary of Fellow Subsidiary	Fintelligence Data Science Private Limited	w.e.f. March 09,2022
6	Relatives of Key Management Personnel	Smt Prabha Rajgarhia Shri Kabir Rajgarhia Miss. Anya Rajgarhia Smt. Anjali Harlalka	Mother of Shri Ajay Rajgarhia, Managing Director & Shri Sanjay Rajgarhia, Vice-chairman Son of Shri Ajay Rajgarhia, Managing Director Daughter of Shri Ajay Rajgarhia, Managing Director Sister of Shri Ajay Rajgarhia, Managing Director & Shri Sanjay Rajgarhia, Vice-chairman



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		Smt. Pooja Rajgarhia Shri Varun Rajgarhia Miss. Aditi Rajgarhia Smt. Shelly Garg Shri Rajat Goyal	Wife of Shri Sanjay Rajgarhia, Vice-chairman Son of Shri Sanjay Rajgarhia, Vice-chairman Daughter of Shri Sanjay Rajgarhia, Vice-chairman Wife of Shri Kapil Garg, Managing Director Promoter of Holding Company and husband of Smt. Neha Agarwal, Director
7	Non-Executive Directors	Shri Tribhuwan Nath Chaturvedi Smt. Nirmala Bagri Ms. Anisha Mittal Shri Manish Garg Shri Abhinav Tambi Shri Nitin Goel Shri Hemant Bhageria Shri Manoj Kumar Bhatt Smt. Neha Agarwal	Chairman and Non-Executive Director till March 09,2022 Non-Executive and Independent Director till March 09,2022 Non-Executive and Independent Director till March 09,2022 Non-Executive and Independent Director till March 09,2022 Non-Executive and Independent Director w.e.f. March 09,2022 Non-Executive and Independent Director w.e.f. March 09,2022 Non-Executive and Independent Director w.e.f. March 09,2022 Chairman and Non-Executive Director w.e.f. March 09,2022 Non-Executive Director w.e.f. March 09,2022
8	Company/trust etc. over which, Executives directors/their relatives described in para 1, 2, 3, 6 and 7 are able to exercise significant Influence	APM Industries Limited till March 09,2022 Perfectpac Limited till March 09,2022 Rajgarhia Leasing and Financial Services Private Limited till March 09,2022 Faridabad Paper Mills Private Limited till March 09,2022 Essvee Fiscal LLP till March 09,2022 Rovo Marketing Private Limited till March 09,2022 Ram Lal Rajgarhia Memorial Trust till March 09,2022 Anya Rajgarhia Foundation till March 09,2022 Kabir Rajgarhia Foundation till March 09,2022 Shree Forwarding and Clearing Agents Private Limited w.e.f. March 09,2022 Electric Mobility Financiers Association of India w.e.f. March 09,2022	

**40.2 The following transactions were carried out with Related parties in the ordinary course of business:**

(Rs. in lakhs)

Name of the Related party	Nature of transaction	Year ended March 31, 2022	Year ended March 31, 2021
APM Industries Limited	Interest Income	12.09	13.73
	Payment made on their behalf	3450.62	703.68
	Payment received on our behalf	3450.62	703.68
	Loan received back	641.00	480.40
	Reimbursements of payments made on our behalf	39.18	-
	Loan given	641.00	169.80
Shri Tribhuwan Nath Chaturvedi	Director Sitting fees	1.20	0.70
Smt. Nirmala Bagari	Director Sitting fees	0.90	0.80



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	Conveyance expenses	<b>0.12</b>	-
Shri Sanjay Rajgarhia	Security deposit refunded back	<b>0.53</b>	-
	Rent Paid	<b>2.09</b>	2.10
	Reimbursement of expenses	<b>0.31</b>	0.37
	Director Sitting fees	<b>1.10</b>	0.70
Shri Manish Garg	Conveyance expenses	<b>0.14</b>	-
	Director Sitting fees	<b>1.05</b>	0.25
Ms. Anisha Mittal	Director Sitting fees	<b>0.70</b>	0.45
	Conveyance expenses	<b>0.12</b>	-
Shri Ajay Kumar Rajgarhia	Sale of Investments	<b>15.11</b>	-
Rajgarhia Leasing & Financial Services Private Limited	Sale of Investments	<b>208.95</b>	-
Fintelligence Data Science Private Limited	Purchase of Software	<b>70.80</b>	-
	Professional Fees	<b>35.40</b>	-
Hindon Mercantile Limited	Advances given	<b>7346.57</b>	-
	Interest income	<b>22.23</b>	-
	Loan Portfolio acquired	<b>2828.28</b>	-
	Loan Balances Transferred*	<b>1479.42</b>	-
	Advance received back	<b>1400.00</b>	-
	Reimbursements of payments made on our behalf	<b>161.93</b>	-
Shri Rajendra Kumar Rajgarhia	Reduction in personal guarantee to the lender of the Company	<b>18.00</b>	1,027.00

\*Balances of loans transferred as requested by the concerned borrowers.

#### 40.3 Outstanding balances with Related parties

(Rs. in lakhs)

Name of the related party	Nature of transaction	As at March 31, 2022	As at March 31, 2021
APM Industries Limited	Maximum loan amount outstanding during the year	<b>640.00</b>	417.47
Shri Sanjay Rajgarhia	Security deposit given	-	0.53
Shri Rajendra Kumar Rajgarhia	Personal guarantee to the lender of the Company (Outstanding balance)	-	18.00
Hindon Mercantile Limited	Advance outstanding	<b>1658.88</b>	-
	Maximum advance amount outstanding during the year	<b>7213.61</b>	-

#### 40.4 Loans/Advances given to the Related Party - Disclosure required under Regulation 33(4) of SEBI (LODR)

(Rs. in lakhs)

Name of the related party	Nature of transaction	As at March 31, 2022	As at March 31, 2021
APM Industries Limited	Loan given	<b>641.00</b>	169.80
	Maximum loan amount outstanding during the year	<b>640.00</b>	417.47

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Notes forming part of the Financial Statements

**40.5 Particulars of Remuneration to Key Management Personnel****(Rs. in lakhs)**

Particulars	Shri Manoj Kumar Rinwa, Chief Financial Officer		Smt. Nidhi, Company Secretary	
	Year ended March 31, 2022	Year ended March 31, 2021	Year ended March 31, 2022	Year ended March 31, 2021
Salary and Allowances	3.27	2.98	2.82	3.00
Contribution to PF	-	-	-	-
Gratuity	0.52	-	-	-
Value of perquisites *	-	-	-	-

Particulars	Shri Adish Kumar Jain, Chief Financial Officer		Shri Mayank Pratap Singh, Company Secretary	
	Year ended March 31, 2022	Year ended March 31, 2021	Year ended March 31, 2022	Year ended March 31, 2021
Salary and Allowances	1.00	-	0.50	-
Contribution to PF	0.02	-	0.02	-
Value of perquisites *	-	-	-	-

\* calculated as per Income Tax Rules

40.6 No amount pertaining to related parties has been provided for as doubtful debts or written off.

40.7 Related party relationship is as identified by the Company.

**41 Earnings per Share (EPS)**

Particulars	Year ended March 31, 2022	Year ended March 31, 2021
Net Profit for the year (before OCI) (Rs. in Lakhs)	1,088.19	1,987.42
Weighted average no. of Equity Shares	21,611,360	21,611,360
Diluted average no. of Equity Shares	21,611,360	21,611,360
Basic earnings per share (Rs.)	5.04	9.20
Diluted earnings per share (Rs.)	5.04	9.20
Face value of each share (Rs.)	2	2

**42 Disclosures of Leases pursuant to Ind AS 116**

42.1 The Company has taken building on operating lease for office use.

**42.2 Amounts recognised in Statement of Profit and Loss****(Rs. in lakhs)**

Particulars	For the year ended March 31, 2022	For the year ended March 31, 2021
Depreciation Expenses	1.71	1.82
Interest Expenses	0.51	0.68
<b>Total</b>	<b>2.22</b>	<b>2.50</b>

**42.3 The changes in the carrying value of right of use assets (ROU)****(Rs. in lakhs)**

Particulars	Building	
	For the year ended March 31, 2022	For the year ended March 31, 2021
<b>Balance at the beginning of the year</b>	<b>6.22</b>	8.57
Additions	-	-
Deletion/Adjustment	(4.51)	(0.53)
Depreciation	(1.71)	(1.82)
<b>Balance at the end of the year</b>	<b>-</b>	6.22

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Notes forming part of the Financial Statements

The aggregate depreciation expense on ROU assets is included under depreciation and amortization expense in the statement of Profit and Loss.

**42.4 The break-up of current and non-current lease liabilities****(Rs. in lakhs)**

Particulars	For the year ended March 31, 2022	For the year ended March 31, 2021
Current lease liabilities	-	1.86
Non-current lease liabilities	-	5.23
<b>Total</b>	-	7.09

**42.5 The movement in lease liabilities****(Rs. in lakhs)**

Particulars	For the year ended March 31, 2022	For the year ended March 31, 2021
<b>Balance at the beginning of the year</b>	<b>7.09</b>	8.34
Additions	-	-
Interest Expenses	<b>0.51</b>	0.68
Deletions	<b>(5.34)</b>	-
Payment of lease liabilities	<b>(2.26)</b>	(1.93)
<b>Balance at the end of the year</b>	-	7.09

**42.6 The details regarding the contractual maturities of lease liabilities on an undiscounted basis****(Rs. in lakhs)**

Particulars	As at March 31, 2022	As at March 31, 2021
Less than one year	-	2.40
One to five years	-	5.81
More than five years	-	-
<b>Total</b>	-	8.21

**43** Pursuant to the Share Purchase Agreement entered into between the Sellers ("Outgoing Promoters") and Hindon Mercantile Limited and Kapil Garg ("Acquirers") on November 27, 2021, the Acquirers have acquired entire stake from the Outgoing Promoters resulting in change in management control w.e.f March 09, 2022. Consequently, the Acquirers are the new Promoters of the Company and the Outgoing Promoters have ceased to (i) hold any shares in the Company, (ii) hold control of the Company and (iii) be the Promoters of the Company. In this regard, the Company has received "No objection" from the Reserve Bank of India. The application filed by the Company with the stock exchange for reclassification of outgoing promoters to public category is under process.

**44** The Company's main business is Financing and Investing activities. All activities are carried out within India. As such there are no reportable segments as per Ind AS 108 - 'Operating Segments'.

**45** The company does not see any challenge in the recoverability of the carrying values of its assets and to its liquidity position. The eventual outcome of impact of the COVID-19 pandemic may be different from those estimated as on the date of approval of these financial statements and the Company will continue to monitor any material changes to the future economic conditions.

**46 Disclosure as per RBI Notifications / Circulars**

**46.1** Pursuant to RBI Circular RBI/2021-22/125 DOR.STR.REC.68/21.04.048/2021-22 dated November 12, 2021, on "Prudential Norms on Income Recognition, Asset Classification and Provisioning pertaining to Advances - Clarifications" the Company has taken necessary steps to revise its process of NPA classification to flag the borrower as overdue as part of the day-end process for the due date.

Further to this, on February 15, 2022, RBI allowed deferment of para 10 of the aforesaid circular till September 30, 2022 pertaining to upgrade of non performing accounts. However, the Company has not opted for the deferment.

**Notes forming part of the Financial Statements**

- 46.2** There are no write-offs/ technical write-offs of non-performing assets of loans during the year ended March 31,2022. Therefore, no disclosures are required in terms of circular RBI/2021-2022/104/DOR.No.STR.REC.55/21.04.048/2021-22 dated October 1, 2021.
- 46.3** Additional disclosures, to the extent applicable, in terms of Master Direction DNBR.PD.008/03.10.119/2016-17 dated September 01,2016 (as amended):

**(a) Investments:**

Particulars		(Rs. in lakhs)	
		As at March 31,2022	As at March 31,2021
<b>(1)</b>	<b>Value of Investments :</b>		
(i)	Gross Value of Investments		
	(a) In India	<b>999.95</b>	7,281.07
	(b) Outside India	-	-
(ii)	Provision for Depreciation		
	(a) In India	-	-
	(b) Outside India	-	-
(iii)	Value of Investments		
	(a) In India	<b>999.95</b>	7,281.07
	(b) Outside India	-	-
<b>(2)</b>	<b>Movement of provisions held towards depreciation on investments :</b>		
(i)	Opening Balance	-	-
(ii)	Add : Provisions made during the year	-	-
(iii)	Less : Write-off / write-back of excess provisions during the year	-	-
(iv)	Closing balance	-	-

**(b) Exposure to Real Estate Sector:**

Particulars		(Rs. in lakhs)	
		As at March 31,2022	As at March 31,2021
<b>(A)</b>	<b>Direct Exposure</b>		
(i)	Residential Mortgages:-		
	Lending fully secured by mortgages on residential property that is or will be occupied by the borrower or that is rented	-	-
(ii)	Commercial Real Estate:-		
	Lending secured by mortgages on commercial real estates (office buildings, retail space, multipurpose commercial premises, multi-family residential buildings, multi-tenanted commercial premises, industrial or warehouse space, hotels, land acquisition, development and construction, etc.). Exposure would also include non-fund based limits;	-	-
(iii)	Investments in Mortgage Backed Securities (MBS) and other securitised exposures:-		
	(a) Residential	-	-
	(b) Commercial Real Estate	-	-
<b>(B)</b>	<b>Indirect Exposure</b>		
	Fund based and non-fund based exposures on National Housing Bank (NHB) and Housing Finance Companies (HFCs).	-	-
	<b>Total Exposure to Real Estate Sector</b>	-	-



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Notes forming part of the Financial Statements

**(c) Exposure to Capital Market:**

Particulars		(Rs. in lakhs)	
		As at March 31, 2022	As at March 31, 2021
(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;	-	3,671.34
(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;	-	-
(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;	-	-
(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 oriented mutual funds 'does not fully cover the advances;	-	-
(v)	Secured and unsecured advances to stockbrokers and guarantees issued on behalf of stock brokers and market makers;	-	-
(vi)	Bridge loans to companies against expected equity flows / issues;	-	-
(vii)	All exposures to Venture Capital Funds (both registered and unregistered)	-	-
<b>Total Exposure to Capital Market</b>		-	3,671.34

**46.4.1** Details of loans not in default acquired during the year ended **March 31, 2022** under the Master Direction – RBI (Transfer of Loan Exposures) Directions, 2021 dated September 24, 2021:

Particulars	(Rs. in lakhs)
	From lenders listed in Clause 3
Aggregate amount of loans acquired (Rs. in lakhs)	1,839.42
Weighted average maturity (in months)	11.76
Weighted average holding period (in months)	6.15
Retention of beneficial economic interest by the originator	Nil
Tangible security coverage	100%
Rating-wise distribution of rated loans	Not applicable

**46.4.2** Details of stressed loans (Special Mention Accounts 'SMA') acquired during the year ended **March 31, 2022** under the Master Direction – RBI (Transfer of Loan Exposures) Directions, 2021 dated September 24, 2021

Particulars	(Rs. in lakhs)
	From lenders listed in Clause 3
Aggregate principal outstanding of loans acquired (Rs. in lakhs)	988.86
Aggregate consideration paid (Rs. in lakhs)	988.86
Weighted average residual tenor of loans acquired (in months)	10.76

**Notes forming part of the Financial Statements**

- 46.5** Details of Gross Advances, Gross NPAs, Net Advances and Net NPAs during the year ended **March 31,2022** pursuant to the Master Circular – Prudential norms on Income Recognition, Asset Classification and Provisioning pertaining to Advances dated October 1, 2021:

		<b>(Rs. in lakhs)</b>
<b>Particulars</b>		<b>Amount</b>
<b>Part A</b>		
1.	Standard Advances	4750.70
2.	Gross Non-performing assets (NPAs)	Nil
3.	Gross Advances (1+2 )	4750.70
4.	Gross NPAs as a percentage of Gross Advances (2/3) (in %)	Nil
5.	Deductions	
(i)	Provisions held in the case of NPA Accounts as per asset classification (including additional Provisions for NPAs at higher than prescribed rates).	Nil
(ii)	DICGC / ECGC claims received and held pending adjustment	Nil
(iii)	Part payment received and kept in Suspense Account or any other similar	Nil
(iv)	Balance in Sundries Account (Interest Capitalization – Restructured Accounts), in respect of NPA Accounts	Nil
(v)	Floating Provisions	Nil
(vi)	Provisions in lieu of diminution in the fair value of restructured accounts classified as	Nil
(vii)	Provisions in lieu of diminution in the fair value of restructured accounts classified as standard assets	Nil
6.	Net Advances (3-5)	4750.70
7.	Net NPAs {2-5(i + ii + iii + iv + v + vi)}	Nil
8.	Net NPAs as percentage of Net Advances (7/6) (in %)	Nil
<b>Part B</b>		
1.	Provisions on Standard Assets excluding 5(vi) in Part A	19.36*
2.	Interest recorded as Memorandum Item	Nil
3.	Amount of cumulative Technical Write - Off in respect of NPA accounts reported in Part A above	Nil

\*including Impairment Reserve of Rs.7.26 lakhs



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Notes forming part of the Financial Statements

46.6 Disclosures pursuant to RBI Circular no. RBI/2019-20/170 DOR/NBFC.CC.PD NO.109/22.10.106/2019-20 dated March 13, 2020

As at March 31, 2022

(Rs. 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
(1)	(2)	(3)	(4)	(5) = (3)-(4)	(6)	(7) = (4)-(6)
<b>Performing Assets</b>						
Standard	Stage 1	3495.11	8.74	3486.37	13.98	(5.24)
	Stage 2	1343.68	3.36	1340.32	5.38	(2.02)
<b>Subtotal</b>		<b>4838.79</b>	<b>12.10</b>	<b>4826.69</b>	<b>19.36</b>	<b>(7.26)</b>
<b>Non-Performing Assets (NPA)</b>						
Sub standard	Stage 3	-	-	-	-	-
Doubtful - up to 1 year	Stage 3	-	-	-	-	-
1 to 3 years	Stage 3	-	-	-	-	-
More than 3 years	Stage 3	-	-	-	-	-
<b>Subtotal for doubtful</b>		<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
Loss	Stage 3	-	-	-	-	-
<b>Subtotal for NPA</b>		<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
Other items such as guarantees, loan commitments, etc. which are in the scope of Ind AS 109 but not covered under current Income Recognition, Asset Classification and Provisioning (IRACP) norms	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>3495.11</b>	<b>8.74</b>	<b>3486.37</b>	<b>13.98</b>	<b>(5.24)</b>
	<b>Stage 2</b>	<b>1343.68</b>	<b>3.36</b>	<b>1340.32</b>	<b>5.38</b>	<b>(2.02)</b>
	<b>Stage 3</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
	<b>Total</b>	<b>4838.79</b>	<b>12.10</b>	<b>4826.69</b>	<b>19.36</b>	<b>(7.26)</b>

**Note:** The Company has transferred Rs. 7.26 Lakhs representing the amount of difference between the loss allowance as required under Ind AS-109 and the provision required as per prudential norms on Income Recognition, Asset Classification and Provisioning to Impairment Reserve in terms of RBI notification RBI/2019-20/170 DOR (NBFC).CC.PD.No.109/22.10.106/2019-20 dated March 13, 2020.

Notes forming part of the Financial Statements

As at March 31, 2021

(Rs. 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
(1)	(2)	(3)	(4)	(5) = (3)-(4)	(6)	(7) = (4)-(6)
<b>Performing Assets</b>						
Standard	Stage 1	1900	4.75	1895.25	4.75	-
	Stage 2	-	-	-	-	-
Subtotal		1900	4.75	1895.25	4.75	-
<b>Non-Performing Assets (NPA)</b>						
Sub standard	Stage 3	-	-	-	-	-
Doubtful - up to 1 year	Stage 3	-	-	-	-	-
1 to 3 years	Stage 3	-	-	-	-	-
More than 3 years	Stage 3	-	-	-	-	-
Subtotal for doubtful		-	-	-	-	-
Loss	Stage 3	-	-	-	-	-
Subtotal for NPA		-	-	-	-	-
Other items such as guarantees, loan commitments, etc. which are in the scope of Ind AS 109 but not covered under current Income Recognition, Asset Classification and Provisioning (IRACP) norms	Stage 1	-	-	-	-	-
	Stage 2	-	-	-	-	-
	Stage 3	-	-	-	-	-
Subtotal		-	-	-	-	-
<b>Total</b>	Stage 1	1900	4.75	1895.25	4.75	-
	Stage 2	-	-	-	-	-
	Stage 3	-	-	-	-	-
	<b>Total</b>	1900	4.75	1895.25	4.75	-

Notes forming part of the Financial Statements

**46.7** Disclosures on Liquidity Risk Management, to the extent applicable required by Master Direction of RBI- DNBR.PD.008/03.10.119/2016-17 dated September 01,2016 (as amended):

**46.7.1 Funding concentration based on significant counter party**

**(Rs. in lakhs)**

S. No.	As at March 31, 2022				As at March 31, 2021			
	Number Of significant counterparties	Amount	% of total deposits	% of total liabilities	Number of significant counterparties	Amount	% of total deposits	% of total liabilities
1	0	0	N.A.	0	1	18.00	N.A.	0.19%

**46.7.2 Top 10 Borrowings**

**(Rs. in lakhs)**

S. No.	Name	As at March 31, 2022			As at March 31, 2021		
		Borrowings from party	Total borrowings	% Of total borrowings	Borrowings from party	Total borrowings	% Of total borrowings
1	Julius Baer Capital (India) Private Ltd.	0	0	0	18.00	18.00	100%

**46.7.3 Funding concentration based on instrument/product**

**(Rs. in lakhs)**

S. No.	Name of the instrument	As at March 31, 2022		As at March 31, 2021	
		Amount	% Of total liabilities	Amount	% Of Total liabilities
1	Loan repayable on demand	0	0	18	0.19%

**46.7.4 Stock Ratios - Other Short Term Liabilities**

**(Rs. in lakhs)**

S. No.	As at March 31, 2022				As at March 31, 2021			
	Other Short term liabilities	% of total public fund	% of total liabilities	% of total assets	Other Short term liabilities	% of total public fund	% of total liabilities	% of total assets
1	122.04	NA	94.82%	1.19%	27.57	153.67%	13.87%	0.30%

**46.8** Disclosures on Asset Liability Management (ALM) required by Master Direction of RBI- DNBR.PD.008/03.10.119/2016-17 dated September 01,2016 (as amended):

Notes forming part of the Financial Statements

Maturity Pattern of assets and liabilities as at March 31, 2022

(Rs in lakhs)

Particulars	1 to 7 days	8 to 14 days	Over 15 days to one month	Over one month to 2 months	Over 2 months to 3 months	Over 3 to 6 months	Over 6 months to 1 year	Over 1 year to 3 years	Over 3 to 5 years	Over 5 years	Total
<b>LIABILITIES</b>											
<b>Financial Liabilities</b>											-
a) Borrowings (other than debt securities)											-
b) Other financial liabilities	8.81		11.25	0.18	2.50						22.74
<b>Non-Financial Liabilities</b>											-
a) Provisions									0.17		0.17
b) Current tax liabilities (net)			50.00			36.62					86.62
c) Deferred tax liabilities (net)									6.50		6.50
d) Other non-financial liabilities		1.79	10.89								12.68
<b>Equity</b>											-
a) Equity share capital									432.23		432.23
b) Other equity						43.22					9,728.57
<b>A. TOTAL OUTFLOWS (A)</b>	<b>8.81</b>	<b>1.79</b>	<b>72.14</b>	<b>0.18</b>	<b>2.50</b>	<b>79.84</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>10,124.25</b>	<b>10,289.51</b>
<b>ASSETS</b>											-
<b>Financial Assets</b>											-
a) Cash and cash equivalents	923.45										923.45
b) Bank balances other than cash and cash equivalents							490.00				490.00
c) Receivables											-
- Trade Receivables											-
d) Loans	552.38	133.07	64.21	278.27	275.05	814.31	1,431.44	1,254.98	22.98		4,826.69
e) Investments							999.95				999.95
f) Other financial assets	200.00				658.88	1,000.00		8.15			1,867.03
<b>Non-Financial Assets</b>											-
a) Current tax assets (net)											-
b) Property, plant & equipment									68.33		68.33
c) Intangible assets									132.93		132.93
d) Right of use assets											-
e) Other non-financial assets	113.36	453.24	386.87	1.37			26.29				981.13
<b>B. TOTAL INFLOWS (B)</b>	<b>1,789.19</b>	<b>586.31</b>	<b>451.08</b>	<b>279.64</b>	<b>933.93</b>	<b>1,814.31</b>	<b>2,947.68</b>	<b>1,263.13</b>	<b>22.98</b>	<b>201.26</b>	<b>10,289.51</b>
<b>Mismatch ( B- A)</b>	<b>1,780.38</b>	<b>584.52</b>	<b>378.94</b>	<b>279.46</b>	<b>931.43</b>	<b>1,734.47</b>	<b>2,947.68</b>	<b>1,263.13</b>	<b>22.98</b>	<b>-9,922.99</b>	
<b>Cumulative mismatch</b>	<b>1,780.38</b>	<b>2,364.90</b>	<b>2,743.84</b>	<b>3,023.30</b>	<b>3,954.73</b>	<b>5,689.20</b>	<b>8,636.88</b>	<b>9,900.01</b>	<b>9,922.99</b>	<b>-</b>	

**Notes forming part of the Financial Statements**  
**Maturity Pattern of assets and liabilities as at March 31, 2021**

(Rs in lakhs)

Particulars	1 to 7 days	8 to 14 days	Over 15 days to one month	Over one month to 2 months	Over 2 months to 3 months	Over 3 to 6 months	Over 6 months to 1 year	Over 1 year to 3 years	Over 3 to 5 years	Over 5 years	Total
<b>LIABILITIES</b>											
<b>Financial Liabilities</b>											-
a) Borrowings (other than debt securities)	18.65										18.65
b) Other financial liabilities	1.42		0.25	0.16	3.25	1.22	1.79	4.19	1.04		13.32
<b>Non-Financial Liabilities</b>											-
a) Provisions										0.30	0.30
b) Current tax liabilities (net)											-
c) Deferred tax liabilities (net)										166.27	166.27
d) Other non-financial liabilities	0.27		0.02								0.29
<b>Equity</b>											-
a) Equity share capital										432.23	432.23
b) Other equity										8,640.19	8,640.19
<b>A. TOTAL OUTFLOWS (A)</b>	20.34	-	0.27	0.16	3.25	1.22	1.79	4.19	1.04	9,238.99	9,271.25
<b>ASSETS</b>											-
<b>Financial Assets</b>											45.35
a) Cash and cash equivalents	45.35										45.35
b) Bank balances other than cash and cash equivalents											-
c) Receivables											-
- Trade Receivables	4.20	7.13		0.14			2.99				14.46
d) Loans				299.25	99.75	1,246.88		249.37			1,895.25
e) Investments					182.98		108.30	163.61		6,826.18	7,281.07
f) Other financial assets	20.92			0.98			1.96		0.53	0.20	24.59
<b>Non-Financial Assets</b>											-
a) Current tax assets (net)								3.77			3.77
b) Property, plant & equipment											-
c) Intangible assets										0.09	0.09
d) Right of use assets									6.22		6.22
e) Other non-financial assets					0.45						0.45
<b>B. TOTAL INFLOWS (B)</b>	70.47	7.13	-	300.37	283.18	1,246.88	113.25	416.75	6.75	6,826.47	9,271.25
<b>Mismatch (B- A)</b>	50.13	7.13	-0.27	300.21	279.93	1,245.66	111.46	412.56	5.71	-2,412.51	
<b>Cumulative mismatch</b>	50.13	57.26	56.99	357.20	637.13	1,882.79	1,994.25	2,406.80	2,412.51	-	

Note: The above bucketing has been arrived on the extent regulatory guidelines and the management policy.





## Notes forming part of the Financial Statements

(Rs. in lakhs)

Particulars	As at March 31, 2022		As at March 31, 2021	
	<b>(6) Borrower group-wise classification of assets financed as in (3) and (4) above :</b>			
Category	Amount (net of provisions)		Amount (net of provisions)	
	Secured	Unsecured	Secured	Unsecured
<b>1. Related Parties</b>				
(a) Subsidiaries	-	-	-	-
(b) Companies in the same group	-	-	-	-
(c) Other Related parties	-	-	-	-
<b>2. Other than Related parties</b>	<b>4,449.38</b>	<b>377.31</b>	1,496.24	399.00
	<b>4,449.38</b>	<b>377.31</b>	1,496.24	399.00
<b>(7) Investor group-wise classification of all investments in shares and securities:</b>				
Category	Market Value / Break up or fair value or NAV	Book Value (Net of Provisions)	Market Value / Break up or fair value or NAV	Book Value (Net of Provisions)
<b>1. Related Parties</b>				
(a) Subsidiaries	-	-	-	-
(b) Companies in the same group	-	-	-	-
(c) Other related parties	-	-	-	-
<b>2. Other than related parties</b>	<b>999.95</b>	<b>999.95</b>	7,281.07	7,281.07
	<b>999.95</b>	<b>999.95</b>	7,281.07	7,281.07
<b>(8) Other information</b>				
Particulars	Amount		Amount	
<b>(i) Gross Non-Performing Assets</b>				
(a) Related parties	-	-	-	-
(b) Other than related parties	-	-	-	-
<b>(ii) Net Non-Performing Assets</b>				
(a) Related parties	-	-	-	-
(b) Other than related parties	-	-	-	-
<b>(iii) Assets acquired in satisfaction of debt</b>	-	-	-	-

**Notes forming part of the Financial Statements**

**47 Other disclosures/information**

**47.1 Additional information required as per Schedule III of the Companies Act, 2013 :**

**(i) Details of benami property held**

No proceedings have been initiated or are pending against the Company as at March 31,2022 for holding benami property under the Benami Transactions (Prohibition) Act (45 of 1988), as amended and rules made thereunder.

**(ii) Borrowing secured against current assets**

The Company has not borrowed any money from any bank or financial institution against security of current assets during the year.

**(iii) Wilful defaulter**

The company is not declared wilful defaulter by any bank, financial institution or lender as at March 31,2022.

**(iv) Relationship with struck off companies**

There are no transactions made by the Company during the year with struck off companies as at March 31,2022.

**(v) Compliance with number of layers of companies**

The Company does not have any subsidiary or Associate or Joint Venture company during the year.

**(vi) Compliance with approved scheme(s) of arrangements**

During the year, no scheme of arrangements in relation to the Company has been approved by the competent authority in terms of Section 232 to 237 of the Companies Act,2013. Accordingly, this clause is not applicable to the company.

**(vii) Utilisation of borrowed funds and share premium**

As a part of normal lending business, the company grants loans and advances on the basis of security/guarantee provided by the Borrower/Co-borrower. These transactions are conducted after exercising proper due diligence.

Other than transactions described above, during the year the Company has not advanced or lend or invested funds (either from the borrowed funds or share premium or any other sources or kind of funds) to any person or entity, including foreign entity (Intermediaries) with the understanding (whether recorded in writing or otherwise) that the Intermediary shall (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (Ultimate Beneficiaries) or (b) provide any guarantee, security or the like to or on behalf of the ultimate beneficiaries

The Company has not received any fund from any person or entity, including foreign entity (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or (b) provide any guarantee, security or the like on behalf of the ultimate beneficiaries

**(viii) Undisclosed income**

The Company does not have any unrecorded transactions in the books of account which have been surrendered or disclosed as Income during the year in the tax assessment under the Income Tax Act, 1961.

**Notes forming part of the Financial Statements**

**(ix) Transactions in crypto currency or virtual currency**

The Company has not traded or invested in crypto currency or virtual currency during the year ended March 31, 2022.

**(x) Revaluation of property, plant & equipment and intangible asset**

The Company has not revalued its property, plant and equipment (including right-of-use assets) or intangible assets or both during the year ended March 31, 2022.

**(xi) Registration of charges or satisfaction with Registrar of Companies**

There are no charges or satisfaction which are pending to be registered with the Registrar of Companies as on March 31,2022.

**47.2 Other Statutory information**

- (i) As per the provisions of Section 135 of the Companies Act,2013, the Company was not required to spend any amount on Corporate Social Responsibility (CSR) activities during the year ended March 31,2022.
- (ii) There was no amount outstanding and due for transfer to the Investor Education and Protection Fund during the year ended March 31,2022.
- (iii) The Company has no long term contracts including derivative contracts having material foreseeable losses as at March 31,2022.
- (iv) The Company has not received any whistleblower complaint during the year ended March 31, 2022.
- (v) There are no pending litigations as at March 31,2022 having impact on the financial position of the Company.
- (vi) There are no outstanding dues (including interest) of 'Micro' and 'Small' Enterprises pursuant to Micro, Small and Medium Enterprises Development Act, 2006 ('MSMED Act') as at March 31,2022 (March 31,2021 – Nil). Accordingly, no disclosures are required to be given under 'MSMED Act'.
- (vii) There is no Core Investment Company within the group as defined in the regulations made by the Reserve Bank of India.

**48. Ratios Analysis**

<b>Ratio</b>	<b>As at March 31,2022</b>	As at March 31,2021	<b>Variance (%)</b>
Capital to risk-weighted assets ratio (CRAR)	132.33	70.68	87.22
Tier I CRAR	132.16	70.63	87.12
Tier II CRAR	0.17	0.06	183.33
Liquidity Coverage Ratio	Not Applicable	Not Applicable	Not Applicable

The Company is not required to comply with the guidelines on Liquidity Coverage Ratio (LCR) in line with Circular dt. 04.11.2019 RBI/2019-20/88 DOR.NBFC (PD) CC. No.102/03.10.001/ 2019-20 issued by RBI.

The figures of the above ratios are based on Ind AS financials in terms of RBI Circular dated March 13, 2020 RBI/2019-20/170 DOR (NBFC).CC. PD. No.109/22.10.106/2019-20 and are inclusive of subsequent realization of gains shown under Capital Reserve as per the scheme of arrangement.

**Notes forming part of the Financial Statements**

**49. Dividend**

The Board of Directors in their meeting held on May 18,2022 have recommended a dividend @ Re.0.20 per Equity share of face value of Rs.2 per share (i.e.10%) for the financial year 2021-22 as per Section 123 of the Act subject to approval of the shareholders of the Company at the ensuing General Meeting. The proposed dividend of Rs. 43.22 lakhs has not been recognized as liability in the books of account.

- 50.** Previous year figures have been regrouped / rearranged to confirm current year presentation wherever necessary.

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As per our report of even date attached

**For CHATURVEDI & PARTNERS**

Chartered Accountants  
Firm Registration No. 307068E

**FOR AND ON BEHALF OF THE BOARD**

**Laxmi Narain Jain**  
Partner  
Membership No. 072579

**Manoj Kumar Bhatt**  
Chairman & Director  
DIN: 09452843

**Neha Agarwal**  
Director  
DIN: 03539327

**Kapil Garg**  
Managing Director  
DIN: 01716987

**Mayank Pratap Singh**  
Company Secretary  
Membership No.A46666

**Pankaj Gupta**  
Chief Executive  
Officer

**Adish Kumar Jain**  
Chief Financial Officer

**Place: New Delhi**  
**Date: May 18, 2022**



MUFIN GREEN FINANCE LIMITED  
(PREVIOUSLY KNOWN AS APM FINVEST LIMITED)  
CIN: L65990RJ2016PLC054921

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**MUFIN GREEN**

MUFIN GREEN FINANCE LIMITED

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