



VISAGAR

you dream. we create.

September 06, 2022

The Manager (Listing)
BSE Limited
1st Floor, New Trading Ring
Phiroze Jeejeebhoy Towers
Dalal Street, Fort
Mumbai 400 001

Ref : Scrip ID - VISAGAR

Scrip Code - 531025

Subject: Notice of the 29th Annual General Meeting and the Annual Report for the Financial Year 2021-2022

Pursuant to Regulation 34 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, please find enclosed the Annual Report for the Financial Year 2021-2022 along with the Notice of the 29th Annual General Meeting ("AGM") of the Company to be held on **Friday, the 30th day of September, 2022 at 11.30 p.m. (IST) at 2nd Floor, CKP Hall, Tejpal Scheme Rd 4, Udyan Vikas Society, Vile Parle East, Vile Parle, Mumbai-400057**

The said Notice which forms a part of the Annual Report for the financial year 2021-2022 has been sent electronically to the members whose e-mail IDs are registered with the Company/ Adroit Corporate Services Pvt. Ltd., Registrar and Share Transfer Agents of the Company and the Depositories viz. the National Securities Depository Limited and Central Depository Services (India) Limited.

The Notice of the AGM and the Annual Report has also been uploaded on the website of the Company at www.vfsl.org.

Please take the same on your records and suitably disseminated at all concerned.

Thanking You,

Yours faithfully,

For Visagar Financial Services Limited.

TILOKCHAND
MANAKLAL
KOTHARI

Digitally signed by
TILOKCHAND
MANAKLAL KOTHARI
Date: 2022.09.06
15:58:10 +05'30'

(Tilokchand Kothari)
Director
00413627



Encl.: As Above

VISAGAR FINANCIAL SERVICES LIMITED

Regd. Off. : 907/908, Dev Plaza, S.V. Road, Andheri (W), Mumbai 400 058.

Tel.: (022) 6742 4815 Email: info@visagar.com Website : www.visagar.com CIN L99999MH1994PLC076858

COMPANY INFORMATION



EQUITY SHARES LISTED ON BSE Limited

BOARD OF DIRECTORS

- | | |
|---------------------------|---|
| • Mr. Tilokchand Kothari | -Director |
| • Mr. Kailash Chhaparwal | -Non-Executive Director |
| • Mr. Kuldeep Kumar | -Non-Executive, Independent Director |
| • Ms. Madhu Bala Vaishnav | -Non-Executive, Independent Director |
| • Mr. Sanjay Rajak | -Non-Executive, Independent Director |
| • Mr. Ankita Rai | -Chief Financial Officer (w.e.f 22/04/2022) |
| • Mr. Sagar Kothari | -Chief Executive Officer |
| • Ms. Sonam S. Prajapati | -Company Secretary & Compliance officer |

REGISTERED OFFICE

907-908, Dev Plaza, 9th Floor, Opp Andheri Fire Station, Opp. Andheri Fire Station,
S.V. Road, Andheri (W), Mumbai – 400058.

AUDITORS

BANKER

HDFC Bank

STATUTORY AUDITORS

S C MEHRA & ASSOCIATES LLP

Chartered Accountants

SECRETARIAL AUDITOR

VRG & Associates

Practising Company Secretary

REGISTRAR AND SHARES TRANSFER AGENT

Adroit Corporate services (P) Ltd.
17/19, Jafferbhoy Industrial Estate, 1st Floor Makwana road, Marol Naka, Andheri
(East), Mumbai-400059.
Tel. No. - 28596060/28503748 E-mail- www.adroitcorporate.com

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VISAGAR FINANCIAL SERVICES LIMITED**CIN: L99999MH1994PLC076858****Registered Office: 907-908, Dev Plaza, 9th floor, Opp. Andheri Fire Station, S.V. Road,****Andheri (W), Mumbai- 400058.****Tel No.: 022-67424815 E-mail id: info@visagar.com Website: www.vfsl.org**

NOTICE

NOTICE is hereby given that the 29th Annual General Meeting of the Members of **M/s. VISAGAR FINANCIAL SERVICES LIMITED** will be held on **Friday, September 30, 2022 at 11:30 A.M. at 2nd Floor, CKP Hall, Tejpal Scheme Rd 4, Udyan Vikas Society, Vile Parle East, Vile Parle, Mumbai-400057, Maharashtra, India** 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 and the Reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Mr. Tilokchand Manaklall Kothari (DIN: 00413627), who retires by rotation and being eligible, offers herself for re-appointment.

RESOLVED THAT, pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Tilokchand Manaklall Kothari (DIN: 00413627), who retires by rotation, be and is hereby re-appointed as a director liable to retire by rotation.

3. To appointment of M/s. Agarwal Desai & Shah., Chartered Accountants as statutory auditors of the Company and to fix their remuneration.

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

“RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014, as may be applicable and pursuant to the recommendations of the Audit Committee, M/s. Agarwal Desai & Shah., Chartered Accountants (Firm Registration No. 0124850W), be appointed as statutory auditors of the Company, in place of retiring auditors M/s. S C Mehra & Associates LLP., Chartered Accountants (Firm Registration No. 106156W/W100305), to hold office from the conclusion of this 29th Annual General Meeting until the conclusion of the 34th Annual General Meeting, at such remuneration and out of pocket expenses, as may be decided by the Board of Directors of the Company.”

Registered Office:
907-908, Dev Plaza, 9th Floor,
Opp. Andheri Fire Station, S.V. Road,
Andheri (W), Mumbai – 400058
Website: www.vfsl.org
Email: info@visagar.com

By Order of the Board of Directors
**For Visagar Financial Services
Limited**

Place: Mumbai
Date: 05.09.2022

Sd/-
Tilokchand Kothari
Director
DIN: 00413627

NOTES:

1. The Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013 ('the Act'), which sets out details relating to Special Business at the meeting is annexed hereto. The relevant details of the Directors seeking re-appointment/ appointment pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and as required under Secretarial Standards - 2 on General Meetings issued by The Institute of Company Secretaries of India, are annexed.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING ("MEETING") IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF /HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.** Proxies in order to be effective must be received by the Company at its Registered Office not later than forty-eight hours before the commencement of the meeting. Proxies submitted on behalf of companies, societies, etc. must be supported by an appropriate resolution/authority, as applicable.
3. A person can act as a proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other shareholder.
4. Corporate Members intending to send their representatives to attend the Meeting are requested to send to the Company a duly certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.
5. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
6. The Company has notified closure of Register of Members and Share Transfer Books from **Saturday, September 24, 2022 to Friday, September 30, 2022** (both days inclusive) for the purpose of annual book closure.

7. Additional information pursuant to Regulations of SEBI (Listing Obligation and Disclosures Requirements) Regulation, 2015 in respect of Directors seeking appointment / re-appointment at the AGM is furnished and forms a part of the Notice.
8. Members desirous of obtaining any information as regards accounts and operations of the Company are requested to address their queries to the Registered Office of the Company in writing at least seven days in advance before the date of the Meeting, to enable the Company to keep the necessary information ready.
9. Members are requested to:
 - i) Bring their copy of Annual Report to the Meeting.
 - ii) Bring the attendance slip duly filled in, for attending the Meeting. The Attendance slip is sent with this Annual Report. Members, who hold shares in Electronic Form, are requested to bring their Depository ID Number and Client ID Number to facilitate their identification for recording attendance at the forthcoming Annual General Meeting.
 - iii) Quote their Registered Folio Nos. on all correspondence with the Company
 - iv) Register their e-mail address, if not already registered for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
 - v) Notify changes in address, if any, to the Registrars of the Company immediately, quoting their folio numbers, if shares are held by them in physical form. Those holding shares in dematerialized form should send the above information to the respective Depository Participants.
 - vi) Intimate the Registrar and Share Transfer Agents, M/s. Adroit Corporate Services (P) Ltd., for consolidation into a single folio Members, if they have shares in physical form in multiple folios in identical names or joint holding in the same order of names.
 - vii) Convert their holdings in dematerialised form to eliminate risks associated with physical shares and better management of the securities. Members can write to the company's registrar and share transfer agent in this regard.
10. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat

accounts(s). Members holding shares in physical form can submit their PAN details to M/s. Adroit Corporate Services (P) Ltd., 19/20, Jafferbhoy Industrial Estate, 1st floor, Makwana Road, Marol Naka, Andheri (East), Mumbai – 400 059.

11. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during office hours on all working days except Saturdays between 11.00 a.m. to 2.00 p.m. prior to the date of the Meeting.
12. The Annual Report 2021-22 and Notice of the 29th Annual General Meeting of the Company along with Attendance Slip and Proxy Form are being sent in electronic form to all the members whose email IDs are registered with the Company/Depository Participants(s). For members who have not registered their email address, physical copies of the aforesaid documents are being sent in the permitted mode.
13. Members may also note that the Notice of the 29th Annual General Meeting and the Annual Report for 2021-22 will also be available on the Company's website www.vfsl.org for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's investor email id: info@visagar.com.
14. The route map showing directions to reach the venue of the 29th Annual General Meeting is annexed herewith the Notice.
15. **Voting through electronics means:**
 - I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the ensuing Annual General Meeting (AGM) by electronic means and the business may be

transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM (“remote e-voting”) will be provided by National Securities Depository Limited (NSDL).

- II. The facility for voting through polling paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through polling paper.
- III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:-

The remote e-voting period begins on September 27, 2022 at 09:00 A.M. and ends on September 29, 2022 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e., September 23, 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 23, 2022.

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 for Individual shareholders holding securities in demat mode

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ 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 “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL

	<p>Depository site wherein you can see e-Voting page. 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.</p> <p>3. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <div style="text-align: center;"> <p>NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div> </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 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 https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a

	link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	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

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

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542-43

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

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

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

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	<p>8 Character DP ID followed by 8 Digit Client ID</p> <p>For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.</p>

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 122191 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
 - a) Click on “Forgot User Details/Password?”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) Physical User Reset Password?” (If you are holding shares in physical mode) option available on 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 mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

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

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

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

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

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to vrp.cs.in@gmail.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “**Forgot User Details/Password?**” or “**Physical User Reset Password?**” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to evoting@nsdl.co.in at evoting@nsdl.co.in

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to info@visagar.com

2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to info@visagar.com . If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.

3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in 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.

a. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy]:

(i) Initial password is provided as below/at the bottom of the Attendance Slip for the AGM:

<u>EVEN (Remote e-voting Event Number)</u>	<u>USER ID</u>
<u>PASSWORD/PIN</u>	

(ii)

(iii) Please follow all steps from Sl. No. a above, to cast vote.

- I. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.
- II. 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.

NOTE: Shareholders who forgot the User Details/Password can use “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com

In case Shareholders are holding shares in demat mode, USER-ID is the combination of (DPID+ Client ID). In case Shareholders are holding shares in physical mode, USER-ID is the combination of (Even No + Folio No).

- III. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- IV. The voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date of 23rd September, 2022.
- V. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 23rd September, 2022, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Issuer/RTA.

However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password 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 or contact NSDL at the following toll free no.: 1800-222-990.

- VI. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
- VII. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- VIII. Mr. Vijay Ramesh Gupta, Practising Company Secretary, Proprietor of VRG& Associates, Company Secretaries, ACS 33236, has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- IX. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- X. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company viz. www.vfsl.org and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the National Stock Exchange of India Limited and BSE Limited.

ANNEXURE TO THE NOTICE**EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013****Item No. 3: To appoint M/s. Agarwal Desai & Shah, Chartered Accountants as Statutory Auditors of the Company and to fix their remuneration.**

M/s. S C Mehra Associates LLP., Chartered Accountants (Firm Registration No. 106156W/W100305) were appointed as statutory auditors of the company. In terms of their appointment made at the 24th Annual General Meeting held on September 30, 2017, they are holding office of the auditors upto the conclusion of the 29th Annual General Meeting and hence, would retire at the conclusion of the forthcoming 29th Annual General Meeting.

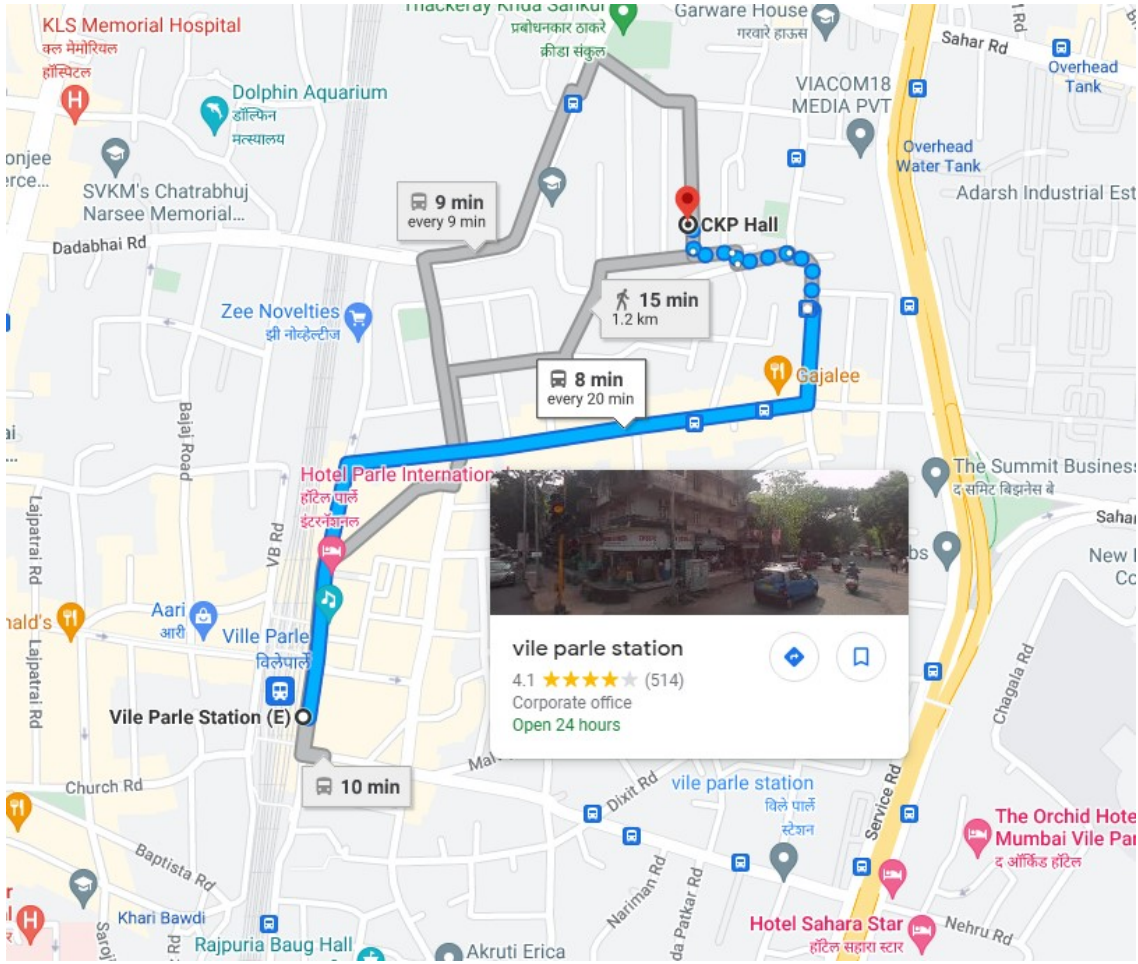
Accordingly, as per the said requirements of the Act, M/s. Agarwal Desai & Shah., Chartered Accountants (Firm Registration No. 0124850W) is proposed to be appointed as statutory auditors of the company, for a period of 5 years, commencing from the conclusion of 29th Annual General Meeting till the conclusion of the 34th Annual General Meeting.

M/s. Agarwal Desai & Shah., Chartered Accountants, have consented to the said appointment and confirmed that their appointment, if made, would be within the limits specified under Section 141(3)(g) of the Act. They have further confirmed that they are not disqualified to be appointed as statutory auditors in terms of the provisions of the proviso to Section 139(1), Section 141(2) and Section 141(3) of the Act and the provisions of the Companies (Audit and Auditors) Rules, 2014.

None of the Directors/Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise in the resolution set out at item No. 3 of the notice.

The Board recommends the resolution set out at Item No. 3 of the Notice for approval by the Members by way of an Ordinary Resolution.

None of the Directors or Key Managerial Personnel of the Company or their relatives are interested or concerned, financially or otherwise, in the resolution

ROUTE MAP FOR THE VENUE OF ANNUAL GENERAL MEETING

Venue: 2nd Floor, CKP Hall, Tejpal Scheme Rd 4, Udyan Vikas Society, Vile Parle East, Vile Parle, Mumbai-400057.

DIRECTORS' REPORT

The Members,
VISAGAR FINANCIAL SERVICES LIMITED

Your Directors are pleased to present their **29th Directors Report** together with the Audited Financial Statements for the financial year ended March 31, 2022 and the Auditors Report thereon.

1. Business Performance

(In Lacs)

PARTICULARS	YEAR ENDED 31.03.2022	YEAR ENDED 31.03.2021
Revenue from operations	1,682.30	6,658.43
Other income	-	-
Gross Income	1,682.30	6,658.43
Total Expenses	1,658.47	6,693.15
Net Profit Before Tax	23.83	-34.72
Provision for Tax	-	-
Net Profit After Tax	23.83	-34.72

2. Operations and Future Plans

During the year under review the Company's Turnover has decreased from Rs. 6,658.43 Lakhs in FY 20-21 to Rs. 1,682.30 Lakhs in FY 21-22 and the expenses during the year has also been decreased from Rs. 6,693.15 Lakhs in FY 20-21 to Rs. 1,658.47 Lakhs in FY 21-22. However, there is net profit in the Company of Rs. 23.83 Lakhs compared to net loss of Rs. Rs. 34.72 Lakhs in the previous year.

Your Company is optimistic about the coming year. Since the Company is trying to reduce cost and expand its business, your directors are hopeful that the results will be more encouraging.

Impact of Covid-19

The sudden spread of Covid-19 pandemic and consequent Country wide lockdown

since March 2021 has affected the world economy adversely, to safeguard interest of the public at large from this epidemic, the Indian Government including various State Governments and Municipal Authorities have issued various advisory directives including restrictions on movement of public and other means of transport. In accordance with the directives of the Government and in order to ensure health and well being of all employees Work from Home policy was brought in place for your Company's employees.

3. Dividend

In order to plough back the profit, your Directors have not recommended any dividend for the year ended March 31, 2022.

4. Share Capital

During the year company has increased the Authorised Share Capital of the Company from Rs. 7,00,00,000 (Rupees Seven Crore) divided into 7,00,00,000 (Seven Crore) Equity Shares of Rs. 1/- each to Rs. 10,00,00,000 (Rupees Ten Crore Only) divided into 10,00,00,000 (Ten Crore Only) Equity Shares of Rs. 1/- each with approval of shareholder dated 10th January, 2022.

Company has issue Bonus Shares of 3,25,09,000 credited as fully paid by the company to eligible members of the company, in proportion of 1(one) new fully paid-up Equity Shares of Re. 1/- (Rupee One Only) each for every 2 (Two) fully paid-up Equity Shares of Re. 1/- (Rupee One Only) each vide special resolution passed with the approval of shareholder dated 10th January, 2022.

Company has gone with Sub-Division of Equity Shares of the Company from Rs. 2/- (Rupees Two Only) Each to Re. 1/- (Rupee One) Each.

5. Transfer to Reserve

The Board does not propose to make transfer to reserves for the year 2021-22 as company has incurred net profit of Rs. 23.83 Lakhs as on March 31, 2022.

6. Directors and Key Managerial Personnel

i) Retire by Rotation:

In accordance with the provisions of Section 152 of the Act, and that of Articles of Association of the Company, Mr. Tilokchand Manaklal Kothari (DIN: 00413627)

Director of the Company retires by rotation at this Annual General Meeting of the Company and being eligible, offers herself for reappointment.

ii) Change in Directors and Key Managerial Personnel's:

During the Year Mr. Kalpesh Kantilal Khut has resigned from the post of Chief Financial Officer with effect from September 02, 2022.

iii) Composition of Board of Directors and Key Managerial Personnel's:

As on the date of this Board's Report, i.e., as on September 05, 2022, your Company's Board of Directors comprises of the following Directors:

Name of the Director	Director Identification Number (DIN)	Category
Mr. Tilokchand Manaklal Kothari	00413627	Executive Director
Mr. Kailash Ram Gopal Chhapparwal	01211651	Non-Executive non-independent Director
Mr. Kuldeep Kumar	08373716	Non-Executive Independent Director
Mr. Sanjay Rajak	08417877	Non-Executive Independent Director
Ms. Madhu Bala Vaishnav	08376551	Non-Executive Independent Director

Company's Key Managerial Personnel are as follows:

Name of KMP	Designation
*Mr. Kalpesh Kantilal Khut	Chief Financial Officer
Mr. Sagar Tilokchand Kothari	Chief Executive Officer

Ms. Sonam Sudhakar Prajapati	Company Secretary and Compliance Officer
**Ms. Ankita Rai	Chief Financial Officer

* Mr. Kalpesh Kantilal Khut resigned from the position of Chief Financial Officer w.e.f 02/09/2021.

** Ms. Ankita Rai has been appointed as Chief Financial Officer of the Company w.e.f 22/04/2022.

7. Board Evaluation

Your Board has carried out an annual evaluation of its own performance, Board committees and individual Directors pursuant to the provisions of the Act and the corporate governance requirements as prescribed by SEBI (Listing Obligations and Disclosures Requirement) Regulations, 2015.

The performance of the Board was evaluated by the Board after seeking inputs from all the directors on the basis of the criteria such as the board composition and structure, effectiveness of board processes, information and functioning, etc.

The performance of the Committees was evaluated by the board after seeking inputs from the Committee Members on the basis of the criteria such as the composition of committees, effectiveness of committee meetings, etc.

Board and the nomination and remuneration committee reviewed the performance of the individual directors on the basis of the criteria such as the contribution of the individual director to the Board and committee meetings like preparedness on the issues to be discussed, meaningful and constructive contribution and inputs in meetings, etc. In addition, the chairman was also evaluated on the key aspects of his role.

8. Meetings of the Board

During the year ended March 31, 2022, Eight (8) Board Meetings were held by the Company on 25th June, 2021, 13th August, 2021, 02nd September, 2021, 12th November, 2021, 25th November, 2021, 16th December, 2021, 24th January, 2021, and 14th February, 2022.

9. Details of Committees of the Board

Currently, the Company has three (3) Committees namely Audit Committee, Nomination and Remuneration Committee & Stakeholders' Relationship Committee. The detailed composition of various Committees is elucidated below:

i) **Audit Committee**

The Audit Committee comprises of three Directors as on 31st March, 2022 namely Mr. Sanjay Rajak, Mr. Kuldeep Kumar and Ms. Madhu Bala Vaishnav. The aforesaid Members of the Committee operate in the capacity of Independent Directors respectively. The Chairman of the Committee is Mr. Sanjay Rajak who is an Independent Non-Executive Director. The recommendations of the Audit Committee are always welcomed and accepted by the Board & all the steps impacting the financials of the Company are undertaken only after the consultation of the Audit Committee. During the period ended 31st March, 2022, Five (5) Audit Committee Meetings were held by the Company on 25th June, 2021, 13th August, 2021 12th November, 2021, 24th January, 2022 and 14th February, 2022.

Composition of Audit Committee are as follows:

Name of Member	Designation	Category
Mr. Sanjay Rajak	Chairman	Independent, Non-Executive Director
Mr. Kuldeep Kumar	Member	Independent, Non-Executive Director
Ms. Madhu Bala Vaishnav	Member	Independent, Non-Executive Director

ii) **Nomination & Remuneration Committee**

The Committee was constituted pursuant to provisions under Section 178 of the Companies Act, 2013. As on 31st March, 2022; the Committee consists of three (3) Members, namely Mr. Sanjay Rajak, Mr. Kuldeep Kumar and Ms. Madhu Bala Vaishnav. The aforesaid Members of the Committee operate in the capacity of Independent Directors respectively. The Chairman of the Committee is Mr. Sanjay Rajak who is an Independent Non-Executive Director. During the year ended 31st March, 2022, Two (2) Committee Meetings were held by the Company on 13th August, 2021 and 25th November, 2021

Nomination and Remuneration Committee Policy

The Board has on the recommendation of the Nomination & Remuneration Committee framed a policy for selection and appointment of Directors, Senior Management and their remuneration. The Remuneration Policy is annexed as “Annexure A” to this report. The policy is also available in the website of the Company i.e. <http://vfsl.visagar.com/vfslinvestors.html>

Composition of Nomination and Remuneration Committee are as follows:

Name of Member	Designation	Category
Mr. Sanjay Rajak	Chairman	Independent, Non-Executive Director
Mr. Kuldeep Kumar	Member	Independent, Non-Executive Director
Ms. Madhu Bala Vaishnav	Member	Independent, Non-Executive Director

iii) **Stakeholders’ Relationship Committee**

The Committee oversees all the matters relating to Stakeholders’ grievances/complaints. The role of the Committee is to consider & resolve securities holders’ complaint. As on 31st March, 2022; the Committee consists of three members, namely Mr. Sanjay Rajak, Mr. Kuldeep Kumar and Ms. Madhu Bala Vaishnav. The aforesaid Members of the Committee operate in the capacity of Independent Directors respectively. The Committee is chaired by Mr. Sanjay Rajak as Non-Executive Independent Director. During the year ended March 31, 2022, One (1) Committee Meetings were held by the Company on 25th November, 2022

Composition of Stakeholders’ Relationship Committee are as follows:

Name of Member	Designation	Category
Mr. Sanjay Rajak	Chairman	Independent, Non-Executive Director

Mr. Kuldeep Kumar	Member	Independent, Non-Executive Director
Ms. Madhu Bala Vaishnav	Member	Independent, Non-Executive Director

10. Declaration of Independence from Independent Directors

Your Company has received declarations pursuant to Section 149(7) of the Companies Act, 2013 from all the Independent Directors confirming that they meet the criteria of independence laid down under Section 149(6) of the Companies Act, 2013. Based on the declaration(s) of Independent Directors, the Board of Directors recorded its opinion that all Independent Directors are independent of the Management and have fulfilled the conditions as specified in the Companies Act, 2013, rules made thereunder as well as applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015.

11. Internal Control Systems and their Adequacy

The Management continuously reviews the internal control systems and procedures for the proficient conduct of the Company's business. The Company adheres to the prescribed guidelines with respect to the transactions, financial reporting and ensures that all its assets are safeguarded and protected against losses. The Internal Auditor of the Company conducts the audit on regular basis and the Audit Committee periodically reviews internal audit reports and effectiveness of internal control systems. Apart from the above, the Company in consultations with the external and independent consultants adopted a policy for development and implementation of risk management for the company including identification of elements of risk, if any, that may threaten the existence of the Company and a mechanism to mitigate the same.

12. Directors' Responsibility Statement

Pursuant to Section 134(5) of the Companies Act, 2013, the Directors of your Company confirm 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 financial year and of the profit and loss of the company for that period;

- c) 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;
- d) the directors had prepared the annual accounts on a going concern basis;
- e) 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 and
- f) 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. Change in the Nature of Business

During the period under review, there is no change in the nature of business of the Company. The Company continues to operate in the NBFC (Non- Banking Financial Company) Sector.

14. Extract of Annual Return

As required under Section 134 (3) (a) & Section 92 (3) of the Act, the Annual Return is put up on the Company's website and can be accessed at www.vfsl.org & Extracts of the Annual return in form MGT 9 for the Financial Year 2021-22 is uploaded on the website of the Company and can be accessed at www.vfsl.org.

15. Prevention of Sexual Harassment Policy

In order to prevent sexual harassment at workplace, your Company has adopted a Policy on prevention, prohibition and redressal of sexual harassment at workplace in line with the requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and Rule made thereunder. During the year under review, there were no cases filed or reported pursuant to the provisions of the said Act.

16. Auditors & their Report**a) Statutory Auditor:**

M/s. S.C. Mehra & Associates LLP., Chartered Accountants (ICAI Registration No. 106156W/W100305) were appointed as statutory auditors of the company. Currently, they are holding office of the auditors up to the conclusion of the 29th Annual General Meeting.

Accordingly, as per the said requirements of the Act, **M/s. Agarwal Desai & Shah., Chartered Accountants (Firm Registration No. 0124850W)** are proposed to be appointed as auditors for a period of 5 years commencing from the conclusion of 29th Annual General Meeting till the conclusion of the 34th Annual General Meeting, in place of M/s. S.C. Mehra & Associates LLP., Chartered Accountants (ICAI Registration No. 106156W/W100305).

M/s. Agarwal Desai & Shah., Chartered Accountants (Firm Registration No. 0124850W) have consented to the said appointment and confirmed that their appointment, if made, would be within the limits specified under Section 141(3) (g) of the Act. They have further confirmed that they are not disqualified to be appointed as statutory auditors in terms of the provisions of the proviso to Section 139(1), Section 141(2) and Section 141(3) of the Act and the provisions of the Companies (Audit and Auditors) Rules, 2014.

The Audit Committee and the Board of Directors have recommended the appointment of **M/s. Agarwal Desai & Shah., Chartered Accountants (Firm Registration No. 0124850W)** as statutory auditors of the Company from the conclusion of the 29th Annual General Meeting till the conclusion of 34th Annual General Meeting, to the shareholders.

The first proviso to section 139(1) of the Companies Act, 2013 has been omitted vide section 40 of the Companies (Amendment) Act, 2017 notified on 7th May, 2018. Therefore, it is not mandatory for the Company to place the matter relating to appointment of statutory auditor for ratification by members at every Annual General Meeting. Hence the Company has not included the ratification of statutory auditors in the Notice of AGM.

The Report given by M/s. S.C. Mehra & Associates LLP., Chartered Accountants, on the financial statements of the Company for the Financial Year 2021-2022 is a part of the Annual Report. There has been no qualification, reservation or adverse remark or disclaimer in their Report.

During the Year under review, the Auditors have not reported any matter under Section 143 (12) of the Act, therefore no detail is required to be disclosed under Section 134 (3)(ca) of the Act.

b) Secretarial Auditor:

In compliance with the provisions of Sec 204 and other applicable provisions of Companies Act 2013, the Board of Directors have appointed M/S VRG & Associates, Practising Company Secretary as Secretarial Auditors to undertake Secretarial Audit of the Company for the financial year ended March 31, 2022. The Secretarial Audit Report is attached herewith marked as “Annexure C” and forms an integral part of this report.

The Secretarial Auditor has made and mentioned the following observation in his report:

- 1. During the year company has maintain minutes of board meeting and other committee in electronic mode.*
- 2. During the year the company has received notice from the Stock Exchanges (BSE) for Regulation 31- Shareholding Pattern For the quarter ended September 2021 the same wherein penalty of Rs. 11,800/- by BSE was levied and the same was paid by the Company.*
- 3. During the year the Company received notice from the Stock Exchanges (BSE) for Sub-Division of Face Value and Bonus Issue of Equity Share but the same is delayed in procedure for which Stock Exchanges (BSE) levied a penalty of Rs. 1,65,200/-*
- 4. Company has appointed Independent Directors but the name of the Independent Directors has not registered under the Database of Independent Directors.*

c) Internal Auditor:

M/s. Lakhpatri M Trivedi & Co., Chartered Accountants, Mumbai (Membership No. 109047) was appointed as Internal Auditor of the Company for the FY 2021-22 and the Internal Audit Report prepared by them was placed before the Audit Committee.

17. Risk Management

Risk Management is the process of identification, assessment, and prioritization of risks followed by coordinated efforts to minimize, monitor and mitigate/control the probability and/or impact of unfortunate events or to maximize the realization of opportunities. The Company has laid a comprehensive Risk Assessment and Minimization Procedure, which is reviewed by the Audit committee and approved by the Board from time to time. These procedures are reviewed to ensure that executive

management controls risk through means of a properly defined framework. The policy has been hosted on Company's website www.vfsl.org.

18. Public Deposits

The Company has not accepted any deposit from the general public within the meaning of section 73 of the Companies Act, 2013 and the rules made there under.

19. Particulars of Contracts/ Arrangements with Related Party

During the year, there were no related party transactions made in the Company, therefore Form AOC-2 is not applicable to the Company. The policy on materiality of related party transactions and dealing with related party transactions as approved by the Board may be accessed on the Company's website at the link: <http://vfsl.visagar.com/attachments/policyrtp.pdf>.

20. Particulars of Loans, Guarantees or Investments by the Company under section 186

Details of Loan, Guarantees and Investments covered under the provisions of the Act, are disclosed in the notes to the Financial Statements.

21. Material Changes affecting the financial position of the Company

During the year ended March 31, 2022, there were no material changes and commitments affecting the financial position of the Company have occurred to which financial results relate and the date of the Report.

22. Corporate Social Responsibility Committee

Since the provisions as laid down in the Section 135 of the Companies Act, 2013 are not applicable to the Company; hence no such Committee has been formed. However, Company had always tried in its best possible ways to involve itself in social development activities.

23. Dematerialisation of Shares

Your Company has connectivity with the National Securities Depository Limited (NSDL) & Central Depository Services (India) Limited (CDSL) for dematerialization of its Equity Shares. The ISIN No **INE309H01020** has been allotted for the Company Shares. Therefore, the members and/or investors may keep their shareholdings in the electronic mode with their Depository Participant.

As on March 31, 2022, 87.88% of the paid-up Equity Share Capital stands in Demat mode and the remaining 0.88% Equity Shares were held in physical mode, the details of which are as follows:

Particulars	No. of Shares	% of Total Capital
Held in Demat form with CDSL	6,19,28,801	63.50%
Held in Demat form with NSDL	3,47,40,199	35.62%
Held in physical mode	8,58,000	0.88%

24. Listing of Shares

The shares of your Company are listed at BSE Limited. The applicable Annual Listing fees have been paid to the Stock Exchange for the financial year 2021-22.

25. Subsidiary Companies

The Company does not have any Subsidiary Company till date

26. Vigil Mechanism/Whistle Blower Policy

Pursuant to the provisions of the Companies Act, 2013 read with the Companies (Meeting of Board and its Powers) Rules, 2014 and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, every listed Company is required to have a Vigil Mechanism/ Whistle Blower Policy for the Directors and employees to report their concerns and grievances. The Company has a Whistle Blower Policy in place and the same is also available on the web-site at the web-link

<http://vfsl.visagar.com/attachments/whistleblowerpolicyVigilmechanism.pdf>

The Audit Committee of Directors are entrusted with the responsibility to oversee the Vigil mechanism.

27. Corporate Governance

In terms of Regulation 15(1) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the provisions related to Corporate Governance as specified in Regulation 17 to 27 and Clause (b) to (i) of sub-regulation (2) of regulation 46 and para C, D and E of schedule V shall not be applicable in respect of companies having paid up equity share capital not exceeding Rs.10 Crore and Net worth not exceeding Rs.25 Crore as on the last day of the previous financial year.

As on March 31, 2022, the Equity Share Capital is Rs. 9,75,27,000 and Net worth is Rs. 11,94,55,750 /-. Hence, the company is not providing a separate report on corporate governance, and also a certificate from the Company's Auditors confirming the compliance of Corporate Governance. However, the Company continues to adhere to the best practices prevailing in Corporate Governance and follows the same in its true spirit.

28. Secretarial Standards of ICSI

Pursuant to the approval given on April 10, 2015 by the Central Government to the Secretarial Standards specified by the Institute of Company Secretaries of India, the Secretarial Standards on Meetings of the Board of Directors (SS-1) and General Meetings (SS-2) came into effect from July 01, 2015. The Company is in compliance with the same.

29. Significant and Material Orders Passed by the Regulators or Courts:

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

30. Management Discussion and Analysis

Management Discussion and Analysis Report is appended to this Annual Report.

31. Particulars of Employees

The information required pursuant to Section 197 read with rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of employees of the Company, will be provided upon request. In terms of Section 136 of the Act, the reports and accounts are being sent to the members and others entitled thereto excluding the information on employees' particulars which is available for inspection by the members at the Registered office of the company during business hours on working days of the company up to the date of ensuing Annual General Meeting. If any member is interested in inspecting the same, such member may write to the company secretary in advance.

No employee has received remuneration in excess of the limits set out in rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 during FY 2021 – 22.

32. Conservation of Energy, Technology Absorption and Foreign Exchange Earning & Outgo

There was no technology absorption and no foreign exchange earnings or outgo, during the year under review. Hence, the information as required under Section 134(3)(m) of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014 is to be regarded as **Nil**.

The Company has not entered into any technology transfer agreement.

33. Acknowledgement

Your Directors take this opportunity to express their grateful appreciation for the excellent assistance and co-operation received from all our Clients, Bankers, Business Associates and the Government and other regulatory authorities and thank all stakeholders for their valuable sustained support and encouragement towards the conduct of the proficient operation of the Company. Your Directors would like to place on record their gratitude to all the employees who have continued their support during the year.

**By Order of the Board of Directors
For Visagar Financial Services Limited**

Date: September 05, 2022

Sd/-
Tilokchand Kothari

Sd/-
**Kailash Ram Gopal
Chhapparwal**

Place: Mumbai

**Director
DIN: 00413627**

**Director
01211651**

ANNEXURE - A**Nomination & Remuneration Policy of the Company****THE APPOINTMENT POLICY FOR INDEPENDENT DIRECTORS, KEY
MANAGERIAL PERSONNEL & SENIOR EXECUTIVES WILL BE AS
UNDER-****(A) Independent Directors:**

Independent Directors will be appointed based on the criteria mentioned under section 149(6) of the Companies Act, 2013 and in accordance with other applicable provisions of the Companies Act, 2013, rules made thereunder & Listing Agreements entered with Stock Exchanges.

(B) Key Managerial Personnel (KMP):

KMP will be appointed by the resolution of the Board of Directors of the Company, based on qualifications, experience and exposure in the prescribed field. Removal of the KMP will also be done by the resolution of Board of Directors of the Company. Appointment/ Removal will be in accordance with the provisions of the Companies Act, 2013, rules made thereunder and Listing Agreements entered with Stock Exchanges.

(C) Senior Executives:

Senior Executive will be appointed by the Chairman and the Managing Director and/or Executive Director of the Company based on their qualifications, experience and exposure. Removal of the Senior Executives will also be by Chairman, Managing Director and/or Executive Director. Further, appointment and removal will be noted by the Board as required under clause 8(3) of Companies (Meeting of Board and its Powers) Rules, 2014.

**REMUNERATION POLICY FOR DIRECTORS, KEY MANAGERIAL
PERSONNEL AND OTHER EMPLOYEES WILL BE AS UNDER**

The following will be the guiding factors with respect to remuneration to Directors, Key Managerial Personnel and other employees

- (A)** The objective of policy is directed towards having a compensation philosophy and structure that will reward and retain talent;

- (B) Remuneration to Key Managerial Personnel and other employees will have a balance between fixed and incentive pay reflecting both short- and long-term performance objectives appropriate to the working of the Company and its goals and objectives. Such remuneration will generally comprise of fixed pay, bonus, ex-gratia, perquisites and other work-related benefits;
- (C) The Remuneration to the key managerial personnel and other employees will be such as to ensure that the relationship of remuneration to performance is clear and meets appropriate performance benchmarks and also the market conditions in the employment market.

Form No. MR-3**SECRETARIAL AUDIT REPORT****FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2022***[Pursuant to section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]*

To,

The Members,

VISAGAR FINANCIAL SERVICES LIMITED907-908, Dev Plaza, 9th Floor, Opp. Andheri Fire Station,
S.V. Road, Andheri (W), Mumbai-400058

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **VISAGAR FINANCIAL SERVICES LIMITED** (hereinafter called the “Company”). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

On the basis of verification of the Company’s books, papers, minutes 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, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on **31st March, 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:

I 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:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 (‘SCRA’) and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;

- (iv) The Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment.
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):
 - a. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
 - b. The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;
 - c. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - d. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (vi) Based on the representations made by the Company and its officers and my verification of the relevant records on test check basis, the Company has adequate system and process in place for compliance with the following laws applicable specifically to the Company:
 - a. The Reserve Bank of India Act, 1934, as applicable to Non- banking Financial Companies;
 - b. Master Direction - Non-Banking Financial Company – Non-Systemically Important Non-Deposit taking Company and Deposit taking Company (Reserve Bank) Directions, 2016;
 - c. Master Direction - Monitoring of frauds in NBFCs (Reserve Bank) Directions, 2016;
 - d. Master Direction – Non-Banking Financial Companies Auditor's Report (Reserve Bank) Directions, 2016;
 - e. Master Direction – Non-Banking Financial Company Returns (Reserve Bank) Directions, 2016;
 - f. Master Direction – Information Technology Framework for the NBFC Sector;
 - g. Master Direction - Know Your Customer (KYC) Direction, 2016;
 - h. Prevention of Money Laundering Act, 2002 and the Rules made thereunder; and;
 - i. Various Circulars, Notifications, Directions, Guidelines, Master Circulars issued by the Reserve Bank of India from time to time in respect of Non-Systemically Important Non-Deposit taking Non-Banking Financial Company;

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) The Listing Agreements entered into by the Company with Bombay Stock Exchange Limited (BSE).

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Circulars, Notifications, Directions, Guidelines, Standards, etc. mentioned above subject to the following observation:

- 1. During the year company has maintain minutes of board meeting and other committee in electronic mode.*
- 2. During the year the company has received notice from the Stock Exchanges (BSE) for Regulation 31- Shareholding Pattern For the quarter ended September 2021 the same wherein penalty of Rs. 11,800/- by BSE was levied and the same was paid by the Company.*
- 3. During the year the Company received notice from the Stock Exchanges (BSE) for Sub-Division of Face Value and Bonus Issue of Equity Share but the same is delayed in procedure for which Stock Exchanges (BSE) levied a penalty of Rs. 1,65,200/-*
- 4. Company has appointed Independent Directors but the name of the Independent Directors has not registered under the Database of Independent Directors.*

Other Statutes, Acts, Laws, Rules, Regulations, Guidelines and Standards as applicable to the Company are given below:

- (i) Labour Laws and other incidental laws related to employees appointed by the Company either on its payroll or on contract basis, as related to wages, gratuity, provident fund, ESIC, compensation etc;
- (ii) Stamps Acts and Registration Acts of respective states;
- (iii) Acts as prescribed under Direct Tax and Indirect Tax;
- (iv) Land Revenue laws of respective states;

- (v) Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013;
- (vi) Such other Local laws as applicable to the Company and its offices/ branches.

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

Adequate notice is given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent in compliance with the provisions of the Act and Rules made thereunder and Secretarial Standards on Board Meetings, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

During the period under review, decisions were carried out with unanimous approval of the Board and no dissenting views were observed, while reviewing the minutes.

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

I further report that during the audit period the Company has undertaken following event/action having a major bearing on the Company's affairs in pursuance of the above referred laws, acts, rules, regulations, circulars, notifications, directions, guidelines, standards:

I have relied on the representation made by the Company and its Officers for systems and mechanism formed by the Company for compliances under other applicable Acts, Laws and Regulations to the Company.

In case of Direct and Indirect Tax Laws like Income Tax Act, 1961, Service tax Act, Central excise Act and Rules including CENVAT Rules & Custom Act, I have relied on the reports given by the Statutory Auditors of the Company.

I further report that during the audit period, the Company has not undertaken event/action having a major bearing on the Company's affairs in pursuance of the above

referred Laws, Rules, Regulations, Guidelines, Standards etc. referred to above.

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

**For VRG & Associates
Practicing Company Secretaries**

Sd/-

**Vijay Ramesh Gupta
Proprietor
Membership No: 33236
C. P No: 22478
UDIN:A033236D000822662
Peer Review Certificate No: 1678/2022**

**Date: 20th August, 2022
Place: Mumbai**

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

To,
The Members,
VISAGAR FINANCIAL SERVICES LIMITED
907-908, Dev Plaza, 9th Floor, Opp. Andheri Fire Station,
S.V. Road, Andheri (W), Mumbai-400058

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

1. Maintenance of Secretarial record is the responsibility of the management of the Company. My responsibility is to express an opinion on these Secretarial records based on my audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in Secretarial records. I believe that the processes and practices, I followed provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, I have obtained the Management's representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the Corporate and other applicable laws, rules, regulations, standards is the responsibility of the management. My examination was limited to the verification of the procedures on test basis.
6. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For VRG & Associates
Practicing Company Secretaries

Sd/-

Vijay Ramesh Gupta
Proprietor
Membership No: 33236
C. P No: 22478
UDIN: A033236D000822662
Peer Review Certificate No: 1678/2022

Date: 20th August, 2022
Place: Mumbai

CERTIFICATE ON NON-DISQUALIFICATION OF DIRECTORS

**(Pursuant to Part C (10) (i) of Schedule V of Security and Exchange Board of
India
(Listing Obligation and Disclosure Requirements) Regulations, 2015)**

To
The Members,
Visagar Financial Services Limited

We have examined the status of the directorship of the all the directors of the Company, in our opinion and to the best of our information, we certify that none of Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as Directors of Companies by the Board/ Ministry of Corporate Affairs or any such other Statutory Authority.

**For VRG & Associates
Practicing Company Secretaries**

Sd/-

**Vijay Ramesh Gupta
Proprietor
Membership No: 33236
C. P No: 22478
UDIN: A033236D000822651
Peer Review Certificate No: 1678/2022**

**Date: 20th August, 2022
Place: Mumbai**

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

- **INDIAN ECONOMY OVERVIEW**

The Indian economy has been plagued by a multiplicity of challenges over the past two years. While the ongoing COVID-19 pandemic has dented growth forecasts for most emerging economies, the disruption in supply-chain models due to simmering geopolitical tensions and high inflation rates have particularly hit the Indian economy.

The second wave of the pandemic, which took the country by a storm in April May last year, too, has had a lingering effect on the overall revival of India's economic growth. Despite the numerous macroeconomic challenges posed by a volatile global landscape, the Indian government has put into motion several policy measures such as increasing the capital expenditure and implementation of supply-side measures to stem the downward trend.

Record GST collections, strong industrial output and steady vaccination coverage have countered the challenges head on. Consequently, this has provided impetus to the economy and the country's GDP is expected to grow over 9%. With the new financial year, India aims to unlock its vast growth potential aided by recovery expected in the agriculture, manufacturing, and service sectors. A normal monsoon will also pave the way for economic revival.

Further, the Reserve Bank of India hiked the Repo rate by 40 bps to 4.4% – the first in over four years – and the cash reserve ratio (CRR) by 50 bps to 4.50% to suck out the liquidity and curtail elevated inflation rates amid the Russia-Ukraine conflict, high crude oil prices and shortage of commodities globally.

The RBI's surprise rate hike in view of the overarching global landscape and government initiatives such as Product Linked Incentives (PLI) Schemes, the National Monetisation Plan (NMP), and PM Gati Shakti – National Master Plan – are expected to boost future growth and herald a resurgence of the economy.

- **INDUSTRY OVERVIEW**

Industry Structure & Development – Non-Banking Financial Companies continue to face competition from the local and multinational players in the market. The Non-

Banking Financing Industry grew despite several constraints. These problems relate to the inadequacy of funding, insufficient tax benefits, multiplicity of taxes and the absence of specific legislation governing lease transactions. Frequent changes in law affect Non- Banking Finance operations substantially. Interest rate volatility affects operating costs, expenses and profitability of the Non- Banking Financing Industry. The indiscriminate entry of new companies into the industry evidenced a need for regulation and the Reserve Bank of India imposed certain restrictions. To grow the Non- Banking Financing Industry, it is necessary for the Government to initiate tax incentives. But, due to regular changes in the RBI policies it is difficult to identify the market situation, which results in volatile market and companies' financial position gets affected adversely.

Large professionally managed independent Non- Banking Finance companies demonstrated an ability to succeed and grow. The Finance market has not developed commensurately with the growth of Non-Banking Finance companies. This has led to competition and as a result several Non-Banking Finance companies, lacking in profession expertise, were forced to exit.

Visagar Financial Services Limited has been able to run its business operations in a profitable manner and generate adequate funds to meet its financial obligations to banks and other credit grantors.

Non-Banking Financial Companies (NBFC) are an integral part of the Indian Financial system, augmenting competition and diversification in the financial sector and complementing the banking system. The Indian NBFC sector has been providing credit to customers in the underserved and unbanked areas. Their channelling the savings and investments of customers and the subsequent capital formation is necessary for India's economic growth and development. Their ability to innovate products in conformity with the needs of their clients is well established.

Classification of NBFCs based on activities undertaken

1. **Asset Finance Company (NBFC-AFC)** - Financing of physical assets supporting productive/economic activity, including automobiles, tractors and generators.
2. **Loan Company**- Providing finance by extending loans or otherwise for any activity other than its own but does not include an AFC.
3. **Investment Company**- Acquiring securities for the purposes of selling.
4. **Infrastructure Finance Company (NBFC-IFC)**- Providing infrastructure loans.
5. **Systemically Important Core Investment Company (CIC-ND-SI)** - Acquiring shares and securities for investment in mainly equity shares.

6. **Infrastructure Debt Fund (NBFC-IDF)**- For facilitating flow of long-term debt into infrastructure projects.
7. **Micro Finance Institution (NBFC-MFI)**- Extending credit to economically disadvantaged groups as well support Micro, Small and Medium Enterprises (MSMEs).
8. **Factor (NBFC-Factor)**- Undertaking the business of acquiring receivables of an assignor or extending loans against the security interest of the receivables at a discount.
9. **NBFC–Non-Operative Financial Holding Company (NOFHC)**- For permitting promoter groups to set up a new bank.
10. **Mortgage Guarantee Company (MGC)**- Undertaking mortgage activities.
11. **Account Aggregator (NBFC-AA)**- Collecting and providing the information of customers' financial assets in a consolidated, organised and retrievable manner to the customer or others as specified by the customer.
12. **Non-Banking Financial Company - Peer to Peer Lending Platform (NBFC-P2P)** providing an online platform to bring lenders and borrowers together to help mobilise unsecured finance.

NBFCs operate at higher yields mainly because they cater to underserved markets. Their operating cost as well as bad debt expenditure is lower compared to banks due to:

- ❖ Better risk appreciation and management.
- ❖ Lower cost due to lean and focused business models.
- ❖ Better service through faster response and personalised approach.

- **Overview of Capital Markets**

Capital markets play a crucial role in the economic development of a country. They provide the financial resources required for the long-term sustainable development of the economy. Capital markets are therefore considered an important element as it enables higher productivity growth, higher real-wage growth, greater employment opportunities and greater macroeconomic stability.

The current Budget is drawn with the focus to improve on the Government spending in the areas affected by COVID-19. Its guidelines on seamless and paperless customer onboarding procedures have played a big role in retail participation in the capital market.

- **BUSINESS & FINANCIAL PERFORMANCE**

The Company was originally incorporated on March 01, 1994 as Inca Finlease Private Limited. The Company was further converted from private to public on July 08, 1994 after its name was Inca Finlease Limited. The name of the Company was later changed to Visagar Financial services Limited (VFSL) on February 11, 2011. VFSL being a registered NBFC with RBI has been primarily engaged in the business of investing in securities of listed and unlisted companies. The investment portfolio of your Company is diversified across various sectors such as Financial Services, Education, Real Estate, among others.

The management uses estimates and judgments relating to the financial statements on a prudent and reasonable basis, in order that the financial statements reflect in a true and fair manner, the state of affairs and profit / loss for the year.

During the year under review the Company's Turnover has decreased from Rs. 6,658.43 Lakhs in FY 20-21 to Rs. 1,682.30 Lakhs in FY 21-22 and the expenses during the year has also been decreased from Rs. 6,693.15 Lakhs in FY 20-21 to Rs. 1,658.47 Lakhs in FY 21-22. However, there is net profit in the Company of Rs. 23.83 Lakhs compared to net loss of Rs. 34.72 Lakhs in the previous year.

Your Company is optimistic about the coming year. Since the Company is trying to reduce cost and expand its business, your Directors are hopeful that the results will be more encouraging.

RISK & CONCERNS

As a non-deposit taking NBFC, the Company is subject to regulations by Indian governmental authorities, including the Reserve Bank of India. Also, as the Company operates in various lines of businesses, it is governed by different Indian regulators across these businesses. Their laws and regulations impose numerous requirements on the Company, including asset classifications and prescribed levels of capital adequacy, solvency requirements and liquid assets. There may be future changes in the regulatory system or in the enforcement of the laws and regulations that could adversely affect the Company's performance.

Any slowdown in economic growth in India could cause the business of the Company to suffer. Recently, the growth in industrial production has been variable. Any slowdown in the Indian economy, and in particular in the demand for housing and infrastructure, could adversely affect the Company's business. Similarly, any sustained volatility in global commodity prices, including a significant increase in the prices of

oil and petroleum products, could once again spark off a new inflationary cycle, thereby curtailing the purchasing power of the consumers. VFSL manages these risks by maintaining a conservative financial profile and following prudent business and risk management practices.

Opportunities

- Low retail penetration of financial services / products in India
- Tremendous brand strength and extensive distribution reach
- Opening of the financial sector in India in near future
- Opportunity to cross sell services
- Increasing per-capita GDP
- Changing demographic profile of the country in favour of the young

Threats

- Inflationary pressures and slowdown in policy making
- Competition from local and multinational players
- Execution risk
- Regulatory changes
- Attraction and retention of human capital

SEGMENT-WISE PERFORMANCE

The Company's main business is giving loans, investment securities of listed and unlisted companies, etc. All the activities of the Company are related to its main business. As such there are no separate reportable segments.

INTERNAL CONTROL SYSTEM AND ADEQUACY

Internal Control measures and systems are established to ensure the correctness of the transactions and safe guarding of the assets. An effective system of internal control allows the NBFCs to assume additional risks in a calculated manner while minimizing financial surprises and protecting itself from significant financial loss. Thus, internal control is an integral component of risk management. The Internal control checks and internal audit programmes adopted by our Company plays an important role in the risk management feedback loop, in which the information generated in the internal control process is reported back to the Board and Management. The internal control systems are modified continuously to meet the dynamic change.

MATERIAL DEVELOPMENT IN HUMAN RESOURCES / INDUSTRIAL RELATIONS FRONT

Relations remained cordial with employees at all levels during the year. During the year under review, industrial relations have generally remained healthy, cordial and harmonious.

CAUTIONARY STATEMENT

The Statements in this Management's Discussion and Analysis Report describing the Company's objectives, projections, estimates and expectations may be forward looking statements within the meaning of applicable laws and regulations. Actual Result might differ materially from those expressed or implied.

The Company is not under any obligation to publicly amend, modify or revise any forward-looking statements on the basis of any subsequent developments, information or events.

CERTIFICATION FROM EXECUTIVE DIRECTOR/CFO/CEO

To,
The Board of Directors,
Visagar Financial Services Limited

We hereby certify the following as stipulated in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 that:

- 1) We have reviewed Financial Statements and the Cash Flow Statement for the year ended March 31, 2022 and that to the best of our knowledge and belief:
 - a. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - b. 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.
- 2) There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violate the Company's Code of Conduct.
- 3) We accept responsibility for establishing and maintaining internal controls for financial reporting and have evaluated the effectiveness of the internal controls systems of the Company pertaining to financial reporting and have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- 4) We further certify that:
 - a. there have been no significant changes in internal control over financial reporting during the period under review;
 - b. there have been no significant changes in accounting policies made during the period and that the same have been disclosed in the notes to the financial statements; and

- c. there have been 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.

Sd/-

Ankita Rai
Chief Financial
Officer

Sd/-

Sagar Kothari
Chief Executive
Officer

Place: Mumbai
Date: 30.05.2022

INDEPENDENT AUDITOR'S REPORT

To the Members of **Visagar Financial Services Limited**

Report on the Audit of Financial Statements

Opinion

We have audited the standalone financial statements of **Visagar Financial Services Limited** ("the Company"), which comprise the balance sheet as at March 31, 2022, the statement of Loss and Statement of Cash Flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2022, and Loss and its cash flows for the year ended on that date.

Basis for Opinion

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

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. There are no key audit matters to be communicated in our report.

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

The Company's Board of Directors is responsible for the other information. The other information comprises the Directors' 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 in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and Cash Flow Statement of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the

Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and 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, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

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

Auditor's Responsibilities for the Audit of the Financial Statements

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

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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to

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

- Obtain an understanding of internal financial control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls systems in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatement in the standalone Financial Statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the Financial Statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our

audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatement in the Financial Statements.

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

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

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

Report on Other Legal and Regulatory Requirements

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

As required by Section 143(3) of the Act, 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 Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
- d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- e) On the basis of the written representations received from the directors as on 31st March 2022 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March 2022 from being appointed as a director in terms of Section 164 (2) of the Act.
- f) With respect to the internal financial controls with reference to financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in “Annexure B”.
- g) With respect to the matter to be included in the Auditor’s Report under section 197(16), In our opinion and according to the information and explanations given to us, the remuneration paid by the Company to its directors during the current year is in accordance with the provisions of section 197 of the Act. The remuneration paid to any director is not in excess of the limit laid down under section 197 of the Act. The Ministry of Corporate Affairs has not prescribed other details under section 197(16) which are required to be commented upon by us.
- h) With respect to the other matters to be included in the Auditor’s Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

- i. The Company does not have any pending litigations which would impact its financial position.
- ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
- iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
- iv. The management has represented that, to the best of its knowledge and belief, other than as disclosed in the notes to the accounts,
 - (i) no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the company to or in any other person(s) or entity(ies), including foreign entities 'Intermediaries', with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company 'Ultimate Beneficiaries' or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and
 - (ii) no funds have been received by the company from any person(s) or entity(ies), including foreign entities 'Funding Parties', with the understanding, whether recorded in writing or otherwise, that the company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party 'Ultimate Beneficiaries' or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
 - (iii) Based on audit procedures carried out by us, that we have considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us believe that the representations under sub-clause (i) and (ii) contain any material misstatement.

- v. The Company has not declared or paid any dividends during the year and accordingly reporting on the compliance with section 123 of the Companies Act, 2013 is not applicable for the year under consideration.

For S C Mehra & Associates LLP
Chartered Accountants
Firm Registration No.106156W

Sd/-

CA S C Mehra
Partner
M. No. 039730
Place: Mumbai
Date: 30-05-2022
UDIN: 22039730AJXYJY1479

**ANNEXURE A TO INDEPENDENT AUDITORS' REPORT OF EVEN DATE
ON THE FINANCIAL STATEMENTS OF VISAGAR FINANCIAL SERVICES
LIMITED FOR THE YEAR ENDED MARCH 31, 2022**

[Referred to in paragraph under 'Report on Other Legal and Regulatory Requirements'
in the Independent Auditors' Report]

i.

- a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
The Company does not have any intangible assets.
- b) As explained to us Fixed assets have been physically verified by the management during the year in accordance with the phased program of verification adopted by the management which, in our opinion, provides for physical verification of all the fixed assets at reasonable intervals. According to the information and explanations given to us, no material discrepancies were noticed on such verification.
- c) The company does not own immovable property and hence reporting under clause i(c) is not applicable.
- d) The Company has not revalued its property, plant and equipment (including right of use asset) during the year. Accordingly, paragraph 3 (i) (d) of the Order is not applicable.
- e) In our opinion and according to the information and explanations given to us, there are no proceedings initiated or are pending against the Company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder. Accordingly, paragraph 3 (i) (e) of the Order is not applicable.

- ii. a) The Company is a service company, primarily rendering financial services. Accordingly, it does not hold any physical inventories. Accordingly, paragraph 3(ii) of the Order is not applicable.
- b) The Company has not been sanctioned working capital limits in excess of 5 crore, in aggregate, at any points of time during the year, from banks or financial institutions on the basis of security of current assets and hence reporting under clause 3(ii)(b) of the Order is not applicable.
- iii. (a) In our opinion and according to information and explanation given to us, the Company has made investments in/ provided any guarantee or security/ granted any loans or advances in the nature of loans, secured or unsecured to companies, firms, Limited Liability Partnerships or other parties.
- (b) The Company does not have any subsidiaries, joint ventures and associates.
- (c) The aggregate amount during the year and balance outstanding at the balance sheet date with respect to loans or advances and guarantees or security to other than subsidiaries, joint ventures and associates are Rs. 48.76 Lakhs and Rs. 634.89 Lakhs respectively.
- (d) In our opinion and according to information and explanation given to us, the investments made, guarantees provided, security given and the terms and conditions of the grant of all loans and advances in the nature of loans and guarantees provided are not prejudicial to the company's interest.
- (e) In our opinion and according to information and explanation given to us, in respect of loans and advances in the nature of loans, the schedule of repayment of principal and payment of interest has been stipulated and the repayments or receipts are regular;
- (f) In our opinion and according to information and explanation given to us, there are no amounts overdue for more than ninety days.
- (g) In our opinion and according to information and explanation given to us, there are no loan or advance in the nature of loan granted which has fallen due during the year, has been renewed or extended or fresh loans granted to settle the overdues of existing loans given to the same parties.

In our opinion and according to information and explanation given to us, the company has not granted any loans or advances in the nature of loans either repayable on demand or without specifying any terms or period of repayment

- iv. In our opinion and according to information and explanation given to us, the company has not granted any loans or provided any guarantees or given any security or made any investments to which the provision of section 185 and 186 of the Companies Act, 2013. Accordingly, paragraph 3 (iv) of the order is not applicable.
- v. In our opinion and according to the information and explanations given to us, the Company has not accepted any deposits or amounts which are deemed to be deposits during the year. Accordingly, paragraph 3 (v) of the Order is not applicable.
- vi. The Central Government of India has not prescribed the maintenance of cost records under sub-section (1) of section 148 of the Act for any of the activities of the company and accordingly paragraph 3 (vi) of the order is not applicable.
- vii. In our opinion and according to the information and explanations given to us:
 - (a) Amounts deducted/ accrued in the books of account in respect of undisputed statutory dues including goods and services tax, provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and other material statutory dues have been generally regularly deposited by the Company with the appropriate authorities.
 - (b) No undisputed amounts payable in respect of goods and services tax, provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and other material statutory dues were in arrears as at March 31, 2022 for a period of more than six months from the date they became payable.
 - (c) Details of statutory dues referred to in sub-clause (a), which have not been deposited on account of dispute are given below:

Nature of the statute	Nature of dues	Period to which the amount relates	Amount
INCOME TAX ACT, 1961	Income Tax	AY 06-07	1,35,553
	Income Tax	AY 09-10	1,54,280
	Income Tax	AY 12-13	2,62,020
	Int. on Income Tax	AY 12-13	1,600
	Penalty under income Tax	AY 12-13	10,000
	Income Tax	AY 15-16	31,48,140
	Income Tax	AY 15-16	1,76,020
		Total	38,87,613.00

- viii. In our opinion and according to the information and explanations given to us, there are no transactions not recorded in the books of account that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961). Accordingly, paragraph 3 (viii) of the Order is not applicable.
- ix. a. In our opinion and according to the information and explanations given to us, 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. In our opinion and according to the information and explanations given to us, the Company is not declared as a wilful defaulter by any bank or financial institution or other lender.
- c. In our opinion and according to the information and explanations given to us, the term loans obtained during the year were applied for the purpose for which they were availed.
- d. In our opinion and according to the information and explanations given to us, funds raised on short term basis have not been utilised for long term purposes.

- e. The Company does not have any subsidiaries/ associates/ joint-ventures and accordingly, paragraphs 3 (ix) (e) and 3 (ix) (f) of the Order are not applicable.
- f. In our opinion and according to the information and explanations given to us, the company has not raised any loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies.
- x. (a) In our opinion, according to the information explanation provided to us, no money has been raised by way of term loans during the year. 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 provisions stated in paragraph 3(x) of the Order are not applicable to the Company.
- (b) In our opinion and 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, partially or optionally convertible) during the year. Accordingly, paragraph 3 (x) (b) of the Order is not applicable.
- xi. a) To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company or no material fraud on the Company by any person has been noticed or reported during the year. Accordingly, paragraph 3 (xi) (a) of the Order is not applicable.
- b) Since there is no fraud by the Company or no material fraud on the Company by any person has been noticed or reported during the year, paragraph 3 (xi) (b) of the Order is not applicable.
- c) To the best of our knowledge and according to the information and explanations given to us, no whistle-blower complaint, have 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 provisions stated in paragraph 3(xii) of the Order are not applicable to the Company.

- xiii. In our opinion and according to the information and explanations given to us, the transactions with the related parties are in compliance with section 177 and 188 of the Act. Where applicable, the details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.
- xiv. (a) In our opinion the Company has an adequate internal audit system commensurate with the size and the nature of its business.
- (b) We have considered the internal audit reports for the year under audit, issued to the Company during the year and till date, in determining the nature, timing and extent of our audit procedures.
- xv. In our opinion and according to the information and explanations given to us, the Company has not entered into non-cash transactions with directors or persons connected with them. Accordingly, paragraph 3 (xv) of the Order is not applicable.
- xvi. a) In our opinion and 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 required registration has been obtained.
- b) In our opinion and according to the information and explanations given to us, the Company has not conducted any Non-Banking Financial or Housing Finance activities without a valid Certificate of Registration (CoR) from the Reserve Bank of India as per the Reserve Bank of India Act, 1934.
- (c) In our opinion and 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. Accordingly, paragraph 3 (xvi) (c) of the Order is not applicable.
- (d) In our opinion and according to the information and explanations given to us, the Company is not a Core Investment Company (CIC) and it does not have any other companies in the Group. Accordingly, paragraph 3 (xvi) (d) of the Order is not applicable.

- xvii. The Company has not incurred cash losses during the financial year covered by our audit and the immediately preceding financial year.
- xviii. There has been no resignation of the statutory auditors during the year. Accordingly, paragraph 3 (xviii) of the Order is not applicable.
- xix. In our opinion and according to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the board of directors and management plans, there are no material uncertainty exists as on the date of the audit report that Company is 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.
- xx. The provisions of Section 135 of Companies Act, 2013 are not applicable to the company.
- xxi. In our opinion and according to the information and explanations given to us, the Company does not have investments in subsidiaries/ associates or joint venture companies. Accordingly, paragraph 3 (xxi) of the Order is not applicable.

For S C Mehra & Associates LLP
Chartered Accountants
Firm Registration No.106156W

Sd/-

CA S C MEHRA
Partner
M. No. 039730
Place: Mumbai
Date: 30.05.2022
UDIN: 22039730AJXYJY1479

**ANNEXURE B TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN
DATE ON THE FINANCIAL STATEMENTS OF VISAGAR FINANCIAL
SERVICES LTD**

[Referred to in paragraph 1(f) under 'Report on Other Legal and Regulatory Requirements' in the Independent Auditors' Report]

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

We have audited the internal financial controls with reference to financial statements of **Visagar Financial Services 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 with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI) (the "Guidance Note"). 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.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls with reference to financial statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, issued by ICAI and deemed to be 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 internal financial controls with reference to 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 internal financial controls with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements included obtaining an understanding of internal financial controls with reference to financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

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

Meaning of Internal Financial Controls With Reference to Financial Statements

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

detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls With Reference to Financial Statements

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

Opinion

In our opinion, the Company has, in all material respects, an internal financial controls with reference to financial statements and such internal financial controls with reference to financial statements were operating effectively as at March 31, 2022, based on the internal control with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note.

For S C Mehra & Associates LLP
Chartered Accountants
Firm Registration No.106156W

Sd/-

Place: Mumbai
Date: 30.05.2022

CA S C Mehra
Partner
M. No. 039730
UDIN: 22039730AJXYJY1479

VISAGAR FINANCIAL SERVICES LIMITED

Balance Sheet as at March 31, 2022

	Notes	As at 31.03.2022	As at 31.03.2021
ASSETS			
Non - Current Assets			
Property, Plant and Equipment	2	4,082	5,587
Capital work in Progress			
Investment Properties			
Goodwill		-	-
Other Intangible Assets		-	-
Intangible assets under development		-	-
Investments accounted for using the equity Method			
Financial Assets			
i) Investments	3	45,495,184	47,291,578
ii) Loans & Advances	4	63,489,400	71,037,068
iii) Other Financial Assets	5	-	-
Deferred Tax Assets		-	-
Other non-current assets	6	462,548	2,315,067
Total non-current assets		109,451,214	120,649,300
Current Assets			
Inventories	7	22,362,512	19,729,253
Financial Assets			
i) Investments			
ii) Trade Receivables	8	1,471,022	133,399
iii) Cash and Cash equivalents	9	868,174	292,316
iv) Bank balance other than (iii) above			
v) Loans		-	-
vi) Other financial assets		-	-
Current Tax Assets	10	1,849,468	346,274
Other Current Assets	11	-	-
Total current assets		26,551,176	20,501,242
TOTAL ASSETS		136,002,390	141,150,542
EQUITY AND LIABILITIES			
EQUITY			
Equity Share Capital	12	97,527,000	65,018,000
Other Equity	13	21,928,750	52,054,853
Total Equity		119,455,750	117,072,853

LIABILITIES			
Non Current Liabilities			
Financial liabilities			
i) Borrowings			
ii) Other Financial Liabilities			
Provisions	14	-	225,000
Employee benefit obligations		-	-
Deferred Tax Liabilities	15	-	16,328
Government grants		-	-
Other non-current liabilities		-	-
Total non-current liabilities		-	241,328
Current Liabilities			
Financial Liabilities			
i) Borrowings	16	16,242,000	22,957,500
ii) Trade Payables	17	-	-
iii) Other Financial Liabilities		-	-
Provisions		-	-
Employee benefits obligations		-	-
Government grants		-	-
Current tax liabilities	18	-	61,320
Other Current Liabilities	19	304,642	817,541
Total current liabilities		16,546,642	23,836,361
TOTAL LIABILITIES		16,546,642	24,077,689
TOTAL EQUITY AND LIABILITIES		136,002,390	141,150,542

For S C Mehra & Associates LLP
 Chartered Accountants
 Firm Reg. No : 106156W/W100305

For Visagar Financial Services Limited

Sd/-

(CA S C Mehra)

Partner

M. No: 039730

Sd/-

Tilokchand Kothari

Director

DIN: 00413627

Sd/-

Kailash Ram Gopal
 Chhaparwal

Director

DIN: 01211651

Place : Mumbai

Date: 30.05.2022

Sd/-

Sonam Prajapati

Company Secretary

Sd/-

Ankita Rai

Chief Financial Officer

VISAGAR FINANCIAL SERVICES LIMITED			
Statement of Profit and Loss Account for the year ended March 31, 2022			
	Notes	2021-22	2020-21
Income			
Revenue from Operations	20	168,230,069	665,843,545
Other Income	21	-	-
Total Income		168,230,069	665,843,545
Expense			
Purchases of Stock-In-Trade	22	165,712,029	669,801,019
Change In Inventories of Stock In Trade	23	-2,633,258	-2,988,071
Employees Benefit Expenses	24	870,419	921,239
Finance Cost	25	97,090	244
Depreciation and Amortisation Expense	2	1,505	4,897
Other Expenses	26	1,799,388	1,576,468
Total Expenses		165,847,172	669,315,796
Profit / (Loss) Before Tax		2,382,897	-3,472,251
Tax expense			
Current Tax			-
Deferred Tax			-
Profit / (Loss) for the period		2,382,897	-3,472,251
Other Comprehensive Income			-
Total Comprehensive Income / (Loss) for the period		2,382,897	-3,472,251
Earnings per equity share:	27		
Basic and Diluted		0.02	(0.11)
[Face Value Rs. 1 each]			
Summary of Significant Accounting Policies 1			
The accompanying notes are an integral part of Financial Statements			
As per our report of even date.			
For S C Mehra & Associates LLP		For Visagar Financial Services Limited	
Chartered Accountants			
Firm Reg. No : 106156W/W100305			
Sd/-	Sd/-	Sd/-	
CA S C Mehra	Tilokchand Kothari	Kailash Ram Gopal	
Partner	Director	Chhaparwal	
M. No: 039730	DIN: 00413627	Director	
		DIN: 01211651	
	Sd/-	Sd/-	
Place : Mumbai	Sonam Prajapati	Ankita Rai	
Date: 30.05.2022	Company Secretary	Chief Financial Officer	

VISAGAR FINANCIAL SERVICES LIMITED
CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31,2022

		2021-22	2020-21
PROFIT BEFORE TAX		2,382,897	(3,472,252)
Misc Income			
DEPR		1,505	4,897
OPERATING PROFIT BEFORE		2,384,402	(3,467,355)
CHANGE IN WORKING CAPITAL			-
OTHER NON CURRENT INVESTMENTS			5,400,000
Other Non current Assets		1,852,519	
Non current financial loan assets		7,547,668	(8,467,272)
Inventories		(2,633,259)	(2,988,071)
Trade receivable		(1,337,623)	(128,099)
Current financial loan assets		-	-
Other current assets		-	11,025
Current tax assets		(1,503,194)	(61,645)
Current tax liability		(61,320)	
Current financial borrowing		(6,715,500)	9,267,000
trade payables		-	(1,440)
other financial liabilities		-	-
Other non current liabilities		(16,328)	
other current liabilities		(512,899)	(9,500)
net change in working capital		(995,535)	(445,357)
Income tax payable		(225,000)	-
Cash flow from operating activities	A	(1,220,535)	(445,357)
Sale of Investments		1,796,394	
Cash flow from investing activities	B	1,796,394	-
Cash flow from financing activities			
Proceeds from issue of share capital	C		
	A+B+C	575,859	(445,357)
Cash opening balance		292,316	747,669
Cash and Cash equivalents at the end of the year		868,175	302,312

for S C Mehra & Associates LLP
 Chartered Accountants
 Firm Reg. No : 106156W/W100305

For Visagar Financial Services Limited

Sd/-
 (CA S C Mehra)
 Partner
 M. No: 039730

Place : Mumbai
 Date: 30.05.2022

Sd/-
 Tilokchand Kothari
 Director
 DIN: 00413627

Sd/-
 Sonam Prajapati
 Company Secretary

Sd/-
 Kailash Ram Gopal
 Chhapparwal
 Director
 DIN: 01211651

Sd/-
 Ankita Rai
 Chief Financial Officer

VISAGAR FINANCIAL SERVICES LIMITED**1. Significant Accounting Policies****1.1 Basis of Preparation**

These financial statements have been prepared in accordance with the Indian Accounting Standards (hereinafter referred to as the 'Ind AS') as notified by Ministry of Corporate Affairs pursuant to Section 133 of the Companies Act, 2013 ('Act') read with of the Companies (Indian Accounting Standards) Rules, 2015 and other relevant provisions of the Act.

These financial statements have been prepared in accordance with the Indian Accounting Standards (hereinafter referred to as the 'Ind AS') as notified by Ministry of Corporate Affairs pursuant to Section 133 of the Companies Act, 2013 ('Act') read with of the Companies (Indian Accounting Standards) Rules, 2015 and other relevant provisions of the Act.

These financial statements for the year ended 31st March, 2022 are the fifth financials with comparatives, prepared under Ind AS and the financial statements for the year ended 31st March, 2018 are the first financials with comparatives, prepared under Ind AS. For all previous periods, the Company had prepared its financial statements in accordance with the accounting standards notified under companies (Accounting Standard) Rule, 2006 (as amended) and other relevant provisions of the Act (hereinafter referred to as 'Previous GAAP') used for its statutory reporting requirement in India.

The accounting policies are applied consistently to all the periods presented in the financial statements, including the preparation of the opening Ind AS Balance Sheet as at 1st April, 2017.

The financial statements have been prepared on a historical cost basis, except for the following:

- a) Certain financial assets and liabilities that are measured at fair value;
- b) Assets held for sale-measured at lower of carrying amount or fair value less cost to sell;
- c) Defined benefit plans – plan assets measured at fair value

1.2 Summary of Significant Accounting Policies**a) Current vs Non-Current Classification**

The Company presents assets and liabilities in the balance sheet based on current/non-current classification. An asset is treated as current when it is:

- Expected to be realized or intended to be sold or consumed in normal operating cycle
- Held primarily for the purpose of trading
- Expected to be realised within twelve months after reporting period, or

VISAGAR FINANCIAL SERVICES LIMITED

- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

A liability is current when:

- Expected to be settled in normal operating cycle.
- Held primarily for the purpose of trading
- Due to be settled within twelve months after reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

The Company classifies all other liabilities as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

The operating cycle is the time between the acquisition of assets for processing and their realization in cash and cash equivalent. The Company has identified twelve months as its operating cycle.

b) Use of estimates and judgements

The estimates and judgments used in the preparation of the financial statements are continuously evaluated by the Company and are based on historical experience and various other assumptions and factors (including expectations of future events) that the Company believes to be reasonable under the existing circumstances. Differences between actual results and estimates are recognised in the period in which the results are known/materialised.

The said estimates are based on the facts and events, that existed as at the reporting date, or that occurred after that date but provide additional evidence about conditions existing as at the reporting date.

c) Property, Plant & Equipment

On transition to Ind AS, the Company has elected to continue with the carrying value of all of its property, plant and equipment recognized as at April 1, 2017, measured as per the previous GAAP, and use that carrying value as the deemed cost of such property, plant and equipment.

Property, plant & equipment are stated at cost, net of accumulated depreciation and accumulated impairment losses, if any. The cost comprises purchase price, borrowing costs if capitalization criteria are met, directly attributable cost of bringing the asset to its working condition for the intended use. Any trade discounts and rebates are deducted in arriving at the purchase price. In case of assets acquired in exchange for a non-monetary asset, the cost of such an item of property, plant and equipment is measured at fair value unless (a) the exchange transaction lacks commercial substance or (b) the fair value of neither the asset received nor the asset given up is reliably measurable. All other repair and maintenance costs are recognised in profit or loss as incurred.

The Company identifies and determines cost of each component/ part of the asset separately, if the component/ part has a cost which is significant to the total cost of the asset and has useful life that is materially different from that of the remaining asset.

VISAGAR FINANCIAL SERVICES LIMITED

An item of Property, plant and equipment and any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the statement of profit or loss when the asset is derecognised.

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

d) Depreciation on Property, Plant & Equipment

Depreciation on Property, Plant & Equipment is calculated on a written down value (WDV) basis using the rates arrived at based on the useful lives estimated by the management which is as per the rates specified in Schedule II to the Companies Act, 2013.

e) Inventories

Inventories are valued at the lower of cost or net realizable value.

f) Revenue Recognition

Revenue is recognised to the extent it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured, regardless of when the payment is being made. Revenue is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment and excluding taxes or duties collected on behalf of the government.

Revenue from the sale of goods is recognised when the significant risks and rewards of ownership of the goods have passed to the buyer, usually on delivery of the goods. Revenue from the sale of goods is measured at the fair value of the consideration received or receivable, net of returns and allowances, trade discounts and volume rebates.

g) Borrowing Cost

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

h) Employee Benefits

Short term benefits and post employment benefits are accounted in the period during which the services have been rendered.

i) Taxation**Current income tax**

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to

VISAGAR FINANCIAL SERVICES LIMITED

compute the amount are those that are enacted or substantively enacted, at the reporting date.

Current income tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Current tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Current tax assets and liabilities are offset only if there is a legally enforceable right to set off the recognized amounts, and it is intended to realise the asset and settle the liability on a net basis or simultaneously.

Deferred tax

Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date. Deferred tax liabilities are recognised for all taxable temporary differences.

Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

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

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

j) Impairment of non-financial assets

The Company assesses, at each reporting date, whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or cash-generating unit's (CGU) fair value less costs of disposal or its value in use. Recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or group of assets. When the carrying amount

VISAGAR FINANCIAL SERVICES LIMITED

of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

Impairment losses, are recognised in the statement of profit and loss.

k) Provisions

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. The expense relating to any provision is presented in the statement of profit or loss, net of any reimbursement. If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, where appropriate, the risks specific to the liability. Where discounting is used, the increase in the provision due to the passage of time is recognised as part of finance costs.

l) Contingent Liability

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Company or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognized because it cannot be measured reliably. The Company does not recognize a contingent liability but discloses its existence in the financial statements.

m) Cash and cash equivalents

Cash and cash equivalent in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

For the purpose of the statement of cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above, net of outstanding bank overdrafts as they are considered an integral part of the Company's cash management.

n) Investments and other financial assets**(i) Classification**

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

- (1) Those to be measured subsequently at fair value (either through other comprehensive income, or through the Statement of Profit and Loss), and
- (2) Those measured at amortised cost.

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

(ii) Measurement

At initial recognition, the Company measures a financial asset at its fair value. Transaction costs of financial assets carried at fair value through the Profit and Loss are expensed in the Statement of Profit and Loss.

VISAGAR FINANCIAL SERVICES LIMITED

Debt Instruments:

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

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

Fair value through profit and loss: Assets that do not meet the criteria for amortised cost are measured at fair value through Profit and Loss. Interest income from these financial assets is included in other income.

Equity instruments:

The Company measures its equity investment other than in subsidiaries, joint ventures and associates at fair value through profit and loss.

(iii) Impairment of financial assets

The Company measures the expected credit loss associated with its assets based on historical trend, industry practices and the business environment in which the entity operates or any other appropriate basis. The impairment methodology applied depends on whether there has been a significant increase in credit risk.

o) Earnings Per Share

Basic earnings per share

Basic earnings per share is calculated by dividing:

- The profit attributable to owners of the Company
- By the weighted average number of equity shares outstanding during the financial year, adjusted for bonus elements in equity shares issued during the year and excluding treasury shares.

Diluted earnings per shares

Diluted earnings per share adjusts the figures used in the determination of basic earnings per share to take into account:

- The after income tax effect of interest and other financing costs associated with dilutive potential equity shares, and
- The weighted average number of additional equity shares that would have been outstanding assuming the conversion of all dilutive potential equity shares.

VISAGAR FINANCIAL SERVICES LIMITED
Notes to Financial Statements as at and for the year ended March 31, 2022
Note 2. Property, Plant and Equipment
(Amount in Rs.)

	Computer	Electric Equipment	Furniture & Fixture	Total
Gross Carrying amount				
Deemed Cost as at 1st April, 2020	404,584	35,888	41,320	481,792
Additions	-	-	-	-
Disposals	-	-	-	-
Reclassification as held for sale	-	-	-	-
Balance as at 31st March, 2021	404,584	35,888	41,320	481,792
Additions	-	-	-	-
Disposals	-	-	-	-
Reclassification as held for sale	-	-	-	-
Balance as at 31st March, 2022	404,584	35,888	41,320	481,792
Accumulated Depreciation				
Balance as at 1st April, 2020	401,639	31,920	37,749	478,457
Additions	2,945	1,027	925	4,897
Disposals	-	-	-	-
Reclassification as held for sale	-	-	-	-
Balance as at 31st March, 2021	404,584	32,947	38,674	483,254
Additions	-	770.00	735.00	1,505
Disposals	-	-	-	-
Reclassification as held for sale	-	-	-	-
Balance as at 31st March, 2022	404,584	33,717	39,409	484,659
Net carrying amount				
Balance as at 1st April, 2020	2,945	3,968	3,571	10,483
Balance as at 31st March, 2021	0	2,941	2,646	5,587
Balance as at 31st March, 2022	-	2,171	1,911	4,082

VISAGAR FINANCIAL SERVICES LIMITED

Notes to Financial Statements as at and for the year ended March 31, 2022

Note 3. Investments

	As at 31.03.2022		As at 31.03.2021	
	No. of Shares/ Units	Amount (Rs.)	No. of Shares/ Units	Amount (Rs.)
Investment in quoted Shares				
Maharashtra Corporation Ltd	2684430	2,727,771	2684430	2,727,771
Shalimar Production Ltd	1000113	2,460,278	1000113	2,460,278
Visagar Polytex Ltd (Warrant)	16500000	4,620,000	16500000	4,620,000
Filmcity Media Limited	4130850	4,130,850		
Osiajee Texfeb Ltd	349	11,629	-	-
Radford Global Shares	560500	1,121,000	-	-
Rander Corporation Shares	61520	506,079	-	-
Mystic Electronics Limited	-	-	171860	8,592,986
Total (a)		15,577,607		18,401,035
Investment in Unquoted Shares				
Trisha Media Ltd	1863450	21,337,577	2281850	22,818,500
Visagar Textiles Pvt. Ltd.	2000	500,000	2000	500,000
Sagar Portfolio Pvt. Ltd.	21400	5,350,000	21400	5,350,000
Mukta Agriculture limited		-	80401	222,043
Carari Impex Private Limited	3000	30,000	-	-
Lariya Art Palace Private Limited	270000	2,700,000	-	-
Total (b)		29,917,577		28,890,543
Other Investment				
				-
Total (c)		-		-
Total (a+b+c)		45,495,184		47,291,578

VISAGAR FINANCIAL SERVICES LIMITED

Notes to Financial Statements as at and for the year ended March 31, 2022

(Amount in Rs.)

	As at 31.03.2022	As at 31.03.2021
Note 4. Loans		
(Unsecured, considered good)		
Loans & Advances	63,489,400	71,037,068
	63,489,400	71,037,068
Note 5. Other Financial Assets		
Other assest	-	-
	-	-
Note 6. Other Non Current Assets		
Advance Payment of Tax	-	2,315,067
GST Receivable	462,548	
	462,548	2,315,067

VISAGAR FINANCIAL SERVICES LIMITED				
Notes to Financial Statements as at and for the year ended March 31, 2022				
Note 7. Inventory				
Particulars	As at 31.03.2022		As at 31.03.2021	
	No. of Shares/ Units	Amount (Rs.)	No. of Shares/ Units	Amount (Rs.)
Asian Tea & Exports Limited	419	6,264	1100	20,480
Bazel International Limited	1673	44,335		
BF Utilities Limited	100	30,840		
Bharat Bijlee Limited	101	175,709		
BSE Limited	100	94,400		
Easun Capital Markets Limited	1000	30,650		
BCL Enterprises Ltd			23795	301,378
BIB Ltd			1001	6,366
Brijlaxmi Leasing Finance Limited			270	68
Cressanda solution Ltd			10	4
Dhenu Buildcon Infra Ltd.	92125	154,770	92481	262,557
Filmcity Media Limited	4130850	3,750,000	4130850	3,750,000
Finaventure Capital Limited	870	8,700	870	53,827
Global Capital Markets Limited	64236	301,909		
ICICI Bank Limited	500	331,250		
Maharashtra Corporation Limited	2684430	2,727,771		
Moongipa Capital Finance Limited	6940	155,456		
Multipurpose Trading and Agencies Limited	1	8		
Inventure Growth & Securities Limited			22965	530,425
Jaipan industries Ltd			11	94
Mask Investments Ltd			15	518
Mukta Agriculture Ltd			104218	579,186
Mukta Agriculture Limited			200000	5,400,000
Mystic Electronics Limited			399060	2,839,515
Nouveau global Ventures Ltd			64019	1,014,520
Osiajee Texfab Limited	349	11,629	349	11,629
Quess Corp Ltd			411	260,740
PNB Housing Finance Limited	2000	670,840		
Power Mech Projects Limited	3913	2,789,382		
Radhe Developers (India) Limited	1200	190,380		
Rashel Agrotech Limited	129769	163,509	129769	163,509
Radford Global Ltd	560500	1,121,000	560500	3,110,775
Rander Corporation Ltd	61520	506,079	61520	722,860
Saboo Sodium Chloro Limited	10	165		
Sagar Productions Limited	207	2,936	207	2,936
Sellwin Traders Ltd	10000	140,000	27	318
Shalimar Productions Limited	1000113	2,460,278		
Shivam Autotech Limited	100	2,980		
SMZ Chemicals Ltd	142	1,420	142	1,420
Sofcom Systems Limited	14070	379,890		
Speciality Papers Limited	11500	96,600	11500	96,600
Trisha Media Limited	1863450	4,768,361		
Triumph International Fin India limited	5000	42,150	5000	42,150
Ufo movies india Ltd			2188	194,942
Vantage Coporate Services Limited			43877	332,759
Voltaire Leasing & Finance Limited	1761	42,510		
Vantage Knowledge Academy Limited	270731	1,147,899	268530	17,236
Yes Bank	750	12,442	750	12,442
TOTAL		22,362,512		19,729,253

VISAGAR FINANCIAL SERVICES LIMITED

Notes to Financial Statements as at and for the year ended March 31, 2022

(Amount in Rs.)

	As at 31.03.2022	As at 31.03.2021
Note 8. Trade Receivables		
(Unsecured considered good)		
Outstanding for a period exceeding Six Month		
Other	1,471,022	133,399
	1,471,022	133,399
Note 9. Cash and Cash Equivalents		
Balances with Scheduled Bank	861,031	175,978
Cash on Hand	7,143	116,338
	868,174	292,316
Note 10. Current Tax Assets		
Balance with Government Authorities	1,849,468	346,274
	1,849,468	346,274
Note 11. Other Current Assets		
Share Issue expenses	-	-
	-	-

VISAGAR FINANCIAL SERVICES LIMITED				
Notes to Financial Statements as at and for the year ended March 31, 2022				
(Amount in Rs)				
	As at 31.03.2022		As at 31.03.2021	
Note 12. Equity Share Capital Authorised				
100000000 [31st March 2021: 35,000,000 of Rs 2 Each] Equity Shares of Rs. 1 each	100,000,000		70,000,000	
Issued, Subscribed and Fully Paid up				
97527000 [31st March 2021: 32,509,000 of Rs 2 Eash] Equity Shares of Rs.1 each	97,527,000		65,018,000	
	97,527,000		65,018,000	
A. Reconciliation of the number of shares				
Equity Shares	As at 31st March 2022		As at 31st March 2021	
	Number of Shares	Amount	Number of Shares	Amount
Balance as at the beginning of the year	32,509,000	65,018,000	32,509,000	65,018,000
Balance as at the end of the year	97,527,000	97,527,000	32,509,000	65,018,000
B. Details of equity Shares held by shareholders holding more than 5% of the aggregate shares in the Company				
Name of Shareholder	As at 31st March 2022		As at 31st March 2021	
	Nos.	% of Holding	Nos.	% of Holding
Bhavoshali Management Services Pvt. Ltd.	-	0	2,301,894	7.08
Aryradeep Infrahomes Pvt. Ltd.	-	0	2,182,975	6.71
Total	-	-	4,484,869	13.79
C. Terms/ Rights Attached to the Equity Shares				
The Company has only one class of Equity Shares having a par value of Rs. 1 per share. Each holder of Equity shares is entitled to one vote per share.				

VISAGAR FINANCIAL SERVICES LIMITED				
Statement of changes in Equity for the year ended 31st March, 2022				
A. EQUITY SHARE CAPITAL	Notes			(Amount in Rs)
As at 1st April, 2020				65,018,000
Changes in equity share capital				-
As at 31st March, 2021				65,018,000
Changes in equity share capital (Issue of Bonus Shares)				32,509,000
As at 31st March, 2022				97,527,000
B. OTHER EQUITY	(Amount in Rs)			
	Reserve & Surplus			
	Securities Premium Reserve	General Reserve	Retained Earnings	Total
Balance as at 1st April, 2020	59991000	24791	-4,488,685	55,527,106
Profit for the year	0	0	-3,472,251	-3,472,251
Other comprehensive income for the year	0	0	-	-
Total comprehensive income for the year	0	0	-3,472,251	-3,472,251
Balance as at 31st March, 2021	59991000	24791	-7,960,936	52,054,853
Balance as at 1st April, 2021	59991000	24791	-7,960,936	52,054,853
Profit for the year	0	0	2,382,897	2,382,897
Other comprehensive income for the year	0	0	-	-
Total comprehensive income for the year	0	0	2,382,897	2,382,897
Isssue of share capital	32509000	0		32509000
Balance as at 31st March, 2022	27482000	24791	-5,578,039	21,928,750

VISAGAR FINANCIAL SERVICES LIMITED

Notes to Financial Statements as at and for the year ended March 31, 2022

Note 13. OTHER EQUITY

	Reserve & Surplus			
	Securities Premium Reserve	General Reserve	Retained Earnings	Total
Balance as at 1st April, 2020	59991000	24791	-4,488,685	55,527,106
Profit for the year	0	0	-3,472,251	-3,472,251
Other comprehensive income for the year	0	0	-	-
Total comprehensive income for the year	0	0	-3,472,251	-3,472,251
Balance as at 31st March, 2021	59991000	24791	-7,960,936	52,054,853
Balance as at 1st April, 2021	59991000	24791	-7,960,936	52,054,853
Profit for the year	0	0	2,382,897	2,382,897
Other comprehensive income for the year	0	0	-	-
Total comprehensive income for the year	0	0	2,382,897	2,382,897
Issue of share capital	32509000	-	-	32509000
Balance as at 31st March, 2022	27482000	24791	-5,578,039	21,928,750

VISAGAR FINANCIAL SERVICES LIMITED

Notes to Financial Statements as at and for the year ended March 31, 2022

(Amount in Rs.)

	As at 31.03.2022	As at 31.03.2021
Note 14. Provisions		
Provision for tax	-	130,000
Provision for Sub-Assets	-	95,000
	-	225,000
Note 15. Deferred Tax Liabilities		
Deferred Tax Liability		
- On account of Depreciation difference	-	16,328
	-	16,328
Note 16. Borrowings		
Short Term Borrowings	16,242,000	22,957,500
	16,242,000	22,957,500
Note 17. Trade Payables		
Creditors against shares not received		-
Due to Others		-
	-	-
Note 18. Current Tax Liabilities		
Provisions for tax	-	61,320
Statutory due Payable		-
	-	61,320
Note 19. Other Current Liabilities		
Outstanding expenses	304,642	777,541
Other Liabilities	-	40,000
	304,642	817,541

VISAGAR FINANCIAL SERVICES LIMITED

Notes to Financial Statements as at and for the year ended March 31, 2022

	As at 31.03.2022	As at 31.03.2021
Note 20. Revenue from Operations		
Sale of Shares	166,622,494	664,246,427
Interest Income	1,576,843	1,594,770
Dividend	30,732	2,348
Profiy/Loss on sale of shares		-
	168,230,069	665,843,545
Note 21. Other Income		
Misc. Income		-
	-	-
Note 22. Purchase of Stock In Trade		
Purchases	165,712,029	669,801,019
	165,712,029	669,801,019
Note 23. Change in Inventories of Stock-In-Trade		
Inventory at the Beginning	19,729,254	16,741,183
Inventory at the End	22,362,512	19,729,254
	-2,633,258	-2,988,071
Note 24. Employees Benefit Expenses		
Salaries and Bonus	870,419	921,239
	870,419	921,239
Note 25. Finance cost		
Bank Charges	5,927	244
Interest	91,163	-
	97,090	244
Note 26. Other Expenses		
Advertisement & Sales Promotion Expenses	19,840	12,320
Commision Expenseses	-	-
General Expenses	1,108,895	1,076,437
Legal & Professional Charges	10,000	22,400
Printing, Stationery & Communication	23,622	62,811
Director Sitting Fees	31,000	40,000
Listing Fees	556,030	322,500
Audit Fees	50,000	40,000
	1,799,388	1,576,468
Note 27. Earning Per Share		
Basis for calculation of Basic and Diluted Earnings per share is as under:		
Profit after tax (Rs.)	2,382,897	-3,472,251
Weighted Average Number of Equity Shares (Nos)	97,527,000.00	32,509,000.00
Face Value of each Equity Share (Rs.)	1	2
Basic and Diluted Earning Per Equity Share (Rs.)	0.0244	-0.1068

VISAGAR FINANCIAL SERVICES LIMITED

Notes to Financial Statements as at and for the year ended March 31, 2022

Note 26. Fair Value

Set out below, is a comparison by class of the carrying amounts and fair value of the Company's financial instruments

Particulars		(Amount in Rs.)
		Carrying Value
	As on 31.03.2022	As on 31.03.2021
Financial Assets		
Investments	45,495,184	47,291,578
Loans		
- Loans & Advances to others		
- Loans & Advances to others	63,489,400	71,037,068
Other Financial Assets - Deposits	-	-
Trade Receivables	1,471,022	133,399
Cash & Cash equivalents	868,174	292,316
Total	111,323,780	118,754,361
Financial Liabilities		
Borrowings	16,242,000	22,957,500
Trade Payables		
- Trade Payables to others	-	-
Other Financial Liabilities		
- Other Payables	304,642	817,541
Total	16,546,642	23,775,041

The management assessed that Carrying Values approximate their fair value largely due to the short-term maturities of these instruments, hence the same has not been disclosed.

28. Related Party Transactions

Name of related parties in Transactions with company and description of relationship

Directors and Key Managerial Personnel (KMP):

Mr. Sagar Kothari	- Chief Executive Officer
Ms. Sonam Prajapati	- Company Secretary
*Ms. Ankita Rai	- Chief Financial Officer
Mr. Tilokchand Kothari	- Executive Director

29. Transaction with Related Parties during the Year

(Amount in Rs.)

Name of Related Party	Nature of Transaction	Year ending March 31, 2022	Outstanding as on March 31, 2022	Year ending March 31, 2021
Mr. Sagar Kothari	Remuneration	NA	NA	NA
Ms. Sonam Prajapati	Remuneration	425000	47000	84,839
*Ms. Ankita Rai	Remuneration	NA	NA	NA
Mr. Tilokchand Manaklal Kothari	Loan Taken	24968000	NA	NA
Mr. Tilokchand Manaklal Kothari	Loan Taken Repaid	24968000	NA	NA

**Ms. Ankita Rai was appointed w.e.f. 22.04.2022.*

In accordance with Accounting Standard Ind AS 108 'Operating Segment' the Company has only one reportable business segment and have only one reportable geographic segment in India.

30. Capital Risk Management:

The Company aims to manage its capital efficiently so as to safeguard its ability to continue as a going concern and to optimise returns to our shareholders.

The capital structure of the Company is based on management's judgement of the appropriate balance of key elements in order to meet its strategic and day-to-day needs. We consider the amount of capital in proportion to risk and manage the capital structure in light of changes in economic conditions and the risk characteristics of the underlying assets. In order to maintain or adjust the capital structure, the Company may adjust the amount of dividends paid to shareholders, return capital to shareholders or issue new shares.

The Company's policy is to maintain a stable and strong capital structure with a focus on total equity so as to maintain investor, creditors and market confidence and to sustain future development and growth of its business. The Company will take appropriate steps in order to maintain, or if necessary adjust, its capital structure.

31. Contingent Liabilities: Rs. 40,42,798/- (Previous Year – Nil)

32. Financial risk management objectives and policies

The Company's principal financial liabilities comprise trade and other payables. The main purpose of these financial liabilities is to finance the Company's operations. The Company's principal financial assets include loans, trade and other receivables, and cash and cash equivalents that derive directly from its operations.

The Company's activities expose it to a variety of financial risks: market risk, credit risk and liquidity risk. The Company's focus is to foresee the unpredictability of financial markets and seek to minimize potential adverse effects on its financial performance.

Market Risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: interest rate risk, currency risk and other price risk, such as equity price risk and commodity risk.

Credit Risk

Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Company is exposed to credit risk from its operating activities (primarily trade receivables and deposits to landlords) and from its financing activities. The Company generally doesn't have collateral.

Trade Receivables and Security Deposits

Customer credit risk is managed by business through the Company's established policy, procedures and control relating to customer credit risk management. Credit quality of each

customer is assessed and credit limits are defined in accordance with this assessment. Outstanding customer receivables and security deposits are regularly monitored.

Liquidity Risk

The company's principal source of liquidity is cash and cash equivalents and the cash flow that is generated from operations. The company has no outstanding bank borrowings. The company believes that the working capital is sufficient to meet its current requirements. Accordingly, no liquidity risk is perceived

33. Certain Balances of parties under sundry debtors, creditors, loans and advances are subject to confirmations/reconciliation.

34. There was no expenditure/earning in Foreign Currency during the year.

For S C Mehra & Associates LLP
Chartered Accountants

Firm Registration No. 106156W/W100305

Sd/-

(CA S C Mehra)
Partner
M. No: 039730

For Visagar Financial Services Limited

Sd/-

(Tilokchand Kothari)
Director
DIN: 00413627

Sd/-

(Kailash Ram Gopal Chhapparwal)
Director
DIN: 01040247

Sd/-

Place : Mumbai
Date :30.05.2022

(Sonam Prajapati)
Company Secretary

Sd/-

(Sagar Kothari)
Chief Executive Officer

Sd/-

(Ankita Rai)
Chief Financial Officer

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VISAGAR FINANCIAL SERVICES LIMITED**L99999MH1994PLC076858**

Regd Office: 907-908, Dev Plaza, Opp. Andheri Fire Station, S. V. Road, Andheri –
West, Mumbai – 400 058.

Tel.: +91-22-67424815, Website: www.vfsl.org E-mail Id: contact@visagar.com

ATTENDANCE SLIP

Please fill attendance slip and hand it over at the entrance of the meeting hall Joint
shareholders may obtain additional Slip at the venue of the meeting

D.P. Id*		Folio No.	
Client Id *		No. of Shares	

NAME OF THE SHAREHOLDER / PROXYHOLDER:

I hereby record my presence at the 29th Annual General Meeting of the Company held
on Friday, September 30, 2022 at 11:30 A.M. at 2nd Floor, CKP Hall, Tejpal Scheme
Rd 4, Udyan Vikas Society, Vile Parle East, Vile Parle, Mumbai-400057.

Signature of Shareholder/Proxy holder

Note:

**Members are requested to bring their Attendance Slip, sign the same at the place
provided and hand it over at the entrance of the venue.**

..... (Tear
Here).....

VISAGAR FINANCIAL SERVICES LIMITED**L99999MH1994PLC076858**

Regd Office: 907-908, Dev Plaza, Opp. Andheri Fire Station, S. V. Road, Andheri –
West, Mumbai – 400 058.

Tel.: +91-22-67424815, Website: www.vfsl.org E-mail Id: contact@visagar.com

PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19(3) of the
Management and Administration) Rules, 2014]

Name of the Member(s) :

Registered Address :

Email ID :

Folio No./Client ID/DP ID :

I/We, being the member(s) of _____ shares of the above
named Company, hereby appoint:

Name: _____ Address :

Email ID: _____ Signature:
_____ or failing him

Name: _____ Address :

Email ID: _____ Signature:
_____ or failing him

Name: _____ Address :

Email ID: _____

Signature: _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the **29th Annual General Meeting of the Company held on Friday, September 30, 2022 at 11:30 A.M. at 2nd Floor, CKP Hall, Tejpal Scheme Rd 4, Udyan Vikas Society, Vile Parle East, Vile Parle, Mumbai-400057** and at any adjournment thereof in respect of such resolutions as are indicated below:

Ordinary Business	Special Business
1. Adoption of financial statements for the year ended as at March 31, 2022 and Reports of Directors' and Auditors' thereon. 2. Re-appointment of Mr. Tilokchand Manaklal Kothari, who retires by rotation. 3. To appointment of M/s. Agarwal Desai & Shah., Chartered Accountants as statutory auditors of the Company and to fix their remuneration.	Nil

Signed this _____ day of _____ 2022.

Signature of Shareholder
(holders)_____
Signature of the proxy**Notes:**

1. This form, in order to be effective, should be duly completed, stamped, signed and deposited at the registered office of the Company, not less than 48 hours before the commence of the meeting.
2. Notwithstanding the above the Proxies can vote on such other items which may be tabled at the meeting by the shareholders present.