



SAVANI FINANCIALS LIMITED

39th Annual Report 2022-23

SAVANI FINANCIALS LIMITED

Corporate Information:

Board of Directors:

Ms. Deepa Tracy	: Managing Director
Mr. Suresh Mhatre	: Non-Executive Independent Director
Mr. Manish Chulawala	: Non-Executive Independent Director w.e.f. May 29, 2023
Mr. Ajay Patadia	: Non-Executive Independent Director w.e.f. May 29, 2023

Company Secretary & Compliance Officer: Mr. Praful Sheth

Additional Information:

ISIN	INE304E01010
Registered Office	602, Samarth Vaibhav, Co-op Hsg Society Ltd., Off - Link Road, Lokhandwala Complex, Andheri (West), Mumbai - 400053
Statutory Auditors	M/s. Jayantilal Thakkar & Co., Chartered Accountants 111- A, Currimjee Building, M. G. Road, Fort, Mumbai, Maharashtra 400023
Internal Auditor	M/S. A. P. SANZGIRI & CO., Plot No. 22, House No. 174, Anand Nagar Lane, Behind Vakola Police Station, Santacruz (East), Mumbai 400055
Secretarial Auditor	M/S. Vaibhav Kakkad & Associates "Kakkad House", B/H Perfect Maruti Showroom, Near Sterling Hospital, 150 Feet Ring Road, Rajkot - 360007
Registrar & Transfer Agent	Bigshare Services Private Limited Office No S6-2, 6 th Floor, Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East) Mumbai – 400093 Tel: 022 6263 8200
Bankers	BANK OF INDIA
Website	http://savanifinancials.co.in/
E-Mail	info@savanifinancials.co.in
CIN No.	L67120MH1983PLC031614

SAVANI FINANCIALS LIMITED

Regd. Off: 602, Samarth Vaibhav Co-op Hsg Society Ltd., Off Link Road,
Lokhandwala Complex, Andheri (W), Mumbai 400 053

E-MAIL: info@savanifinancials.co.in * Tel: 9820904374, 9821081957

Website: savanifinancials.co.in * CIN No. L67120MH1983PLC031614

GSTN: 27AABCS5316H1ZG

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE THIRTY NINTH ANNUAL GENERAL MEETING ("AGM") OF SAVANI FINANCIALS LIMITED ("COMPANY") WILL BE HELD ON WEDNESDAY, SEPTEMBER 27, 2023 AT 11:15 A.M. INDIAN STANDARD TIME ("IST"), THROUGH VIDEO CONFERENCING / OTHER AUDIO-VISUAL MEANS ("VC / OAVM") FACILITY TO TRANSACT THE FOLLOWING BUSINESSES.

ORDINARY BUSINESS:

ITEM 01:

ADOPTION OF STANDALONE FINANCIAL STATEMENTS

To receive, consider and adopt the audited standalone financial statements of the Company for the financial year ended March 31, 2023 along with the Reports of the Board of Director's and Auditor's thereon.

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2023, along with the reports of the Board of Directors and Auditors thereon, be and are hereby received, considered and adopted.

ITEM 02:

DIRECTOR LIABLE TO RETIRE BY ROTATION

To appoint a Director in place of Ms. Deepa Tracy, Managing Director (DIN:00516615) who retires by rotation, in terms of Section 152 (6) of the Companies Act, 2013, and being eligible offers herself for re-appointment as a Director of the Company.

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013, Ms. Deepa Tracy (DIN:00516615), Managing Director of the Company, whose office is liable to retire by rotation and being eligible has offered herself for re-appointment as a Managing Director at the ensuing Annual General Meeting, be and is hereby re-appointed as a Managing Director of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board of Directors of the Company (hereinafter referred to as “the Board”, which term shall be deemed to include any Committee constituted by the Board or any person(s) authorized by the Board in this regard) be and are hereby authorised to do all acts and deeds, things and execute all such documents and take all such steps as may be necessary, proper or expedient to give effect to this resolution and for matters connected therewith or incidental thereto.”

SPECIAL BUSINESS:

ITEM 03:

APPOINTMENT OF MR. MANISH CHULAWALA (DIN: 01077865) AS AN INDEPENDENT DIRECTOR

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

"**RESOLVED THAT** pursuant to the provisions of sections 149, 152 and any other applicable provisions of the Companies Act, 2013 ("the Act") read with Schedule IV to the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 including any other Rules made there under and Regulation 16 (1)(b) and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment thereof for the time being in force) and in accordance with Articles of Association of the company, Mr. Manish Chulawala (DIN:01077865), who was appointed as an Additional Director (in the capacity of an Independent Director) of the company by the Board of Directors at its meeting on May 29, 2023 pursuant to section 161 of the Act and as recommended by the Nomination and Remuneration Committee and whose term of office expires at this Annual General Meeting (AGM) and in respect of whom the company has received a Notice in writing from a Member along with the deposit of the requisite amount under section 160 of the Act proposing his candidature for the office of Director and who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act, be and is hereby appointed as an Independent Non-Executive Director of the company to hold office for a term of 5 (five) consecutive years commencing from May 29, 2023 whose period of office will not be liable to determination by retirement of directors by rotation.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board of Directors of the Company (hereinafter referred to as “the Board”, which term shall be deemed to include any Committee constituted by the Board or any person(s) authorized by the Board in this regard) be and are hereby authorised to do all acts and deeds, things and execute all such documents and take all such steps as may be necessary, proper or expedient to give effect to this resolution and for matters connected therewith or incidental thereto.”

ITEM 04:

APPOINTMENT OF MR. AJAY PATADIA (DIN:00298226) AS AN INDEPENDENT DIRECTOR

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

"**RESOLVED THAT** pursuant to the provisions of sections 149, 152 and any other applicable provisions of the Companies Act, 2013 ("the Act") read with Schedule IV to the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 including any other Rules made there under and Regulation 16(1)(b) and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment thereof for the time being in force) and in accordance with Articles of Association of the Company, Mr. Ajay Patadia (DIN:00298226), who was appointed as an Additional Director (in the capacity of an Independent Director) of the Company by the Board of Directors at its meeting held on May 29, 2023 pursuant to section 161 of the Act and as recommended by the Nomination and Remuneration Committee and whose term of office expires at this Annual General Meeting (AGM) and in respect of whom the Company has received a Notice in writing from a Member along with the deposit of the requisite amount under section 160 of the Act, proposing his candidature for the office of Director and who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act, be and is hereby appointed as an Independent Non-Executive Director of the Company to hold office for a term of 5 (five) consecutive years commencing from May 29, 2023, whose period of office will not be liable to determination by retirement of directors by rotation.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board of Directors of the Company (hereinafter referred to as "the Board", which term shall be deemed to include any Committee constituted by the Board or any person(s) authorized by the Board in this regard) be and are hereby authorised to do all acts and deeds, things and execute all such documents and take all such steps as may be necessary, proper or expedient to give effect to this resolution and for matters connected therewith or incidental thereto."

ITEM 05:

TO INCREASE AUTHORISED SHARE CAPITAL OF THE COMPANY AND CONSEQUENTIAL AMENDMENT IN MEMORANDUM OF ASSOCIATION OF THE COMPANY

To consider and if thought fit, to pass the following resolution as **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of section 61(1)(a) of the Companies Act 2013 and the rules framed thereunder, the consent of the members of the Company be and is hereby accorded for the increase in authorized share capital of the Company from existing Rs. 12,50,00,000 (Rupees Twelve crores Fifty Lakh) divided into 1,00,00,000 (One Crore) Equity Share of Rs. 10/- (Rupees Ten Only) each and 25,00,000 (Twenty Five Lacs) Redeemable Preference Shares of Rs.10/- (Rupees Ten Only) each to Rs. 38,00,00,000 (Rupees Thirty-eight crore) divided into 3,55,00,000 (Three crore fifty five lakh) equity shares of Rs. 10/- each and 25,00,000 (Twenty Five Lacs) Redeemable Preference Shares of Rs.10/- each ranking pari passu in all respect with the existing equity share of company as per the Memorandum and Articles of Association of the company.

RESOLVED FURTHER THAT pursuant to section 13 of Companies Act 2013 consent of the Members / directors of the Company be and is hereby accorded for the alteration of clause V of the Memorandum of Association of the Company by substituting in its place and stead the following:

“V. The Authorised Share Capital of the Company is Rs. 38,00,00,000 /- (Rupees Thirty-eight Crores only) divided into 3,55,00,000 (Three crore fifty-five lakh) equity shares of Rs. 10/- each and 25,00,000 (Twenty-Five Lacs) Redeemable Preference Shares of Rs.10/- each ranking pari passu with power of the Company to increase or decrease capital.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board of Directors of the Company (hereinafter referred to as “the Board”, which term shall be deemed to include any Committee constituted by the Board or any person(s) authorized by the Board in this regard) be and are hereby authorised to do all acts and deeds, things and execute all such documents and take all such steps as may be necessary, proper or expedient to give effect to this resolution and for matters connected therewith or incidental thereto.”

ITEM 06:

TO CONSIDER AND APPROVE ADOPTION OF NEW SET OF MEMORANDUM AND ARTICLE OF ASSOCIATION AS PER COMPANIES ACT, 2013

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

“RESOLVED THAT pursuant to the provisions of Section 4, 13, 15 and other applicable provisions of the Companies Act, 2013 (including any statutory modification(s), amendment(s) and re-enactment(s) thereof and any rules thereunder for the time being in force) and subject to regulatory approvals, approval of the Members of the Company be and is hereby accorded to adopt the altered Memorandum of Association of the Company be and is hereby altered in the following manner:

- a) The sub clause 39 to 63 of clause C “Other Objects” are substituted in the continuation of clause B “Objects Incidental or ancillary to the attainment of the main object”
- b) Change in Capital Clause, Clause V and other changes as per the copy of Memorandum of Association.

RESOLVED FURTHER THAT pursuant to the provisions of Section 5, 14 and 15 of the Companies Act, 2013 read with Rule 33 of the Companies (Incorporation) Rules, 2014, all other applicable provisions of the Companies Act, 2013 (including any statutory modification(s), amendment(s) and re-enactment(s) thereof and any rules thereunder for the time being in force) and subject to regulatory approvals, if any, the existing Articles of Association of the Company be and is hereby replaced, altered, modified and revised as per the new set of Articles of Association (“**New Articles**”) with the exclusion of the restrictive clauses as specified under Section 2(68) of the Companies Act, 2013 and other required changes be and are hereby approved by the members of the Company which are adopted by as the Articles of Association of the Company, and they be the regulations of the Company in place, in substitution and to the entire exclusion of the existing Articles of Association.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board of Directors of the Company (hereinafter referred to as “the Board”, which term shall be deemed to include any Committee constituted by the Board or any person(s) authorized by the Board in this regard) be and are hereby authorised to do all acts and deeds, things and execute all such documents and take all such steps as may be necessary, proper or expedient to give effect to this resolution and for matters connected therewith or incidental thereto.”

ITEM 07:

TO APPROVE CONTINUATION OF APPOINTMENT OF MS. DEEPA TRACY, MANAGING DIRECTOR OF THE COMPANY WHO HAS ATTAINED THE AGE OF 70 YEARS OF AGE

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

“**RESOLVED THAT** pursuant to section 196(3) read with Schedule V of Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), consent of the Members of the Company be and is hereby accorded for continuation of the appointment of Ms. Deepa Tracy (DIN:00516615) as Managing Director of the Company on attaining the age of 70 (Seventy) years on January 17, 2023 till her existing term i.e. until August 14, 2024 on the existing terms and conditions duly approved in the Annual General Meeting held on September 26, 2019.

RESOLVED FURTHER THAT save and except as aforesaid, the Special Resolution approved and passed by the Members in the Annual General Meeting held on September 26, 2019 with

respect to the appointment of Ms. Deepa Tracy, as Managing Director shall continue to remain in full force and effect.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board of Directors of the Company (hereinafter referred to as “the Board”, which term shall be deemed to include any Committee constituted by the Board or any person(s) authorized by the Board in this regard) be and are hereby authorised to do all acts and deeds, things and execute all such documents and take all such steps as may be necessary, proper or expedient to give effect to this resolution and for matters connected therewith or incidental thereto.”

ITEM 08:

TO APPOINT M/S. JAYANTILAL THAKKAR & CO., AS STATUTORY AUDITORS OF THE COMPANY

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

“**RESOLVED THAT** pursuant to Section 139, 142 of Companies Act, 2013 read with Rule 4 of Companies (Accounts) Rule, 2014 and other applicable provisions, if any, the consent of the members be and is hereby accorded to appoint M/s. Jayantilal Thakkar & Co. Chartered Accountants as Statutory Auditor of the Company to hold office for a period of five consecutive years commencing from the conclusion of 39th Annual General Meeting till the conclusion of the 44th Annual General Meeting i.e. from FY 2023-24 to FY 2028-29 on a total remuneration not exceeding amount of Rs 4,00,000 (Four lakh only) plus applicable taxes.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board of Directors of the Company (hereinafter referred to as “the Board”, which term shall be deemed to include any Committee constituted by the Board or any person(s) authorized by the Board in this regard) be and are hereby authorised to do all acts and deeds, things and execute all such documents and take all such steps as may be necessary, proper or expedient to give effect to this resolution and for matters connected therewith or incidental thereto.”

ITEM 09:

TO BORROW MONIES UPTO RS 200 CRORES

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

“**RESOLVED THAT** as per the recommendation of the Audit Committee and consent of the Board of Directors and pursuant to the provisions of Section 180 (1) (c) of the Companies Act, 2013, (including any statutory modification(s) and re-enactment thereof for the time being in force) and other applicable provisions, if any, of Companies Act, 2013, approval of members is

hereby accorded to borrow and raise such sum or sums of money or monies from time to time, as may be required for the purpose of business of the Company from any bank, financial institution, any other lending institutions, bodies corporate or such other persons as may be considered fit and on such terms and conditions as may be considered suitable by the Board of Directors, notwithstanding that the money to be borrowed together with the monies already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) will exceed the aggregate for the time being of the paid up share capital and free reserves of the Company, that is to say reserves not set apart for any specific purposes, provided that the aggregate of such borrowings shall not exceed Rs. 200,00,00,000/- (Rupees Two Hundred Crores Only) at any point of time on outstanding basis.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board of Directors of the Company (hereinafter referred to as "the Board", which term shall be deemed to include any Committee constituted by the Board or any person(s) authorized by the Board in this regard) be and are hereby authorised to do all acts and deeds, things and execute all such documents and take all such steps as may be necessary, proper or expedient to give effect to this resolution and for matters connected therewith or incidental thereto."

**By Order of the Board
For SAVANI FINANCIALS LIMITED**

**PRAFUL SHETH
Company Secretary & Compliance Officer**

Place: Mumbai

Date: September 01, 2023

Registered Office:

602, Samarth Vaibhav co-op hsg. society ltd,
Off link road, Lokhandwala complex,
Andheri (W) Mumbai -400053

IMPORTANT NOTES:

General instructions for accessing and participating in the 39th AGM through VC/OAVM Facility and voting through electronic means including remote e-Voting

- a. The Ministry of Corporate Affairs ("MCA") continued allowing conducting Annual General Meeting (AGM) through video conferencing (VC) or other audio visual means (OAVM) vide its Circular No. 02/2021 dated January 13, 2021 read with Circular No. 14/2020 dated April 8, 2020, Circular No. 17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020, general circular 03/2022 dated May 05, 2022 (collectively referred as "MCA Circulars") prescribing the procedures and manner of conducting the Annual General Meeting through VC/OAVM and Securities and Exchange Board of India ("SEBI") vide its Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 read with Circular no. SEBI/ HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020(collectively referred as "SEBI Circulars") permitted the holding of AGM, without physical presence of the Members at a common venue. Hence, members can attend and participate in the ensuing AGM through VC / OAVM.
- b. Since this AGM is being held pursuant to the MCA Circulars and SEBI Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/ OAVM and participate there at and cast their votes through e-voting.
- c. In line with the MCA Circulars and SEBI Circular, the Notice of the 39th AGM will be available on the website of the Company at <http://savanifinancials.co.in/> The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
- d. Since the AGM will be held through VC/OAVM Facility, the Route Map not annexed to in this Notice.
- e. National Securities Depositories Limited ("NSDL") will be providing facility for voting through remote e-Voting, for participation in the 39th AGM through VC/OAVM Facility and e-Voting at during the 39th AGM.
- f. Members may join the 39th AGM through VC/OAVM Facility by following the procedure as mentioned below.
- g. The Members can join the AGM in the VC / OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. Members may note that the VC/OAVM Facility, provided by NSDL, allows participation of atleast 1,000 Members on a first-come-first-served basis. The large shareholders (i.e. shareholders holding 2% or more shareholding), promoters, institutional investors, directors, key managerial personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, auditors, etc. can attend the 39th AGM without any restriction on account of first-come- first-served principle.

- h. Attendance of the Members participating in the 39th AGM including through VC/OAVM Facility shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
- i. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India ("ICSI") and Regulation 44 of Listing Regulations read with MCA Circulars and SEBI Circular, the Company is providing remote e-Voting facility to its Members in respect of the business to be transacted at the 39th AGM.

OTHER NOTES:

- 1. Members are requested to intimate the Registrar & Transfer Agent of the Company- Bigshare Services Private Limited, 1st Floor, Bharat Tin Works Building, Makwana Road, Marol, Andheri East, Mumbai 400059, Maharashtra, immediately of any change in their address in respect of Equity Shares held in physical mode and to their Depository Participants (DPs) in respect of Equity Shares held in Dematerialized Form.
- 2. Members holding share certificates under different folio numbers but in the same order of names are requested to apply for consolidation of such folios and send relevant share certificates to the Registrars and Transfer Agent of the Company.
- 3. The Notice of Annual General Meeting along with the Annual Report for the financial year 2022-23 is sent through electronic mode to all members whose email IDs are registered with the Company/ Depository Participant(s) for communication. The requirements of sending physical copy of Notice of the 39th AGM and Annual Report to the Members have been dispensed with by MCA and SEBI. Members may also note that this Notice and the Annual Report will also be available for download on the Company's website <http://savanifinancials.co.in/>
- 4. Members, desirous of getting any information about the accounts and operations of the Company, are requested to write to the Company at an early date to enable the management to keep the information ready at the time of meeting.
- 5. As per the provisions of the Companies Act, 2013, facility for making nomination is available to the members in respect of the shares held by them. Nomination Forms can be obtained from the Company's Registrars and Share Transfer Agents by the members holding shares in physical form. Members holding shares in electronic form may write to their Depository Participants (DPs) for the purpose.
- 6. Electronic copy of all the documents referred to in the Notice of the 39th AGM shall be available for inspection in the Investor Section of the website of the Company at <http://savanifinancials.co.in/>
- 7. **The instructions and information for shareholders voting electronically are as under:**
 - a. In compliance with 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 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 and the Secretarial Standard on General Meetings (SS2) issued by the Institute of Company Secretaries of India, the Company is pleased to provide to its members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting by electronic means and the business may be transacted through e-voting services arranged by National Securities Depository Limited ("NSDL"). The facility of casting votes by a member using remote e-voting system as well as venue voting on the date of the AGM will be provided by NSDL. The members may cast their votes using an electronic voting system from a place other than the venue of the Annual General Meeting ("remote e-voting"). Instructions for e-voting are given herein below.

- b. The facility for voting through electronic voting system shall be made available at the Annual General Meeting and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right to vote at the meeting.
- c. The members who have cast their vote by remote e-voting prior to the Annual General Meeting may also attend the meeting but shall not be entitled to cast their vote again.
- d. The remote e-voting period commences from Sunday, September 24, 2023 to Tuesday, September 26, 2023. During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Wednesday, September 20, 2023, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- e. The instructions for members for voting electronically are attached with this Notice.
- f. 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).
- g. 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 Wednesday, September 20, 2023.
- h. 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. Wednesday, September 20, 2023 may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Issuer/RTA.
- i. The remote e-Voting module shall be disabled by NSDL after the aforesaid date and time for voting and once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- j. The members who have cast their vote by remote e-voting prior to the 39thAGM, may participate in the 39th AGM through VC/OAVM facility but shall not be entitled to cast their vote again through the e-Voting system during the 39th AGM; the members

participating in the 39th AGM and who had not cast their vote by remote e-Voting, shall be entitled to cast their vote through e-Voting system during the 39th AGM.

- k. 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 shall be entitled to avail the facility of remote e-Voting, participating in the 39thAGM through VC/OAVM facility and e-Voting during the 39thAGM 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.
- l. The Scrutinizer shall, immediately after the conclusion of voting at the Annual General Meeting, first count the e-vote cast at the meeting, 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 make, not later than 48 hours of conclusion of the meeting, 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.
- m. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.savanifinancials.co.in and on the website of NSDL immediately after the Result is declared by the Chairman or any person authorised by the Chairman and the same shall also be communicated to the Stock Exchanges, where the shares of the Company are listed.
- n. The Resolutions proposed will be deemed to have been passed on the date of Annual General Meeting subject to the receipt of the requisite number of the votes in favour of the Resolutions.
- o. Mr. Keyur Ghelani, Practicing Company Secretary, (Membership Number - ACS 33400) has been appointed as the Scrutinizer to scrutinize the remote e-voting process as well as e-voting at the Annual General Meeting in a fair and transparent manner.

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

The remote e-voting period begins on **Sunday, September 24, 2023 at 9:00 A.M. and ends on Tuesday, September 26, 2023 at 5:00 P.M.** The remote e-Voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. **Wednesday, September 20, 2023** may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Wednesday, September 20, 2023

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

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


Step 1: Access to NSDL e-Voting system

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

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none">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 or joining virtual meeting & voting during the meeting.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.jspVisit 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 Depository site wherein you can see e-Voting page. Click on company name or e-

Type of shareholders	Login Method
	<p>Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> 
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.

Type of shareholders	Login Method
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 or joining virtual meeting & voting during the meeting.

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 and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

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

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

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

6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
 - a) Click on “**Forgot User Details/Password?**” (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - 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 cskeyurghelani@gmail.com with a copy marked to evoting@nsdl.co.in.

- | | |
|---|--|
| 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 Ms. Veena Suvarna 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@savanifinancials.co.in.
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@savanifinancials.co.in. 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.

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

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

4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

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

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

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

Item 03:

APPOINTMENT OF MR. MANISH CHULAWALA (DIN: 01077865) AS AN INDEPENDENT DIRECTOR

Based on the recommendation of the Nomination and Remuneration Committee ('NRC'), the Board appointed Mr. Manish Chulawala (DIN: 01077865) as an Additional Director of the Company and also an Independent Director not liable to retire by rotation, for a term of five

years, i.e., from May 29, 2023 upto May 28, 2028 (both days inclusive), subject to approval by the Members.

Pursuant to the provisions of Section 161(1) of the Act, Mr. Manish Chulawala shall hold office up to the date of this AGM and is eligible to be appointed as an Independent Director. The Company has, in terms of Section 160(1) of the Companies Act, 2013 received in writing notice from a Member, proposing his candidature for the office of Director.

Mr. Manish Chulawala has given his declaration to the Board, inter alia, that (i) he meets the criteria of independence as provided under Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 (ii) is not restrained from acting as a Director by virtue of any Order passed by SEBI or any such authority and (iii) is eligible to be appointed as a Director in terms of Section 164 of the Act. He has also given his consent to act as a Director.

In the opinion of the Board, Mr. Manish Chulawala is a person of integrity, possesses relevant expertise/experience and fulfills the conditions specified in the Companies Act, 2013 and the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 for appointment as an Independent Director and he is independent of the management.

Given his experience, the Board considers it desirable and in the interest of the Company to have Mr. Manish Chulawala on the Board of the Company and accordingly the Board recommends the appointment of Mr. Manish Chulawala as an Independent Director as proposed in the Resolution set out at Item No. 3 of the accompanying Notice for approval by the Members as a Special Resolution.

None of the Directors or Key Managerial Personnel of the Company and/or their relatives, except to the extent of their shareholding, if any, in the Company is concerned or interested, financially or otherwise, in the said Resolution.

Item 04:

APPOINTMENT OF MR. AJAY PATADIA (DIN:00298226) AS AN INDEPENDENT DIRECTOR

Based on the recommendation of the Nomination and Remuneration Committee ('NRC'), the Board appointed Mr. Ajay Patadia (DIN:00298226) as an Additional Director of the Company and also an Independent Director not liable to retire by rotation, for a term of five years, i.e., from May 29, 2023 upto May 28, 2028 (both days inclusive), subject to approval by the Members.

Pursuant to the provisions of Section 161(1) of the Companies Act, 2013 ("the Act") Mr. Ajay Patadia shall hold office up to the date of this AGM and is eligible to be appointed as an Independent Director. The Company has, in terms of Section 160(1) of the Act, received in writing notice from a Member, proposing his candidature for the office of Director.

Mr. Ajay Patadia has given his declaration to the Board, inter alia, that (i) he meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations, (ii) is not restrained from acting as a Director by virtue of any Order passed by SEBI or any such authority and (iii) is eligible to be appointed as a Director in terms of Section 164 of the Act. He has also given his consent to act as a Director.

In the opinion of the Board, Mr. Ajay Patadia is a person of integrity, possesses relevant expertise / experience and fulfills the conditions specified in the Act and the SEBI Listing Regulations for appointment as an Independent Director and he is independent of the management.

Given his experience, the Board considers it desirable and in the interest of the Company to have Mr. Ajay Patadia on the Board of the Company and accordingly the Board recommends the appointment of Mr. Ajay Patadia as an Independent Director as proposed in the Resolution set out at Item No. 4 of the accompanying Notice for approval by the Members as a Special Resolution.

None of the Directors or Key Managerial Personnel of the Company and/or their relatives, except to the extent of their shareholding, if any, in the Company is concerned or interested, financially or otherwise, in the said Resolution.

Item 05:

TO INCREASE IN AUTHORISED SHARE CAPITAL OF THE COMPANY AND CONSEQUENTIAL AMENDMENT IN MEMORANDUM OF ASSOCIATION OF THE COMPANY

The present Authorised Share Capital of the Company is Rs. 12,50,00,000 (Rupees Twelve Crores Fifty lakh only) divided into 1,00,00,000 (One crore) Equity shares of Rs. 10/- each and 25,00,000 (Twenty-five lacs) Preference shares of Rs. 10/- each. With an intention to meet the requirements on increase in capital on account of raising of funds by way of an issuance of equity shares proposed issue of rights shares, the Board at its Meeting held on August 03, 2023, have given its consent for increasing the Authorised Share Capital from Rs. 12,50,00,000 (Rupees twelve crore fifty lakh) to Rs. 38,00,00,000 (Rupees Thirty Eight Crore).

It is therefore proposed to increase the Authorised Share Capital of the Company from Rs. 12,50,00,000 (Rupees Twelve Crores Fifty lakh only) divided into 1,00,00,000 (One crore) Equity shares of Rs. 10/- each and 25,00,000 (Twenty-five lacs) Preference shares of Rs. 10/- each to Rs. 38,00,00,000 (Rupees Thirty Eight Crore Only) divided into 3,55,00,000 (Three Crore Fifty Five Lakh) Equity Share of Rs. 10/- (Rupees Ten Only) each and 25,00,000 (Twenty Five Lacs) Redeemable Preference Shares of Rs.10/- (Rupees Ten Only)

Consequently, Clause V of the Memorandum of Association would also require alteration so as to reflect the changed Authorised Share Capital.

The proposal for increase in Authorised Share Capital and amendment of Memorandum of Association of the Company requires approval of members at a general meeting.

A copy of the Memorandum of Association of the Company duly amended will be available for inspection.

Accordingly, the Resolution has been set at Item No. 5 of this Notice for approval by the Members as an Ordinary Resolution.

None of the Directors or Key Managerial Personnel of the Company and/or their relatives, except to the extent of their shareholding, if any, in the Company is concerned or interested, financially or otherwise, in the said Resolution.

ITEM 06:

TO CONSIDER AND APPROVE NEW SET OF MEMORANDUM AND ARTICLES OF ASSOCIATION AS PER COMPANIES ACT, 2013

The existing Memorandum of Association ("MOA") was adopted by the Company at the time of its incorporation in 1995 and is based on the provisions of the erstwhile Companies Act, 1956. Subsequently, some of the clauses were amended/inserted, from time to time, to cater to specific requirements. Consequent to the enactment of the Companies Act, 2013, the structure/format of the MOA has undergone change, which requires alteration of several clauses of existing MOA of the Company

Accordingly, the Board of Directors of the Company ("the Board") at its meeting held on August 03, 2023, recommended for approval of the Members for adoption of altered MOA and AOA in substitution of existing MOA and AOA with amendment in existing clauses so as to make it consistent and align it with the provisions of the Act and the rules made thereunder

As per the provisions of Section 13, 14 and other applicable provisions, if any, of the Act read with the Companies (Incorporation) Rules, 2014, approval of the Members of the Company by way of a Special Resolution is required for adoption of altered MOA and AOA in substitution of existing MOA and AOA.

Accordingly, the Board the Resolution has been set at Item No. 6 of this Notice for approval by the Members as a Special Resolution.

A copy of the MOA and AOA of the Company duly amended will be available for inspection.

None of the Directors or Key Managerial Personnel of the Company and/or their relatives, except to the extent of their shareholding, if any, in the Company is concerned or interested, financially or otherwise, in the said Resolution.

ITEM 07:

TO APPROVE CONTINUATION OF APPOINTMENT OF MS. DEEPA TRACY (DIN: 00516615) AS MANAGING DIRECTOR UPON ATTAINING AGE OF SEVENTY YEARS

Ms. Deepa Tracy was appointed as Managing Director of the Company by the members at the 35th Annual General Meeting held on 26th September, 2019 for a period of 5 years with effect from 14th August 2019. She has attained the age of 70 years on January 17, 2023. Therefore, it is proposed to obtain approval of the shareholders as per the provisions of Section 196(3) of Companies Act, 2013 for continuation of her employment as a Managing Director, on the same terms of appointment and remuneration as approved by members earlier on 26th September, 2019.

Ms. Deepa Tracy is a Director of the Company and has been serving as a Director of the Company since May 11, 2012. She has been actively involved in the operations of the Company. She has rich and varied entrepreneurial experience of over 27 years. It would be in the interest of the Company to continue the employment of Ms. Deepa Tracy as Managing Director of the Company.

Accordingly, the Resolution has been set at Item No. 7 of this Notice for approval by the Members as a Special Resolution.

Except Ms. Deepa Tracy, none of the Directors or Key Managerial Personnel of the Company and/or their relatives, except to the extent of their shareholding, if any, in the Company is concerned or interested, financially or otherwise, in the said Resolution.

ITEM 08:

APPOINTMENT OF STATUTORY AUDITOR

M/s. SCA and Associates, Chartered Accountants (Reg No.101174W) were appointed as the statutory auditors of the Company by the Members at the Annual General Meeting held on September 12, 2022 to hold office for a period of five years till the conclusion of the 43rd Annual General Meeting to be held in the year 2027.

However, due to other pre-occupations and committed schedule and also in order to maintain synergies of audit of the entire group on account of exit of one promoter and consequential change in the board of directors, they were unable to continue and carry out the audit of the Company and has tendered her resignation and issued no objection certificate. The Board thereby appointed M/s. Jayantilal Thakkar & Co (Reg No. 104133W), as the Statutory Auditors of the Company for a period of five consecutive years from FY 2023-24 to FY 2028-29.

The Statutory Auditors have given a confirmation to the effect that they are eligible to be appointed and that they have not been disqualified in any manner from continuing as Statutory Auditors. The remuneration payable to the Statutory Auditors was determined by the Board of Directors in their meeting held on August 17, 2023 based on the recommendation of the Audit Committee meeting held on August 17, 2023.

The total remuneration of M/s. Jayantilal Thakkar & Co., Statutory Auditors of the Company is Rs. 4,00,000 (Rupees Four Lakhs) plus applicable taxes. There is a material change in remuneration of the statutory auditors since the previous auditors, M/s. SCA and Associates received a total remuneration of Rs 1,00,000 (Rupees One Lakh) during their tenure. The difference in remuneration is due to the complexity of regulatory requirement and proposed increase in operations of the Company.

Accordingly, the Resolution has been set at Item No. 8 of this Notice for approval by the Members as an Ordinary Resolution.

None of the Directors or Key Managerial Personnel of the Company and/or their relatives, except to the extent of their shareholding, if any, in the Company is concerned or interested, financially or otherwise, in the said Resolution.

ITEM 09:

TO BORROW MONIES UPTO RS. 200 CRORES.

The Company may need funds in future for its business requirement, working capital facilities etc. As per the recommendation of the Audit Committee and consent of the Board of Directors it is proposed to increase the borrowing capacity of the Company subject to provisions of Section 180 (1) (c) of the Companies Act, 2013, (including any statutory modification(s) and re-enactment

thereof for the time being in force) and other applicable provisions, if any, of Companies Act, 2013.

Pursuant to Section 180 (1) (c) of the Companies Act, 2013, the Board is required to obtain consent of the Members of Company by a special resolution to borrow monies in excess of the aggregate of the paid up share capital of the Company and its free reserves and securities premium, that is to say reserves not set apart for any specific purposes, excluding any temporary loans obtained from the Company's Bankers in the ordinary course of business. The paid up share capital of the Company is Rs. 4 crores as on March 31, 2023 and according approval of members is required for borrowing upto Rs. 200 Crores.

Accordingly, the consent of the members of the Company is sought to borrow and raise such sum or sums of money or monies from time to time, as may be required provided that the aggregate of such borrowings shall not exceed Rs. 200,00,00,000/- (Rupees Two Hundred Crores Only) at any point of time on outstanding basis.

None of the Directors or Key Managerial Personnel of the Company and/or their relatives, except to the extent of their shareholding, if any, in the Company is concerned or interested, financially or otherwise, in the said Resolution.

**By Order of the Board
For SAVANI FINANCIALS LIMITED**

**PRAFUL SHETH
Company Secretary & Compliance Officer**

Place: Mumbai

Date: September 01, 2023

Registered Office:

602, Samarth Vaibhav co-op hsg. society ltd,
Off link road, Lokhandwala complex,
Andheri (W) Mumbai -400053

Annexure to the AGM Notice

Details of the Director seeking re-appointment at the Annual General Meeting:

Name	Ms. Deepa Tracy
DIN	00516615
Age	70 years
Date of Appointment	May 11, 2012
Educational Qualification	B.Sc
Brief Resume along with experience and expertise in specific functional areas	She has wide entrepreneurial experience of varied industries and rich experience in general management over 27 years. She has been associated with this Company since May 2012
Remuneration last drawn	Nil
List of companies in which outside directorship is held	Mantra Exports Private Limited Adnyaa Foods and Beverages Private Limited Mantra Fashions Private Limited Mantra Vision Private Limited Storiculture Network Private Limited Mantra-Runaway Entertainment Private Limited
Membership / Chairmanship of Committee of other Boards	Nil
No. of shares held in the Company as on 31.08.2023	22,85,976 Equity Shares
No. of Board Meetings attended in the year	7
Relationship with other Directors & KMP of the Company	Nil

Details of the Director seeking appointment at the Annual General Meeting:

[Pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 on General Meetings issued by the Institute of Company Secretaries of India]

Name of Director	Mr. Ajay Patadia	Mr. Manish Chulawala
DIN	00298226	01077865
Item No.	4	3

Number of shares held as on March 31, 2023	Nil	Nil
Date of first appointment in the Board	29-05-2023	29-05-2023
Date of appointment in the current term	29-05-2023	29-05-2023
Qualifications and Brief Resume	<p>B. Com, ACS, LLB</p> <p>An Associate Company Secretary and Law Graduate from India, Ajay Patadia is the Founder of Nyuleaf Advisors. He is an All India 2nd Rank Holder in his professional qualification. Having been closely associated with leading Indian & International business entities such as Reliance Group, Balaji Telefilms, Emaar Group, Dubai, he set up his venture, PMI Entertainment (PMI) as the start of his entrepreneurial aspiration. As Founder of PMI, he has enabled PE investment in PMI, made investments in Joint Ventures in the entertainment sector, undertook successful exit both for PMI and its investors. Green Gold Animation, creators for "Chhota Bheem" animation series, has been one of the successful ventures undertaken by him through a Joint Venture. His recent joint venture in an Investment Banking business has inspired him to establish Nyuleaf Advisors in 2017 as his own enterprise, wherein he can now extend his personal ambition and values along with his professional expertise and acumen to his clients. During his past stint in Investment Banking, he successfully completed transactions in Education, Consumer, Financial Services,</p>	<p>B. Com, F.C.A., ICWA</p> <p>Mr. Manish Chulawala has more than two decades of rich and varied experience in the stream of Audit, Taxation and Financial Management. He holds a Bachelor's degree in commerce from the University of Bombay and is a Chartered Accountant by profession (Fellow Member of the Institute of Chartered Accountants of India) and also completed erstwhile Cost and Works Accountant's Course. He has been rank holder in CA Inter as well as in Finals. He has been associated with M/s. Kaushal Manish and Company, Chartered Accountants Firm as Partner since past 19 years. The firm is also empanelled with Comptroller and Auditor General of India (CAG). His expertise is in the field of Financial Advisory, Management Consultancy, Assurance Services, Audit and Taxation, Project & Corporate Finance, Fund Management; Budgeting, MIS, Risk Management and Tax Compliance Services. In his tenure, he has been mentoring Professional Entrepreneurs in scattered form of business.</p>

	Specialty Chemicals, Nutraceuticals sectors. He has handled all aspects of business ranging from strategy to execution and support functions. Being an entrepreneur himself, Ajay brings significant value to clients in understanding their needs. He currently serves as an Independent Director on the Board of Resonance Specialties Limited, an IPCA Group Company.	
Terms of Appointment	5 years	5 years
Fulfilment of Skills and Capabilities for Role (for Independent Directors)	Yes	Yes
Details of remuneration and remuneration last drawn	Nil	Nil
Directorships held in other Public Companies as on March 31, 2023	Resonance Specialties Limited	Nil
Listed entities from which Director resigned in the past three years	Nil	Nil
Membership / Chairmanship of Committee of the Company as on March 31, 2023	None	None
Membership / Chairmanship of Committee of other Public Companies as on March 31, 2023	RESONANCE SPECIALTIES LTD • Audit Committee – Member • Nomination and remuneration committee – Member • Stakeholders Relationship Committee – Member • Corporate Social Responsibility Committee - Member	None

No. of Board Meetings attended during the year	NA	NA
Relationship with other Directors & KMP of the Company	Nil	Nil

**By Order of the Board
For SAVANI FINANCIALS LIMITED**

**PRAFUL SHETH
Company Secretary & Compliance Officer**

Place: Mumbai

Date: September 01, 2023

Registered Office:

602, Samarth Vaibhav co-op hsg. society ltd,
Off link road, Lokhandwala complex,
Andheri (W) Mumbai -400053

DIRECTORS' REPORT

The Members,
Savani Financials Limited.

Your Directors are pleased to present the 39th (Thirty-Ninth Annual Report) of **Savani Financials Limited** (the 'Company') along with the audited financial statements for the financial year ended March 31, 2023.

1. Results of our operations and state of affairs:

Particulars	(Rupees in Lacs)	
	2022-23	2021-22
Revenue from Operations & Other Income	11.10	11.34
Profit/(Loss) before Depreciation, Finance Cost & Taxation	(7.36)	1.51
Less: Finance Cost	-	-
Less: Depreciation	-	-
Less: Income Tax	-	-
Profit / (Loss)after Tax	(7.36)	1.51
Balance brought forward from previous year	(521.00)	(522.51)
Available for appropriation	(528.36)	(521.00)
<u>Appropriations</u>		
Transfer to General Reserve	-	-
Balance carried to Balance Sheet	(528.36)	(521.00)

2. Brief description of the company's working during the Year/ State of company's affair:

During the year under review, the Company has earned operating revenue including other income aggregating to Rs. 11.10 lacs as against Rs. 11.34 lacs in the previous year. Net Loss after tax stood at Rs. 7.36 lacs as against net profit of Rs. 1.51 lacs in the previous year. The management is looking for opportunities to identify niche segments in which the Company can look for better business possibilities. The management is also exploring possibility of identifying new business opportunities to augment its resources.

The Company is engaged only in the business of providing financial services and accordingly there are no separate reportable segments as per IND AS- 108 on 'Operating Segment'.

3. Change in the nature of business, if any:

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

4. Dividend:

In view of accumulated losses, your Directors do not propose any dividend for the financial year ended March 31, 2023.

5. Transfer to Reserves:

The Company does not propose to transfer any amount to the reserves due to loss incurred in financial year ended March 31, 2023.

6. Share capital:

As at March 31, 2023, the issued, subscribed and paid-up equity share capital of the Company stood at Rs. 4,00,00,000 (Rupees four crores only) divided into 40,00,000 (Forty lakhs only) equity shares of Rs. 10/- (Rupees ten only) each.

The Company has not issued shares with differential voting rights, nor sweat equity shares, nor offered any shares under Employee Stock Option Scheme. The Company has not bought back any of its securities during the year under review.

7. Board of Directors and Key Managerial Personnel:

Composition of Board of Directors:

As of March 31, 2023, your Company had 4 (four) Directors consisting of 2 (Two) Independent Directors, 1 (One) Executive Directors, and 1 (One) Non-Executive Directors as follows:-

1. Mr. Suresh Madhav Mhatre (DIN:00002853) - Independent Director

Mr. Suresh Madhav Mhatre is an Independent Director of the Company with effect from 11th May 2012 appointed under the provisions of erstwhile Companies Act, 1956 and under Clause 49 of the listing agreement. He was re-appointed as an Independent Director for a period of 5(five) years with effect from 1st April 2019.

2. Mr. Samir Ramakant Mehta (DIN:00398813) - Independent Director

Mr. Samir Ramakant Mehta is an Independent Director of the Company with effect from 28th August 1991 appointed under the provisions of erstwhile Companies Act, 1956 and under Clause 49 of the listing agreement. He was re-appointed as an Independent Director for a period of 5(five) years with effect from 1st April 2019.

3. Ms. Deepa Kishor Tracy (DIN:00516615) - Managing Director

Ms. Deepa Tracy is the Managing Director of the Company, who was re-appointed for a period of five years with effect from 14th August, 2019.

4. Mr. Manish Jagdish Chaudhari (DIN:00516641) - Non-Executive Director

Mr. Manish Jagdish Chaudhari, Non-Executive Director of the Company.

Changes in the Board of Directors

During the year, there were no changes in the Board of Directors of the Company.

However as on the date of Director Report following changes in the Board of Directors took place:

1. Mr. Samir Ramakant Mehta (DIN:00398813) has resigned from the post of Independent Director of the Company with effect from May 29, 2023
2. Mr. Manish Jagdish Chaudhari (DIN:00516641) has resigned from the post of Non-Executive Director of the Company with effect from May 29, 2023 which is subject to approval of Reserve Bank of India.

3. Appointment of Mr. Manish Chulawala (DIN-01077865) as an Additional Director in the category of Non-Executive & Independent Director, subject to approval of members of the Company.
4. Appointment of Mr. Ajay Patadia (DIN-00298226) as an Additional Director in the category of Non-Executive & Independent Director, subject to approval of members of the Company.
5. Continuation of appointment of Ms. Deepa Tracy (DIN-00516615) as a Managing Director of the Company after attaining 70 years of age, subject to approval of members of the Company.

Changes in the composition of the Committee

As on the date of Director Report following changes took place in the composition of the committee

Audit Committee:

In the Board Meeting held on May 29, 2023 the constitution of the Audit Committee of the Company was changed as below:

Sr. No.	Name	Position in the Committee	Designation
1	Mr. Manish Chulawala	Chairman	Non-Executive Independent Director
2	Mr. Ajay Patadia	Member	Non-Executive Independent Director
3	Ms. Deepa Tracy	Member	Managing Director
4	Mr. Suresh Mhatre	Member	Non-Executive Independent Director

Nomination and Remuneration Committee:

In the Board Meeting held on May 29, 2023 the constitution of the Nomination and Remuneration Committee of the Company was changed as below:

Sr. No.	Name	Position in the Committee	Designation
1	Mr. Ajay Patadia	Chairman	Non-Executive Independent Director
2	Mr. Manish Chulawala	Member	Non-Executive Independent Director
3	Mr. Suresh Mhatre	Member	Non-Executive Independent Director

Stakeholder Relation and Share Transfer Committee:

In the Board Meeting held on May 29, 2023 the constitution of the Stakeholder Relation and Share Transfer Committee of the Company was changed as below:

Sr.No.	Name	Position in the Committee	Designation
1	Mr. Ajay Patadia	Chairman	Non-Executive Independent Director
2	Ms. Deepa Tracy	Member	Managing Director
3	Mr. Suresh Mhatre	Member	Non-Executive Independent Director
4	Mr. Manish Chulawala	Member	Non-Executive Independent Director

Key Managerial Personnel (KMP)

During the year, Ms. Sejal Bisra was appointed as a Chief Financial Officer of the Company with effect from August 12, 2022. Ms. Anusha Sultania has resigned from the post of Company Secretary and Compliance Officer of the Company with effect from January 09, 2023 and Mr. Praful Sheth was appointed as the Company Secretary and Compliance Officer of the Company with effect from January 10, 2023.

However as on the date of Director Report, Ms. Sejal Bisra has resigned with effect from May 29, 2023 from the post of Chief Financial Officer of the Company.

As on March 31, 2023, the following personnel are KMPs as per the definition under Section 2(51) and Section 203 of the Act:

1. Ms. Deepa Tracy (Managing Director),
2. Ms. Sejal Bisra (Chief Financial Officer) and
3. Mr. Praful Sheth (Company Secretary and Compliance Officer).

Number of meetings of the Board of Directors and Committee meetings:**Board Meetings**

Seven Meetings of the Board of Directors of the Company were held during the year under consideration. The dates of the said Meetings are 01/04/2022, 13/05/2022, 12/08/2022, 11/11/2022, 09/01/2023, 13/01/2023 and 03/02/2023. The details of composition of the Board and attendance of Directors at the Board Meetings are given below:

Name of the Directors	Number of meetings attended/number of meetings held during the tenure of 2022-23
Ms. Deepa Tracy	7/7
Mr. Manish Chaudhari	6/7
Mr. Suresh Mhatre	7/7
Mr. Samir Mehta	7/7

Independent Directors met once during the year on February 03, 2023.

Audit Committee Meetings

Four Audit Committee Meetings were held during the year under consideration. The dates of the said Meetings are 13/05/2022, 12/08/2022, 11/11/2022 and 03/02/2023. The details of composition of the Audit Committee and attendance of the Directors at the Audit Committee Meetings are given below:

Name of the Directors	Number of meetings attended/number of meetings held during the tenure of 2022-23
Mr. Samir Mehta	4/4
Ms. Deepa Tracy	4/4
Mr. Suresh Mhatre	4/4

Nomination & Remuneration Committee Meetings

Two Nomination & Remuneration Committee Meeting were held during the year under consideration on 12/08/2022 and 09/01/2023. The details of composition of the Nomination & Remuneration Committee and attendance of the Directors at the Nomination & Remuneration Committee Meetings are given below:

Name of the Directors	Number of meetings attended/number of meetings held during the tenure of 2022-23
Mr. Manish Chaudhari	1/2
Mr. Samir Mehta	2/2
Mr. Suresh Mhatre	2/2

Stakeholder Relation & Share Transfer Committee Meetings

Four Stakeholder Relation & Share Transfer Committee Meetings were held during the year under consideration. The dates of the said Meetings are 13/05/2022, 12/08/2022,

11/11/2022, and 03/02/2023. The details of composition of the Stakeholder Relation & Share Transfer Committee and attendance of the Directors at the Stakeholder Relation & Share Transfer Committee Meetings are given below:

Name of the Directors	Number of meetings attended/number of meetings held during the tenure of 2022-23
Mr. Suresh Mhatre	4/4
Mrs. Deepa Tracy	4/4
Mr. Samir Mehta	4/4

8. Director Retired by Rotation:

In accordance with provisions of Section 152 of the Act and the Articles of Association of the Company, Ms. Deepa Tracy, Managing Director (DIN:00516615), retires by rotation at the ensuing Annual General Meeting (AGM) and being eligible, has offered herself for reappointment. Company's policy on directors' appointment and remuneration is available on the website of the Company.

9. Material changes and commitments, if any, affecting the financial position of the company which has occurred between the end of financial year of the company to which the financial statements relate and date of the report:

There have been no material change and commitment affecting the financial position of the Company which has occurred between end of the financial year under review and the date of this Director's Report.

10. Details of significant and material orders passed by the regulators or courts or tribunals impacting going concern status and company's operations in future:

The Company has not received any significant and material orders passed by the regulators or courts or tribunals during the year, which may impact the going concern status of the Company or will have any bearing on Company's operations in future.

11. Details in respect of adequacy of internal financial controls with reference to the financial statements:

In accordance with the provision of Section 134(5)(e) of the Act and as per the provisions of the SEBI (LODR), Regulations, 2015, the Company has an Internal Financial Control System, commensurate with the size, scale and complexity of its operations. Such Internal Financial Controls were found to be adequate for a Company of this size. The controls are largely operating effectively since there has not been identification of any material weakness in the Company. The Company has policies and procedures in place for ensuring proper and efficient conduct of its business, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records and timely preparations, reliable financial information. Since the Company has small scale of operations, it has not appointed Internal Auditors for the financial year 2022-23. However, the Company has established process to undertake corrective action in the respective areas and thereby

strengthen the controls. Significant observations and corrective actions thereon are presented to the Audit Committee of the Board.

12. Details of Subsidiary, Joint Venture or Associate Companies:

The Company does not have any Subsidiary, Joint Venture or an Associate Company. Therefore, Form AOC-1 is not applicable to the Company for the Financial Year 2022-2023 and hence does not form part of this report.

13. Deposits:

During the year under review, the Company has not accepted any deposit within the meaning of the Companies (Acceptance of Deposits) Rules, 2014 or Chapter V of the Act or within the meaning of Section 73 of the Act and the Companies (Acceptance or Deposits) Rules, 2014 and guidelines and directions of Non-Banking Financial Companies (Acceptance of Public Deposits) (Reserve Bank) Directions, 2016, as prescribed by Reserve Bank of India in this regard and as such no details are required to be furnished.

14. Auditors:

Statutory Auditor:

In terms of Section 139 of the Act, as amended by the Companies (Amendment) Act, 2017 notified on May 07, 2018, appointment of Auditors need not be ratified at every Annual General Meeting. Accordingly, the notice convening the ensuing Annual General Meeting will not carry any resolution for ratification of appointment of Statutory Auditors.

M/s. SCA and Associates, Chartered Accountants (Reg No.101174W) were appointed as the statutory auditors of the Company by the Members at the Annual General Meeting held on September 12, 2022 to hold office for a period of five years till the conclusion of the 43rd Annual General Meeting to be held in the year 2027. However, due to other pre-occupations and committed schedule and also in order to maintain synergies of audit of the entire group on account of exit of one promoter and consequential change in the board of directors, they were unable to continue and would not carry out the audit of the Company and has tendered her resignation. Hereby, we thank auditor for the services rendered and appreciate their support and co-operation. The Board thereby appointed M/s. Jayantilal Thakkar & Co, as the Statutory Auditors of the Company for a period of five consecutive years from FY 2023-24 to FY 2028-29, subject to approval from members of the Company.

The Statutory Auditors have given a confirmation to the effect that they are eligible to be appointed and that they have not been disqualified in any manner from continuing as Statutory Auditors. The remuneration payable to the Statutory Auditors shall be determined by the Board of Directors based on the recommendation of the Audit Committee.

Secretarial Auditor:

Pursuant to Section 204 of the Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company in the Board Meeting held on May 13, 2022 had appointed Ms. Prabha Sharma, Practicing Company Secretary as the Secretarial Auditor of the Company for FY 22-23. Later due to her ill health and forthcoming surgery; she was unable to continue and would not carrying out the audit of the Company and has tendered her resignation and issued no objection certificate. The Board thereby

appointed Vaibhav Kakkad & Associates, Practicing Company Secretaries, to undertake Secretarial Audit of the Company for the financial year ended March 31, 2023.

The Secretarial Audit Report in Form MR-3 for the financial year under review, as received from Vaibhav Kakkad & Associates, Practicing Company Secretary is attached to the Directors Report. There are no qualifications or adverse remarks in the Secretarial Audit Report.

Cost Auditor

The maintenance of cost records as specified by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013, is presently not applicable to the Company and accordingly such accounts and records have not been made and maintained. Hence no Cost auditor has been appointed.

15. The explanations of the Board on every qualification/reservation/adverse remark/disclaimer made in the Audit Report and the Secretarial Audit Report.

Audit Report:

There is no adverse remark, reservation or qualification in the Audit Report for the year under review.

Secretarial Audit Report:

- a) As per Section 138 of the Companies Act, 2013, every listed company shall be required to appoint an internal auditor in the company. Company is not appointed any internal auditor during the year under review.

Explanation: Considering the current scale of operations of the Company it does not have an Internal Auditor as required under the Companies Act, 2013 as on 31st March, 2023.

- b) As per circular DNBS(PD).CC.No 200 /03.10.001/2010-11 dated September 17, 2010 read with circulars DNBS (PD).CC. No 407/03.10.01/2014-15 dated August 20, 2014 and DNBR(PD).CC.No 019/03.10.01/2014-15 dated February 06, 2015, every Non-Banking Finance Company (NBFC) required to register itself with atleast one Credit Information company. Company is not registered with any Credit Information Company as per RBI circular.

Explanation: With regard to registering the Company with at least one Credit Information Company as required by Reserve Bank of India, the Company has been advised that since the Company is a non-deposit accepting Company and has neither lending portfolio nor does it intend to do so in the coming financial year, the provisions of circular DNBS.(PD).CC.No.200/03.10.001/2010-11 dated September 17, 2010 is currently not applicable to the Company and hence the Company has not registered itself with any Credit Information Company.

16. Details in respect of frauds reported by auditors under Subsection (12) of Section 143 of the Act other than those which are reportable to the Central Government

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

17. Listing Fees

All the equity shares of the Company i.e., 40,00,000 equity shares are listed on BSE platform. The script code of the Company at BSE is 511577 and ISIN of Company is INE304E01010. The Company has paid the Annual Listing Fees for the year 2022-23 to BSE, where the Company's shares are listed.

18. Extract of the Annual Return

As per the requirements of Section 92(3) of the Companies Act, 2013 (hereinafter referred as "the Act") read with Rule 12 of the Companies (Management and Administration) Rules, 2014 as amended from time to time, including any statutory modifications/amendments thereto for the time being in force, the annual return of Company for Financial Year 2022-2023 is available on its website on <http://savanifinancials.co.in/>

19. Conservation of energy, technology absorption and foreign exchange earnings and outgo

The provisions relating to the disclosure of particulars relating to conservation of energy and technology absorption do not apply to the Company since it is engaged in the business of financial services. The Company had no foreign exchange earnings and outgo during the year.

20. Corporate Social Responsibility

The provisions of Section 135 of the Act for implementing Corporate Social Responsibility Policy, constitute committee and expenditure thereof is presently not applicable to the Company.

21. Declaration of independence by Independent Directors

The Independent Directors have given declarations that they meet the criteria of independence as laid down under Section 149(6) of the Companies Act, 2013 and as required under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. In the opinion of the Board, Independent Directors fulfill the conditions specified in the Act, Rules made there under and SEBI (LODR), Regulations 2015.

Meeting of Independent Director

As per Para VII (1) of Schedule IV of Section 149 (8) of the Companies Act, 2013, Independent Directors are required to hold at least one meeting without the attendance of Non-Independent Directors and members of management. Accordingly, such meeting of Independent Directors was held. Independent Directors reviewed the performance of Non-Independent Directors and the Board as a whole based on certain parameters set by Independent Directors.

22. Formal Annual Evaluation

The Companies Act, 2013 and the SEBI (LODR) Regulations, 2015 stipulate the evaluation of the performance of the Board, its Committees, Individual Directors and the Chairperson. During the year, the Board of Directors has carried out an annual evaluation of its own performance and individual directors pursuant to a guidance note dated January 5, 2017 released by Securities and Exchange Board of India ("SEBI") on the evaluation of the board of directors of a listed company ("**Guidance Note**"). The performance of the Board and individual directors was evaluated by the Board after seeking inputs from all the directors on the basis of criteria such as the Board composition and structure, effectiveness of Board processes, information and functioning, etc. In a separate meeting of Independent Directors held on February 03, 2023, performance of Non-Independent Directors and the Board as a whole was evaluated, taking into account the views of Executive Directors and Non-Executive directors. The results of the evaluation are satisfactory and adequate and meet the requirement of the Company.

23. Details of establishment of vigil mechanism for Directors and employees

In terms of Section 177 of the Act and Regulation 22 of the SEBI (LODR) Regulations, 2015, Company have established a vigil mechanism for the Directors and employees. The Vigil Mechanism Policy is framed for carrying out investigation, to conduct the enquiry in fair and unbiased manner, to ensure that complete fact finding exercise has been undertaken and provide a channel to the Directors and employees to report genuine concerns or suspected fraud.

24. Nomination and Remuneration Policy

In accordance with Section 178 of the Companies Act, 2013 and the SEBI LODR Regulations the Company has a Board approved Nomination and Remuneration Policy. Company's policy on Remuneration is available on the website of the Company at <http://savanifinancials.co.in/>

25. Disclosure about Disqualification

None of the Directors of the Company are disqualified u/s 164 (2) of the Companies Act, 2013.

26. Particulars of loans, guarantees or investments under Section 186

During the year, there was no loan given, investment made, guarantee given or security provided by the Company covered under Section 186 of the Companies Act, 2013.

27. Particulars of contracts or arrangements with related parties

There is no contract or arrangements made during the year with related parties falling under the scope of Section 188(1) of the Act. Accordingly, the disclosure of related party transactions as required under Section 134(3)(h) of the Act in Form AOC-2 is not applicable to the Company for FY 2022-23 and hence does not form part of this report.

28. Managerial Remuneration

No remuneration has been paid to the Directors during the year under review and accordingly, no information is being provided for the same.

29. Particulars of Employees

None of employees, during the year under review or part of it, has drawn salary above the limits specified under the Rule 5(2) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

30. Management Discussion & Analysis

In terms of the provisions of Regulation 34 of the SEBI (LODR), Regulations, 2015), the Management's Discussion and Analysis is set out in this Director's Report. Management's Discussion and Analysis Report provides details of the overall industry structure, developments, performance and state of affairs of the Company's various businesses.

31. Business Responsibility and Sustainability Report

Pursuant to Regulation 34 of SEBI (LODR), Regulations, 2015, disclosures regarding environment, social and governance thereof is not applicable to the Company.

32. Corporate Governance Report

The provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 relating to Corporate Governance Report are presently not applicable to the Company as Paid up Equity Share Capital of the Company does not exceed Rs. 1000.00 Lacs and Net Worth of the Company does not exceed Rs. 2500.00 Lacs as on the last day of the previous financial year i.e. 31st March, 2023.

As on March 31, 2023, the paid-up equity shares capital and net worth of the Company are 400.00 lakhs and 210.22 lakhs respectively. Hence, the Company is exempted under Regulation 15(2)(a) of Listing Regulations and consequently it is also exempted from submitting Corporate Governance Report for the year ended 31 March, 2023

33. Annual secretarial compliance - regulation 24A

Vide circular LIST/COMP/10/2019-20 dated 9th May 2019 the provisions of Regulation 24A Annual Secretarial Compliance does not apply to the company for the financial year ending 31st March 2023 since the paid up Equity Share Capital of the Company does not exceed Rs. 1000.00 Lacs and Net Worth of the Company does not exceed Rs. 2500.00 Lacs as on the last day of the previous financial year i.e. 31st March, 2023.

As on March 31, 2023, the paid-up equity shares capital and net worth of the Company are 400.00 lakhs and 210.22 lakhs respectively. Hence, the Company is exempted under Regulation 15(2)(a) of Listing Regulations and consequently it is also exempted from submitting Annual Secretarial Compliance Report for the year ended 31 March, 2023.

34. Risk Management

The Company has framed a risk management framework to identify, business risk and challenges across the Company. The risk framework helps us meet the business objectives by aligning operating controls with the mission and vision of the Company. After extensive deliberation on the nature of risk and after adequate risk mitigations steps, the business

activities are being carried out under the direct supervision of the Board of Directors of the Company to ensure that no foreseeable risk involved in such an activity which may threaten the existence of the Company.

35. Director's responsibility statement

Pursuant to the requirement under section 134(3)(c) of the Companies Act, 2013, the Directors confirm that:

- (i) In preparation of the annual accounts for the financial year ended March 31, 2023, the applicable accounting standards have been followed.
- (ii) The Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the loss of the Company for the year.
- (iii) The Directors have taken proper and sufficient care towards 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.
- (iv) The Directors have prepared the annual accounts on accrual basis under the historical cost convention.
- (v) The Directors have laid down internal financial controls, which were adequate and operating effectively.
- (vi) The Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and such systems were adequate and operating effectively.

These Financial Statements have been prepared in accordance with Ind AS as notified under the Companies (Indian Accounting Standards) Rules, 2015 read with Section 133 of the Act.

36. Code for prevention of Insider Trading

Policies and code adopted by the Company pursuant to SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time, are displayed on the company's website at <http://savanifinancials.co.in/corporate-policies/>

37. Disclosures under Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

The Company has in place an Anti-Sexual Harassment Policy in line with the requirements of The Sexual Harassment of Women at the Workplace (Prevention, Prohibition & Redressal) Act, 2013.

No of complaints received: Nil

No of complaints disposed off: Nil

No cases were reported of any sexual harassment of women at workplace.

38. Compliance with Secretarial Standards

The Company has complied with Secretarial Standards for Board meeting and Secretarial Standards for General Meeting issued by The Institute of Company Secretaries of India. The Company has voluntarily adopted Secretarial Standards for Report of the Board of Directors.

39. Credit Rating

During the year under review, no credit ratings / revision in Credit Ratings were done by any credit rating agency.

40. Disclosure of Accounting Treatment

Implementation of Indian Accounting Standards (IND AS) converged with International Financial Reporting Standards (IFRS). As mandated by Companies (Indian Accounting Standards) Rules, 2015, Non-Banking Financial Company (NBFCs) whose equity or debt securities are listed on any stock exchange in India or outside India and having net worth less than rupees five hundred crore are required to comply with the Indian Accounting Standards (IND AS) for Financial Statements for accounting periods beginning from April 1, 2019 onwards, with comparatives for the period ending March 31, 2019. Accordingly, the annual financial statements are prepared as per Indian Accounting Standards.

41. Compliance with the code of conduct and ethics

In compliance with the Listing Regulations and Act, the Company has framed and adopted a code of conduct and ethics ("the code"). The code is applicable to the members of the Board, the executive officers and all the employees of the Company.

All the members of the Board and Senior Management Personnel have affirmed compliance to the code for the financial year ended on March 31, 2023

42. Familiarization Policy and Programme for Independent Directors

The Company has a Familiarization Programme which provides Orientation at the time of the appointment of Independent Directors which covers their role and responsibilities, overview of the industry, operations, and business model of the Company. They are provided with copies of the Company's latest Annual Reports, relevant provisions of the SEBI (LODR), Regulations, 2015, the Companies Act, 2013, Code of Conduct prescribed for the Board of Directors, Prevention of Insider Trading regulations and other internal policies to help them get a broad view of the Company's procedures and practices.

43. Details of application made or any proceeding pending under the Insolvency and Bankruptcy Code, 2016 (31 of 2016) during the year along with their status as at the end of the financial year.

Not applicable as no proceeding are pending under Insolvency and Bankruptcy Code, 2016.

44. Details of difference between amount of the valuation done at the time of time settlement and the valuation done while taking loan from the Banks or Financial Institutions along with the reasons thereof.

Not applicable as no settlement of loan was made with any bank or Financial Institution.

45. Unpaid Dividend and Investor Education and Protection Fund (IEPF)

The Company has not paid any dividend during the year under audit and hence clause (f) of Rule 11 of the Companies (Audit and Auditors) Rules, 2014 is not applicable.

46. Acknowledgements

Your Directors take this opportunity to thank Company's customers, shareholders, suppliers, bankers, business partners, associates, financial institutions and central and state governments for their consistent support and encouragement to the Company. Finally, your Directors would like to convey sincere appreciation to all the employees of the Company for their hard work, commitment and continued support during the year.

**For and on behalf of the Board of Directors
SAVANI FINANCIALS LIMITED**

Deepa Tracy
Managing Director
DIN: 00516615

Suresh Mhatre
Director
DIN:00002853

Place: Mumbai

Date: September 01, 2023

MANAGEMENT DISCUSSIONS AND ANALYSIS REPORT

1. INDIAN ECONOMY AND OUR BUSINESS OPERATIONS:

India has an extended financial sector undergoing rapid expansion comprising of entities such as commercial banks, co-operatives, mutual funds, non-banking finance companies etc.

Your Company is a medium size Non-Banking Financial Services Company engaged in the sole business segment of financial services. Many in the financial services industry will agree that the regulatory compliances have become more stringent today and relentlessly moved up in the list of priorities.

The regulatory changes for NBFCs by the Reserve Bank of India and the decline in interest rates will be an important trigger for the markets.

With apt strategies and their operative execution during the year, the Company has earned interest and other income on its investments aggregating to Rs. 11.10 lacs. The Company is looking for various opportunities and avenues to consolidate its business plan and making its best efforts to explore new opportunities and avenues.

2. OPPORTUNITIES

Favourable market conditions on the back of overall growth in the sector.

3. BUSINESS SEGMENTS

The Company is engaged only in business of financial services and accordingly there are no separate reportable segments.

4. OUTLOOK

The overall outlook of the business looks positive.

5. MATERIAL DEVELOPMENTS IN HUMAN RESOURCES / INDUSTRIAL RELATIONS FRONT, INCLUDING NUMBER OF PEOPLE EMPLOYED

There has been no material development in Human Resources / Industrial Relations front, including number of people employed.

6. THREATS, RISKS AND CONCERNS

In financial services business, effective risk management has become very crucial. As an NBFC, your Company is exposed to various risks. Globalization, increased competition, market volatility and an increasingly stringent regulatory framework have exposed the companies to newer threats and risks. The Company has in place suitable mechanisms to effectively reduce such risks. All these risks are continuously analysed and reviewed by the management through an effective information system.

7. INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACIES

The Company has in place adequate internal control systems and procedures commensurate with its size and nature of business. The systems are designed to ensure that the financial and other records are reliable for preparing financial statements. The internal control systems are supplemented by periodical reviews. The review includes adherence to the management policies, safeguarding the assets of the Company and ensuring preparation of timely and accurate financial information.

8. Details of significant changes in key financial ratios

There has been no significant changes in key financial ratios

9. Analytical Ratios

Sr. No.	Particulars	31 st March 2023	31 st March 2022
(a)	Debtors Turnover	Not Applicable	Not Applicable
(b)	Inventory Turnover	Not Applicable	Not Applicable
(c)	Interest Coverage Ratio	Not Applicable	Not Applicable
(d)	Current Ratio	Not Applicable	Not Applicable
(e)	Debt Equity Ratio	Not Applicable	Not Applicable
(f)	Operating Profit Margin (%)	Not Applicable	Not Applicable
(g)	Net Profit Margin (%)	Not Applicable	Not Applicable
(h)	Capital to risk-weighted assets ratio (CRAR)	Not Applicable	Not Applicable
(i)	Tier I CRAR	Not Applicable	Not Applicable
(j)	Tier II CRAR	Not Applicable	Not Applicable
(k)	Liquidity Coverage Ratio	Not Applicable	Not Applicable

10. COMPANY FINANCIAL PERFORMANCE AND ANALYSIS

Particulars	(Rupees in Lacs)	
	2022-23	2021-22
Revenue from Operations & Other Income	11.15	11.40
Profit before Depreciation, Finance Cost & Taxation	(7.36)	1.51
Less: Finance Cost	-	-
Less: Depreciation	-	-
Less: Income Tax	-	-
Profit after Tax	(7.36)	1.51
Balance brought forward from previous year	(521.00)	(522.51)
Available for appropriation	(528.36)	(521.00)
<u>Appropriations</u>		
Transfer to General Reserve	-	-
Balance carried to Balance Sheet	(528.36)	(521.00)

11. CAUTIONARY STATEMENTS

In this report on management discussion and analysis describing the Company positions and expectations may be “forward looking statements” within the meaning of applicable laws or regulation. These statements are based on certain assumptions and expectations of future

events. Actual results could defer materially from those expressed or implied. The Company assumes no responsibility in respect of forward looking statements herein which may undergo changes in future on the basis of subsequent development, information or events.

**For and on behalf of the Board of Directors
SAVANI FINANCIALS LIMITED**

<hr/>	<hr/>
Deepa Tracy	Suresh Mhatre
Managing Director	Director
DIN: 00516615	DIN:00002853

Place: Mumbai,
Date: September 01, 2023



Vaibhav Kakkad & Associates Company Secretaries

Contact no. : 97242 76781

Mail : cs.vaibhavkakkad@gmail.com

Form No. MR-3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31ST MARCH 2023

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

The Members,
SAVANI FINANCIALS LIMITED
CIN: L67120MH1983PLC031614
91, Mantra House,
Marol Co-Op. Industrial Estate,
MV Road, Andheri (East),
Mumbai – 400 059,
MAHARASHTRA

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **M/s SAVANI FINANCIALS 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.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the Financial Year ended on 31st March, 2023 ("Audit Period") 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, 2023 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;



Kakkad House, B/H Perfect Maruti Showroom,
Nr. Sterling Hospital, 150 Feet Ring Road,
Rajkot-360007, Gujarat, India.



Vaibhav Kakkad & Associates Company Secretaries

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(iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;

(iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;

(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 (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

(b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

(c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;

(d) The Securities and Exchange Board of India (Share based Employee Benefits) Regulations, 2014; **Not Applicable to the Company during the Audit Period;**

(e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 – **Not Applicable to the Company during the Audit Period;**

(f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client – **Not Applicable to the Company during the Audit Period;**

(g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 – **Not Applicable to the Company during the Audit Period;**

(h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 – **Not Applicable to the Company during the Audit Period.**

(i) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

(vi) Other laws applicable specifically to the Company namely:



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(i) Rules, Regulations, Guidelines and directions issued by the Reserve Bank of India as are applicable to non-deposit taking Non-Banking Financial Company.

(vii) Based on the representation made by the Company and its officers, the Company has proper system and process in place for compliance under the other applicable Labour Laws and other incidental laws, Acts, Rules, Regulations and Guidelines.

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.

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

- *As per Section 138 of the Companies Act, 2013, every listed company shall be required to appoint an internal auditor in the company. Company is not appointed any internal auditor during the year under review.*
- *As per circular DNBS(PD). CC. No 200 /03.10.001/2010-11 dated September 17, 2010 read with circulars DNBS (PD). CC. No 407/03.10.01/2014-15 dated August 20, 2014 and DNBR(PD). CC. No 019/03.10.01/2014-15 dated February 06, 2015, every Non-Banking Finance Company (NBFC) required to register itself with all the Credit Information company. - Company is not registered with any Credit Information Company as per RBI circular.*

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

I further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors, Independent Directors and Women Director. 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.

It is observed that as per Section 203 of Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, necessitated that every listed company has to mandatorily have a CFO in whole time employment. During the Year under review, The





Vaibhav Kakkad & Associates Company Secretaries

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Position of CFO was vacated from March 01, 2022 to August 12, 2022. Ms. Sejal Bisra was appointed as a CFO w.e.f. August 12, 2022.

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

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

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

I further report that during the audit period, there were no specific events / actions having a major bearing on company's affair in pursuance of the above – referred laws, rules, regulations, guidelines, standards, etc;

**For Vaibhav kakkad & Associates
Company Secretaries**

**Date: 26TH May, 2023
Place: Rajkot**

**CS Vaibhav Kakkad
Proprietor**

**Mem No. F11661
CoP: 17713
P. R. no. 3451/2023
UDIN: F011661E000392316**

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



Kakkad House, B/H Perfect Maruti Showroom,
Nr. Sterling Hospital, 150 Feet Ring Road,
Rajkot-360007, Gujarat, India.



Vaibhav Kakkad & Associates Company Secretaries

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Mail : cs.vaibhavkakkad@gmail.com

Annexure - I

The Members,
SAVANI FINANCIALS LIMITED
CIN: L67120MH1983PLC031614
91, Mantra House,
Marol Co-Op. Industrial Estate,
MV Road, Andheri (East),
Mumbai - 400 059,
MAHARASHTRA

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

1. Maintenance of secretarial records is the responsibility of 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 Representation about the compliance of laws, rules and regulations and happening of events, etc.
5. The compliance of the provisions of corporate and other applicable laws, rules and regulations, standards are the responsibility of the management. My examination was limited to the verification of 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 Vaibhav kakkad & Associates
Company Secretaries

CS Vaibhav Kakkad
Proprietor

Mem No. F11661
CoP: 17713

Date: 26TH May, 2023
Place: Rajkot



Kakkad House, B/H Perfect Maruti Showroom,
Nr. Sterling Hospital, 150 Feet Ring Road,
Rajkot-360007, Gujarat, India.

INDEPENDENT AUDITOR'S REPORT

Report on the Standalone Financial Statements

To the Members of Savani Financials Limited

Opinion

We have audited the accompanying standalone financial statements of **SAVANI FINANCIALS LIMITED** ("the Company"), which comprise the Balance Sheet as at 31st March, 2023, the Statement of Profit and Loss, (including other Comprehensive Income), Statement of Changes in Equity, the Cash Flow Statement for the year then ended and notes to the financial statements including summary of the 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 Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2023, its loss, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

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

Key Audit Matters

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

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

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Director's Report including Annexures thereto, Management Discussion and Analysis and Secretarial audit report but does not include the standalone financial statements and our auditor's report thereon. The Director's Report including annexures thereto, Management Discussion and Analysis and Secretarial audit report is expected to be made available to us after the date of this auditor's report.

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

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

When we read the Director's Report including Annexures thereto, Management Discussion and Analysis and Secretarial audit report, if based on the work we have performed, we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance and report that fact.

Responsibilities of Management and Those Charged with Governance for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. 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 standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, management 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 Responsibility for the Audit of the Standalone Financial Statements

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

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

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- 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 standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

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

Other Matter

The financial statements of the Company for the year ended 31 March 2022 were audited by the predecessor auditor, Nilesh Lakhani & Associates, Chartered Accountants, who have expressed an unmodified opinion on those financial statements vide their audit report dated 13th May, 2022.

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 the "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 Profit and Loss (Including Other Comprehensive Income), Statement of Changes in Equity 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, 2023 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2023 from being appointed as a director in terms of Section 164 (2) of the Act.
- (f) with respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure B".
- (g) with respect to the other matters to be included in the Auditor's report in accordance with the requirements of Section 197(16) of the Act, as amended, the Company has not paid any remuneration to its directors. Accordingly, provisions of section 197 regarding remuneration are not applicable to the Company.
- (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 has no pending litigations as at 31st March, 2023;
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
 - iv.
 - a) Management of the Company has represented to the auditors that, to the best of it's knowledge and belief, 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;
 - b) Management has represented to the auditors that, to the best of it's knowledge and belief, 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; and
 - c) Based on such audit procedures that we have considered reasonable and appropriate in the circumstances; nothing has come to our notice that has caused

us to believe that the representations under clause (iv)(a) and (iv)(b) above contain any material misstatement.

- v. Company has not paid any dividend during the year under audit and hence clause (f) of Rule 11 of the Companies (Audit and Auditors) Rules, 2014 is not applicable.
- vi. Proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 for maintaining books of account using accounting software which has a feature of recording audit trail (edit log) facility is applicable to the Company with effect from April 1, 2023, and accordingly, reporting under Rule 11(g) of Companies (Audit and Auditors) Rules, 2014 is not applicable for the financial year ended 31st March, 2023.

For S C A AND ASSOCIATES

Chartered Accountants

(Firm Regn. No. 101174W)

(Shivratan Agarwal)

Partner

Mem. No.104180

UDIN : 23/04/80BGVFXB6052

Place: Mumbai

Date: 10th May, 2023

“ANNEXURE A” TO THE INDEPENDENT AUDITOR’S REPORT OF EVEN DATE ON THE STANDALONE FINANCIAL STATEMENTS OF SAVANI FINANCIALS LIMITED FOR THE YEAR ENDED 31ST MARCH, 2023

- i) The company has no Property, Plant and Equipment during the year. Accordingly, the requirements of clause 3(i)(a) to (e) of the Order are not applicable to the company.
- ii) In respect of its inventories:

The company has not carried any inventory during the year. Accordingly, clause 3(ii)(a) and (b) of the Order are not applicable.
- iii) The company has not made any investment in, provided any guarantee or security and granted any loans or advances in the nature of loans, secured or unsecured to companies, firms, Limited Liability Partnerships or other parties or has not granted any loans, secured or unsecured to companies, firms or other parties covered in the register maintained under section 189 of the Act. Accordingly, the clauses 3(iii) (a) to (f) of the Order are not applicable;
- iv) The Company has not granted any loans, made any investments and provided any guarantee or security to the parties covered by the provisions of section 185 and 186 of the Companies Act 2013. Accordingly, the clause 3(iv) of the Order is not applicable to the company.
- v) The Company has not accepted any deposit or deemed deposit within the meaning of provisions of section 73 to 76 of the Act and the rules framed thereunder from public. We are informed by the management and as examined by us, no order has been passed by the Company Law Board or National Company Law Tribunal or Reserve Bank of India or any court or any other Tribunal.
- vi) As per the information and explanation given to us and as verified by us, the Central Government has not prescribed the maintenance of Cost records pursuant to the rules made under section 148 (1) of the Act, 2013. Hence, reporting under clause (vi) of the Order is not applicable to the Company.
- vii) a) The company is regular in depositing undisputed statutory dues, including Provident Fund, Employees’ State Insurance, Income Tax, Sales-Tax, Wealth Tax, Service Tax, duty of customs, duty of excise, value added tax, cess, goods and service tax and any other statutory dues with appropriate authorities, where applicable. According to the information and explanations given to us, there are no undisputed amounts payable in respect of such statutory dues which have remained outstanding as at 31st March, 2023 for a period of more than six months from the date they became payable.
- b) According to the records of the company, there are no dues outstanding in respect of income-tax, sales-tax, wealth-tax, service tax, duty of customs, duty of excise, value added tax, cess and goods and service tax on account of any dispute.
- viii) As per information and explanation given to us and as verified, there were no transactions relating to previously unrecorded income that were surrendered or disclosed as income in the tax assessments under the Income Tax Act, 1961 (43 of 1961) during the year.
- ix) The company does not have any borrowings. Accordingly, paragraph 3 (ix)(a) to (d) of the Order is not applicable to the Company.

The Company did not have any subsidiary or associate or joint venture during the year. Accordingly, reporting under clause (ix)(e) of the Order is not applicable.

The Company has not raised any loans during the year. Accordingly, reporting on clause (ix)(f) of the Order is not applicable.

- x) The Company has neither raised money by way of initial public offer or further public offer (including debt instruments) nor made any preferential allotment or private placement of shares or convertible debentures (fully or partly or optionally) and accordingly reporting on clause (x)(a) and (b) of the Order are not applicable.
- xi) On the basis of our examination and according to the information and explanations given to us, and based on our examination of the records no fraud by the Company or any fraud on the company by its officers or employees has been noticed or reported during the year, nor have we been informed of any such case by the management and hence reporting on clause (xi)(a) of the Order is not applicable.

To the best of our knowledge, no report under sub-section (12) of section 143 of the Companies Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and upto the date of this report.

As represented to us by the Management, there were no whistleblower complaints received by the Company during the year.

Hence reporting on clause (xi)(a) to (c) of the Order is not applicable.

- xii) The company is not a Nidhi Company and hence reporting under clause 3(xii) of the Order is not applicable to the company.
- xiii) According to the information and explanations given to us and based on our examination of the records, the Company has not dealt in any transactions with the related parties, therefore provisions of Section 188 and 177 of the Companies Act 2013 are not applicable to the Company.
- xiv) In our opinion and based on our examination, though the company is required to have an internal audit system under section 138 of the Act, it does not have the same established for the year. However, there is appropriate process designed to provide reasonable assurance regarding reliability of financial reporting and preparation of financial statements for external purposes in accordance with generally accepted accounting principles.
- xv) According to the information and explanations given to us, and based on our examination of the records the Company has not entered into any non-cash transactions with the directors or persons connected with him. Accordingly, provisions of Section 192 of the Companies Act, 2013 is not applicable to the company and accordingly reporting under clause (xv) of Para 3 of the Order is not applicable.
- xvi) The Company being a Non-Banking Financial Company (NBFC), is registered with Reserve Bank of India (RBI), as per the requirements of Section 45-IA of the Reserve Bank of India Act, 1934.

The company holds a valid Certificate of Registration (CoR) from the Reserve Bank of India as per the Reserve Bank of India Act, 1934 for operating as a Non-Banking Financial Company.

The Company has not conducted any Housing Finance activities without a valid Certificate of Registration (CoR).

The Company is not a Core Investment Company and accordingly reporting under clause (xvi)(c) of the Order is not applicable.

The Group does not have any CIC as part of the group and accordingly reporting under clause (xvi)(d) of the Order is not applicable.

- xvii) The Company has incurred cash loss amounting to Rs. 7,36,571/- during the financial year covered by our audit. The Company has incurred no cash loss during the immediately preceding financial year.
- xviii) There has been resignation of the statutory auditors of the Company during the year.
- xix) According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the company as and when they fall due.
- xx) The Company does not fulfil the criteria under Section 135 of the Companies Act, 2013 regarding Corporate Social Responsibility (CSR) and accordingly, reporting under clause 3(xx) of the Order is not applicable for the year.
- xxi) This being the report of the standalone financial statements of the Company, the reporting under clause 3 (xxi) of the order is not applicable.

For S C A AND ASSOCIATES

Chartered Accountants

(Firm Regn. No. 101174W)

(Shivratan Agarwal)

Partner

Mem. No.104180

UDIN : 23/04/80BGVFXB6052

Place: Mumbai

Date: 10th May, 2023

**“ANNEXURE B” TO THE INDEPENDENT AUDITOR’S REPORT OF EVEN DATE ON
THE STANDALONE FINANCIAL STATEMENTS OF SAVANI FINANCIALS
LIMITED**

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

We have audited the internal financial controls over financial reporting of **SAVANI FINANCIALS LIMITED** (“the Company”) as of March 31, 2023 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Opinion

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

Management’s Responsibility for Internal Financial Controls

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

Auditors’ Responsibility

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

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting with reference to standalone financial statements and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls

over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's 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 system over financial reporting with reference to standalone financial statements.

Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting with reference to standalone 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 over financial reporting with reference to standalone 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 authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting with reference to standalone 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 over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting with reference to standalone financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

For S C A AND ASSOCIATES

Chartered Accountants

(Firm Regn. No. 101174W)

(Shivratan Agarwal)

Partner

Mem. No.104180

UDIN : 23/04/80BGVFXB6052

Place: Mumbai,

Date: 10th May, 2023

SAVANI FINANCIALS LIMITED (CIN : L67120MH1983PLC031614) STANDALONE BALANCE SHEET AS AT 31ST MARCH, 2023			
			(Rupees in Lacs)
Particulars	Note No.	As at 31st March, 2023	As at 31st March, 2022
I) ASSETS			
(1) Financial Assets			
(i) Cash and Cash Equivalents	3	14.80	0.65
(ii) Bank balances other than (i) above	4	-	36.52
(iii) Investments	5	188.95	174.96
(iv) Others financial assets	6	7.88	5.97
Sub-Total		211.63	218.10
(2) Non-Financial Assets			
(i) Current-tax assets	7	1.11	1.13
(ii) Other non-financial assets	8	0.18	0.17
Sub-Total		1.29	1.30
TOTAL ASSETS		212.92	219.40
II) LIABILITIES AND EQUITY			
LIABILITIES			
(1) Financial Liabilities			
Payables	9		
i) Trade payables			
-Total outstanding dues of micro enterprises and small enterprises		0.81	-
-Total outstanding dues of creditors other than micro enterprises and small enterprises		1.57	1.32
ii) Other payables			
-Total outstanding dues of micro enterprises and small enterprises		-	-
-Total outstanding dues of creditors other than micro enterprises and small enterprises		0.11	0.36
(2) Non-Financial Liabilities			
Other Non-Financial Liabilities	10	0.21	0.14
(3) Equity			
(a) Equity Share Capital	11	400.00	400.00
(b) Other Equity	12	(189.78)	(182.42)
Total Equity		210.22	217.58
TOTAL LIABILITIES AND EQUITY		212.92	219.40
Significant Accounting Policies			
2			
The accompanying notes form an integral part of the Financial Statements			
As per our report of even date attached			
For SCA and Associates		For and on behalf of the Board of Directors	
Chartered Accountants			
(Firm Regn. No. 101174W)			
		Deepa Tracy	Manish Chaudhari
		Managing Director	Director
		DIN 00516615	DIN 00516641
(SHIVRATAN AGARWAL)		Praful Sheth	Sejal Bisra
Partner		Co. Secretary	Chief Financial Officer
Mem No. 104180		M. No. A6521	
Mumbai, Dated : 10th May, 2023		Mumbai, Dated : 10th May, 2023	

(Rupees in Lacs)

Significant Accounting Policies	2
The accompanying notes form an integral part of the Financial Statements	

For SCA and Associates
Chartered Accountants
(Firm Regn. No. 101174W)

Deepa Tracy
Managing Director
DIN 00516615

Manish Chaudhari
Director
DIN 00516641

Praful Sheth
Co. Secretary
M. No. A6521

Mumbai, Dated : 10th May, 2023

Sejal Bisra
Chief Financial Officer

SAVANI FINANCIALS LIMITED (CIN : L67120MH1983PLC031614) STANDALONE STATEMENT OF CASH FLOWS FOR THE YEAR ENDED 31ST MARCH, 2023 (Rupees in lacs)		
	Rupees Year ended 31st March, 2023	Rupees Year ended 31st March, 2022
A. CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit Before Tax	(7.36)	1.51
Adjustments for :		
Other financial and non-financial assets	(1.92)	1.25
Other financial and non-financial liabilities	0.87	0.04
	<u>(1.05)</u>	<u>1.29</u>
	(8.40)	2.80
Less : Direct Taxes paid	0.02	1.26
Cash generated from operations	<u>(8.38)</u>	<u>4.06</u>
B. CASH FLOW FROM INVESTING ACTIVITIES		
Investment in Fixed deposits with NBFCs and Banks	(105.00)	(174.96)
Proceeds from fixed deposits held with banks	127.53	163.48
	<u>22.53</u>	<u>(11.48)</u>
C. CASH FLOW FROM FINANCIAL ACTIVITIES	<u>-</u>	<u>-</u>
Net increase/(decrease) in cash and cash equivalents	<u><u>14.15</u></u>	<u><u>(7.42)</u></u>
Cash and cash equivalents at the close of the year	14.80	0.65
Cash and cash equivalents at the beginning of the year	0.65	8.07
	<u><u>14.14</u></u>	<u><u>(7.42)</u></u>
Significant accounting policies		
The accompanying notes form an integral part of the Financial Statements		
As per our report of even date attached	For and on behalf of the Board of Directors	
For SCA and Associates		
Chartered Accountants		
(Firm Regn. No. 101174W)		
	Deepa Tracy	Manish Chaudhari
	Managing Director	Director
	DIN 00516615	DIN 00516641
(SHIVRATAN AGARWAL)	Praful Sheth	Sejal Bisra
Partner	Co. Secretary	Chief Financial Officer
Mem No. 104180	M. No. A6521	
Mumbai, Dated 10th May, 2023	Mumbai, Dated : 10th May, 2023	

SAVANI FINANCIALS LIMITED (CIN : L67120MH1983PLC031614) STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31ST MARCH, 2023				
A. SHARE CAPITAL				
1. EQUITY SHARE CAPITAL				
	As at 31st March, 2023		As at 31st March, 2022	
	No.	Rs. in lacs	No.	Rs. in lacs
Authorised Share Capital	1,00,00,000	1,000.00	1,00,00,000	1,000.00
Issued Share Capital	40,00,000	400.00	40,00,000	400.00
Subscribed Share Capital	40,00,000	400.00	40,00,000	400.00
Fully Paid-up Share Capital	40,00,000	400.00	40,00,000	400.00
Subscribed but not fully paid-up	-	-	-	-
Balance at the beginning of the year	40,00,000	400.00	40,00,000	400.00
Changes in equity share capital during the year	-	-	-	-
Issued during the year	-	-	-	-
Balance at the end of the reporting year	40,00,000	400.00	40,00,000	400.00
Terms/ Rights attached to the Equity Share Capital-				
The company has one class of equity shares having a par value of Rs.10 per share. Each shareholder is eligible for one vote per share held. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion				
2. PREFERENCE SHARE CAPITAL				
	As at 31st March, 2023		As at 31st March, 2022	
	No.	Rs. in lacs	No.	Rs. in lacs
Authorised Share Capital				
0% Redeemable Preference Shares	25,00,000	250.00	25,00,000	250.00
Issued Subscribes and Fully paid-up Share Capital				
0% Redeemable Preference Shares	-	-	-	-
Details of each shareholder holding more than five per cent of Equity shares				
	As at 31st March, 2023		As at 31st March, 2022	
Name of the Shareholder	No.	Rs. in lacs	No.	Rs. in lacs
Mrs. Deepa Tracy	11,86,351	118.64	11,86,351	118.64
Mr. Manish Chaudhari	10,99,625	109.96	10,99,625	109.96
Details of shareholding of promoters				
	As at 31st March, 2023			
Name of the Promoter	No. of shares	% of total share	% of change during the year	
Mrs. Deepa Tracy	11,86,351	29.66	-	
Mr. Manish Chaudhari	10,99,625	27.49	-	
Details of shareholding of promoters				
	As at 31st March, 2022			
Name of the Promoter	No. of shares	% of total shares	% of change during the year	
Mrs. Deepa Tracy	11,86,351	29.66	-	
Mr. Manish Chaudhari	10,99,625	27.49	-	
B. OTHER EQUITY				
(Rupees in Lacs)				
Particulars	Securities Premium Reserve	Special Reserve (Under 45-IC of the Reserve Bank of India Act, 1934)	Retained Earnings	TOTAL
Balance as at 1st April, 2021	332.08	6.50	(522.51)	(183.93)
Profit for the Comparative Year			1.51	1.51
Other Comprehensive Income for the Comparative Year	-	-	-	-
Total Comprehensive Income for the Comparative Year	-	-	-	-
Balance as at 31st March, 2022	332.08	6.50	(521.00)	(182.42)
Additions during the Year	-	-	-	-
Profit / (Loss) for the Current Reporting Year	-	-	(7.36)	(7.36)
Other Comprehensive Income for the Comparative Year	-	-	-	-
Total Comprehensive Income for the Comparative Year	-	-	-	-
Balance as at 31st March, 2023	332.08	6.50	(528.36)	(189.78)
Significant accounting policies	Note No. 2			
The accompanying notes form an integral part of the Financial Statements				
As per our report of even date attached				
For and on behalf of the Board of Directors				
For SCA and Associates				
Chartered Accountants				
(Firm Regn. No. 101174W)				
	Deepa Tracy		Manish Chaudhari	
	Managing Director		Director	
	DIN 00516615		DIN 00516641	
(SHIVRATAN AGARWAL)	Praful Sheth		Sejal Bisra	
Partner	Co. Secretary		Chief Financial Officer	
Mem No. 104180	M. No. A6521			
Mumbai, Dated 10th May, 2023	Mumbai, Dated : 10th May, 2023			

SAVANI FINANCIALS LIMITED
(CIN : L67120MH1983PLC031614)

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31ST MARCH, 2023

1. Corporate information:

Savani Financials Limited (hereinafter referred to as 'Company') was incorporated under the Companies Act, 1956 on 21/12/1983 by the name of 'Savani Investment and Leasing Limited' in the state of Maharashtra. Subsequently on 18/05/1987 the name was changed to 'Savani Freight and Finance Limited' and on 14/10/1993 to 'Savani Financials Limited'.

The Company is registered with the Reserve Bank of India as a Non-Deposit Accepting-Non-Banking Financial Company (NBFC) vide registration no.13.01071 dated 27th October, 1998.

It is a Non-Banking Financial Services Company engaged in the sole business segment of investment and financial services. RBI, vide the circular - 'Harmonisation of different categories of NBFCs' issued on 22 February 2019, with a view to provide NBFCs with greater operational flexibility and harmonisation of different categories of NBFCs into fewer categories based on the principle of regulation by activity, merged the three categories of NBFCs viz. Asset Finance Companies (AFC), Loan Companies (LCs) and Investment Companies (ICs) into a new category called NBFC - Investment and Credit Company (NBFC-ICC). Accordingly, the Company has been reclassified as NBFC Investment and Credit Company (NBFC-ICC).

It is listed on the Bombay Stock Exchange.

The registered office is located at 91, Mantra House, Marol Co-Op. Industrial Estate, M. V. Road, Andheri (East), Mumbai - 400059.

2 Significant Accounting Policies

2.1 Presentation of financial statements:

The financial statements of the Company have been prepared in accordance with Indian Accounting Standards ('Ind AS') notified under section 133 of the Companies Act, 2013, read together with the Companies (Indian Accounting Standards) Rules, 2015 and subsequent amendments thereto.

a) Basis of Preparation:

The Company presents its financial statements to comply with Division III of Schedule III to the Companies Act, 2013 (which provides general instructions for the preparation of financial statements of a non-banking financial company (NBFC) to comply with Ind AS) and the requirements of Ind AS. The Ind AS are prescribed under Section 133 of the Act read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and relevant amendment rules issued thereafter.

These financial statements have been prepared and presented on a going concern basis, under the historical cost convention, on the accrual basis of accounting except for certain financial assets and financial liabilities that are measured at fair values at the end of each reporting period, as stated in the accounting policies set out below.

An analysis regarding recovery or settlement within 12 months after the reporting date (current) and more than 12 months after the reporting date (non-current) is presented in note no. 23.

The financial statements do not provide disclosures where the information resulting from that disclosure is not material. However, the financial statements provide disclosures of all items required by law even if the information resulting from that disclosure is considered to be not material.

The financial statements are authorised for issue by the Board of Directors of the Company at their meeting held on 10th May, 2023.

b) Current versus non-current classification

The Company presents its Balance Sheet in order of liquidity.

The Company generally reports financial assets and financial liabilities on a gross basis in the Balance Sheet. They are offset and reported net only when Ind AS specifically permits the same or it has an unconditional legally enforceable right to offset the recognised amounts without being contingent on a future event. Similarly, the Company offsets incomes and expenses and reports the same on a net basis when permitted by Ind AS specifically unless they are material in nature.

c) Use of Estimates and judgment

The preparation of financial statements, in conformity, with the Ind AS requires the management to make judgement, estimates and assumptions about the carrying amount of assets and liabilities, revenue and expenses, contingent liabilities and the accompanying disclosures, as of the date of the financial statements, that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant and are prudent and reasonable. Actual results may differ from those estimates. The estimates and underlying assumptions are reviewed on ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised if revision affects only that period or in the period of revision and future periods if the revision affects both current and future periods.

The few critical estimations and judgments made in applying accounting policies are:

i. Income Taxes:

Significant judgement is required in determining the amount for income tax expenses. There are many transactions and positions for which the ultimate tax determination is uncertain during the ordinary course of business. Where the final tax outcome is different from the amount that were initially recorded, such differences will impact the income tax and deferred tax provisions in the period in which such determination is made.

ii. 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 higher of an asset's or cash-generating unit's (CGU) fair value less costs of disposal and its value in use. It is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. Where the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered as impaired and is written down to its recoverable amount. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessment of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used. These calculations are corroborated by valuation multiples or other available fair value indicators.

iii. Impairment of Financial assets

The impairment provisions for financial assets are based on assumptions about risk of default and expected loss rates. The Company uses judgement in making these assumptions and selecting the inputs to the impairment calculation, based on the Company's past history, existing market conditions as well as forward looking estimates at the end of each reporting period.

iv. Fair Value Measurement of Financial Instruments

When the fair value of financial assets and financial liabilities recorded in the balance sheet cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques including the Discounted Cash Flow (DCF) model. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgement is required in establishing fair values. Judgements include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions about these factors could affect the reported fair value of financial instruments.

v. Deferred Tax

Recognition of deferred tax assets is based on the availability of future taxable profit against which the tax losses carried forward can be used.

vi. Recognition and Measurement of Provisions and Contingencies

Key assumptions about the likelihood and magnitude of an outflow of resources.

2.2 Financial Instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity. The Company recognises a financial asset or financial liability in its balance sheet only when the entity becomes party to the contractual provisions of the instrument.

Financial assets:

A financial asset inter-alia includes any asset that is cash, equity instrument of another entity and a financial liability or equity instrument of another entity. The Company recognises a financial asset or financial liability in its balance sheet only when the entity becomes party to the contractual provisions of the instrument.

Initial recognition and measurement

All financial assets are recognised initially at fair value including transaction costs that are attributable to the acquisition of financial assets except in the case of financial assets recorded at FVTPL where the transaction costs.

Subsequent measurement

For purposes of subsequent measurement financial assets are classified in three categories:

- Financial asset measured at amortised cost
- Financial asset at fair value through OCI
- Financial assets at fair value through profit or loss

Financial assets measured at amortised cost

Financial assets are measured at amortised cost if the financial asset is held within a business model whose objective is to hold financial assets in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. These financial assets are amortised using the effective interest rate (EIR) method, less impairment. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in finance income in the statement of profit and loss. The losses arising from impairment are recognised in the statement of profit and loss in finance costs.

Financial assets at fair value through OCI (FVTOCI)

Financial assets are measured at fair value through other comprehensive income if the financial asset is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. At initial recognition, an irrevocable election is made (on an instrument-by-instrument basis) to designate investments in equity instruments other than held for trading purpose at FVTOCI. Fair value changes are recognised in the other comprehensive income (OCI). However, the Company recognises interest income, impairment losses and reversals and foreign exchange gain or loss in the income statement. On derecognition of the financial asset other than equity instruments, cumulative gain or loss previously recognised in OCI is reclassified to income statements.

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

Any financial asset that does not meet the criteria for classification as at amortised cost or as financial assets at fair value through other comprehensive income, is classified as financial assets at fair value through profit or loss. Further, financial assets at fair value through profit or loss also include financial assets held for trading and financial assets designated upon initial recognition at fair value through profit or loss. Financial assets are classified as held for trading if they are acquired for the purpose of selling or repurchasing in the near term. Financial assets at fair value through profit or loss are fair valued at each reporting date with all the changes recognised in the Statement of profit and loss.

De-recognition of financial assets

The Company derecognises a financial asset only when the contractual rights to the cash flows from the asset expire, or it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity. If the Company neither transfers nor retains substantially all the risks and rewards of ownership of the financial asset and continues to control the transferred asset, the Company recognises its retained interest in the asset and an associated liability for amounts it may have to pay. If the Company retains substantially all the risks and rewards of ownership of a transferred financial asset, the Company continues to recognise the financial asset and also recognises a collateralized borrowing for the proceeds receivables.

Impairment of financial assets

The Company assesses impairment based on expected credit loss (ECL) model on the following:

- Financial assets that are measured at amortised cost.
- Financial assets measured at fair value through other comprehensive income (FVTOCI)

ECL is measured through a loss allowance on a following basis:-

- The 12 month expected credit losses (expected credit losses that result from all possible default events on the financial instruments that are possible within 12 months after the reporting date)
- Full life time expected credit losses (expected credit losses that result from all possible default events over the life of financial instruments)

The company follows 'simplified approach' for recognition of impairment on trade receivables or contract assets resulting from normal business transactions. The application of simplified approach does not require the Company to track changes in credit risk. However, it recognises impairment loss allowance based on lifetime ECLs at each reporting date, from the date of initial recognition.

For recognition of impairment loss on other financial assets, the Company determines whether there has been a significant increase in the credit risk since initial recognition. If credit risk has increased significantly, lifetime ECL is provided. For assessing

increase in credit risk and impairment loss, the Company assesses the credit risk characteristics on instrument-by-instrument basis.

ECL is the difference between all contractual cash flows that are due to the Company in accordance with the contract and all the cash flows that the entity expects to receive (i.e., all cash shortfalls), discounted at the original EIR.

Impairment loss allowance (or reversal) recognised during the period is recognised as expense/income in the statement of profit and loss.

Financial liabilities and equity:

Classification as debt or equity

Financial liabilities and equity instruments issued by the Company are classified according to the substance of the contractual arrangements entered into and the definitions of a financial liability and an equity instrument.

Equity instruments

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

Financial liabilities

The Company's financial liabilities include loans and borrowings including trade payables, accrued expenses and other payables.

Initial Recognition and measurement

All financial liabilities at initial recognition are classified as financial liabilities at amortised cost or financial liabilities at fair value through profit or loss, as appropriate. All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs. Any difference between the proceeds (net of transaction costs) and the fair value at initial recognition is recognised in the Statement of Profit and Loss or in the "Expenditure Attributable to Construction" if another standard permits inclusion of such cost in the carrying amount of an asset over the period of the borrowings using the effective rate of interest.

Subsequent measurement

After initial recognition, all financial liabilities are subsequently measured at amortised cost using the EIR.

Any gains or losses arising on derecognition of liabilities are recognised in the Statement of Profit and Loss.

Derecognition

A financial liability is derecognised when the obligation under the liability is discharged/cancelled/expired. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit and loss.

Offsetting of financial instruments

Financial assets and liabilities are offset and net amount is reported if there is currently enforceable legal right to offset the recognised amounts and there is intention to settle on a net basis, to realise assets and settle the liabilities simultaneously.

Functional and Presentation Currency

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

2.3 Share Capital and share premium:

Ordinary shares

Proceeds from issuance of ordinary shares are classified as share capital in equity. Incremental costs directly attributable to the issue of new shares are shown in equity as a deduction net of tax from the proceeds. Par value of the equity share is recorded as share capital and the amount received in excess of the par value is classified as share premium.

2.4 Cash Flows and Cash and Cash Equivalents:

Statement of cash flows is prepared in accordance with the indirect method prescribed in the relevant Ind AS. For the purpose of presentation in the statement of cash flows, Cash and cash equivalents include cash on hand, other short term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

2.5 Income tax

Income tax expense represents the sum of tax currently payable and deferred tax. Tax is recognised in the Statement of Profit and Loss, except to the extent that it relates to the items recognised directly in equity or in other comprehensive income.

Current Income Tax:

Current tax includes provision for Income Tax computed under special provision (i.e. Minimum Alternate Tax) or normal provision of Income Tax Act provisions. Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities on the basis of estimated taxable Income. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date.

Deferred Tax:

Deferred tax is recognised on differences between the carrying amounts of assets and liabilities in the financial statements and their corresponding tax bases (known as temporary differences). Deferred tax liabilities are recognised for all temporary differences that are expected to increase taxable profit in the future.

Deferred tax assets are recognised for all temporary differences that are expected to reduce taxable profit in the future, and any unused tax losses or unused tax credits. Deferred tax assets are measured at the highest amount that, on the basis of current or estimated future taxable profit, is more likely than not to be recovered. The net carrying amount of deferred tax assets is reviewed at each reporting date and is adjusted to reflect the current assessment of future taxable profits. Any adjustments are recognised in profit or loss.

Deferred tax is calculated at the tax rates that are expected to apply to the taxable profit (tax loss) of the periods in which it expects the deferred tax asset to be realised or the deferred tax liability to be settled, on the basis of tax rates that have been enacted or substantively enacted by the end of the reporting period.

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

In the event of unabsorbed depreciation or carry forward of losses under tax laws, deferred tax assets are recognized to the extent that it is probable that sufficient future taxable income will be available to realise such assets.

A deferred tax asset is recognised to the extent that it is probable that future taxable profits will be available against which the temporary difference can be utilised.

2.6 Revenue recognition

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured 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.

The specific recognition criteria described below must also be met before the revenue is recognised.

Interest Income:

Interest income on financial assets measured at amortised cost is recognised on time proportion basis, using effective interest method. Interest on financial assets subsequently measured at fair value through profit or loss (FVTPL) is recognised at the contractual rate of interest.

2.7 Earnings per Share:

Basic Earnings per share is computed by dividing the profit from continuing operations and total profits, both attributable to equity share holders of the Company by the weighted

average number of equity shares outstanding during the period. Diluted earnings per share are computed using the weighted average number of equity and dilutive equivalent shares outstanding during the period, except where the results would be anti-dilutive.

2.8 Provisions, contingent liabilities, contingent assets:

Provisions are recognised when the Company has a present or constructive obligation as a result of past events, when it is probable (i.e. more likely than not) that an outflow of resources embodying economic benefits will be required to settle the obligation, and when a reliable estimate of the amount can be made. Provisions are reviewed at the end of each financial reporting period and adjusted to reflect the current best estimate. When the Company expects some or all of the provision to be reimbursed, the reimbursement is recognised as a standalone asset only when the reimbursement is virtually certain.

Where effect of the time value of money is material, the provision is the present value of the estimated expenditure required to settle the obligation.

A contingent liability is a possible obligation that arises from past events and whose existence will only be confirmed by the occurrence of one or more uncertain future events not wholly within the control of the Company. It can also be a present obligation arising from past events that is not recognised because it is not probable that outflow of economic resources will be required or the amount of obligation cannot be measured reliably.

A contingent liability is not recognised but is disclosed in the notes to the financial information. When a change in the probability of an outflow occurs so that the outflow is probable, it will then be recognised as a provision.

A contingent asset is a probable asset that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain events not wholly within the control of the Company. The Company does not recognise contingent assets but discloses their existence where inflows of economic benefits are probable, but not virtually certain.

Provisions for onerous contracts are recognised when the expected benefits to be derived by the Company from a contract are lower than the unavoidable costs of meeting the future obligations under the contract. Provisions for onerous contracts are measured at the present value of lower of the expected net cost of fulfilling the contract and the expected cost of terminating the contract.

SAVANI FINANCIALS LIMITED (CIN : L67120MH1983PLC031614) NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2023		
Note 3		
Cash and Cash Equivalents		
	As at	As at
	31st March, 2023	31st March, 2022
	(Rs. In lacs)	(Rs. In lacs)
Balances with Banks (of the nature of cash and cash equivalents);	14.28	0.54
Cash on hand	0.52	0.12
	14.80	0.65
Note 4		
Bank Balances other than Cash and Cash Equivalents		
Fixed Deposit Accounts with bank other than cash and cash equivalents	-	36.52
	-	36.52
Note 5		
Investments		
(a) Investments in Fixed Deposits with Companies		
(i) HDFC Finance Limited	188.95	147.22
(ii) Mahindra & Mahindra Financial Services Limited	-	27.73
	188.95	174.96
Note 6		
Other Financial Assets		
Interest accrued on Fixed Deposits with Banks and Others	7.88	5.97
	7.88	5.97
Note-7		
Current-tax assets		
Advance Income -tax	1.11	1.13
	1.11	1.13
Note-8		
Other Non-financial Assets		
Prepaid Expenses	0.18	0.17
	0.18	0.17
Note 9		
Financial liabilities		
<i>(A) total outstanding dues of micro enterprises and small enterprises</i>		
i) Trade payables		
Unbilled dues	0.81	-
(ii) Other payables	-	-
<i>(B) total outstanding dues of creditors other than micro enterprises and small enterprises</i>		
i) Trade payables		
Less than 1 year	1.57	1.32
(ii) Other payables	0.11	0.36
	2.49	1.68
Note 10		
Other Non-Financial Liabilities		
Statutory Dues-Withholding Taxes	0.21	0.14
	0.21	0.14

SAVANI FINANCIALS LIMITED
(CIN : L67120MH1983PLC031614)

NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2023

Note 11

Share Capital

	As at 31.03.2023 (Rs. In lacs)	As at 31.03.2022 (Rs. In lacs)
Authorised		
1,00,00,000 Equity Shares of Rs.10 each	1,000.00	1,000.00
25,00,000 Redeemable Preference Shares of Rs.10 each	250.00	250.00
	<u>1,250.00</u>	<u>1,250.00</u>
Issued, Subscribed and Fully Paid-up		
40,00,000 Equity Shares of Rs.10 each, fully paid up	400.00	400.00
	<u>400.00</u>	<u>400.00</u>
Reconciliation of Equity shares outstanding as at the end of the year;	No of shares	No of shares
As at the beginning of the year	40,00,000	40,00,000
Add/(Less) : Issued / (Bought back) during the period/year	-	-
As at the end of the period/year	<u>40,00,000</u>	<u>40,00,000</u>

Terms/ Rights attached to the Share Capital;

The company has one class of equity shares having a par value of Rs.10 per share. Each shareholder is eligible for one vote per share held. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.

Details of Shareholders holding more than 5 percent of the shares;

In respect of Equity Shares;

	As at 31.03.2023		As at 31.03.2022	
Name of the Shareholder	No. of shares held	% of Total paid up equity capital	No. of shares held	% of Total paid up equity capital
Mrs. Deepa Tracy	11,86,351	29.66	11,86,351	29.66
Mr. Manish Chaudhari	10,99,625	27.49	10,99,625	27.49
Total	<u>22,85,976</u>	<u>57.15</u>	<u>22,85,976</u>	<u>57.15</u>

Note 12

Other Equity

Securities Premium Reserve

	As at 31.03.2022 (Rs. In lacs)	As at 31.03.2022 (Rs. In lacs)
Opening balance	332.08	332.08
Additions	-	-
	<u>332.08</u>	<u>332.08</u>

Special Reserve (under Section 45 - IC of the Reserve Bank of India Act, 1934).

	As at 31.03.2022 (Rs. In lacs)	As at 31.03.2022 (Rs. In lacs)
Opening balance	6.50	6.50
Additions	-	-
	<u>6.50</u>	<u>6.50</u>

Deficit in the Statement of Profit and Loss

	As at 31.03.2022 (Rs. In lacs)	As at 31.03.2022 (Rs. In lacs)
Opening balance	(521.00)	(522.51)
Profit/(Loss) for the year	(7.36)	1.51
Other Comprehensive income/(loss) for the reporting year	-	-
Net deficit in the Statement of Profit and Loss	<u>(528.36)</u>	<u>(521.00)</u>
Total Other Equity	<u>(189.78)</u>	<u>(182.42)</u>

Notes: Nature and Purpose of Other Equity

1) Securities Premium Reserve -

Securities Premium Reserve is used to record the premium (amount received in excess of par value) on issue of shares. It can be utilised for limited purposes in accordance with the provisions of Companies Act, 2013

2) Special Reserve (Under 45-IC of the Reserve Bank of India Act, 1934) -

Special reserve fund is the fund created as per the terms of Section 45-IC of the Reserve Bank of India, 1934 as a Statutory Reserve. A Non-Banking Finance Reserve Fund is permitted only for the purposes specified by RBI. Company is required to transfer an amount of not less than twenty percent of its net profit to a Reserve Fund before declaring any dividend. Appropriation from this Reserve Fund is permitted only for the purposes specified by RBI.

3) Retained Earnings-

Retained earnings represents accumulated profits / losses.

SAVANI FINANCIALS LIMITED
(CIN : L67120MH1983PLC031614)

NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2023

Note 13

Revenue from Operations

	Year ended 31st Mar, 2023 (Rs. In lacs)	Year ended 31st Mar, 2022 (Rs. In lacs)
Interest on Bank Deposits and Others	11.10	11.34
Total	11.10	11.34

Note 14

Other Income

Interest on Income-tax refund	0.05	0.06
Total	0.05	0.06

Note 15

Employee Benefit expense

2.79	0.30
2.79	0.30

Note 16

Other Expenses

Rates and Taxes	0.03	0.03
Printing and stationery	-	0.64
Travelling and conveyance	0.11	-
Advertisement	0.47	0.54
Communication expenses	0.04	0.45
Listing and Registration Fees	4.68	4.62
Membership and Subscription	0.33	0.44
Legal & Professional Charges	8.80	2.28
Auditors' Remuneration:		
Audit fee	0.78	0.30
Other Services (certification fees)	0.17	0.09
	0.95	0.39
Miscellaneous Expenses	0.31	0.20
Total	15.72	9.59

SAVANI FINANCIALS LIMITED
CIN : L67120MH1983PLC031614)

**NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR
ENDED 31ST MARCH, 2023**

17. Disclosure as required by IND AS -33 -Earnings Per Share-

(Rs. In lacs)

Particulars	31-03-2023	31-03-2022
Profit/(loss) after taxation, refund of income tax and before Exceptional Item	(7.36)	1.51
Profit/(loss) after taxation, refund of income tax and Exceptional Item	(7.36)	1.51
Number of Equity Shares (Face Value Rs.10/-)	40,00,000	40,00,000
Earning Per Equity Share - in Rupees - Basic and diluted (in Rs.)	(0.18)	0.04

18. Deferred tax assets/ liabilities -

The Company has unabsorbed depreciation and carried forward losses under tax laws. The Company has not recognized deferred tax assets on brought forward business losses and unabsorbed depreciation since there is no certainty that future taxable profits against which such losses can be utilized would be available.

19. Related Party Disclosures-

Names of the related parties -

Key Management Personnel -

Mrs. Deepa Tracy - Managing Director

Mr. Manish Chaudhari - Director

Mr. Praful Seth – Company Secretary (wef 10.01.2023)

The Company does not have any transactions with related parties as per IND AS - 24 'Related Party Disclosures'.

20. Fair Values-

The management assessed that Fair Values of Financial Assets and Liabilities are approximately their carrying values.

21. Financial Instruments - Accounting Classifications and Fair Value Measurements

The fair values of the financial assets and liabilities are included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.

Principles for Estimating Fair Value

The following summarizes the major methods and assumptions used in estimating the fair values of financial instruments reflected in the table.

Fair Value Hierarchy-

Financial instruments carried at fair value, by valuation method at 31st March, 2022 at the different levels have been defined as follows:

Level 1:

Category includes financial assets and liabilities that are measured in whole or in significant part by reference to published quotes in an active market.

Level 2:

Category includes financial assets and liabilities measured using a valuation technique based on assumptions that are supported by prices from observable current market transactions. These include assets and liabilities for which pricing is obtained via pricing services, but where prices have not been determined in an active market, financial assets with fair values based on broker quotes and assets that are valued using the Company's own valuation models whereby the material assumptions are market observable. The majority of Company's over-the-counter derivatives and several other instruments not traded in active markets fall within this category.

Level 3:

Category includes financial assets and liabilities measured using valuation techniques based on non-market observable inputs. This means that fair values are determined in whole or in part using a valuation model based on assumptions that are neither supported by prices from observable current market transactions in the same instrument nor are they based on available market data. However, the fair value measurement objective remains the same, that is, to estimate an exit price from the perspective of the Company. The main asset classes in this category are unlisted equity investments as well as unlisted funds.

The carrying amount of debt securities, other financial liabilities, loans, other financial assets, cash and cash equivalents as at 31st March, 2022 and 31st March, 2021 are considered to the same as fair values, due to their short-term nature. These are classified as Level 3 fair value hierarchy due to inclusion of unobservable inputs including counter party credit risk.

22. Risk management objectives and policies

A. Financial risk management

The Company's activities are exposed to a variety of market risk (including interest risk), credit risk and liquidity risk. The Company's overall financial risk management policy focuses on the unpredictability of financial markets and seeks to minimize potential adverse effects on the Company's financial performance.

i. Market Risk

Market rate is the risk that arises from changes in market prices, such as prices, interest rates etc. and will affect the Company's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposure within acceptable parameters, while optimising returns.

ii. Interest Rate Risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. In order to optimise and manage the Company's interest rate risk,

iii. Liquidity Risk

Liquidity risk arises from the Company's management of working capital. It is the risk that the Company will encounter difficulty in meeting its financial obligations as they fall due.

Company's policy is to ensure that it will always have sufficient cash to allow it to meet its liabilities when they become due. The principal liabilities of the Company arise in respect of the trade and other payables. Trade and other payables are all payable within 12 months. The Company manages liquidity risk by maintaining adequate surplus, by continuously monitoring forecasts and actual cash flows.

The Company has a system of regularly forecasting cash inflows and outflows and all liquidity requirements are planned. Forecast for trade and other payables is regularly monitored to ensure timely funding. All payments are made within due dates.

The Board receives cash flow projections on a regular basis as well as information on cash balances.

iv. Capital Risk Management

The Company manages its capital to ensure that the Company will be able to maintain an optimal capital structure so as to support its businesses and maximise shareholder value.

v. The Company does not have any foreign currency exposures.

23. MATURITY ANALYSIS OF ASSETS AND LIABILITIES

(Rupees in lacs)						
Particulars	As at 31-03-2023			As at 31-03-2022		
	Within 12 months	After 12 months	Total	Within 12 months	After 12 months	Total
I) ASSETS						
(1) Financial Assets						
(i) Cash and Cash Equivalents	14.80	-	14.80	0.65	-	0.65
(ii) Bank balances other than (i) above	-	-	-	36.52	-	36.52
(iii) Investments	20.95	168.00	188.95	91.10	83.86	174.96
(iv) Others financial assets	1.46	6.42	7.88	2.76	3.21	5.97
	37.21	174.42	211.63	131.03	87.07	218.10
(2) Non-Financial Assets						
(i) Current-tax assets	-	1.11	1.11	-	1.13	1.13
(ii) Other non-financial assets	0.17	0.01	0.18	0.14	0.03	0.17
	0.17	1.12	1.29	0.14	1.16	1.30
TOTAL ASSETS	37.38	175.53	212.92	131.17	88.23	219.40
II) LIABILITIES AND EQUITY						
LIABILITIES						
(1) Financial Liabilities						
Payables						
i) Trade payables						
-Total outstanding dues of micro enterprises and small enterprises	0.81		0.81	-		-
-Total outstanding dues of creditors other than micro enterprises and small enterprises	1.57		1.57	1.32		1.32
ii) Other payables						
-Total outstanding dues of micro enterprises and small enterprises	-		-	-		-
-Total outstanding dues of creditors other than micro enterprises and small enterprises	0.11		0.11	0.36		0.36
(2) Non-Financial Liabilities						
Other Non-Financial Liabilities	0.21	-	0.21	0.14	-	0.14
(3) Equity						
(a) Equity Share Capital	-	400.00	400.00	-	400.00	400.00
(b) Other Equity	-	(189.78)	(189.78)	-	(182.42)	(182.42)
Total Equity	-	210.22	210.22	-	217.58	217.58
TOTAL LIABILITIES AND EQUITY	2.70	210.22	212.92	1.82	217.58	219.40

24. Details of dues to Micro, Small and Medium Enterprises as per MSMED Act, 2006

Under the Micro, Small and Medium Enterprises Development Act, 2006, which came into force from 2nd October, 2006, certain disclosures are required to be made relating to such enterprises. The Company has one supplier (Previous year: None) covered under the MSMED Act. The same has been determined to the extent such parties have

been identified on the basis of information available with the company and disclosed under Note 9 :Financial Liabilities- Payables’.

Other information/ disclosures relating to payments made beyond the appointed date, interest accrued and paid and cumulative interest are not applicable being Nil (Previous Year – Rs. NA).

25. Analytical Ratios

Sr. No.	Particulars	31 st March, 2023	31 st March, 2022
(a)	Capital to risk-weighted assets ratio (CRAR)	Not applicable	Not applicable
(b)	Tier I CRAR	Not applicable	Not applicable
(c)	Tier II CRAR	Not applicable	Not applicable
(d)	Liquidity Coverage Ratio	Not applicable	Not applicable

26. Segment reporting-

The company is engaged only in the business of providing financial services and accordingly there are no separate reportable segments as per IND AS- 108 on 'Operating Segment'.

27. Relationship with struck off companies: -

During the year, the Company has not entered into any transaction with struck off companies.

28. The disclosure on the following matters required under Schedule III as amended not being relevant or applicable in case of the Company, same are not covered:

- The Company has not traded or invested in crypto currency or virtual currency during the financial year.
- No proceedings have been 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.
- The Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.
- The Company has not entered into any scheme of arrangement.
- No satisfaction of charges is pending to be filed with Registrar of companies.
- There are no transactions which are not recorded in the books of account which have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961.

- g) The Company has not advanced or loaned or invested (either from borrowed funds or share premium or any other sources or other kind of funds) to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

The Company has not received any funds (which are material either individually or in the aggregate) from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

Signatures to the Notes to the Financial Statements form an integral part of these Financial Statements.

As per our report of even date attached
For SCA and Associates

Chartered Accountants

(Firm Regn. No. 101174W)

For and on behalf of the Board of Directors

Deepa Tracy

Managing Director

DIN 00516615

Manish Chaudhari

Director

DIN 00516641

(SHIVRATAN AGARWAL)

Partner

Mem No. 104180

Mumbai, Dated : 10th May, 2023

Praful Sheth

Co. Secretary

M. No. A6521

Mumbai, Dated : 10th May, 2023

Sejal Bisra

Chief Financial Officer

(CIN : L67120MH1983PLC031614)

Schedule to the Balance Sheet of a Non-Banking Financial Company

[as required in terms of Paragraph 9BB of Non-Banking Financial Companies

Prudential Norms (Reserve Bank) Directions, 1998]

(Rs. in lacs)

[illegible]

	(i) Shares : (a) Equity (b) Preference (ii) Debentures and Bonds (iii) Units of mutual funds (iv) Government securities (v) Others (please specify) -Fixed deposit with NBFC	- - - - 188.95		
(6)	Borrower group-wise classification of all leased assets, stock-on-hire and loans and advances : Please see Note 2 below			
	Category	Amount net of provisions		
		Secured	Unsecured	Total
	1. Related Parties **			
	(a) Subsidiaries	-	-	-
	(b) Companies in the same group	-	-	-
	(c) other related parties	-	-	-
	2. Other than Related Parties	-	-	-
	Total	-	-	-
(7)	Investor group-wise classification of all investments(current and long-term) in shares and securities (both quoted and unquoted): Please see Note 3 below			
	Category	Market value / Break-up or fair value or NAV		Book Value (Net of Provisions)
	1. Related Parties **			
	(a) Subsidiaries		-	-
	(b) Companies in the same group		-	-
	(c) other related parties		-	-
	2. Other than Related Parties		-	-
	Total		-	-
(8)	Other information			
	Particulars			Amount
	(i) Gross Non-Performing Assets			
	(a) Related Parties			-
	(b) Other than related Parties			-
	(ii) Net Non-Performing Assets			
	(a) Related Parties			-
	(b) Other than related Parties			-
	(iii) Asset acquired in satisfaction of debt			-

Notes:

- As defined in Paragraph 2 (1) (xii) of the Non-Banking Financial Companies Acceptance of Public Deposits (Reserve Bank) Directions, 1998.
- Provisioning norms shall be applicable as prescribed in the Non-Banking Financial Companies Prudential Norms (Reserve Bank) Directions, 1998.
- All Accounting Standards and Guidance Notes issued by ICAI are applicable including for valuation of investments and other assets as also assets acquired in satisfaction of debt. However, market value in respect of quoted investments and break up/fair value/NAV in respect of unquoted investments should be disclosed irrespective of whether they are classified as long term or current in column (5) above.

For and on behalf of the Board of Directors

Deepa Tracy
Managing Director
DIN 00516615

Manish Chaudhari
Director
DIN 00516641

Praful Sheth
Co. Secretary
M. No. A6521

Sejal Bisra
Chief Financial Officer

Place : Mumbai
Date : 10th May, 2023