

DENOVO INVESTMENTS LIMITED (CIN: L70101WB1980PLC032986)

DIRECTORS' REPORT TO THE SHAREHOLDERS

To the Members
Denovo Investments Limited

The directors hereby present the forty-third annual report along with the audited statements of account for the year ended March 31, 2023.

Financial Results

The summary of the financial results is as follows:

Particulars	2022-23	2021-22
Turnover and Other Income	279.85	190.68
Profit before interest and depreciation	228.74	145.21
Interest	-	-
Profit before depreciation	228.74	145.21
Depreciation	-	-
Profit before exceptional items and tax	228.74	145.21
Exceptional items	-	-
Profit before tax	228.74	145.21
Provision for tax		
- Current tax	52.15	34.71
- Deferred tax	-	-
- Adjustment for earlier years	-	-
Profit/(Loss) for the year	176.59	110.50
Other Comprehensive Income	566.46	3,482.62
Total Comprehensive Income for the year	743.05	3,593.12

Surplus in Statement of Profit and Loss

Opening balance	9661.39	9,523.68
Profit/Loss for the year	176.59	110.50
Transfer within equity- Gain on sale of equity instruments designated as FVOCI- transfer to retained earnings (net of tax)	-	27.21
Dividends paid	-	-
Tax on dividends	-	-
Closing balance	9837.98	9,661.39

State of Affairs

The company's turnover and other income comprise income earned on short-term lending and dividend and other income on investments. The total comprehensive income comprises income actually earned during the year and the unrealized fair value gains on equity instruments held as at the year-end date. Your company has made these investments with a long-term view and there is no change in the management's view about continuing to hold these investments.

The surplus funds of the company are kept invested for gain with the underlying objective being preservation of capital and containment of costs and expenses. The company continues to stand committed to preserve shareholder wealth and to this end maintains a strict check on costs and expenses.

Management Discussion and Analysis

The Directors are on the lookout for other business opportunities that would be suitable to the company considering its limited resources.

The Indian economy has shown considerable resilience even when faced with a very challenging global environment. Where the west is grappling with high inflation, energy crisis and lowered spending capacity, India has continued to improve infrastructure and attract investments. With China also witnessing an economic slowdown, global money has found its way into India. This is evident from the buoyancy in the Indian stock markets. Your Directors feel that this situation is likely to continue some time into the future considering the concerted steps being taken by the country to bolster its manufacturing and other capabilities with the underlying goal being the achievement of self-reliance. The overall impact of this on the equity markets is positive and your company has benefited by way of improvement in the value of its investments.

Small businesses continue to grapple with multiple challenges and with technology and its associated costs becoming a major aspect of the modern day business, the scope and reach of small businesses has continued to dwindle and that has been a major area of concern for the government and its economists. The entry cost for business has also gone up considerably thus putting a question mark on the viability of many businesses. To promote small business and to mitigate hardships of medium, small and cottage manufacturers, the government has announced several schemes specifically aimed at this sector. Some of these schemes envisage and mandate procurement of the products manufactured by this sector by the government. However, the costs of setting up a small or medium business continue to be high raising project viability issues.

In the wake of this reality where there is a paradigm shift in the way trade and commerce is happening and the immense resources and technical knowledge needed to compete in the current scenario, your Directors continue to hold the view that any new business venture undertaken by the company must be driven by a sound and robust business model so that the company's capital is not put to undue risk. Your Directors continue to scout for opportunities.

Till such time, the company continues to focus on its investments business. Your Directors have taken care to try to optimize returns on the available and surplus funds while ensuring a low to medium risk profile for the funds invested.

Your Directors have made regular effort to comply with the legal requirements applicable to the company as far as it has been possible while trying to ensure protection of shareholder wealth.

Reserves

No amount is proposed to be carried to any reserve during the year.

Dividend

To conserve the resources of the company, the directors do not recommend any dividend for the year.

Directors' Responsibility Statement

Your Directors state that:

- a) in the preparation of the annual accounts for the year ended March 31, 2023, the company has followed the applicable accounting standards and there are no material departures from these standards;
- b) the Directors have selected such accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company as on March 31, 2023 and its profit for the year ended on that date;
- c) the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- d) the Directors have prepared the annual accounts on a 'going concern' basis;
- e) the Directors have laid down internal financial controls to be followed by the company and such internal financial controls are adequate and were operating effectively; and
- f) the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and such systems are adequate and are operating effectively.

Particulars of Loans given, Investments made, Guarantees given and Securities provided

Post the cancellation of its NBFC registration by Reserve Bank of India for its inability to meet the prescribed minimum networth criteria, the company, for want of any other business, has continued to hold its surplus funds by way of investments in shares, debentures and other securities and to avail other avenues to earn on its funds.

The list of investments as on 31.03.2023 is provided in 'Note 6' in the financial statement.

During the year, the company has not given any guarantee nor has it provided any security in connection with loans taken by others. No such guarantees or securities were provided in earlier years that are outstanding.

Contracts and Arrangements with Related Parties

The company has not entered into any contracts or arrangements with related parties during the financial year. Members may refer to Annexure I to this report for the said details in the prescribed form. Your Directors also draw attention of the members to 'Note 17' of the financial statement which sets out related party disclosures.

Risk Management

The Board of Directors regularly looks at matters of risk management while discussing the affairs of the company at Board meetings. Considering the size of your company and the nature of its business, main risks that the Board has associated with the company include market risks in so far as the company's investment activities are concerned and legal and regulatory risks with respect to compliance with various laws and regulations. The Board is proactive in discussing these issues and takes steps on a regular basis to minimize these risks.

Internal Financial Controls

The company has adequate internal financial controls with reference to the financial statements. Checks made from time to time in generated reports reveal neither material nor conceptual variances.

Directors and Key Managerial Personnel

Mr. Bijoy Kumar Khandelwal is liable to retire by rotation at the ensuing Annual General Meeting and being eligible offers himself for reappointment. During the year under review, the members have re-appointed Mr. Subodh Kumar Khandelwal on his retirement by rotation.

The company has not been able to appoint independent Directors since 30.09.2019. The company has not been able to comply with the requirement to appoint a woman director.

Remuneration to Directors, Key Managerial Personnel and Employees

Members are requested to refer to Annexure II of this report for details of remuneration paid by the company to directors, key managerial personnel and employees and comparison analyses.

Board Meetings

The Board of Directors has met five times during the financial year during which meetings issues of administration, approvals and compliances have been taken up by the Board.

Corporate Social Responsibility

The company is not required to constitute a Corporate Social Responsibility Committee. The company has not developed any policy with regard to corporate social responsibility initiatives.

Nomination and Remuneration Committee

Pursuant to the requirement of section 178 of the Companies Act, 2013, your company had a Nomination and Remuneration committee since 30.03.2015. Your company has not been able to appoint independent Directors since 30.09.2019 when the term of the then independent Directors expired. As such this committee stands dissolved. However, there is no remuneration paid by the company to its Directors.

Audit Committee

Your company had an audit committee since 30.03.2015. Your company has not been able to appoint independent Directors since 30.09.2019 when the term of the then independent Directors expired. As such this committee stands dissolved.

Vigil Mechanism

Your company has in place a vigil mechanism wherein, in the absence of an audit committee, the Board has been tasked with being alert, receptive and responsive to any concern that may be raised by any director or employee of the company and to act on such concern in a quick and efficient manner.

Evaluation of Performance

The Board while assessing the performance of the company also makes an evaluation of the quality of decision making in the day to day activities of the company. Compliances with legal and regulatory requirements are regularly taken up in Board meetings and evaluation done on adherence to the various regulatory requirements. Responsibilities assigned to Directors are reviewed with respect to their performance. Your company has a good record of attendance of Directors in Board meetings.

Auditors' Report

Statutory Auditor's Report

The statutory Audit Report does not contain any qualification, reservation, adverse remark or disclaimer.

Secretarial Audit Report

Members are requested to refer to Annexure III for the text of the Secretarial Audit Report. As regards the points raised by the auditor, your Directors request you to note the following:

- a) For several years now, no trading platform is provided by the Calcutta Stock Exchange.
- b) Considering the size of the company and its nature of operations as on date, the Board has not been able to find a CFO on terms and remuneration which would not be to the detriment of shareholder interest. The company has made efforts to appoint a company secretary. Your company, with only passive investment activity has not been able to assure an environment challenging enough for a professional to enjoy job satisfaction.
- c) The company is on the lookout to appoint a woman director and two independent directors but is again constrained for lack of a challenging opportunity to a professional.

Statutory Auditors

In the AGM held on 30.09.2022, M/s Vaibhav Binani & Associates (Firm Registration no. 331816E), Chartered Accountants, were appointed as statutory auditors to hold office till the conclusion of the 47th AGM to be held in the year 2027. They have confirmed their eligibility to the effect that the appointment is within the prescribed limits under the Act and that they are not disqualified for appointment.

Particulars of Material Changes after the end of the Financial Year

There are no occurrences, events and commitments between the closing date of the financial statements and the date of this report that have any material bearing on the financial position of the company.

Particulars on Energy Conservation, Technology Absorption and Foreign Exchange Earnings and Outgo

Conservation of energy- Your company functions out of a single office premises. Efforts are made to make optimal use of electricity and avoid any wastage of energy.

Technology absorption- The primary activity of the company being financial investments and trading, there is nothing to report in this regard.

Foreign exchange earnings and outgo- There were no inflows or outflows of foreign exchange during the course of the year.

Extract of Annual Return

The Annual Return of the company may be viewed on its website: www.denovoinvestments.co.in

Maintenance of Cost Records

Maintenance of cost records as specified under section 148(1) of the Companies Act, 2013 are not applicable in the case of the company.

General

Your Directors state that no disclosure or reporting is required in respect of the following items:

- a) There was no change in the nature of business of the company during the year.
- b) The company did not have any subsidiaries, joint ventures or associate companies during the year.
- c) No frauds have been reported by the Auditors under sub-section (12) of section 143 of the Companies Act, 2013
- d) The company does not have deposits hence there are no disclosures relating to deposits covered under chapter V of the Companies Act, 2013.
- e) There have been no issues of shares with differential rights or by way of sweat equity or pursuant to ESOP.
- f) There are no shares lying to the benefit of employees which have been purchased on provision of money by the company.
- g) The company is neither a subsidiary nor does it have any subsidiary company. There is no remuneration or commission received by Whole-time Director from such companies.
- h) No significant or material orders have been passed by the regulators or courts or tribunals which impact the company's 'going concern' status and its operations in future.
- i) The company has no employees. Consequently, constitution of an Internal Complaints Committee under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 is infructuous.
- j) There are no proceedings pending nor initiated against the company under the Insolvency and Bankruptcy Code 2016.
- k) No asset valuations have been undertaken by the company pursuant to borrowing from banks or financial institutions or one time settlement of amounts already borrowed.

For and on behalf of the Board of Directors

Shailendra Kumar Khandelwal
Whole-time Director
DIN No. 01122807

Bijoy Kumar Khandelwal
Director
DIN No. 00548526

Place: Kolkata
Date: September 01, 2023

Form No. AOC-2

[Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014]

Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arms length transactions under third proviso thereto

1 Details of contracts or arrangements or transactions not at arm's length basis-

a	Name(s) of the related party and nature of relationship	NONE
b	Nature of contracts/arrangements/transactions	
c	Duration of the contracts/arrangements/transactions	
d	Salient terms of the contracts or arrangements or transactions including the value, if any	
e	Justification for entering into such contracts or arrangements or transactions	
f	Date(s) of approval by the Board	
g	Amount paid as advances, if any	
h	Date on which the special resolution was passed in general meeting as required under first proviso to section 188	

2 Details of material contracts or arrangement or transactions at arm's length basis-

a	Name(s) of the related party and nature of relationship	NONE
b	Nature of contracts/arrangements/transactions	
c	Duration of the contracts/arrangements/transactions	
d	Salient terms of the contracts or arrangements or transactions including the value, if any	
e	Date(s) of approval by the Board, if any	
f	Amount paid as advances, if any	

ANNEXURE II

Disclosure pursuant to section 134(3) (q) of the Companies Act, 2013 read with section 197(12) of the said Act and Rule 5(1) of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

i	the ratio of remuneration of each director to the median remuneration of the employees for the financial year	<table border="1"> <thead> <tr> <th>Name of Director</th><th>Ratio</th></tr> </thead> <tbody> <tr> <td colspan="2">The company had no employees during the year. No director has drawn any remuneration during the year.</td></tr> </tbody> </table>				Name of Director	Ratio	The company had no employees during the year. No director has drawn any remuneration during the year.																	
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The company had no employees during the year. No director has drawn any remuneration during the year.																									
ii	the percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year	<table border="1"> <thead> <tr> <th>Name</th> <th>Designation</th> <th>% increase</th> </tr> </thead> <tbody> <tr> <td colspan="3">There is no change over previous year.</td></tr> </tbody> </table>				Name	Designation	% increase	There is no change over previous year.																
Name	Designation	% increase																							
There is no change over previous year.																									
iii	the percentage increase in the median remuneration of employees in the financial year	The company had no employees during the year.																							
iv	the number of permanent employees on the rolls of company	The company had no employees during the year.																							
v	the explanation on the relationship between average increase in remuneration and company performance	Not Applicable																							
vi	comparison of the remuneration of the Key Managerial Personnel against the performance of the company	The KMP has agreed to not take any remuneration in view of the small size and operations of the company.																							
vii	variations in the market capitalisation of the company, price earnings ratio as at the closing date of the current financial year and previous financial year and percentage increase over decrease in the market quotations of the shares of the company in comparison to the rate at which the company came out with the last public offer in case of listed companies, and in case of unlisted companies, the variations in the net worth of the company as at the close of the current financial year and previous financial year	<table border="1"> <thead> <tr> <th>Parameter</th> <th>As at close of pr FY</th> <th>As at close of curr FY</th> <th>Variance</th> </tr> </thead> <tbody> <tr> <td>Market capitalisation</td> <td>not available</td> <td>not available</td> <td>N.A.</td> </tr> <tr> <td>Price Earning Ratio</td> <td>not available</td> <td>not available</td> <td>N.A.</td> </tr> <tr> <td>% incr/decr in quoted price against last issue price</td> <td colspan="2">Quoted price is not available. Issue was made more than 30 years back.</td><td></td> </tr> <tr> <td>Networth (in Rs. '000)</td> <td>25170.5</td> <td>25913.55</td> <td>2.95%</td> </tr> </tbody> </table>				Parameter	As at close of pr FY	As at close of curr FY	Variance	Market capitalisation	not available	not available	N.A.	Price Earning Ratio	not available	not available	N.A.	% incr/decr in quoted price against last issue price	Quoted price is not available. Issue was made more than 30 years back.			Networth (in Rs. '000)	25170.5	25913.55	2.95%
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viii	average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration	<table border="1"> <tr> <td>% incr in salaries of employees other than managerial personnel</td> <td>N.A.</td> </tr> <tr> <td>% incr in managerial remuneration</td> <td>NIL</td> </tr> <tr> <td colspan="2">During the year there is no change in managerial remuneration paid over the previous year. No remuneration has been paid in both the years.</td></tr> </table>				% incr in salaries of employees other than managerial personnel	N.A.	% incr in managerial remuneration	NIL	During the year there is no change in managerial remuneration paid over the previous year. No remuneration has been paid in both the years.															
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ix	comparison of the remuneration of each Key Managerial Personnel against the performance of the company	<table border="1"> <tr> <th>Name</th> <th>Designation</th> <th>Remunerati on</th> <th>% change</th> </tr> <tr> <td>Shailendra Kumar Khandelwal</td> <td>WTD</td> <td>NIL</td> <td>0%</td> </tr> <tr> <td colspan="4">Comparison against company performance- Net profit before tax of company has increased. KMP has not drawn any remuneration.</td></tr> </table>				Name	Designation	Remunerati on	% change	Shailendra Kumar Khandelwal	WTD	NIL	0%	Comparison against company performance- Net profit before tax of company has increased. KMP has not drawn any remuneration.											
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x	the key parameters for any variable component of remuneration availed by the directors	<table border="1"> <tr> <th>Name of Director</th> <th>Details of variable component</th> </tr> <tr> <td colspan="2">There was no variable component of remuneration payable to directors.</td></tr> </table>				Name of Director	Details of variable component	There was no variable component of remuneration payable to directors.																	
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xi	the ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year	<table border="1"> <tr> <td>Name of highest paid Director</td> <td></td> </tr> <tr> <td>Name of Employee</td> <td>Ratio (Director's to Employee's salary)</td> </tr> <tr> <td colspan="2">Not Applicable</td></tr> </table>				Name of highest paid Director		Name of Employee	Ratio (Director's to Employee's salary)	Not Applicable															
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Not Applicable																									
xii	affirmation that the remuneration is as per the remuneration policy of the company	We affirm that the remuneration paid to Directors, Key Managerial Personnel and employees of the company is as per the remuneration policy of the company.																							

Disclosure pursuant to section 134(3) (q) of the Companies Act, 2013 read with section 197(12) of the said Act and Rules 5(2) and 5(3) of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

SMITA SHARMA & ASSOCIATES

Company Secretaries in Practise

FORTUNA TOWER
 23A, N S Road, 5th Floor
 Kolkata - 700 001
 Phone - 98301-26765 / 4005-6808
 Email- sharmasmitacs@gmail.com

Form No. MR-3**SECRETARIAL AUDIT REPORT**

FOR THE FINANCIAL YEAR ENDED ON 31ST March, 2023

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

To,
 The Members,
 DENOVO INVESTMENTS LTD
 25, STRAND ROAD,
 Kolkata -700001

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **DENOVO INVESTMENTS LTD (CIN: L70101WB1980PLC032986)** (Hereinafter called the Company). Secretarial Audit was conducted in a manner that provided me/us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

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

We have examined the books, papers, minute books, forms and returns filed and other records maintained by **DENOVO INVESTMENTS LTD** 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 thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') viz. :-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015



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- (c) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (d) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; **(Not applicable as the Company has not issued any further share capital during the period under review);**
- (e) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 - **Not Applicable as the Company has not issued any shares / options to directors / employees under the said regulations during the Financial Year under review;**
- (f) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 – **(Not Applicable as the Company has not issued and listed debt securities during the Financial Year under review);**
- (g) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act, 2013 and dealing with client – **(Not Applicable as the Company is not registered as Registrar to Issue and Share Transfer Agent during the Financial Year under review);**
- (h) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 – **(Not Applicable as the Company has not delisted/proposed to delist its equity shares from any Stock Exchanges during the Financial Year under review);**
- (i) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 – **(Not applicable as the Company has not bought back / has proposed to buy-back any of its securities during the Financial Year under review); and**
- (vi) and other applicable laws as applicable to Listed Companies under any act or Law for the time being in force.

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

- (a) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (b) The Listing Agreements entered into by the Company with Calcutta stock Exchange **(yet to be updated as per SEBI (Listing Obligations and Disclosure Requirement), 2015.)**



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To the best our understanding and on the basis of declaration received from the company the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. except the following in regard to listing agreement:

1. **The Company is listed on Calcutta Stock Exchange where their status is suspended.**

We further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act **except that provisions of Sec 203 of Companies Act, 2013 for KMPs is yet to be complied with as the CFO and Company Secretary in the company is not appointed. The vacancy in the Board for Woman Director and also for Independent Director are yet to be filled up.**

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 are captured and recorded as part of the minutes.

We 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.

Signature:



Name of Firm: SMITA SHARMA & ASSOCIATES

ACS/FCS No. 17757

C P No.: 6077

UDIN: A017757E000911430

Date: 01/09/2023

Place: KOLKATA



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

SMITA SHARMA & ASSOCIATES

Company Secretaries in Practise

FORTUNA TOWER
23A, N S Road, 5th Floor
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Email- sharmasmitacs@gmail.com

'Annexure A'

To,
The Members
DENOVO INVESTMENTS LTD
25, STRAND ROAD,
Kolkata -700001

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

1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and 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. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of 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.

Signature:



Name of Firm: SMITA SHARMA & ASSOCIATES
ACS/FCS No. 17757
C P No.: 6077
UDIN: A017757E000911430

Date: 01/09/2023

Place: KOLKATA

INDEPENDENT AUDITORS' REPORT

To the Members of **DENOVO INVESTEMENTS LIMITED**

Report on the Audit of the Standalone Financial Statements:

Opinion

We have audited the accompanying standalone financial statements of **DENOVO INVESTEMENTS LIMITED** (the "Company"), which comprise the Balance Sheet as at March 31, 2023, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows for the year ended on that date and a summary of significant accounting policies and other explanatory information (hereinafter referred to as the "standalone financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 (the "Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2023 and its profit, total comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit of the standalone financial statements in accordance with the Standards on Auditing ("SA"s) 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 ("ICAI") together with the ethical requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

Responsibility of Management for Standalone Financial Statements

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

Auditor's Responsibilities for the Audit of the Financial Statements

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

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

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

Materiality is the magnitude of misstatements in the standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the standalone financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the standalone financial statements.

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



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

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

Report on Other Legal and Regulatory Requirements

As required by the Companies (Auditors' Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the Annexure "A", a statement on the matters specified in paragraphs 3 and 4 of the Order.

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 the law have been kept by the Company so far as it appears from our examination of those books.
- (c) The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, Statement of Changes in Equity and the Statement of Cash Flows dealt with by this Report are in agreement with the books of account.
- (d) In our opinion, the aforesaid standalone financial statements comply with the Ind AS specified under Section 133 of the Act.
- (e) On the basis of the written representations received from the directors as on March 31, 2023, taken on record by the Board of Directors, none of the directors' is disqualified as on March 31, 2023 from being appointed as a director in terms of Section 164(2) of the Act.
- (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such control, refer to our separate Report in "Annexure B".
- (g) With respect to the other matters to be included in the Auditors' 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 litigation.
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.



iv. (A) The management has represented that, to the best of its 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 persons or entities, including foreign entities ("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 ("Ultimate Beneficiaries") by or on behalf of the Company or
- Provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries;

(B) The management has represented, that, to the best of its 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,

- 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 audit procedures which we considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause iv (A) and iv (B) contain any material mis-statement.

v. The company has not declared or paid any dividend during the year in contravention of the provisions of section 123 of the Companies Act, 2013.

(h) With respect to the matter to be included in the Auditor's Report under Section 197(16) of the Act:

In our opinion and according to the information and explanations given to us, no remuneration has been paid by the Company to its directors during the current year. The Ministry of Corporate Affairs has not prescribed other details under Section 197(16) of the Act which are required to be commented upon by us.

UDIN: 22313817BGYISU8778

For Vaibhav Binani & Associates
Chartered Accountants
 (Firm Regn. No. 331816E)



Vaibhav Binani

Vaibhav Binani
 Proprietor

Membership No. 313817

Kolkata

1st September, 2023

ANNEXURE "A" TO THE INDEPENDENT AUDITORS' REPORT

With respect to the Annexure "A" referred to in our Independent Auditors Report to the members of the Company on the standalone financial statements for the year ended 31st March 2023, we report that:

- (i) (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant & Equipment.
 - (B) The Company has no intangible assets. Therefore, the provision of Clause (i)(a)(B) of paragraph 3 of the Order is not applicable to the Company.
- (b) According to information and explanation given to us and on the basis of our examination of the records of the Company, the Company has a regular programme of physical verification of its Plant, Property and Equipment by which all property, plant and equipment are verified in a phased periodical manner. In accordance with this programme, certain property, plant and equipment were verified during the year. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and nature of its assets. No material discrepancies were noticed on such verification.
- (c) According to information and explanation given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties disclosed in the financial statements are held in the name of the company.
- (d) According to information and explanation given to us and on the basis of our examination of the records of the Company, the company has not revalued its Property, Plant & Equipment or intangible assets or both during the year.
- (e) According to information and explanation given to us and on the basis of our examination of the records of the Company, the company does not hold any benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made there under. Therefore, the provision of Clause (i)(e) of paragraph 3 of the Order is not applicable to the Company.

- (ii) (a) The company has no Stock in Trade.
 - (b) According to information and explanations given to us and on the basis of our examination of the records of the Company, the Company has no working capital limit in aggregate from banks and financial institutions during the year.
- (iii) According to information and explanations given to us and on the basis of our examination of the records of the Company, the company has not granted any unsecured loans to other companies during the year.
- (iv) According to information and explanations given to us and on the basis of our examination of the records of the Company, the company has not provided any guarantee or security as specified under Section 185 and 186 of the Companies Act, 2013.



(v) The Company has not accepted any deposits or amounts which are deemed to be deposits from the public during the year. Therefore, the provision of Clause (v) of paragraph 3 of the Order is not applicable to the Company.

(vi) To the best of our Knowledge and as explained, the Central Government has not specified the maintenance of cost records under Section 148(1) of the Companies Act, 2013.

(vii) (a) According to the information and explanations given to us and on the basis of our examination of the records, the company is regular in depositing undisputed statutory dues including provident fund, employees' state insurance, income tax, sales tax, service tax, duty of customs, duty of excise, value added tax, cess, goods and service tax and other statutory dues to the appropriate authorities and no amount were in arrear as at 31st March 2023 for a period of more than six months from the date they became payable.

(b) According to the information and explanations given to us, there is no Statutory Dues relating to Income Tax, Sales Tax, Value Added Tax, Service Tax, Goods and Service Tax, Provident Fund, Employees State Insurance, Duty of Customs, Duty of Excise or Cess or other statutory dues which have not been deposited with the appropriate authorities on account of any dispute.

(viii) According to the information and explanations given to us and on the basis of our examination of the records, the Company has not surrendered or disclosed any transaction, previously unrecorded as income in the books of account, in the tax assessments under the Income Tax Act, 1961 as Income during the year.

(ix) (a) According to the information and explanations given to us and on the basis of our examination of the records, the Company has not defaulted in repayment of loans or borrowings to financial institutions, government and banks.

(b) According to the information and explanations given to us and on the basis of our examination of the records, the Company has not been declared a willful defaulter by any banks or financial institutions or government or government authority.

(c) According to the information and explanations given to us and on the basis of our examination of the records, no term loans have been taken by the company during the year.

(d) According to the information and explanations given to us and on an overall examination of balance sheet of the Company, we report that no funds raised in short term basis have been used for long term purposes by the company.

(e) According to the information and explanations given to us and on an overall examination of financial statements of the Company, the Company does not have any subsidiary or associates or joint ventures. Accordingly, clause 3(ix)(e) of the Order is not applicable to the Company.

(f) According to the information and explanations given to us and on an overall examination of financial statements of the Company, the Company does not have any subsidiary or associates or joint ventures. Accordingly, clause 3(ix)(f) of the Order is not applicable to the Company.



(x) (a) The Company has not raised any moneys by way of initial public offer or further public offer (including debt instrument). Accordingly, clause 3(x)(a) of the Order is not applicable to the Company.

(b) According to the information and explanations given to us and on the basis of our examination of the records, the Company has not made any preferential allotment or private placement of shares during the year.

(xi) (a) Based on examination of the books and records of the Company and according to the information and explanations given to us, considering the principles of materiality as outlined in the Standards of Auditing, we report that no fraud by the Company or on the Company has been noticed or reported during the course of the audit.

(b) According to the information and explanations given to us, no report under sub-section (12) of Section 143 of the Act has been filed by the auditors in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.

(c) No whistle blower complaints has been received by the Company during the year while determining the nature, timing and extent of our audit procedures.

(xii) According to the information and explanations given to us, the Company is not a Nidhi Company. Accordingly, clause 3(xii) of the Order is not applicable to the Company.

(xiii) In our opinion and according to the information and explanations given to us, the transactions with related parties are in compliance with Sections 177 and 188 of the Act, where applicable, and the details of the related party transactions have been disclosed in the standalone financial statements as required by the applicable accounting standards.

(xiv) (a) In our opinion and based on our examination, the company has an internal audit system commensurate with the size and nature of the business.

(b) We have considered the internal audit reports of the company issued till date for the period under audit.

(xv) In our opinion and according to the information and explanations given to us, the Company has not entered into any non-cash transactions with its directors or persons connected to its directors and hence, provisions of Section 192 of the Companies Act, 2013 are not applicable to the Company.

(xvi) (a) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934 since the company is not maintained Net Owned Fund as prescribed by the authority.

(b) The Company has not conducted any Non-Banking Financial activities.

(c) The Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly, clause 3(xvi)(c) of the Order is not applicable to the Company.

(d) According to the information and explanations provided to us during the course of audit, the Group [as per the provisions of the Core Investment Companies (Reserve Bank) Directions, 2016] does not have any CIC.



- (xvii) The Company has neither incurred any cash losses in the current nor in the immediately preceding financial year.
- (xviii) There has been no resignation of the statutory auditors during the year. Accordingly, clause 3(xviii) of the Order is not applicable to the Company.
- (xix) According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the standalone 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)
 - (a) There are no unspent amounts towards Corporate Social Responsibility (CSR) requiring a transfer to a Fund specified in Schedule to the Companies Act in compliance with second proviso to sub-section (5) of Section 135 of the said Act. Accordingly, reporting under clause 3(xx)(a) of the Order is not applicable for the year.
 - (b) Since there are no ongoing projects, the Company is not required to transfer any amount specified under the provision of section 135(6) of the Act. Accordingly, reporting under clause 3(xx)(b) of the Order is not applicable for the year.

UDIN: 22313817BGYISU8778

For **Vaibhav Binani & Associates**
Chartered Accountants
 (Firm Regn. No. 331816E)



Vaibhav Binani

Kolkata
 1st September, 2023

Vaibhav Binani
 Proprietor
 Membership No. 313817

ANNEXURE "B" TO THE INDEPENDENT AUDITORS' REPORT

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

We have audited the internal financial controls over financial reporting of **DENOVO INVESTMENTS LIMITED** as of 31st March, 2023 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

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

Auditors Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the 'Guidance Note') and the Standard on Auditing, issued by ICAI and deemed to be prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both 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 were established and maintained and if such controls operated effectively in all material respects.

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

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

Meaning of Internal Financial Controls over Financial Reporting

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



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

Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March 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.

UDIN: 22313817BGYISU8778

For Vaibhav Binani & Associates

Chartered Accountants

(Firm Regn. No. 331816E)



Vaibhav Binani

Vaibhav Binani

Proprietor

Membership No. 313817

Kolkata

1st September, 2023

Balance Sheet as at 31st March, 2023

(all amounts in Rs. '000)

Particulars	Note	As at 31st March, 2023	As at 31st March, 2022
		Amount	Amount
ASSETS			
1 Non-current assets			
a) Property, Plant and equipment	5	59.33	59.33
b) Financial Assets			
(i) Investments	6A	16,598.82	16,475.60
(ii) Others	7A	69.40	69.40
2 Current assets			
a) Financial Assets			
(i) Investment	6B	8,500.05	8,056.81
(ii) Cash and Cash equivalents	8	609.77	415.77
(iii) Others	7B	95.34	106.03
		Total Assets	25,932.71
			25,182.93
EQUITY AND LIABILITIES			
Equity			
a) Equity Share Capital	9	2,000.00	2,000.00
b) Other Equity	10	23,913.55	23,170.50
Liabilities			
1 Current Liabilities			
a) Financial Liabilities			
(i) Trade payable	11A	-	-
- total o/s dues of MSME		-	-
- total o/s dues of others		19.15	12.43
		Total Equity and Liabilities	25,932.71
			25,182.93

NOTES FORMING PART OF FINANCIAL STATEMENTS

As per our report of even date

For and behalf of the Board

For Vaibhav Binani & Associates

Chartered Accountants

Registration number: 331816E

Bijoy Kumar Khandelwal

Director

DIN- 00548526

Vaibhav Binani

Proprietor

Membership No.: 313817

UDIN: 23313817BGYISU8778

Shailendra Kumar Khandelwal

Whole Time Director

DIN- 01122807

Place : Kolkata

Date : 01.09.2023

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

(all amounts in Rs. '000)

Particulars	Note	For the year ended 31st March, 2023	For the year ended 31st March, 2022
		Amount	Amount
I Revenue from operations	12	100.00	-
II Other Income	13	179.85	190.68
III Total Income		<u>279.85</u>	<u>190.68</u>
IV EXPENSES			
Other expenses	14	51.12	45.47
Total expenses		<u>51.12</u>	<u>45.47</u>
V Profit/(loss) before exceptional items and tax		228.74	145.21
VI Exceptional items		-	-
VII Profit/(loss) before tax		<u>228.74</u>	<u>145.21</u>
VIII Tax expense:			
1) Current tax	15	52.15	34.71
2) Deferred tax		-	-
IX Profit/(loss) for the period from continuing operations		<u>176.59</u>	<u>110.50</u>
X Profit/(loss) from discontinued operations		-	-
XI Tax expense of discontinued operations		-	-
XII Profit/(loss) from discontinued operations (after tax)		-	-
XIII Profit/(loss) for the period		<u>176.59</u>	<u>110.50</u>
XIV Other Comprehensive Income			
A (i) Items that will not be reclassified to profit or loss			
- Equity Instruments through Other Comprehensive Income		566.46	3,492.18
(ii) Income tax relating to items that will not be reclassified to profit or loss	15	-	9.56
B (i) Items that will be reclassified to profit or loss		-	-
(ii) Income tax relating to items that will be reclassified to profit or loss		-	-
Total Other Comprehensive Income for the period		<u>566.46</u>	<u>3,482.62</u>
XV Total Comprehensive Income for the period		<u>743.05</u>	<u>3,593.12</u>
XVI Earning per equity share (for continuing operation)	16A		
(i) Basic		0.88	0.55
(ii) Diluted		0.88	0.55

NOTES FORMING PART OF FINANCIAL STATEMENTS

As per our report of even date

For and behalf of the Board

For Vaibhav Binani & Associates
 Chartered Accountants
 Registration number: 331816E

Bijoy Kumar Khandelwal
 Director
 DIN- 00548526

Vaibhav Binani
 Proprietor
 Membership No.: 313817
 UDIN: 23313817BGYISU8778

Shailendra Kumar Khandelwal
 Whole Time Director
 DIN- 01122807

Place : Kolkata
 Date : 01.09.2023

Statement of Changes in Equity for the year ended 31st March 2023

(all amounts in Rs. '000)

A) Equity Share Capital					
Particulars	Balance at the beginning of the period	Changes in equity share capital due to prior period errors	Restated balance at the beginning of the period	Changes in equity share capital during the period	Balance at the end of the period
Current reporting period 01-04-2022 to 31-03-2023	2,000.00	-	-	-	2,000.00
Previous reporting period 01-04-2021 to 31-03-2022	2,000.00	-	-	-	2,000.00
B) Other Equity					
Particulars	Reserves and Surplus		Other Reserves		
	General Reserve	Retained Earning	FVOCI - Equity Instruments	Total	
<u>Current reporting period</u>					
Balance as at 01-04-2022	1,916.73	9,661.39	11,592.38	23,170.50	
Changes in accounting policy or prior period errors	-	-	-	-	
Restated balance as at 01-04-2022	1,916.73	9,661.39	11,592.38	23,170.50	
Total comprehensive income for the year ended 31 March 2023	-	176.59	566.46	743.05	
Dividends	-	-	-	-	
Transfer to retained earnings- Gain/Loss (net of tax) on sale of equity shares designated as FVOCI	-	-	-	-	
Any other change-	-	-	-	-	
Balance as at 31st March 2023	1,916.73	9,837.98	12,158.85	23,913.55	
<u>Previous reporting period</u>					
Balance as at 01-04-2021	1,916.73	9,523.68	8,136.97	19,577.38	
Changes in accounting policy or prior period errors	-	-	-	-	
Restated balance as at 01-04-2021	1,916.73	9,523.68	8,136.97	19,577.38	
Total comprehensive income for the year ended 31 March 2022	-	110.50	3,482.62	3,593.12	
Dividends	-	-	-	-	
Transfer to retained earnings- Gain/Loss (net of tax) on sale of equity shares designated as FVOCI	-	27.21	(27.21)	-	
Any other change-	-	-	-	-	
Balance as at 31st March 2022	1,916.73	9,661.39	11,592.38	23,170.50	

As per our report of even date

For and behalf of the Board

For Vaibhav Binani & Associates
Chartered Accountants
Registration number: 331816

Bijoy Kumar Khandelwal
Director
DIN- 00548526

Vaibhav Binani
Proprietor
Membership No.: 313817
UDIN: 23313817BGYISU8778

Shailendra Kumar Khandelwal
Whole Time Director
DIN- 01122807

Place : Kolkata
Date : 01.09.2023

Cash Flow Statement for the year ended 31st March 2023

(all amounts in Rs. '000)

	For the year ended 31st March, 2023	For the year ended 31st March, 2022
	Amount	Amount
A. Cash Flow from Operating activities		
Net profit before tax	795.20	3,637.39
Adjusted for :		
Gain on Fair Valuation of equity Investments	566.46	3,492.18
Operating Profit before Working Capital Changes	228.74	145.21
Adjusted for :		
Trade payables	6.73	(23.81)
Provisions	-	(232.23)
Current tax liabilities	-	(20.72)
Loans given	-	532.23
Other Financial Asset	10.68	17.41
Cash generated from Operations	246.15	401.84
Less :		
Taxes Paid	52.15	44.27
Net Cash (used in) / From Operating Activities	194.00	357.57
B. Cash Flow from Investing activities		
Provision for Diminution in Value of Investments	-	-
Investments	(566.46)	(3,559.10)
Adjusted for :		
OCI during the year	566.46	3,492.18
Investments (purchased)/sold during the year	(0.00)	(66.92)
Net Cash (used in) / From Investing Activities	(0.00)	(66.92)
C. Cash Flow from Financing activities		
Net Cash (used in) / From Financing Activities	-	-
Net Increase in Cash & Cash Equivalents	194.00	290.65
Opening Cash & Cash Equivalents	415.77	125.12
Closing Cash & Cash Equivalents	609.77	415.77

As per our report of even date

For and behalf of the Board

For Vaibhav Binani & Associates
Chartered Accountants
Registration number: 331816E

Bijoy Kumar Khandelwal
Director
DIN- 00548526

Vaibhav Binani
Proprietor
Membership No.: 313817
UDIN: 23313817BGYISU8778
Place : Kolkata
Date : 01.09.2023

Shailendra Kumar Khandelwal
Whole Time Director
DIN- 01122807

NOTES TO FINANCIAL STATEMENTS FOR THE PERIOD 01/04/2022 TO 31/03/2023

1. CORPORATE AND GENERAL INFORMATION

Denovo Investments Limited ("the company") is a public limited company domiciled and incorporated in India under the Companies Act 1956 and has its listing on the CSE Limited. The registered office of the company is situated at Marshall house, 25 Strand Road, Kolkata - 700001.

2. BASIS OF PREPARATION & PRESENTATION OF FINANCIAL STATEMENT

2.1. Statement of Compliance

These financial statements have been prepared in accordance with the Indian Accounting Standards ("Ind AS") as prescribed by Ministry of Corporate Affairs pursuant to Section 133 of the Companies Act, 2013 ("the Act"), read with the Companies (Indian Accounting Standards) Rules, 2015 (as amended), other relevant provisions of the Act and other accounting principles generally accepted in India.

2.2. Basis of Measurement

The Company maintains accounts on accrual basis following the historical cost convention, except for the following:

Certain Financial Assets and Liabilities are measured at Fair value/ Amortized cost (refer accounting policy regarding financial instruments)

2.3. Functional and Presentation Currency

The Financial Statements are presented in Indian Rupee (INR), which is the functional currency of the Company and the currency of the primary economic environment in which the Company operates. All amounts disclosed in the financial statements and notes thereon are in thousands with two places of decimal as per the requirements of Schedule III, unless otherwise stated.

2.4. Use of Estimates and Judgements

The preparation of financial statements in conformity with Ind AS requires judgements, estimates and assumptions to be made that affect the reported amount of assets and liabilities, disclosure of contingent liabilities on the date of the financial statements and the reported amount of revenues and expenses during the reporting period. Difference between the actual results and estimates are recognized in the period in which the results are known/ materialized.

2.5. Presentation of Financial Statements

The Balance Sheet and the Statement of Profit and Loss are prepared and presented in the format prescribed in the Schedule III to the Companies Act, 2013 ("the Act"). The Statement of Cash Flows has been prepared and presented as per the requirements of Ind AS 7 "Statement of Cash flows". The disclosure requirements with respect to items in the Balance Sheet and Statement of Profit and Loss, as prescribed in the Schedule III to the Act, are presented by way of notes forming part of the financial statements along with the other notes required to be disclosed under the notified Indian Accounting Standards.

2.6. Current and Non-current classification

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013 and Ind AS 1. The Company has ascertained its operating cycle as twelve months for the purpose of current and non-current classification of assets and liabilities.

An asset is classified as current when it is:

- * Expected to be realized or intended to sold or consumed in normal operating cycle;
- * Held primarily for the purpose of trading;
- * Expected to be realized within twelve months after the reporting period; or
- * Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All the other assets are classified as non-current.

A liability is current when:

- * It is expected to be settled in normal operating cycle;
- * It is held primarily for the purpose of trading;

- * It is due to be settled within twelve months after the reporting period; or
- * There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

The Company classifies all other liabilities as non-current. Deferred Tax Assets and Liabilities are classified as non-current assets and liabilities respectively.

2.7. Measurement of Fair Values

- » A number of the Company's accounting policies and disclosures require the measurement of fair values, for both financial and non-financial assets and liabilities.
- » Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either in the principal market for the asset or liability, or in the absence of a principal market, in the most advantageous market for the asset or liability.
- » The principal or the most advantageous market must be accessible by the Company. The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest. A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.
- » The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.
- » All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the input that is significant to the fair value measurement as a whole:
 - » Level 1 —Quoted (unadjusted) market prices in active markets for identical assets or liabilities
 - » Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable and
 - » Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.
- » External valuers are involved for valuation of significant assets & liabilities. Involvement of external valuers is decided by the management of the company considering the requirements of Ind AS and selection criteria include professional knowledge, market knowledge, reputation, independence and whether professional standards are maintained and regulatory registration requirements are met.

3 Accounting Policies

A summary of the significant accounting policies applied in the preparation of the financial statements are as given below. These accounting policies have been applied consistently to all the periods presented in the financial statements.

3.1. Inventories

Raw Materials, Packing Materials, Work in Progress , Stores and Finished goods are valued at cost or net realisable value whichever is lower. Cost is determined on FIFO Basis.

3.2. Cash and Cash Equivalents

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

3.3. Income Tax

The income tax expense or credit for the period is the tax payable on the current period's taxable income based on the applicable income tax rate for each jurisdiction adjusted by changes in deferred tax assets and liabilities attributable to temporary differences and to unused tax losses. Current and deferred tax is recognized in the statement of profit & loss, except to the extent that it relates to items recognized in other comprehensive income or directly in equity.

3.3.1. Current Tax:

Current tax liabilities (or assets) for the current and prior periods are measured at the amount expected to be paid to (recovered from) the taxation authorities using the tax rates (and tax laws) that have been enacted or substantively

enacted, at the end of the reporting period.

3.3.2. Deferred Tax

- » Deferred Tax assets and liabilities are measured at the tax rates that are expected to apply to the period when the asset is realized or the liability is settled based on tax rates (and tax laws) enacted by the end of the reporting period.
- » Deferred tax is recognized in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the corresponding amounts used for taxation purposes (i.e., tax base). Deferred tax is also recognized for carry forward of unused tax losses and unused tax credits.
- » The carrying amount of deferred tax assets is reviewed at the end of each reporting period. The Company reduces the carrying amount of a deferred tax asset to the extent that it is no longer probable that sufficient taxable profit will be available to allow the benefit of part or that entire deferred tax asset to be utilized. Any such reduction is reversed to the extent that it becomes probable that sufficient taxable profit will be available.
- » Deferred tax relating to items recognized outside the Statement of Profit and Loss is recognized either in other comprehensive income or in equity. Deferred tax items are recognized in correlation to the underlying transaction either in OCI or directly in equity.
- » Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Company intends to settle its current tax assets and liabilities on a net basis.

3.4. PROPERTY, PLANT AND EQUIPMENT

3.4.1. Recognition and Measurement:

- » Property, plant and equipment held for use in the production or/and supply of goods or services, or for administrative purposes, are stated in the balance sheet at cost, less any accumulated depreciation and accumulated impairment losses (if any), except for freehold land which are carried at historical cost.
- » Cost of an item of property, plant and equipment acquired comprises its purchase price, including import duties and non-refundable purchase taxes, after deducting any trade discounts and rebates, any directly attributable costs of bringing the assets to its working condition and location for its intended use and present value of any estimated cost of dismantling and removing the item and restoring the site on which it is located.
- » If significant parts of an item of property, plant and equipment have different useful lives, then they are accounted for as separate items (major components) of property, plant and equipment.
- » Profit or loss arising on the disposal of property, plant and equipment are recognized in the Statement of Profit and Loss.

3.4.2. Subsequent Expenditure:

- » Subsequent costs are included in the asset's carrying amount, only when it is probable that future economic benefits associated with the cost incurred will flow to the Company and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognized when replaced.
- » Major Inspection/ Repairs/ Overhauling expenses are recognized in the carrying amount of the item of property, plant and equipment as a replacement if the recognition criteria are satisfied. Any Unamortized part of the previously recognized expenses of similar nature is derecognized.

3.4.3. Depreciation and Amortization:

- » Depreciation on Property, Plant & Equipment is provided on Written down value method in terms of life span of assets prescribed in Schedule II of the Companies Act, 2013 or as reassessed by the Company based on the technical evaluation.
- » Depreciation on additions (disposals) during the year is provided on a pro-rata basis i.e., from (up to) the date on which asset is ready for use (disposed of).
- » Depreciation method, useful lives and residual values are reviewed at each financial year end and adjusted if appropriate.

3.4.4. Disposal of Assets

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

3.5. REVENUE RECOGNITION

Revenue is recognized based to the extent it is probable that the economic benefit will flow to the company and 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 excludes taxes & duties collected on behalf of the Government and is reduced for estimated customer returns, rebates and other similar allowances.

3.5.1. Sale of Goods:

The Company recognizes revenue when the amount of revenue can be reliably measured, it is probable that future economic benefits will flow to the Company and significant risk and reward incidental to sale of products is transferred to the buyer, usually on delivery of the goods. Accruals for sales return, charge backs and other allowances are provided at the point of sale based on the past experience.

3.5.2. Other Income:

- » **Interest Income:** For all debt instruments measured either at amortized cost or at fair value through other comprehensive income (FVTOCI), interest income is recorded using the effective interest rate (EIR). EIR is the rate that exactly discounts the estimated future cash receipts over the expected life of the financial instrument or a shorter period, where appropriate, to the gross carrying amount of the financial asset.
- » **Dividend Income:** Dividend income is accounted in the period in which the right to receive the same is established.
- » **Other Income:** Other items of income are accounted as and when the right to receive such income arises and it is probable that the economic benefits will flow to the company and the amount of income can be measured reliably

3.6. 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

3.6.1. Financial Assets

Recognition and Initial Measurement:

All financial assets are initially recognized when the company becomes a party to the contractual provisions of the instruments. A financial asset is initially measured at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset.

Classification and Subsequent Measurement:

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

- Measured at Amortized Cost;
- Measured at Fair Value Through Other Comprehensive Income (FVTOCI);
- Measured at Fair Value Through Profit and Loss (FVTPL);

Measured at Amortized Cost: A debt instrument is measured at the amortized cost if both the following conditions are met: The asset is held within a business model whose objective is achieved by both collecting 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 (SPPI) on the principal amount outstanding.

After initial measurement, such financial assets are subsequently measured at amortized cost using the effective interest rate (EIR) method. Amortized 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 amortization is included in finance income in the statement of profit or loss. The losses arising from impairment are recognized in the profit or loss.

Measured at FVTOCI: A debt instrument is measured at FVTOCI if both the following conditions are met:

- The objective of the business model is achieved by both collecting contractual cash flows of financial assets;
- The asset's contractual cash flows represent SPPI.

Debt instruments meeting these criteria are measured initially at fair value plus transaction costs. They are subsequently measured at fair value with any gains or losses arising on remeasurement recognized in other comprehensive income, except for impairment gains or losses and foreign exchange gains or losses. Interest calculated using the effective interest rate method is recognized in the statement of profit and loss in investment income.

Measured at FVTPL: FVTPL is a residual category for debt instruments. Any debt instrument, which does not meet the criteria for categorization at amortized cost or as FVTOCI, is classified as FVTPL. In addition, the company may elect to designate a debt instrument, which otherwise meets amortized cost or FVTOCI criteria, as at FVTPL. Debt instruments included within the FVTPL category are measured at fair value with all changes recognized in the statement of profit and loss. Equity instruments which are held for trading are classified as at FVTPL.

Derecognition:

The Company derecognizes a financial asset on trade date only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity.

Impairment of Financial Assets:

The Company assesses at each date of balance sheet whether a financial asset or a group of financial assets is impaired. Ind AS — 109 requires expected credit losses to be measured through a loss allowance. The company recognizes impairment loss for trade receivables that do not constitute a financing transaction using expected credit loss model, which involves use of a provision matrix constructed on the basis of historical credit loss experience. For all other financial assets, expected credit losses are measured at an amount equal to the 12 month expected credit losses or at an amount equal to the life time expected credit losses if the credit risk on the financial asset has increased significantly since initial recognition.

3.6.2. Financial Liabilities

Recognition and Initial Measurement:

Financial liabilities are classified, at initial recognition, as at fair value through profit or loss, loans and borrowings, payables or as derivatives, as appropriate. All financial liabilities are recognized initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

Subsequent Measurement:

Financial liabilities are measured subsequently at amortized cost or FVTPL. A financial liability is classified as FVTPL if it is classified as held-for-trading, or it is a derivative or it is designated as such on initial recognition. Financial liabilities at FVTPL are measured at fair value and net gains and losses, including any interest expense, are recognized in profit or loss. Other financial liabilities are subsequently measured at amortized cost using the effective interest rate method. Interest expense and foreign exchange gains and losses are recognized in profit or loss. Any gain or loss on derecognition is also recognized in profit or loss.

Derecognition

A financial liability is derecognized when the obligation under the liability is discharged or cancelled or expires.

3.6.3. Offsetting financial instruments

Financial assets and liabilities are offset and the net amount is reported in the balance sheet when there is a legally enforceable right to offset the recognized amounts and there is an intention to settle on a net basis or realize the asset and settle the liability simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the counterparty.

3.7. Earnings Per Share

Basic Earnings per share (EPS) amounts are calculated by dividing the profit for the year attributable to equity holders by the weighted average number of equity shares outstanding during the year. Diluted EPS amounts are calculated by dividing the profit attributable to equity holders adjusted for the effects of potential equity shares by the weighted average number of equity shares outstanding during the year plus the weighted average number of equity shares that would be issued on conversion of all the dilutive potential equity shares into equity shares.

3.8. Impairment of Non-Financial Assets

The Company assesses, at each reporting date, whether there is an indication that an asset may be impaired. An asset is treated as impaired when the carrying cost of the asset exceeds its recoverable value being higher of value in use and net selling price. Value in use is computed at net present value of cash flow expected over the balance useful lives of the assets. For the purpose of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash inflows which are largely independent of the cash inflows from other assets or group of assets (Cash Generating Units — CGU).

An impairment loss is recognized as an expense in the Statement of Profit and Loss in the year in which an asset is identified as impaired. The impairment loss recognized in earlier accounting period is reversed if there has been an improvement in recoverable amount.

3.9. Provisions, Contingent Liabilities and Contingent Assets

Provisions

Provisions are recognized when there is a present obligation (legal or constructive) as a result of a past event and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Provisions are determined by discounting the expected future cash flows (representing the best estimate of the expenditure required to settle the present obligation at the balance sheet date) at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The unwinding of the discount is recognized as finance cost.

Contingent Liabilities

Contingent liability is a possible obligation arising from past events and the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that arises from past events but is not recognized because it is not probable that an outflow of resources embodying economic benefit will be required to settle the obligations or reliable estimate of the amount of the obligations cannot be made. The Company discloses the existence of contingent liabilities in Other Notes to Financial Statements.

Contingent Assets

Contingent assets usually arise from unplanned or other unexpected events that give rise to the possibility of an inflow of economic benefits. Contingent Assets are not recognized though are disclosed, where an inflow of benefits is probable.

4 SIGNIFICANT JUDGEMENTS AND KEY SOURCES OF ESTIMATION IN APPLYING ACCOUNTING POLICIES

Estimates and judgments are continually evaluated. They are based on historical experience and other factors, including expectations of future events that may have a financial impact on the Company and that are believed to be reasonable under the circumstances. Information about Significant judgements and Key sources of estimation made in applying accounting policies that have the most significant effects on the amounts recognized in the financial statements is included in the following notes:

- » **Recognition of Deferred Tax Assets:** The extent to which deferred tax assets can be recognized is based on an assessment of the probability of the Company's future taxable income against which the deferred tax assets can be utilized. In addition, significant judgement is required in assessing the impact of any legal or economic limits.
- » **Useful lives of depreciable/ amortisable assets (tangible and intangible):** Management reviews its estimate of the useful lives of depreciable/ amortisable assets at each reporting date, based on the expected utility of the assets. Uncertainties in these estimates relate to actual normal wear and tear that may change the utility of plant and equipment.
- » **Provisions and Contingencies:** The assessments undertaken in recognising provisions and contingencies have been made in accordance with Indian Accounting Standards (Ind AS) 37, 'Provisions, Contingent Liabilities and Contingent Assets'. The evaluation of the likelihood of the contingent events is applied best judgement by management regarding the probability of exposure to potential loss.
- » **Impairment of Financial Assets:** The Company reviews its carrying value of investments carried at amortized cost annually, or more frequently when there is indication of impairment. If recoverable amount is less than its carrying amount, the impairment loss is accounted for.
- » **Fair value measurement of financial Instruments:** When the fair values 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 model. The input to these models are taken from observable markets where possible, but where this 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.

Note 5

(all amounts in Rs. '000)

PROPERTY, PLANT AND EQUIPMENT

Particulars	GROSS CARRYING AMOUNT				Accumulated Depreciation					NET CARRYING AMOUNT	
	As at 31st March 2022	Additions/ (Disposals)	Revaluation / Impairment	As at 31st March 2023	As at 31st March 2022	Depreciation Charge For the year	Adjustment due to revaluations	On Disposals	As at 31st March 2023	As at 31st March 2022	As at 31st March 2023
<u>Tangible Assets</u>											
Land	58.90	-	-	58.90	-	-	-	-	-	58.90	58.90
Air Conditioner	11.50	-	-	11.50	11.38	-	-	-	11.38	0.13	0.13
Computer	66.00	-	-	66.00	65.70	-	-	-	65.70	0.31	0.31
Total	136.40	-	-	136.40	77.07	-	-	-	77.07	59.33	59.33

Note 6
Investments

A Non-Current Investments		As at 31st March 2023		As at 31st March, 2022	
Particulars		Qty	Amount	Qty	Amount
Investment in Equity Instruments					
In Other than related/structured entities					
Quoted Shares: (At Fair Value through OCI)					
ACC Ltd.	50	83.36	50	107.57	
Haryana Distilleries Ltd	200	0.20	200	0.20	
Hindustan Copper Ltd	4500	442.58	4500	511.88	
ICICI Bank Ltd.	2794	2,451.04	2794	2,040.46	
Indian Oil Corporation Ltd	1800	140.22	1200	142.74	
Larsen and Toubro Ltd	1800	3,895.56	1800	3,181.77	
Machinery Manufacturing Corp Ltd	548	0.55	548	0.55	
NMDC Ltd	4467	498.29	4467	726.11	
NMDC Steel Ltd	4467	138.70	0	-	
Power Grid corporation of India Ltd	1553	350.51	1553	336.69	
Rajat Steel Industries Ltd	400	0.40	400	0.40	
Rajputana Fertilizers Ltd	200	0.20	200	0.20	
Reliance Communications limited	10	0.01	10	0.03	
Reliance Industries Ltd	3110	7,249.57	3110	8,194.07	
Reliance Power Limited	2	0.02	2	0.03	
Ultra Tech Cement Ltd	111	846.06	111	732.86	
Total Equity Shares		16,097.26		15,975.54	
Investment in Business Trusts					
In Other than related/structured entities					
Quoted Units: (At Fair Value through OCI)					
Embassy Office Parks REIT	850	265.34	850	315.99	
IRB InvIT	3500	236.22	3500	184.07	
Total Business Trusts		501.56		500.06	
Total non-current Investments		16,598.82		16,475.60	
Aggregate market value of quoted investments		16,598.82		16,475.60	
Aggregate cost of quoted investments		5,752.61		5,752.61	
Aggregate cost of unquoted investments		-		-	
Aggregate amount of impairment in value of investments		570.75		235.95	
B Current Investments					
Particulars		As at 31st March 2023		As at 31st March, 2022	
		Qty	Amount	Qty	Amount
Investment in Mutual Funds					
In Other than related/structured entities					
Quoted Funds: (At Fair Value through OCI)					
HDFC Ultra Short Term Fund	173623.533	2,243.56	173623.533	2,131.68	
HDFC Liquid Fund	1427.123	6,256.48	1427.123	5,925.13	
Total Mutual Funds		8,500.05		8,056.81	
Total current Investments		8,500.05		8,056.81	
Aggregate market value of quoted investments		8,500.05		8,056.81	
Aggregate cost of quoted investments		7,187.41		7,187.41	
Aggregate cost of unquoted investments		-		-	
Aggregate amount of impairment in value of investments		-		-	

Note 7**Other financial assets**

A Non-Current Other financial assets		<u>As at 31st March, 2023</u>	<u>As at 31st March, 2022</u>
Particulars		Amount	Amount
(1) Security Deposits			
(a) IDBI Co. Deposit Account		9.40	9.40
(b) K.S. Khalana		60.00	60.00
	Total non-current Other financial assets	69.40	69.40
B Current Other financial assets			
Particulars		<u>As at 31st March, 2023</u>	<u>As at 31st March, 2022</u>
Income Tax Refundable			
For Assessment Year 1994-95		12.51	12.51
For Assessment Year 1995-96		1.26	1.26
For Assessment Year 1996-97		8.18	8.18
For Assessment Year 1997-98		3.64	3.64
For Assessment Year 1998-99		23.68	23.68
For Assessment Year 2006-07		4.41	4.41
For Assessment Year 2010-11		2.25	2.25
For Assessment Year 2011-12		1.21	1.21
For Assessment Year 2012-13		35.43	35.43
For Assessment Year 2022-23		-	13.48
For Assessment Year 2023-24		2.80	-
	Total current Other financial assets	95.34	106.03

Note 8**Cash and Cash equivalents**

Particulars	<u>As at 31st March, 2023</u>	<u>As at 31st March, 2022</u>
	Amount	Amount
Cash in Hand	7.67	17.55
Balances with banks in current account	602.10	398.22
	Total	609.77
		415.77

Note 9**Share Capital**

<u>Particulars</u>	<u>As at 31st March, 2023</u>	<u>As at 31st March, 2022</u>
	<u>Amount</u>	<u>Amount</u>
<u>Equity Share Capital</u>		
<u>Authorised</u>		
Equity Shares of Rs. 10 each- 300,000 (py 300,000) shares	<u>3,000.00</u>	<u>3,000.00</u>
<u>Issued, Subscribed and fully paid-up</u>		
Equity Shares of Rs. 10 each- 200,000 (py 200,000) shares	<u>2,000.00</u>	<u>2,000.00</u>
Total Equity Share Capital	<u>2,000.00</u>	<u>2,000.00</u>

Note 9(a)Reconciliation of the number of shares outstanding at the beginning and at the end of the reporting period:

<u>Particulars</u>	<u>As at 31st</u>	<u>As at 31st</u>
	<u>March, 2023</u>	<u>March, 2022</u>
	<u>Number</u>	<u>Number</u>
Equity shares of Rs. 10 each		
Number outstanding at the beginning of the year	2,00,000	2,00,000
Number Issued during the year	-	-
Number bought back during the year	-	-
Number outstanding at the end of the year	2,00,000	2,00,000

Note 9(b)Right, preference and restriction attached to sharesEquity shares of Rs. 10 each

The Company has only one class of issued shares i.e. Equity Shares having par value of Rs. 10 per share. Each holder of Equity Share is entitled to one vote per share and equal right for dividend. In the event of liquidation, the Equity Shareholders are eligible to receive the remaining assets of the Company after payment of all preferential amounts, in proportion to their shareholdings.

Note 9(c)Shares held by holding company, its subsidiary and associates

The Company does not have any Holding Company/Ultimate Holding Company.

Note 9(d)Details of shares held by each shareholder holding more than 5% shares:Equity shares of Rs. 10 each

Sl no	Name of Shareholder	As at 31st March, 2023		As on 31st March, 2022	
		No. held	% holding	No. held	% holding
1	Usha Devi Khandelwal	10,300	5.15	10,300	5.15
2	Bimal Kumar Khandelwal	12,800	6.40	12,800	6.40
3	Sunil Kumar Khandelwal	11,050	5.52	11,050	5.52
4	Sanjay Khandelwal	18,600	9.30	18,600	9.30
TOTAL		52,750	26.37	52,750	26.37

Note 9(e)

No ordinary Shares has been reserved for issue under options and contracts/commitments for the sale of shares/ disinvestment as at the Balance Sheet date.

Note 9(f)Particulars of specified allotments (no. of shares) in the 5 years immediately preceding the date of the Balance Sheet

<u>Particulars</u>	<u>As at 31st</u>	<u>As at 31st</u>
	<u>March, 2023</u>	<u>March, 2022</u>
	<u>Number</u>	<u>Number</u>
<u>Equity shares of Rs. 10 each</u>		
Allotted as fully paid up pursuant to contract(s) without payment being received in cash	-	-
Allotted as fully paid up by way of bonus shares	-	-
Shares bought back	-	-

Note 9(g)

No Securities convertible into Equity/Preference shares has been issued by the company.

Note 9(h)

No calls are unpaid or outstanding including by any Director or Officer of the company.

Note 9(i)**Details of shareholding of promoters :**

<u>Sl no.</u>	<u>Name of Promoter</u>	<u>No. held</u>	<u>% holding</u>	<u>% change during yr</u>
Equity shares of Rs. 10 each				
1	Shailendra Kumar Khandelwal	250.00	0.13	-
2	Bijoy Kumar Khandelwal, HUF	8,000.00	4.00	-
3	Bhagwati Devi Khandelwal	8,950.00	4.48	-
4	Bimal Kumar Khandelwal	12,800.00	6.40	-
5	Subodh Kumar Khandelwal	8,250.00	4.13	-
6	Bijoy Kumar Khandelwal	9,850.00	4.93	-

Note 10**Other Equity**

Particulars	As at 31st March, 2023 Amount	As at 31st March, 2022 Amount
<u>(For details, please refer to the "Statement of changes in equity"</u>		
Reserve Fund for Reserve Bank of India	1,916.73	1,916.73
Retained earnings	9,837.98	9,661.39
FVOCI- Equity Instruments	12,158.85	11,592.38
Total	23,913.55	23,170.50

Note 11**Trade payables:**

A Current Trade Payables				
Particulars	As at 31st March, 2023 Amount	As at 31st March, 2022 Amount		
Dues to MSME	-	-		
Dues to Others	19.15	12.43		
Total	19.15	12.43		
<u>Ageing schedule for Trade payables due for payment- as at end of current reporting period:</u>				
Age	MSME- Clean	MSME- Disputed	Others- Clean	Others- Disputed
Less than 1 year	-	-	19.15	-
1-2 years	-	-	-	-
2-3 years	-	-	-	-
More than 3 years	-	-	-	-
Total	-	-	19.15	-
<u>as at end of previous reporting period:</u>				
Age	MSME- Clean	MSME- Disputed	Others- Clean	Others- Disputed
Less than 1 year	-	-	12.43	-
1-2 years	-	-	-	-
2-3 years	-	-	-	-
More than 3 years	-	-	-	-
Total	-	-	12.43	-

Note 12**Revenue from Operations**

Particulars	For the year	For the year
	ended 31st	ended 31st
	March, 2023	March, 2022
	Amount	Amount
Income From Interest (loan)	100.00	-
Total	100.00	-

NOTE 13**Other Income**

Particulars	For the year	For the year
	ended 31st	ended 31st
	March, 2023	March, 2022
	Amount	Amount
Amortisation on units held in business trusts	18.98	7.39
Dividend	130.88	171.59
Dividend on units held in business trusts	8.08	4.33
Interest on units held in business trusts	21.37	5.92
Interest on Income tax Refund	0.54	1.46
Provision no longer required	-	-
Total	179.85	190.68

Note 14**Other Expenses**

Particulars	For the year	For the year
	ended 31st	ended 31st
	March, 2023	March, 2022
	Amount	Amount
Bank charges	0.07	0.59
Books & Periodicals	0.60	0.60
Conveyance	1.58	1.45
Demat charges	0.83	0.83
Fees and subscription	7.14	2.36
Filing Fees	2.90	2.50
Foods and Beverages	2.80	3.45
Legal & Professional Fees	16.00	16.50
Miscellaneous Adjustments	-	0.00
Postage	4.90	1.90
Printing & Stationery expenses	-	0.50
Professional Tax on Enrollment	2.50	2.50
Security Transaction Tax	-	0.50
Payment to Auditors		
a) as auditor	11.80	11.80
Total	51.12	45.47

Note 15**Income Tax**

Particulars	For the year	For the year
	ended 31st	ended 31st
	March, 2023	March, 2022
	Amount	Amount
<u>Amount recognised in profit or loss</u>		
Current Tax	52.44	34.71
Adjustment of Tax of earlier years	(0.29)	-
Total	52.15	34.71
<u>Amount recognised in other comprehensive income</u>		
On equity instruments through OCI	-	9.56
Total	-	9.56

Note 16**Additional Notes to Financial Statements**

A	Earnings per share			
	Particulars	As at 31st March, 2023	As at 31st March, 2022	
From continuing operations				
Profit/(loss) for the year		176.59	110.50	
Weighted average number of equity shares outstanding (for computation of basic EPS)		2,00,000	2,00,000	
Effect of potential conversions of dilutive instruments issued		-	-	
Weighted average number of equity shares outstanding (for computation of diluted EPS)		2,00,000	2,00,000	
Earnings per equity share for the year (Face value Rs. 10 per share):				
Basic		0.88	0.55	
Diluted		0.88	0.55	
From discontinued operations				
Profit/(loss) for the year		-	-	
Weighted average number of equity shares outstanding (for computation of basic EPS)		2,00,000	2,00,000	
Effect of potential conversions of dilutive instruments issued		-	-	
Weighted average number of equity shares outstanding (for computation of diluted EPS)		2,00,000	2,00,000	
Earnings per equity share for the year (Face value Rs. 10 per share):				
Basic		-	-	
Diluted		-	-	

B	Contingent liabilities and commitments (to the extent not provided for)			
	Particulars	As at 31st March, 2023	As at 31st March, 2022	
Contingent liabilities				
Claims against the Company not acknowledged as debt		-	-	
Guarantees		-	-	
Other money for which the Company is contingently liable		-	-	
Commitments				
Estimated amount of contracts remaining to be executed on capital account and not provided for		-	-	
Uncalled liability on shares and other investments partly paid		-	-	
Other commitments		-	-	

C	Dividends			
	Particulars	As at 31st March, 2023	As at 31st March, 2022	
Dividends proposed to be distributed to equity shareholders				
Dividends proposed to be distributed to preference shareholders		-	-	
Arrears of fixed cumulative dividends on preference shares		-	-	

D Employee benefits

The company has no employee to whom retirement benefit scheme is applicable. The Company has not determined any retirement benefit costs. There is no cost related to gratuity and other benefit schemes.

E	Value of imports calculated on CIF basis by the company during the financial year			
	Particulars	As at 31st March, 2023	As at 31st March, 2022	
Raw materials		-	-	
Components and Spare Parts		-	-	
Components		-	-	
Spare parts		-	-	
Capital goods		-	-	
Total		-	-	

F Expenditure in foreign currency		As at 31st March, 2023	As at 31st March, 2022
Particulars			
Royalty		-	-
Know-how		-	-
Professional and consultation fees		-	-
Interest		-	-
Foreign Travel expenses		-	-
Total		-	-

G Details of consumption of imported and indigenous items		As at 31st March, 2023	As at 31st March, 2022
Particulars			
<u>Imported</u>			
Raw materials		-	-
Components		-	-
Spare parts		-	-
Total		-	-
Indigenous			
Raw materials		-	-
Components		-	-
Spare parts		-	-
Total		-	-

H Earnings in foreign currency		As at 31st March, 2023	As at 31st March, 2022
Particulars			
Export of goods calculated on FOB basis		-	-
Royalty, know-how, professional and consultation fees		-	-
Interest and dividend		-	-
Other incomes-		-	-
Total		-	-

I Remittance in foreign currency during the year on account of dividend		As at 31st March, 2023	As at 31st March, 2022
Particulars			
Amount of dividend remitted in foreign currency		-	-
Total number of non-resident shareholders (to whom the dividends were remitted in foreign currency)		-	-
Total number of shares held by non-resident shareholders on which dividend was due		-	-

Description	Numerator	Denominator	31st March, 2023	31st March, 2022
Current Ratio (in times)	Current assets	Current liabilities	480.61	690.28
Return on Equity Ratio (in %)	Profit for the year	Average shareholder equity	0.69	0.47
Trade payables turnover ratio (in times)	Cost of goods sold + cash expenses	Average trade payables	3.24	1.87
Net capital turnover ratio (in times)	Gross revenue from sale of products and services	Current assets-Current liabilities	0.01	-
Net profit ratio (in %)	Profit for the year	Gross revenue from sale of products and services	176.59	NA
Return on Capital employed (in %)	Profit before interest and taxes	Average capital employed	0.90	0.62

(all amounts in Rs. '000)

Return on investment (in %)	Income from Investments	Time weighted average investments	1.39	1.47
The following ratios are not applicable to the company				
<u>Ratio</u>				<u>Reason why not applicable</u>
Debt-equity ratio				The company has no debts
Debt-service coverage ratio				The company has no debts
Inventory turnover ratio				The company has no inventory
Trade receivables turnover ratio				The company has no trade receivables
<u>Reasons for change in ratios by more than 25% over the previous year:</u>				
(Note-A large part of the reason for wide variances is because the company has hardly any operations and income and therefore the base is very small)				
a) Current ratio- The company has insignificant current liabilities, the variance is due to the small denominator.				
b) Return on equity ratio- Profit for the year includes a sum recovered against amount written off in past years.				
c) Trade payables turnover ratio- The average trade payables has decreased during the year coupled with a small increase in cash expenses.				
d) Net profit ratio- Gross revenue from sale of products and services, which is the denominator, was 'Nil' in the previous year.				
e) Return on Capital employed- Profit before interest and taxes for the year includes a sum recovered against amount written off in past years.				

Note 17**Related party disclosures****A Related parties**Enterprises where control existsa. Special Steel & Wire Wings^{(a) partnership firm}Other related parties with whom the company had transactionsRelatives of Directors

a. Sanjay Khandelwal

B Transactions with related parties

Name of related party	Nature of payment	As at 31st March, 2023	As at 31st March, 2022
Sanjay Khandelwal	Professional fees	3.00	4.50

Note: Related parties have been identified by the Management.

Figures of the Previous Year have been regrouped wherever necessary.

As per our report of even date

For and behalf of the Board

For Vaibhav Binani & Associates

Chartered Accountants

Registration number: 331816E

Bijoy Kumar Khandelwal

Director

DIN- 00548526

Vaibhav Binani

Proprietor

Membership No.: 313817

UDIN: 23313817BGYISU8778

Shailendra Kumar Khandelwal

Whole Time Director

DIN- 01122807

Place : Kolkata

Date : 01.09.2023