



# 20 21 —

**QGO FINANCE LTD  
28<sup>th</sup> ANNUAL REPORT**

# Make it extra with QGO FINANCE LIMITED

We help you achieve more

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# **CORPORATE INFORMATION**

**Company Secretary & Compliance Officer**  
*Urmi Joiser*

**Statutory Auditor**  
*M/s Subramaniam Bengali & Associates,  
Chartered Accountants, Mumbai*

**Registrar & Transfer Agent**  
*Mas Services Limited, T-34, 2ND Floor, Okhala  
Industrial, Area, Phase- II, New Delhi -110020*

**Secretarial Auditor**  
*Makarand M Joshi & Co., Practising Company  
Secretaries, Mulund, Mumbai*

**Bankers**  
*Axis Bank  
HDFC Bank*

**Registered Office of the Company**  
*3rd Floor, A-514, TTC Industrial Area, MIDC,  
Mahape, Navi Mumbai - 400701*



## OUR VISION

“

*To be the Company in India which provides financial services with the highest standards of ethics and professionalism.*

*A firm which is known to be just, fair, credible and efficient. To have humility in our dealings and equitably balance the needs of our customers and stakeholders. To grow consistently, whilst providing security and satisfaction to our personnel and to constantly provide a return to our investors.* ”

“Our mission is to be an ethical, efficient, customer focused, technologically strong, innovative and resilient financial services company that affords continuous growth, singular value to each of our customers and a prudent risk conscious corporate environment which provides best-in-class value to all our stakeholders.

## OUR MISSION

”



# OUR JOURNEY SO FAR

A brief history of QGO FINANCE LIMITED

1993

## **INCORPORATION**

*Company incorporated on July 28, 1993 as a Private Company within the jurisdiction of Registrar of Companies, Delhi & Haryana.*

1995

## **CONVERSION TO A PUBLIC COMPANY**

*Company converted into Public Limited Company and name was changed to 'Parnami Credits Limited', fresh Certificate of Incorporation issued.*

1996

## **INITIAL PUBLIC OFFER**

*The Company issued an IPO for 27,50,000 shares of Rs 10/- each at par vide Prospectus dated July 15, 1996.*

2013

## **LISTED ON STOCK EXCHANGE**

*Subsequent to IPO, the Company was listed on the Bombay Stock Exchange (BSE).*

2017

## **SHIFTED IN REGISTERED OFFICE**

*The Registered Office of the Company was shifted to Mumbai.*

2018

## **TAKE OVER**

*The current Board took over the company through a Public offer and Preferential allotment.*

2018

## **EQUITY INFUSION & RAISING DEBT**

*Equity of INR 3.5 Crore infused & Debt amounting to INR 7.75 Crore was raised via Private Placement of Non-Convertible Debentures (NCD).*

2019

## **INCREASE IN AUTHORISED SHARE CAPITAL**

*The Authorised Share Capital of the Company was raised from INR 7 Crore to INR 10 Crore. Further raised INR 10 Crore through Private Placement of NCDs at highly competitive pricing.*

# KEY PILLARS OF STRENGTH

## ADDRESSING A LARGE & UNDERSERVED MARKET

*Tailor-made solutions to address the unique financing needs of the Real Estate and MSME sector across carefully selected locations*

## ROBUST RISK MANAGEMENT

*Strong underwriting & monitoring with prudent lending norms to manage risk*

## LOW COST EXECUTION

*Execution led by a low-cost operating model with negligible fixed costs – Opex ratios among industry best for small NBFCs*

## STRONG CAPITALIZATION & MODERATE LEVERAGE

*Well capitalised with moderate leverage at 2.8x; Demonstrated ability to raise funding at competitive pricing*

## ENTREPRENEURIAL MANAGEMENT & PROFESSIONAL BOARD

*Competent Management with a proven record of successfully scaling businesses, supported by professional board with strong pedigree*

## BEST-IN-CLASS CORPORATE GOVERNANCE

*High focus on ethics & compliance with 50% Independent directors, 5 Board level committees and internal & external audits*

# PERFORMANCE OF THE COMPANY

*Our performance during the pandemic with negligible opex waste and no slippages or need for moratoriums among our borrowers is testimony to the robustness of our business model.*

Strict daily monitoring on end-use of funds on subsequent disbursement to existing borrowers

Reached out to all existing borrowers to assess cash flow stress

Tightened credit policy & processes to assess new borrowers;  
Calibrated disbursements

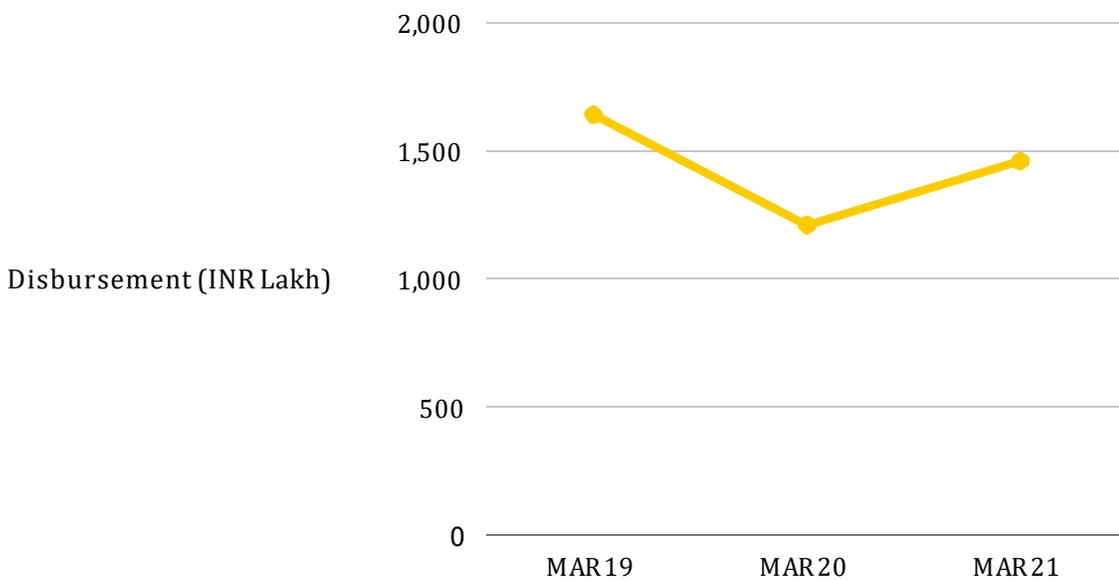
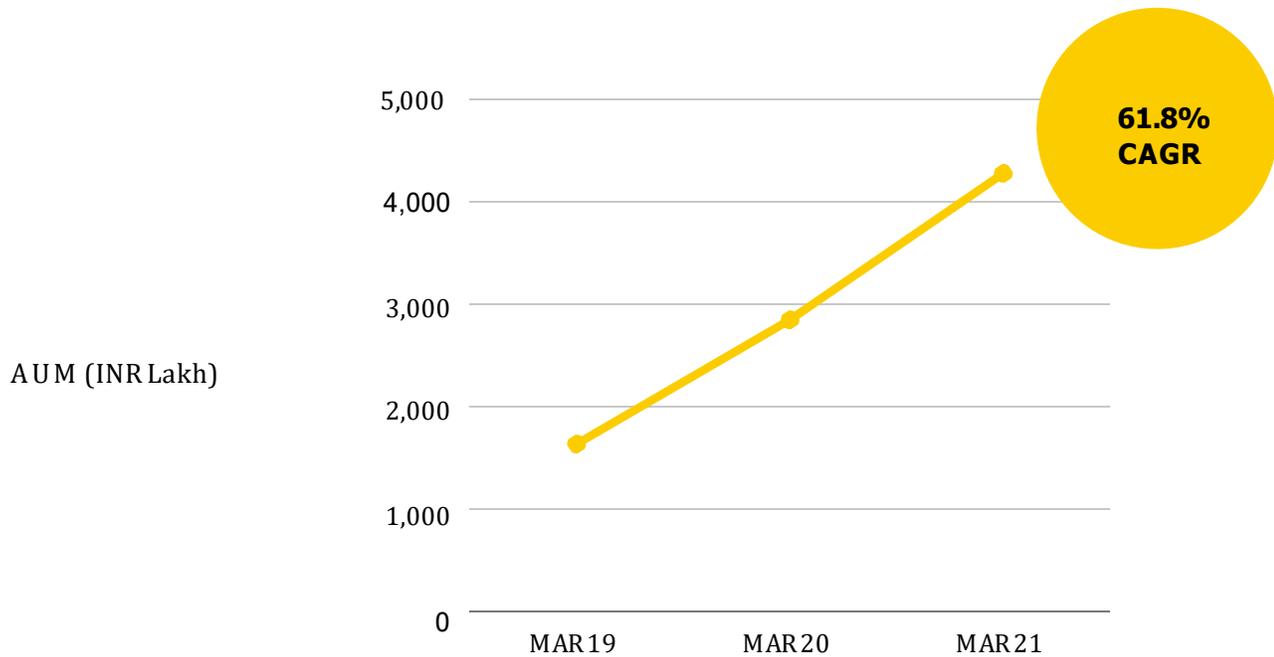
No slippages;  
Moratorium not availed by any borrower

All employees retained & paid full salaries on time



# PERFORMANCE OF THE COMPANY

Strong Growth in Business



*~3x growth in AUM achieved in one of the worst economic cycles for NBFCs;  
Calibrated disbursements undertaken in FY20 and FY21 as systemic risk increased significantly on account of COVID-19*

# INTRODUCTION TO THE BOARD



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**Vineet Bakhshi**  
**Chairman & Independent Director**

- ◆ Served as Chairman & MD of Goa Shipyard
- ◆ Served on the Boards of Companies like Mazgaon Dockyard (as Chairman)
- ◆ Promoter of Bakshi Springdale School, Kota
- ◆ Social entrepreneur, actively involved in renovation of Govt. schools in rural Rajasthan
- ◆ Masters in Technology from IIT, Delhi | Rear Admiral (Retd)



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**Virendra Jain**  
**Independent Director**

- ◆ Engineer
- ◆ Promoted various Companies in Electronic, Telecommunications & Jewelry Market
- ◆ Appointed on the Board of QGO in September 2018



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**Seema Pathak**  
**Non-Executive Non-Independent Director**

- ◆ Masters in Economics
- ◆ Promoter of Retail pharmacy chain - Prism Medical and Pharmacy Private Limited. Organically grew business to 10 stores and subsequent successful exit Served
- ◆ on Board of Sadbhav Infra realities, with exposure to Infrastructure & Real Estate sectors

# INTRODUCTION TO THE BOARD



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**Rachana Singi**  
**Managing Director**

- Seasoned entrepreneur with strong expertise in strategy & fund raising
- Founder of Anika Apparels Pvt. Ltd. (A high-end women's wear company), grew it to an INR 25 Crore turnover enterprise from scratch
- Served on the board of multiple companies across textiles, marketing, designing and retail
- Extensively involved in social services including welfare of girl children, relief organisations and education for economically weaker children
- Chartered Accountant, ICAI by Qualification



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**Alok Pathak**  
**Chief Financial Officer**

- A seasoned entrepreneur with strong roots in business and technology
- Founded, scaled and later sold IdhaSoft – a leading software and technology company with global presence
- Held leadership positions at Tata Infotech and Tata Teleservices
- Part of visiting faculty at Narsee Monjee Institute of Management Studies Served
- in the India Navy; Acted as Directing Staff in College of Naval Warfare Bachelors in
- Engineering and Masters in Technology from IIT Mumbai



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**Urmi Joiser**  
**Company Secretary & Compliance Officer**

- Member of Institute of Company Secretaries of India
- Master of Commerce from University of Mumbai
- Handles the Secretarial & legal department of the Company

# From the Chairman's Desk

*“Excellence, Empathy, Hard Work, Prudence, Persistence, - The pillars on which the foundations of the Company have been built, have made it stand strong & flourish even in difficult times”*

Dear Shareholders,

It gives me immense pleasure to present the report for the year 2020-21. The year has been difficult not only for our customers, but also for the employees of your company. Nonetheless, by dint of persistent hard work, we have continued on the path of growth and progress. More than ever before, now, the success of our business is deeply intertwined with the progress of our customers and our partners, our ability to fulfil our commitments on time and the well-being of the communities where we operate.

At QGO Finance Limited, as growth in the financial sector slowed sharply, and interest recovery was a matter of deep concern for the Banks & Financial Institutions at the beginning of the year, the Company continued to focus on catering to the financial needs of the borrowers and driving operational and financial efficiency. I feel extremely happy & proud stating that the company was able to maintain operating margins in FY21 even in these difficult circumstances.

The Company continues to make substantial progress with a Net Income of Rs/- 5,21,26,239, a growth of 45%, and a Net Profit of Rs. 64,19,637 /- with a growth of 10.22%. *“Excellence, Empathy, Hard Work, Prudence, Persistence, - The pillars on which the foundations of the Company have been built, have made it stand strong & flourish even in the difficult times”*

I am encouraged by the regulators' counter measures implemented to revive growth and acknowledgment of our category's salience in the revenue generation capability of the country as also our contribution to the economy. The RBI implemented measures to strengthen governance & risk oversight of NBFCs and has opened up new avenues for the Companies to raise funds and ensure their financial viability.

Looking at the future, India's financial market growth drivers remain intact. I am confident of QGO Finance Limited. With an excellent management team, your Company is establishing itself as one of the most efficient and go-to non-banking financial companies. It has best-in-class people running great businesses; it has excellent systems and processes; it has developed outstanding risk metrics, and it has shown nimbleness in adapting to changed circumstances and these make for QGO Finance Limited to be a great institution.

It would have been impossible to achieve what we have without the support of our employees, the guidance of our Board, and the confidence of our stakeholders. I express my sincerest gratitude to you all. And I hope you will continue to be our pillars of strength in this exciting journey to grow bigger & better.

**With my best wishes. Stay safe. Stay well. Thank You!**

**Rear Admiral Vineet Bakhshi VSM  
(Retd) Non-Executive Chairman  
Qgo Finance Limited**

# Managing Director's Address

*“To be prepared is half the victory”*

**Dear Shareholder,**

It has been a difficult year for everybody. Despite the ferocity with which the second and third waves of the pandemic are now hitting us, we are in a far better place as we exit FY 2021 than we were at the start. With a plethora of vaccines and new therapies that modern science and the pharmaceutical industry have delivered at unmatched speed, humanity is not as helpless as when the pandemic first struck. We are a resilient and adaptable species. With discipline, focus and fortitude, we shall overcome. We at Qgo have been proactively addressing this issue with utmost sincerity & diligence. So far the Company has not faced any serious impact of the pandemic and has been consistently performing whilst maintaining strict compliance in line with the various directives issued by the Regulatory authorities from time to time.

We at Qgo, aspire to grow consistently, whilst providing security and satisfaction to you and to constantly provide a healthy return on your investment. To achieve this objective, we have been innovating & evolving our product portfolio to suit the challenging, ever changing business environment.

Our mission is to be an ethical, efficient, customer focused, technologically strong, innovative and resilient financial services company that affords continuous growth, singular value to each of our customers, well governed, sustainable organisation and a prudent risk conscious corporate environment which provides value to all our stakeholders.

Guided by the uncompromising founding principles of Ethics, Values, Reliability, Dependability, Trustworthiness, Goodwill and Integrity, the company thrives on the philosophy of ‘Unchanging Values in Changing Times’.

In order to provide the highest quality of financial services in a cordial, professional manner, to engage with our customers for optimising use of credit, to provide sound management in order to maintain earnings for our continued growth and to provide our employees with a favourable and rewarding career; our Company has been continuously evolving in policy framework & standard operating procedures coupled with continuum human resource training.

# Managing Director's Address

Our transformation strategy going forward will focus predominantly on five areas: customer service, credit revamp, digitalisation of finance operations, synergy between investors and clients. Growth being our driving factor, stability is of utmost importance. During these times, we have strived to grow deeper roots and a wider base so that no storm can uproot us.

With many of our customers embarking on multiyear, enterprise-wide transformation journeys, We are very well positioned to benefit from this expanding opportunity. Most importantly, we believe that this represents a unique opportunity to redefine how enterprises have traditionally approached transformations.

Pursuant to this pandemic, our Company is continuously monitoring and assessing the impact on the business, profitability and liquidity position and is/will be taking all the necessary steps to mitigate the adverse impact on revenues, profits and resultant cash flow. This is the challenge that will need all our collective humanity and ingenuity to tackle. At Qgo, we are fully committed and determined to play our part.

Lastly, I would like to appreciate the efforts of our employees in making Qgo, a renowned name in the Industry along with the guidance of our esteemed Board members and their excellent vision. I'm grateful to be a part of an organization that believes in growth and prosperity. There is a beautiful saying that goes "**To be prepared is half the victory**" and I'm sure as far our preparation is concerned to combat the current economic scenario, we will come out to be victorious and more resilient in our approach.

Warmly,  
**Mrs. Rachana Singi**  
**Managing Director**



## **NOTICE OF ANNUAL GENERAL MEETING**

Notice is hereby given of the Twenty-Eighth (28<sup>th</sup>) Annual General Meeting (AGM) of the Members of **QGO Finance Limited** to be held through Video Conferencing (“VC”)/ Other Audio Visual Means (“OAVM”), moderated & conducted from the Registered office of the Company situated at 3rd Floor, A-514, TTC Industrial Area, MIDC, Mahape, Navi Mumbai, Thane, MH- 400701 on **Wednesday, 14<sup>th</sup> July 2021 at 11.00 AM (IST)** to transact the following businesses:

### **Ordinary Business:**

- 1. To consider, approve and adopt the Audited Financial Statements of the Company for the Financial year ended 31<sup>st</sup> March, 2021, together with the Reports of the Board and Auditors thereon.**

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

“**RESOLVED THAT** the Audited Financial Statements of the Company for the Financial year ended 31<sup>st</sup> March, 2021 together with the Reports of the Board and Auditors thereon laid before this meeting, be and are hereby considered and adopted.”

- 2. To re-appoint Mrs. Seema Pathak (DIN: 01764469), who retires by rotation as a Non-Executive Director of the Company and being eligible, offers herself for re-appointment.**

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

“**RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any re-enactment(s) or modification(s), thereof for the time being in force), Mrs. Seema Pathak (DIN: 01764469), who retires by rotation at this meeting, and being eligible offers herself for re-appointment, be and is hereby re-appointed as Non- Executive Director of the Company.”

**For and on behalf of the Board of QGO Finance Limited**

**Sd/-**

**Rear Admiral Vineet Bakhshi  
(Retired)**

**Chairman and Director**

**DIN: 02960365**

**Address: 137, Shakti Nagar, Dadabari,  
Kota-324009-Rajasthan**

**Registered Office:**

3rd Floor, A-514, TTC, Industrial Area,  
MIDC, Mahape, Navi Mumbai-400701

Contact: 22 49762795

Email: [contactus@qgofinance.com](mailto:contactus@qgofinance.com)

**Date: 14<sup>th</sup> May, 2021**

**Place: Rajasthan**

**NOTES:**

1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020 and Circular No. 02/2021 dated January 13, 2021 and all other relevant circulars issued from time to time by Ministry of Corporate Affairs ('MCA') and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**"), physical attendance of the Members to the AGM venue is not required and Annual general meeting be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. Members of the Company under the category of Institutional Investors including Mutual Funds are encouraged to attend and vote at the AGM through VC and the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.
3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 May 05, 2020 and January 13, 2021 the Company is providing facility of remote e-Voting to its Members in respect

of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the AGM will be provided by NSDL.

6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at [www.qgofinance.com](http://www.qgofinance.com). The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. [www.evoting.nsd.com](http://www.evoting.nsd.com).
7. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020 and MCA Circular No. 2/2021 dated January 13, 2021.
8. Members who need assistance before or during the AGM, can contact Ms Urmi Joiser, Company Secretary at [qgocs@qgofinance.com](mailto:qgocs@qgofinance.com)
9. The Register of Members and the Share Transfer Book of the Company will remain closed from Thursday, July 08, 2021 to Wednesday, July 14, 2021 (both days inclusive) for the purpose of Annual General Meeting.
10. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, will be available electronically for inspection by the members during the AGM. All documents referred to in the Notice will also be available for electronic inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an email to [contactus@qgofinance.com](mailto:contactus@qgofinance.com)
11. Members desiring any information are requested to write to the Company 5 days in advance.
12. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual reports, Notices, Circulars, etc. from the Company electronically.
13. In compliance with the Circulars, the Annual Report of the FY 2020-21, the Notice of the 28th AGM, and instructions for e-voting are being sent only through electronic mode to those members whose email addresses are registered with the Company / depository participant(s). The Members who have not yet registered their e-mail addresses are requested to register the same with RTA / Depositories.
14. The facility for voting during the AGM will also be made available. Members present in the AGM through VC and who have not cast their vote on the resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through the e-voting system during the AGM.

15. In compliance with Section 108 of the Act, read with the corresponding rules, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the Listing Regulations”), the Company has provided a facility to its members to exercise their votes electronically through the electronic voting (“e-voting”) facility provided by the NSDL. Members who have cast their votes by remote e-voting prior to the AGM may participate in the AGM but shall not be entitled to cast their votes again. The manner of voting remotely by members holding shares in dematerialized mode, physical mode and for members who have not registered their email addresses is provided in the instructions for e-voting section which forms part of this Notice. The Board has appointed Makarand M. Joshi, failing him Ms. Kumudini Bhalerao, partner of M/s Makarand M. Joshi & Co., Practicing Company Secretaries, as the Scrutinizer to scrutinize the e-voting in a fair and transparent manner.
16. The Result declared along with the report of the scrutinizer shall be placed on the website of the Company and on the website of Agency the results shall simultaneously be communicated to the Stock Exchange (BSE Limited), Mumbai.

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

The remote e-voting period begins on Sunday, 11<sup>th</sup> July, 2021 at 9:00 A.M. and ends on Tuesday, 13<sup>th</sup> July, 2021 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Wednesday, 07<sup>th</sup> July 2021, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Wednesday, 07<sup>th</sup> July 2021.

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

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

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

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

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode	1. If you are already registered for <b>NSDL IDeAS facility</b> , please visit the e-Services website of NSDL. Open web browser by typing the following URL:

with NSDL.	<p><a href="https://eservices.nsdl.com/">https://eservices.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “<b>Beneficial Owner</b>” icon under “Login” which is available under “<b>IDeAS</b>” section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on options available against company name or <b>e-Voting service provider - NSDL</b> and you will be redirected to NSDL e-Voting website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <p>2. If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “<b>Register Online for IDeAS</b>” Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on options available against company name or <b>e-Voting service provider - NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>
Individual Shareholders holding securities in demat mode with CDSL	<p>1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are</p>

	<p><a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</p> <p>2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of <b>e-Voting service provider i.e. NSDL</b>. Click on <b>NSDL</b> to cast your vote.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on options available against company name or <b>e-Voting service provider-NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

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

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

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

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

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

4. Your User ID details are given below :

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

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

below in **process for those shareholders whose email ids are not registered**

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

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

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

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join General Meeting”.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

### **General Guidelines for shareholders**

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

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to [contactus@qgofinance.com](mailto:contactus@qgofinance.com)
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to [contactus@qgofinance.com](mailto:contactus@qgofinance.com). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

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

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

**For and on behalf of the Board of QGO Finance Limited**

**Sd/-**

**Rear Admiral Vineet Bakhshi**

**(Retired)**

**Chairman and Director**

**DIN: 02960365**

**Address:** 137, Shakti Nagar, Dadabari,  
Kota-324009-Rajasthan

**Registered Office:**

3rd Floor, A-514, TTC, Industrial Area,

MIDC, Mahape, Navi Mumbai-400701

Contact: 22 49762795

Email: [contactus@qgofinance.com](mailto:contactus@qgofinance.com)

**Date: 14<sup>th</sup> May, 2021**

**Place: Rajasthan**

**Particulars of the Directors seeking appointment / re-appointment at the ensuing Annual General Meeting pursuant to Regulation 36(3) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.**

<b>Name</b>	Mrs. Seema Pathak
<b>Date of Birth</b>	23/08/1961
<b>Date of Appointment</b>	01/08/2018
<b>Experience in functional area</b>	Approx. 30 Years' experience of handling fund flow in real estate, stock Market.
<b>Qualification</b>	MA (in Economics) and B. Ed
<b>Terms and Condition of Appointment &amp; Last Remuneration</b>	Terms and Condition are as decided by the Board.
<b>Directorship in other Companies</b>	NA
<b>Membership of Committees of this Company &amp; other Public Companies (Audit Committee / Nomination Remuneration Committee / Stakeholders Relationship Committee)</b>	<b>Qgo Finance Ltd</b>  Member of Audit Committee, Stakeholder Relationship Committee, Risk Management Committee of Qgo Finance Limited  Chairperson of Nomination and Remuneration Committee of Qgo Finance Limited
<b>No. of Shares held in the company</b>	Nil
<b>First Appointment by the Board</b>	01/08/2018
<b>Relationship with another Director, Manager &amp; KMP</b>	Wife of Mr. Alok Pathak, CFO of the Company
<b>Board Meeting attended (F.Y. 2020-21)</b>	All 7 Meetings

# Board's Report

*Dear Members,*

Your Directors are pleased to present the 28<sup>th</sup> Annual Report of your Company and the Audited Financial Statements for the year ended 31<sup>st</sup> March, 2021.

## 1. Financial Results

The Company's Financial Performance during the year ended 31<sup>st</sup> March, 2021 as compared to the previous year's is summarized as below:

*(Amount in "Rs.")*

Particulars	For the Financial year ended 31 <sup>st</sup> March, 2021	For the Financial year ended 31 <sup>st</sup> March, 2020
Revenue from Operation	5,20,20,984	3,58,17,385
Other Income	1,05,255	2,36,032
Total Revenue	5,21,26,239	3,60,53,417
Less: Expenses	4,04,49,583	2,66,76,639
Less: Amount transferred to NBFC Reserve Fund	23,96,792	19,09,747
Profit/ (Loss) before tax	92,79,864	74,67,031
Less: Tax Expenses	28,60,228	16,42,864
Profit after Tax	64,19,637	58,24,167

## 2. Review of Operations

During the year under review, the Company has reported a Turnover of Rs. 5,20,20,984/- against the previous year's Turnover of Rs. 3,58,17,385/-, which constitutes growth of 45% in turnover whereas the Profit before Tax is Rs. 92,79,864 /- for the year under review as compared to a profit of Rs. 74,67,031 /- for the previous year.

There were no changes in the nature of the Business of the Company during the year under review.

## 3. Transfer to Reserves

The Company has not transferred any amount to the General Reserve. However, the entire profit amount has been retained by the Company in their Profit and Loss Account, except for Rs. 23,96,792 /- which was transferred to the "NBFC Reserve Fund" maintained by the Company as per RBI Guidelines.

#### **4. Dividend**

The Directors have decided not to declare any Dividend. Even though the Company has seen growth this year, the Directors are of the opinion that the entire profit of Rs. 64,19,637 be transferred to the Reserves keeping in mind the current economic scenario. All the Directors have decided to preserve the profits so that they can be utilized in the Company's need of hour.

#### **5. Report on performance of Subsidiaries, Associates and Joint Venture Companies**

During the year under review, your Company did not have any Subsidiary, Associate and Joint Venture Company.

#### **6. Deposits**

The Company has not accepted or renewed any amount falling within the purview of provisions of Section 73 of the Companies Act 2013 ("the Act") read with the Companies (Acceptance of Deposit) Rules, 2014 during the year under review. Hence, the requirement of furnishing details relating to Deposits covered under Chapter V of the Act or the details of Deposits which are not in compliance with the Chapter V of the Act is not applicable.

#### **7. Particular of Contracts or Arrangement with Related Parties**

All Transactions/Contracts/Arrangements entered into by the Company with Related Party (ies) as provided under the provisions of Section 2(76) of the Companies Act, 2013, during the Financial Year under review were in ordinary course of business and on an Arm's Length Basis. Further, none of these Contracts / Arrangements / Transactions with Related Parties could be considered material in nature as per the thresholds given in Rule 15(3) of the Companies (Meetings of Board and its Powers) Rules, 2014 and hence no disclosure is required to be given in this regard. The details are disclosed in Form AOC-2 which is annexed as "Annexure-I" to this report.

#### **8. Disclosure of Related Party Transaction with Person or Entity belonging to Promoter & Promoter Group**

The details of Related Party Transaction(s) entered by the Company with persons & entity belonging to the Promoter or Promoter Group holding 10% or more shareholding of the Company are described in detail in the Financial Statements of the Company.

#### **9. Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo**

The particulars as required under the provisions of Section 134(3)(m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014 in respect of Conservation of Energy, Technology Absorption, Foreign Exchange Earnings and Outgo etc. are furnished in "**Annexure -II**" which forms part of this Report.

#### **10. Annual Return**

Pursuant to the provisions of Section 134(3)(a) of the Companies Act, 2013, Annual Return for the Financial year ended 31<sup>st</sup> March, 2021 is prepared as per the provisions of Section 92(3) of the Act, and Rule 12 of Companies (Management and Administration) Rules, 2014. The Company is required to host a copy of annual return on the website, if any of the Company and a web link of the same to be given in the Directors' Report and same has been placed on the below mentioned web-address:-

<http://www.qgofinance.com/annual-reports-returns/>

#### **11. Particulars of Investments, Loans, Guarantees and Securities**

Pursuant to Section 186 of the Companies Act, 2013, all the Companies have to disclose the particulars of investment made by them during the year. However, a Non-Banking Financial Company has been exempted from this provision. The brief particulars can be found in **Note no: 4** of the Balance sheet.

#### **12. Disclosures under Section 134(3)(l) of the Companies Act, 2013**

Except as disclosed elsewhere in this Report, no material changes and commitments which could affect the Company's financial position have occurred between the end of the Financial year of the Company on the date of this Report.

#### **13. Disclosure of Internal Financial Controls**

The Internal Financial Controls with reference to Financial Statements as designed and implemented by the Company are adequate. During the year under review, no material or serious observations have been received from the Statutory Auditors of the Company for inefficiency or inadequacy of such controls.

#### **14. Change in Key Managerial Personnel and Directors**

##### **Board of Directors:**

During the year under review no changes has been occurred to the Board of the Company.

##### **Key managerial Personnel:**

During the year under review, Ms. Nimisha Kasat, Company Secretary & Compliance officer of the Company had resigned from her post with effect from 03<sup>rd</sup> October 2020. With the recommendation of the Nomination & Remuneration Committee and approval of the Board, Ms. Urmi Joiser was appointment as the Company secretary & compliance officer in her place with effect from 03<sup>rd</sup> October, 2021.

There was no other change on the Board or in the KMP

#### **15. Retirement by Rotation**

Pursuant to the provisions of Section 152 of the Companies Act, 2013, **Mrs. Seema Pathak (DIN: 01764469), Non-Executive Director** of the Company is liable to retire by rotation at the ensuing Annual General Meeting of the Company and being eligible, offers herself for re-appointment. The said Director is not disqualified from being re-appointed as a Director of a Company as per the disclosure received from him pursuant to Section 164(2) of the Companies Act, 2013.

#### **16. Declaration by Independent Directors**

During the Financial year under review, Declarations were received from all the Independent Directors of the Company stating that they satisfy the "criteria of Independence" as defined under Regulation 16(b) & 25(8) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with the provisions of Section 149(6) of the Companies Act, 2013, any other applicable Schedules and Rules framed there-under.

Pursuant to the amendment in the Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014, the Independent Directors are required to pass the online proficiency self-assessment test within a period of 2 years of inclusion of their name in the databank and the status as mentioned aforesaid is as follows:

Sr. No.	Name of Director	Status of online proficiency self-assessment test
1	Rear Admiral Vineet Bakhshi (Retired)	Passed
2	Mr. Virendra Narayanlal Jain	Passed

#### **17. Management Discussion & Analysis Report**

Pursuant to Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Management Discussion and Analysis report is annexed hereto and marked as “**Annexure VI**”.

#### **18. Report on Corporate Governance**

The compliance of Corporate Governance provisions specified in Regulation 17 to 27 of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015 is not applicable to the Company in the light of the provisions of Regulation 15 of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015.

However, following the Good Corporate Governance principles and the highest Standards of Accountability, Transparency and Disclosure and keeping in line with Companies Philosophy of Integrated reporting, the Company has taken efforts to comply with Corporate Governance reporting requirements on a **Voluntary basis**. The detailed report on Corporate Governance also forms part of this Annual Report as “**Annexure VII**”.

#### **19. Number of Board Meetings**

According to Section 173(1) of the Companies Act, the Board is required to hold a minimum of four Meetings throughout the year with a gap of not more than one-hundred twenty days between two meetings. The Directors have met 7 (seven) times during this year. The details of Board Meetings and Directors who have attended these Meetings has been disclosed in detail in the Corporate Governance Report.

The Company has complied with the applicable Secretarial Standards in respect of all the above-mentioned Board meetings. All the meetings were convened in compliance with the Secretarial Standards - I issued by the Institute of the Company Secretaries of India.

#### **20. Committees**

The provisions of the Companies Act, 2013 and the Securities Exchange Board of India (Listing Obligations and Disclosures Requirements), Regulation, 2015 have prescribed and mandated forming of Committees of the Board for efficient working and effective delegation of work and to ensure transparency in the practices of the Company. Accordingly, the Committees formed by the Board are as follows:

##### **A. Audit Committee:**

Pursuant to Section 177 of the Companies Act, the Board has formed an Audit Committee. The details of which have been disclosed in the Corporate Governance Report.

The Board of Directors of the Company had accepted all the recommendations of the Committee.

**B. Nomination and Remuneration Committee:**

The Company pursuant to Section 178(1) of the Companies Act, 2013 has formed the Nomination and Remuneration Committee. The details are disclosed in the Corporate Governance Report. The Nomination and Remuneration Policy adopted by the Board forms a part of the Annual Report as 'Annexure-III'. The policy is available on the following web-link:

<http://www.qgofinance.com/corporate-governance/>

**C. Stakeholders' Relationship Committee:**

The Board has in accordance with the provisions of Section 178(5) of the Companies Act, 2013 constituted Stakeholder Relationship Committee. The details of which have been disclosed in detail in the Corporate Governance report.

**D. Administration Committee:**

The Administration Committee was voluntarily formed by the Company for looking after the administration and day-to-day operations of the Company. The further details are disclosed in the Corporate Governance Report.

**E. Risk Management Committee:**

According to the Regulation 21 of the SEBI (Listing Obligations and Disclosure Requirements), 2015, a Risk Management Committee is to be formed by the top 500 listed Companies based on market capitalization. However, QGO Finance Limited does not fall under the threshold. But the Board has opted mandatorily to form the Committee in order to cover the short-comings and secure the position of the Company. The details of the Committee are disclosed in the Corporate Governance report.

**21. Vigil mechanism**

The Board of Directors of the Company, pursuant to the provisions of Section 177(9) of the Companies Act, 2013 read with Rule 7 of the Companies (Meetings of Board and its Powers) Rules, 2014, framed a "Vigil Mechanism Policy" for Directors and employees of the Company to provide a mechanism to ensure adequate safeguards to Employees and Directors from any victimization on raising of concerns of any violations of Legal or Regulatory requirements, incorrect or misrepresentation of any Financial Statements, Reports, etc.

The Employees of the Company have the right/option to report their concerns/grievances to the Chairperson of the Board of Directors.

<http://www.qgofinance.com/corporate-governance/>

## **22. Risk Management Policy**

The Board of Directors of the Company have designed a Risk Management Policy to avoid events, situations or circumstances which may lead to negative consequences on the Company's Businesses, and define a structured approach to manage uncertainty and to make use of these in their decision-making pertaining to all Business divisions and Corporate actions. Key business risks and their mitigation are considered in the Annual/Strategic Business Plans and in the periodic Management Reviews.

## **23. Corporate Social Responsibility Policy**

The provisions of Section 135 of the Act read with Companies (Corporate Social Responsibility Policy) Rules, 2014, are not applicable on the Company.

## **24. Annual evaluation of Directors, Committees and the Board**

Pursuant to the applicable provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements), 2015, the Board has carried out Annual Performance Evaluation of its own performance, the Directors individually as well as the evaluation of the working of its Audit, Nomination & Remuneration and Stakeholder Relationship Committees. The manner in which the evaluation has been carried out has been explained in the Corporate Governance Report.

In a separate meeting of Independent Directors, performance of non-independent directors, performance of the Board as a whole and performance of the Chairman was evaluated, taking into account the views of the Executive Director. The same was discussed in the Board meeting held subsequently to the meeting of the Independent Directors, at which the performance of the Board, its Committees and individual Directors was also discussed. Performance evaluation of Independent Directors was done by the entire Board, excluding the Independent Director being evaluated.

## **25. Auditors and Reports**

### **A. Statutory Auditors Report**

The Observations / Qualifications / Disclaimers made by the Statutory Auditors in their Report for the Financial year ended 31<sup>st</sup> March, 2021 read with the Explanatory notes therein are self-explanatory and therefore, do not call for any further explanation or comments from the Board under Section 134(3) of the Companies Act, 2013

### **B. Secretarial Audit Report for the year ended 31<sup>st</sup> March, 2021**

M/s. Makarand M. Joshi & Company, Practicing Company Secretaries have been appointed as the Secretarial Auditors of the Company. The Secretarial Audit Report in Form MR-3 is appended as "**Annexure-IV**" of this Report.

Further, there are no qualifications made by the Secretarial Auditor

**C. Statutory Auditor**

M/s. Subramaniam Bengali and Associates, Chartered Accountants have been appointed as the Statutory Auditors of the Company by the shareholders of the Company in the previous Annual General Meeting for a term of 5 years ending on 2023-24.

**D. Internal Auditor**

Pursuant to Section 138 of the Companies Act, 2013, the Company has appointed M/s. KARM & Co. as the Internal Auditor of the Company.

**E. Maintenance of Cost Records**

Pursuant to the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Cost records and Audit) Rules, 2014 as amended from time to time, the Company is not required to maintain Cost Records under said rules.

**F. Reporting of frauds by Statutory Auditors**

There were no incidences of material frauds by the Company or on the Company by its officers or employees.

**26. Disclosure of Orders passed by Regulators or Courts or Tribunal**

No orders have been passed by any Regulator or Court or Tribunal which can have an impact on the going concern status of the Company or its operations in future

**27. Directors' Responsibility Statement**

In terms of Section 134(5) of the Companies Act, 2013, in relation to the Audited Financial Statements of the Company for the year ended 31st March, 2021, the Board of Directors hereby confirms that:

- a) in the preparation of the Annual Accounts, the applicable Accounting Standards had been followed along with proper explanation relating to material departures;
- b) such Accounting Policies have been selected and applied consistently and the Directors made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31st March, 2021 and of the profit/loss of the Company for that year;
- c) proper and sufficient care was taken for the maintenance of adequate Accounting Records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) the Annual Accounts of the Company have been prepared on a Going Concern basis;
- e) Internal Financial Controls were followed and such Internal Financial Controls were adequate and are operating effectively.
- f) proper systems have been devised to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively;

**28. Disclosure under Section 43(A)(ii) of the Companies Act, 2013**

The Company has not issued any shares with Differential Rights and hence no information as per provisions of Section 43(a) (ii) of the Act read with Rule 4(4) of the Companies (Share Capital and Debenture) Rules, 2014 is furnished.

**29. Disclosure under Section 54(1)(D) of the Companies Act, 2013**

The Company has not issued any Sweat Equity Shares during the year under review and hence no information as per provisions of Section 54(1)(d) of the Act read with Rule 8(13) of the Companies (Share Capital and Debenture) Rules, 2014 is furnished.

**30. Disclosure under Section 62(1)(B) of the Companies Act, 2013**

The Company has not issued any Equity shares under Employees Stock Option Scheme during the year under review and hence no information as per provisions of Section 62(1)(b) of the Act read with Rule 12(9) of the Companies (Share Capital and Debenture) Rules, 2014 is furnished.

**31. Disclosure under Section 67(3) of the Companies Act, 2013**

During the year under review, there were no instances of non-exercising of voting rights in respect of shares purchased directly by employees under a scheme pursuant to Section 67(3) of the Act read with Rule 16(4) of Companies (Share Capital and Debentures) Rules, 2014 is furnished.

**32. Sexual Harassment at Workplace**

The Company is committed to create and maintain an atmosphere in which employees can work together without fear of sexual harassment and exploitation. Every employee is made aware that the Company is strongly opposed to sexual harassment and that such behavior is prohibited both by law and the Company. During the year under review, the Company has not crossed the stipulated 10 Employees threshold in the establishment. Hence, the Company is not required to form an Internal Complaints Committee as required by the Act.

**A. Disclosure regarding Internal Complaints Committee**

The Company is not required to constitute an Internal Complaints Committee as mentioned under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

**33. Disclosure under Section 197(12) of the Companies Act, 2013 and other Disclosures as per Rule 5 of Companies (Appointment & Remuneration) Rules, 2014**

The disclosures as per Rule 5 of Companies (Appointment & Remuneration) Rules, 2014 have been marked as "Annexure-V"

## **Appreciation**

Your Directors take this opportunity to thank the Customers, Shareholders, Suppliers, Bankers, Business Partners/Associates, Financial Institutions and Central and State Governments and all other Stakeholders for their consistent support and encouragement to the Company.

**For and on behalf of Board of Qgo Finance Limited**

*Sd/-*

***Rear Admiral Vineet Bakhshi (Retired)***

***Chairman and Independent Director***

***DIN: 02960365***

***Address: 137, Shakti Nagar, Dadabari, Kota – 324009 Rajasthan, India***

**Annexure-I**  
**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 Arm's Length transaction for the year ended 31<sup>st</sup> March, 2021.

**1. Details of contracts or arrangements or transactions not at Arm's length basis:**

Sr. No.	Particulars	Details
a)	Name (s) of the related party & nature of relationship	NA
b)	Nature of contracts/arrangements/transaction	NA
c)	Duration of the contracts/arrangements/transaction	NA
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	NA
e)	Justification for entering into such contracts or arrangements or transactions'	NA
f)	Date of approval by the Board	NA
g)	Amount paid as advances, if any	NA
h)	Date on which the special resolution was passed in General meeting as required under first proviso to section 188	NA

**2. Details of contracts or arrangements or transactions at Arm's length basis:**

Sr. No.	Particulars	Details	Details
a)	Name (s) of the related party & nature of relationship	Deepika Nath- Relative of Managing Director	Element Seven Garments and Textile Pvt Ltd- Under the same Management
b)	Nature of contracts/arrangements/transaction	Money Borrowed- Non-Convertible Debentures	Unsecured Loan
c)	Duration of the contracts/arrangements/transaction	As mentioned in offer letter	As per the loan agreement
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	As mentioned in offer letter Rs. 1,00,00,000/-	As per the loan agreement Rs. 1,50,00,000/-
e)	Date of approval by the Board	26/11/2020	01/01/2021
f)	Amount paid as advances, if any	NA	NA

**For and on behalf of Board of Qgo Finance Limited**  
**Sd/-**

**Rear Admiral Vineet Bakhshi (Retired)**  
**Chairman and Independent Director**

**DIN: 02960365**

**Address: 137, Shakti Nagar, Dadabari, Kota - 324009 Rajasthan, India**

**Annexure - II**

**Conservation of Energy, Technology Absorption, Foreign Exchange Earnings & Outgo**

*[Pursuant to Section 134(3)(m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014]*

**A. Conservation of Energy:**

Steps taken or impact on conservation of energy	The Company has not spent any substantial amount on Conservation of Energy to be disclosed here.
Steps taken by the Company for utilizing alternate sources of energy	
Capital investment on energy conservation equipment	

**B. Technology Absorption:**

Efforts made towards technology absorption	Considering the nature of activities of the Company, there is no requirement with regards to technology absorption.
Benefits derived like product improvement, cost reduction, product development or import substitution	
In case of imported technology (imported during the last three years reckoned from the beginning of the financial year):	
• Details of technology imported	Nil
• Year of import	Not Applicable
• Whether the technology has been fully absorbed	Not Applicable
• If not fully absorbed, areas where absorption has not taken place, and the reasons thereof	Not Applicable
Expenditure incurred on Research and Development	Nil

**C. Foreign Exchange Earnings and Outgo:**

	April 01, 2020 to March 31, 2021 [Current F.Y.] Amount in Rs.	April 01, 2019 to March 31, 2020 [Previous F.Y.] Amount in Rs.
Actual Foreign Exchange earnings	-	-
Actual Foreign Exchange outgo	-	-

For and on behalf of Board of Qgo Finance Limited  
Sd/-

*Rear Admiral Vineet Bakhshi (Retired)  
Chairman and Independent Director*

*DIN: 02960365*

*Address: 137, Shakti Nagar, Dadabari, Kota – 324009 Rajasthan, India*

**Annexure III**  
**Nomination and Remuneration Policy**

[Pursuant to Section 134 (3)(e) of the Companies Act, 2013]

(Amended as on 14th May, 2021)

• **BACKGROUND:**

Nomination and Remuneration Committee formation is mandated by Companies Act, 2013 (hereinafter referred to as “the Act”). Pursuant to Section 178 of the Act and Rules made thereunder, the Board of Directors of every listed Company shall constitute the Nomination and Remuneration Committee.

This policy for determining Nomination and Remuneration of Directors, Key Managerial Personnel and Senior Management (“Policy”) of QGO Finance Limited (“QGO” or “Company”) has been adopted, in accordance with the provisions of Companies Act, 2013 & Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Board of Directors of the Company may amend this policy from time to time provided such amendments are in line with the provisions of Companies Act, 2013 and Regulations (if any) applicable to the Company at the time of amendment.

• **OBJECTIVE:**

The primary objective of this Policy is to attract, retain and motivate Key Managerial Personnel and Senior Management. To provide guidelines for the formation of Nomination and Remuneration Committee, which includes its composition, roles and responsibilities and to enumerate the Terms of Reference of the Committee

Further the Policy provides in detail for the following:

- i. Selection criteria and qualifications for Directors;
- ii. Selection criteria and qualifications for Senior Management
- iii. Remuneration payable to Directors, KMP and Senior Management Performance goal setting

• **DEFINITIONS:**

‘Act’ means the Companies Act, 2013 and the Rules framed there under.

‘Board of Directors’ or ‘Board’ in relation to a Company, means the collective body of the Directors of the Company.

‘Company’ means QGO Finance Limited.

‘Director’ means a Director appointed to the Board of the Company. The term Director shall mean and include Whole-Time Director & Non-Executive Directors (including Independent Directors) of the Company.

‘Independent Director’ means an independent director referred to in sub-section (6) of Section 149 of Companies Act, 2013 and Regulation 16 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

**‘Key Managerial Personnel’** key managerial personnel as defined under the Companies Act, 2013 and includes:-

- i. Managing Director, or Chief Executive Officer or Manager;
- ii. Whole-time Director;
- iii. Company Secretary;
- iv. Chief Financial Officer;
- v. such other officer, not more than one level below the directors who is in whole-time employment, designated as key managerial personnel by the Board;
- vi. such other officer as may be prescribed

**‘Policy’** means this Nomination and Remuneration Policy of the Company.

**‘Senior Management’** shall mean officers/personnel of the listed entity who are members of its core management team excluding board of directors and normally this shall comprise all members of management one level below the Chief Executive Officer/Managing Director/Whole Time Director/Manager (including chief executive officer/manager, in case they are not part of the board) and shall specifically include Company Secretary and Chief Financial Officer.

• **APPLICABILITY OF THE POLICY:**

This Policy is applicable to:

- a) Directors viz. Whole-Time Director, Non-executive and Independent Directors;
- b) Key Managerial Personnel;
- c) Senior Management.

• **NOMINATION AND REMUNERATION COMMITTEE**

- A. The Board of Directors of the Company shall constitute the Committee to be known as the Nomination and Remuneration Committee consisting of three or more Non-Executive Directors out of which not less than one-half are Independent Directors. The Committee shall comprise of at least 3 Directors at all times.
- B. The Chairperson of the Committee shall be an Independent Director. The Chairperson of the Company (whether Executive or Non-Executive) may be appointed as member of the Nomination and Remuneration Committee but shall not Chair such Committee.
- C. The quorum for a meeting of the Nomination and Remuneration Committee shall be either two members or one third of the members of the committee, whichever is greater, including at least one independent director in attendance.
- D. The Nomination and Remuneration Committee shall meet at least once in a year.

- **TERMS OF REFERENCE**

1. To formulate criteria for determining qualifications, positive attributes and independence of a Director.
2. Formulate criteria for evaluation of Independent Directors and the Board.
3. Identify persons who are qualified to become Directors and who may be appointed in Senior Management in accordance with the criteria laid down in this policy.
4. To carry out evaluation of every Director's performance as per the Policy on Evaluation of Directors and the Board
5. To recommend to the Board the appointment and removal of Directors and Senior Management.
6. To recommend to the Board policy relating to remuneration for Directors, Key Managerial Personnel and Senior Management.
7. Ensure that level and composition of remuneration is reasonable and sufficient, relationship of remuneration to performance is clear and meets appropriate performance benchmarks
8. Identify persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal
9. Recommend to the Board, remuneration including salary, perquisite and commission to be paid to the Company's Executive Directors on an annual basis or as may be permissible by laws applicable.
10. Recommend to the Board, the Sitting Fees payable for attending the meetings of the Board/Committee thereof, and, any other benefits such as Commission, if any, payable to the Non- Executive Directors.
11. Setting the overall Remuneration Policy and other terms of employment of Directors, wherever required.
12. Removal should be strictly in terms of the applicable laws and in compliance of principles of natural justice
13. To carry out any other function as is mandated by the Board from time to time and / or enforced by any statutory notification, amendment or modification, as may be applicable.
14. To perform such other functions as may be necessary or appropriate for the performance of its duties.

• **APPOINTMENT OF DIRECTORS, KMP AND SENIOR MANAGEMENT**

**I. APPOINTMENT AND QUALIFICATION CRITERIA**

- a) The Committee shall identify a suitable person in accordance with the Terms of Reference of the Committee.
- b) Appointment of Independent Director is subject to compliance of provisions of Section 149 of the Act read with Schedule IV, rules made thereunder; other applicable provisions of SEBI (Listing and Obligations and Disclosure Requirements) Regulations, 2015 and Circulars as issued by BSE from time to time.
- c) In addition to the above, the appointment of directors including managing directors, whole time directors, non-executive directors and independent directors shall be in accordance with the provisions of the Act, including Schedules IV and V of the Act and the Rules made thereunder and the provisions of the SEBI Listing Regulations.
- d) The Company shall not appoint or continue employment of any person as Managing Director or Whole-time Director who has attained the age of seventy years. Provided that the term of the person holding this position may be extended beyond the age of seventy years with the approval of shareholders by passing a special resolution based on the explanatory statement annexed to the notice for such motion indicating the justification for extension of appointment beyond seventy years.
- e) The Company shall not appoint or continue employment of any person as Non-Executive Director who has attained the age of seventy five years. Provided that the term of the person holding this position may be extended beyond the age of seventy five years with the prior approval of shareholders by passing a special resolution based on the explanatory statement annexed to the notice for such motion indicating the justification for extension of appointment beyond seventy five years.

**II. TERM/TENURE**

- a) Managing Director/Whole-time Director :  
The Company shall appoint or re-appoint any person as its Executive Chairperson, Managing Director or Executive Director for a term not exceeding five years at a time. No re-appointment shall be made earlier than one year before the expiry of term.
- b) Independent Director :  
An Independent Director shall hold office for a term up to five consecutive years on the Board of the Company and will be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such appointment in the Board's report.

No Independent Director shall hold office for more than two consecutive terms, but such Independent Director shall be eligible for appointment after expiry of three years of ceasing to become an Independent Director. Provided that an Independent Director shall not, during the said period of three years, be appointed in or be associated with the Company in any other capacity, either directly or indirectly.

At the time of appointment of Independent Director it should be ensured that number of Boards on which such Independent Director serves is restricted to seven listed companies as an Independent Director and three listed companies as an Independent Director in case such person is serving as a Whole-time Director of a listed company or such other number as may be prescribed under the Act.

- c) Others : Further the term/tenure of Senior Management personnel & Key managerial personnel of the Company shall be governed by the prevailing HR Policy of the Company.

### **III. EVALUATION**

The Committee shall carry out evaluation of performance of every Director, members of committees of the Board, KMP, Board Committees and Senior Management at regular intervals (at least once in every year). The results of performance evaluation shall be the basis of remuneration proposed/ amended from time to time by the Committee.

### **IV. REMOVAL**

Due to reasons for any disqualification mentioned in the Act, Policies of the Company, or under any other applicable Act, rules and regulations there under, the Committee may recommend, to the Board with reasons recorded in writing, removal of a Director, KMP or Senior Management Personnel subject to the provisions and compliance of the said Act, rules and regulations.

### **V. RETIREMENT**

The Director, KMP and Senior Management Personnel shall retire as per the applicable provisions of the Act and the prevailing policy of the Company. Subject to applicable provisions of laws, the Board will have the discretion to retain the Director, KMP, Senior Management Personnel in the same position/ remuneration or otherwise even after attaining the retirement age, for the benefit of the Company.

### **VI. FAMILIARISATION OF THE INDEPENDENT DIRECTORS WITH THE COMPANY**

The Company shall familiarise the Independent Directors with the Company, their roles, rights, responsibilities in the Company, nature of the industry in which the company operates, business model of the company, etc., through various programmes.

## **VII. DUTIES OF INDEPENDENT DIRECTORS**

Duties of the Independent Directors shall be as specified in Schedule IV of the Companies Act, 2013 and other applicable provisions of Law.

### **● REMUNERATION FOR DIRECTORS, KMP AND SENIOR MANAGEMENT**

The policy provides that the remuneration of Directors, KMP and other employees shall be based on the following key principles:

#### **A. Pay for performance:**

Remuneration of Executive Directors, KMP and other employees shall be balanced between fixed and incentive pay. The remuneration of Non-Executive Directors shall be decided by the Board based on the profits of the Company and industry benchmarks.

#### **B. Balanced rewards to create sustainable value:**

The level and composition of remuneration is reasonable and sufficient to attract, retain and motivate the Directors and employees of the Company and encourage behavior that is aligned to sustainable value creation.

#### **C. Competitive compensation:**

Total target compensation and benefits are comparable to peer companies in the industry and commensurate to the qualifications and experience of the concerned individual.

#### **D. Business Ethics:** Strong governance processes and stringent risk management policies are adhered to, in order to safeguard our stakeholders' interest.

## **CRITERIA FOR REMUNERATION**

### **a) Whole-time Directors**

Amongst other, key evaluation criteria/Performance benchmark shall be the guiding force or key indicators while determining the remuneration to Directors.

### **b) Non-Executive Directors including Independent Directors**

The Nomination and Remuneration Committee shall decide the basis for determining the compensation, both Fixed and variable, payable to the Non-Executive Directors, including Independent Directors, whether as commission or otherwise. It shall take into consideration various factors such as director's participation in Board and Committee meetings during the year, other responsibilities undertaken, such as membership or Chairmanship of committees, time spent in carrying out their duties, role and functions as envisaged in Schedule IV of the Companies Act, 2013 (the Act) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and such other factors as may deem fit for determining the compensation. The Board shall determine the compensation to Non-Executive Directors within the overall limits specified in the Shareholders resolution, if applicable.

c) **Key Managerial Personnel/Senior Management**

Remuneration to KMPs of the Company, who is in whole time employment, designated by the Board as KMP shall be determined by the NRC Committee from time to time. The remuneration shall be consistent with the competitive position of the salary for similar positions in the industry and their qualifications, experience, roles and responsibilities. Pursuant to the provisions of Section 203 of the Act, the Board shall approve the remuneration at the time of their appointment.

• **REMUNERATION TO DIRECTORS, SENIOR MANAGEMENT & KMP**

a) The Remuneration/ Compensation/ Commission etc. to be paid to Director / Managing Director/ KMP/Senior Management etc. shall be governed as per applicable provisions of the Companies Act, 2013 and Rules made there under or any other enactment for the time being in force such as Section 149, 197 read with Schedule V and other such provisions and pursuant to Regulation 17 & 19 and other such applicable provisions of SEBI (Listing Obligation & Disclosure Requirements) Regulations, 2015. The Nomination and Remuneration Committee shall make such recommendations to the Board of Directors, as it may consider appropriate with regard to remuneration to Managing Director / Whole-time Directors.

b) Subject to the applicable provisions of law for the time being in force and appropriate consents and permissions, the Nomination and Remuneration Committee of the Board shall have power to fix remuneration and modify/ amend the same within the overall limits of Section 197 read with Schedule V of the Act, rules made thereunder, applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 & Companies Act, 2013. The remuneration may be decided as fixed and/or variable or combination of both.

In case of inadequacy of profits, the remuneration may be recommended/ paid to the Whole-time Directors as well as Non-Executive Directors including Independent Directors on the Board in line with the provisions of Section 197 & 149 read with Schedule V of the Act and Rules made thereunder subject to the passing of special resolution by the members of the Company as and when applicable. The amount of sitting fees to Independent Directors shall be subject to ceiling/ limits as provided under Act and rules made there under or any other enactment for the time being in force.

c) The fees or compensation payable to Executive directors who are Promoters or members of the Promoter group, shall be subject to the approval of the Shareholders by special resolution in general meeting, if-

(i) the annual remuneration payable to such executive director exceeds INR 5 crores or 2.5 percent of the net profits of the listed entity, whichever is higher; or

(ii) where there is more than one such director, the aggregate annual remuneration to such directors exceeds 5 percent of the net profits of the listed entity:

Provided that the approval of the shareholders shall be valid only till the expiry of the term of such director

- d) Approval of shareholders by way of special resolution shall be obtained every year, in which the annual remuneration payable to a single Other Director exceeds 50% of total remuneration payable to all Other Directors, giving details of remuneration thereof. The amount of such remuneration shall be such as may be recommended by the Nomination and Remuneration Committee and approved by the Board of Directors or shareholders, as the case may be.
- e) An Independent Director shall not be eligible to get stock options and also shall not be eligible to participate in any share based payment schemes of the Company.
- f) Any remuneration paid to Non-Executive Director for services rendered which are of professional in nature shall not be considered as part of the remuneration for the purposes mentioned above if the following conditions are satisfied:
- a) The Services are rendered by such Director in his/her capacity as the professional; and
- b) In the opinion of the Committee, the Director possesses the requisite qualification for the practice of that profession.
- g) The remuneration to Key Managerial Personnel and Senior Management shall consist of fixed pay and incentive pay, in compliance with the provisions of the Act and in accordance with the Company's Policy. The Fixed pay shall include monthly remuneration, employer's contribution to Provident Fund, contribution to pension fund, pension schemes, etc. as decided from time to time. The Incentive, if any shall be decided based on the balance between performance of the Company and performance of the Key Managerial Personnel and Senior Management, to be decided annually or at such intervals as may be considered appropriate.

● **REVIEW AND AMENDMENT IN POLICY:**

The Nomination and Remuneration Committee or the Board may review the Policy as and when it deems necessary. The Company shall reserve the rights to amend the Policy from time to time as it deems fit in accordance with the applicable laws, rules and regulations for the time being in force.

● **DISSEMINATION:**

The details of the Policy and the evaluation criteria as applicable shall be disclosed in the Annual Report as part of Board's Report therein.

**J. Document Control**

This policy has been approved vide Board Resolution dated: 29.03.2020

This policy is amended vide Board Resolution dated: 14.05.2021

**For and on behalf of Board of Qgo Finance Limited**  
*Sd/-*

**Rear Admiral Vineet Bakhshi (Retired)**  
**Chairman and Independent Director**

**DIN: 02960365**

**Address: 137, Shakti Nagar, Dadabari, Kota – 324009 Rajasthan, India**

# MMJB & Associates LLP

## Company Secretaries

Ecstasy, 803/804, 8<sup>th</sup> Floor, City of Joy, J.S.D Road, Mulund (West), Mumbai- 400080, (T) 21678100

### Annexure IV

### FORM NO. MR-3

### SECRETARIAL AUDIT REPORT

For the Financial Year Ended 31<sup>st</sup> March, 2021.

*[Pursuant to section 204(1) of the Companies Act, 2013 and rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]*

To  
The Members,  
**QGO Finance Limited,**  
3rd Floor, A-514, TTC Industrial Area, MIDC,  
Mahape, Navi Mumbai, Thane,  
Maharashtra – 400701, India.

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **QGO Finance Limited** (Formerly known as Parnami Credits Limited) (hereinafter called '**the Company**'). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/ statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31<sup>st</sup> March, 2021 (hereinafter called the '**Audit Period**') complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31<sup>st</sup> March, 2021 according to the provisions of:

- (i) The Companies Act, 2013 (**the Act**), and the rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;

- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of External Commercial Borrowings; **(Not Applicable to the Company during the Audit Period)**
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
  - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; **(Not Applicable to the Company during the Audit Period)**
  - d. The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; **(Not Applicable to the Company during the Audit Period)**
  - e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(Not Applicable to the Company during the Audit Period)**
  - f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
  - g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; **(Not Applicable to the Company during the Audit Period)** and
  - h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **(Not Applicable to the Company during the Audit Period).**

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) The Securities and Exchange Board of India (Listing Obligations and Disclosure requirements) Regulations, 2015, to the extent applicable to the company. **(“Listing Regulations”)**;

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

**We further report that,** having regard to the compliance system prevailing in the Company and on the examination of the relevant documents and records in pursuance thereof, on test- check basis, the Company has complied with the following law applicable specifically to the Company:

- (i) The rules, regulations and guidelines issued by the Reserve Bank of India as are applicable to Non-Systematic, Non-Deposit taking Non-Banking Financial Company with Classification as 'Loan Company'.

**We further report that**

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

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

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

**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.

**We further report that** during the audit period the Company has issued and allotted 1,200 Unsecured Non-Convertible Debentures of Rs. 1,00,000 each in multiple tranches.

For **MMJB & Associates LLP**  
**Deepti Kulkarni**

**Designated Partner**  
**ACS: 34733**  
**CP. No.: 22502**  
**Peer Review No.: L2020MH006700**  
**UDIN:A034733C000281001**  
**Place: Mumbai**  
**Date: 12.05.2021**

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.

To  
The Members,  
**QGO Finance Limited (Formerly known as Parnami Credits Limited)**, 3rd  
Floor, A-514, TTC Industrial Area, MIDC, Mahape, Navi Mumbai, Thane,  
Maharashtra - 400701  
India.

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.

**For MMJB & Associates LLP**

**Deepti Kulkarni**  
**Designated Partner**  
ACS: 34733  
Cp. No.: 22502  
Peer Review No.: L2020MH006700  
UDIN:A034733C000281001  
Place: Mumbai  
Date: 14.05.2021

**Annexure – V**  
**Statement of Disclosure of Remuneration**

*[Pursuant to Section 197(12) of the Companies Act, 2013 r/w Rule 5 of the Companies (Appointment & Remuneration) Rules, 2014]*

- The percentage increase in remuneration of the Executive Directors, Chief Financial Officer and the Company Secretary during the Financial Year 2020-21, the ratio of remuneration of each of the Director to the median remuneration of the employees of the Company for the Financial Year under review and the comparison of remuneration of each Key Managerial personnel (KMP) against the performance of the Company are given below:

Sr. No	Name	Designation	Remuneration for F.Y. 2020-21 (in Rs.)	% increase in the remuneration for Financial Year 2020-21	Ratio of remuneration of Director to median remuneration of employees
1.	Ms. Rachana Singi	Managing Director	6,00,000	Nil	2.8:1
2.	Mr. Alok Pathak	Chief Financial Officer	6,00,000	Nil	2.8:1
3.	Ms. Nimisha Kasat*	Company Secretary	2,16,500	Nil	1:1
4.	Ms Urmi Joiser*	Company Secretary	1,82,900	Nil	0.87:1

\*Ms Nimisha was paid remuneration till 03<sup>rd</sup> October i.e date of resignation & Ms Urmi Joiser is paid remuneration from 03<sup>rd</sup> October i.e date of appointment. The Amount is paid from Oct-20, and Ratios has been calculated on Monthly comparison.

- The median remuneration of employees during the Financial Year was **Rs. 17,500/-** (Monthly).
- There were **8 Permanent Employees** (including the MD and CFO) on the Pay-roll of the Company as on 31<sup>st</sup> March, 2021.
- Median remuneration of the Financial year has increased as that of the previous Financial year since the salaries of Employees have increased.
- 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 highlighting if there were any exceptional circumstances for the increase in the managerial remuneration:

Sr. No.	Particulars	% Increase
1.	Average percentile increase in the salary of employees other than Managerial Personnel	Majority of the employees have joined in the Current Year
2.	Average percentile increase in the salary of the Managerial Personnel ~ <sup>2</sup>	50%

~<sup>2</sup> The same has been show considering increase in salary of the Managing Director of the Company.

The percentile increase in the salaries of the managerial personnel and that of the employees other than the managerial personnel is decided keeping in view the capabilities of the concerned person.

The increase in the Managerial Remuneration during the Financial Year 2020-21 is not exceptional, the increase is in keeping the view of the growth of the Company and new Management of the Company.

6. It is hereby affirmed that the remuneration is paid as per the Remuneration Policy of the Company.
7. Statement Pursuant to Rule 5(2) Of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 –

Name of the Employee	Ms. Rachana Singi	Mr. Alok Pathak	Ms. Urmi Joiser
Designation of Employee	Managing Director	Chief Financial Officer	Company Secretary
Remuneration received	6,00,000	6,00,000	1,82,900
Nature of employment, whether contractual or otherwise	Permanent	Permanent	Permanent
Qualifications and experience of the Employee	Chartered Accountant	Engineer	M.com, Company Secretary
Date of commencement of employment	01/08/2018	01/08/2018	03/10/2020
Age of such Employee	42 Years	62 Years	25 Years
Last employment held by such Employee before joining the Company	-	-	-
% of Equity Shares held by the Employee in the Company	66.72%	Nil	0.004%

<b>Whether any such Employee is a relative of any Director or Manager of the Company and if so, name of such Director or Manager</b>	No	Yes Ms. Seema Pathak Non-Executive Director (Wife)	No
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**For and on behalf of Board of QGO Finance Limited**

*Sd/-*

***Rear Admiral Vineet Bakhshi (Retired)***

***Chairman and Independent Director***

***DIN: 02960365***

***Address: 137, Shakti Nagar, Dadabari,  
Kota – 324009 Rajasthan, India***

***Date: 14.05.2021***

***Place: Rajasthan***

## **Annexure-VI**

### **Management Discussion and Analysis**

#### ➤ **Qgo Finance Limited- An Overview**

QGO Finance Limited (the Company), has emerged as a fast paced, growth oriented Non-Banking Financial Companies (NBFCs). The Company is primarily engaged in financing construction projects, along with retail loans.

#### **Key Strengths**

- In-depth knowledge: With constant Research, constant customer engagement, project monitoring and practical experience in the industry, we have built a comprehensive understanding of the construction industry and their financial needs.
- Strong customer base: Our strength lies in our constantly growing satisfied customer base. It is also our continued commitment to enhance the infrastructural development in the rural & semi-urban areas & help support India's growth.
- Employee strength: We recruit candidates who are capable, and have deep local insight. We regularly train and motivate our employees to gather industry-relevant knowledge and strengthen their relationships with business partners and existing and potential customers.
- Faster disbursal: We have put in place an efficient loan disbursement process, which is facilitated by technology. With minimal documentation and built in flexibility, our loans are usually disbursed promptly.

#### ➤ **Forward – Looking Statements:**

This Report contains forward – Looking Statements. Any statement that addresses expectations or predictions about the future, including but not limited to statements about the Company's strategy and growth, product development, market position, expenditures and financial results, are forward looking statements. Forward looking statements are based on certain assumptions and expectations of future growth. The Company cannot guarantee that these assumptions are accurate and will be realized. The Company's actual results, performance or achievements could thus differ materially from those projected in any such forward-looking statements. The Company assumes no responsibility to publicly amend, modify or revise any forward-looking statements, on basis of any subsequent developments, information or events.

#### ➤ **Industry Structure and Development:**

Non-Banking Financial Companies (NBFC) have rapidly emerged as an important segment of the Indian financial system. Moreover, NBFCs assume significance in the small business segment as they primarily cater to the credit requirements of the unorganized sector such as wholesale & retail traders, small-scale industries and small borrowers at the local level. NBFC is a heterogeneous group of financial institutions, performing a wide range of activities like hire-purchase finance, vehicle financing, equipment lease finance, personal loans, working capital loans, consumer loans, housing loans, loans against shares and investment, etc.

➤ **Opportunities & Threats:**

The Company is expecting good opportunities in the upcoming financial year. However, threats are perceived from its existing and prospective competitors in the same field also the changes in the external environmental may also present threats to the industry i.e. Inflationary pressures, slowdown in policy making and reduction in household savings in financial products, Competition from local and multinational players, Execution risk, Regulatory changes, Attraction and retention of human capital are the major setbacks for NBFC's.

➤ **Segment /Product wise performance:**

The Company operates in single business segment i.e. NBFC, it has witnessed considerable growth in the last few years and is now being recognised as complementary to the banking sector due to implementation of innovative marketing strategies, introduction of tailor-made products, customer-oriented services, attractive rates of return on deposits and simplified procedures, etc.

➤ **Outlook:**

The Company is mainly engaged in the business of financing and investment in bodies corporate in order to yield greater revenue for its stakeholders. The Company is planning to expand and diversify the operational activities in the coming years ahead in order to tap higher revenues.

➤ **Risk and Concerns:**

Due to stiff competitions in the finance field where the company's activities are centred in, the overall margins are always under pressure, but maintainable with the constant effort and good services rendered by the company.

➤ **Internal Control Systems and their Adequacy:**

The Company has in place adequate internal control systems covering all its operations. Proper accounting records highlight the economy and efficiency of operations, safeguarding of assets against unauthorized use or losses, and the reliability of financial and operational information.

Some of the significant features of internal control system are:

- Financial and Commercial functions have been structured to provide adequate support and control of the business.
- Risk Management policy has been adopted by the Company.
- The Company has an Internal Audit System conducted by the internal auditor of the Company. Standard operating procedures and guidelines are reviewed periodically to ensure adequate control.

➤ **Overview:**

During the financial year under review the revenue from operations has increased from Rs. 3,58,17,385/- in Financial year 2019-2020 to Rs. 5,20,20,984/- in Financial year 2020-2021.

➤ **Analysis of Financial Conditions and Results of Operations:**

The Financial Statements have been prepared in accordance with the requirements of Indian Accounting Standards and the Accounting Standards as prescribed by the Institute of Chartered Accountants of India.

The Management believes that it has been objective and prudent in making estimates and judgments relating to the Financial Statements and confirms that these Financial Statements are a true and fair representation of the Company's Operations for the period under review.

➤ **Development on Human Resource Front:**

At QGO our human resources are critical to our success and carrying forward our mission. With their sustained, determined and able work efforts we were able to cruise smoothly through the hard time of the economic volatility and rapidly changing market conditions. The requirement of the markets given the economic scenario has made this even more challenging. Attracting new talent with the drive, training and upgrading existing skill sets and getting all to move in a unified direction will definitely be a task in the company. Plans to execute the mandate on this count are already underway and we should see it impacting the results from the third quarter of the next financial year.

By creating a conducive environment for career growth, Company is trying to achieve the maximum utilization of employee's skills in the most possible way.

There is need and the company is focused on retaining and bringing in talent keeping in mind the ambitious plans despite the market and industry scenario. The company also believes in recognizing and rewarding employees to boost their morale and enable to achieve their maximum potential. The need to have a change in the management style of the company is one of the key focus areas this year.

➤ **Industrial Relations:**

Industrial Relations throughout the year continued to remain very cordial and satisfactory.

➤ **Key financial ratios:**

Sr. No	Particulars of Ratio	31.03.2021 (In %)	31.03.2020 (In %)
1.	Debtors Turnover	NA	N.A.
2.	Inventory Turnover	NA	N.A.
3.	Interest Coverage Ratio	1.3	1.43
4.	Current Ratio	21.48	3.31
5.	Debt Equity Ratio	3.16	2.04
6.	Operating Profit Margin (%)	17.8	20.71
	Net Profit Margin (%)	64.2	16.15

➤ **Capital Management:**

The Company's capital management strategy is to effectively determine, raise and deploy capital so as to create value for its shareholders. As on 31st March, 2021, the Capital to Risk Assets Ratio (CRAR) of your Company was 93.86 % which is very high above the minimum requirement of 15% CRAR prescribed by the Reserve Bank of India

Sr no	Particulars	Amount
1.	Tier 1 Capital is Total Equity including reserves	10,36,53,112/-
2.	Tier 2 Capital is NCD	29,75,00,000/-
	Total Capital (A)	40,11,53,112/-
3.	Weighted Risk Assets is Loans Given at 100 % weightage (B)	42,73,74,993/-
4.	<b>Capital Adequacy Ratio = (A)/(B)*100</b>	<b>93.86 %</b>

➤ **Details pertaining to Net-worth of the Company:**

Particulars	31.03.2021 (In Rs.)	31.03.2020 (In Rs.)	Explanation for change in Net-worth
Net-worth	10,36,53,112	9,44,79,127	Due to increase in the reserves

➤ **Disclosure of Accounting Treatment:**

The Company has followed the same Accounting Standard as prescribed in preparation of Financial Statements.

**For and on behalf of Board of QGO Finance Limited**

**Sd/-**

***Rear Admiral Vineet Bakhshi (Retired)***

***Chairman and Independent Director***

***DIN: 02960365***

***Address: 137, Shakti Nagar, Dadabari,  
Kota – 324009 Rajasthan, India***

***Date: 14.05.2021***

***Place: Rajasthan***

## **Annexure-VII**

### **CORPORATE GOVERNANCE REPORT**

#### **1. A brief statement on Company's philosophy on Code of Governance:**

The essence of Corporate Governance lies in its three pillars; **Transparency, Accountability and Responsibility**. This is precisely the Company's focus areas for adherence to Best Corporate Governance practices in letter and spirit. We strive to implement Policies and Procedures to ensure high ethical standards as well as responsible management of affairs of the Company. Effective Corporate Governance Practices ensure a strong foundation for the Enterprise to build a future on.

Pursuant to Statutory provisions, the Report on Corporate Governance is not mandatory to the Company. However, for inculcating good Governance practices and highest standards of accountability & transparency, in line with Company's Philosophy, the Company has taken an effort to comply with Corporate Governances reporting requirements on Voluntary basis.

#### **2. Board of Directors:**

##### **A. Composition & Category of Directors-**

The Board of your Company consisted of four Directors as on 31<sup>st</sup> March, 2021, including one Executive Promoter Director, one Non-Executive Director and two Independent Directors. Rear Admiral Vineet Bakhshi (Retired) was appointed as the Chairperson of the Board.

The Composition of the Board is in conformity with the applicable provisions of Companies Act, 2013. The details of the Board are disclosed in the table below:

<b>Name of Director</b>	<b>Category (Executive/ Non-executive)</b>	<b>Number of Board Meetings attended</b>	<b>Whether attended previous Annual General Meeting held on 7<sup>th</sup> August, 2020</b>	<b>Other Directorships held (Including Private Co at the year-end)</b>	<b>Number of Committee Memberships/ Chairmanship held in other Domestic Companies as at year end</b>
<b>Mrs. Rachna Singi</b>	Promoter Executive	7	Yes	Nil	Nil
<b>Mrs. Seema Pathak</b>	Non-Executive	7	Yes	Nil	Nil
<b>Rear Admiral Vineet Bakhshi</b>	Non-Executive Independent	7	Yes	Nil	Nil

(Retired)

<b>Virendra Jain</b>	Non-Executive Independent	7	Yes	1. Tarini Jewels Private Limited 2. Trio Data and Softwares Private Limited	Nil
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**B. Meetings of the Board of Directors**

During the Financial year under review, 7 (Seven) Board Meetings were held, i.e., 26<sup>th</sup> June 2020, 12<sup>th</sup> August 2020, 03<sup>rd</sup> October 2020, 28<sup>th</sup> October 2020, 14<sup>th</sup> December 2020, 01<sup>st</sup> February, 2021 and 01<sup>st</sup> March 2021.

All the Members of the Board have attended all the Board Meetings conducted in the year under review, either by being physically present via video conferencing mode.

The Company has observed the provisions of the Companies Act, 2013 thus not allowing more than 120 days gap between two such meetings. None of the Non-Executive Directors holds shares in the Company as on 31<sup>st</sup> March, 2021.

**C. Disclosure of Relationship between Directors inter-se**

None of the Directors are related to each other, except for Mr. Alok Pathak, Chief Financial Officer of the Company being the husband of Mrs. Seema Pathak, Non-Executive Director of the Company.

**D. List of Skills/Expertise/Competencies required to carry the Business effectively:**

The following list of core skills/ expertise/ competencies are identified by the Board of Directors as required in the context of Business for it to function effectively and also those actually available with the Board of your Company.

- a. **Integrity and Judgment:** Directors should have the highest level of integrity, ethical character and the ability to exercise sound business judgment on a broad range of issues consistent with the Company's values.
- b. **Qualification & Knowledge:** Directors should be financially literate and have a sound understanding of Business Strategy, Corporate Governance and Board Operations. All the Directors of the Company are highly qualified in various fields ranging from Engineering to Business.
- c. **Diversity:** Directors should be capable of representing the Multi-Cultural nature, with consideration being given to a diverse Board in terms of gender and ethnic membership. In addition, the Committee shall take into account diversity in professional experience, skills and background. The Board contain two Women Directors, one is the Managing Director of the Company.

- d. **Independence:** Independent Directors should meet the independence standards and criteria as in letter & spirit. In addition, all Directors should be independent in their thought and judgment so that they represent the long-term interests of all shareholders of the Company. Your Company has two Independent Directors, complying with all the criteria of Independence.
- e. **Experience and Accomplishments:** Directors should have significant experience and proven Superior performance in professional endeavours whether this experience is in Business, Government, and Academic or with Non-Profit Organizations. All the Directors of the Company are highly experienced in their field of expertise.
- f. **Board Interaction:** Directors should value Board and Team performance over individual performance, demonstrate respect for others and be able to facilitate superior Board performance. Directors should be willing and able to devote the time required to become familiar with Company's business and to be actively involved in the Board and its decision-making.
- g. **Skills:** Directors should have expertise in one or more of the areas such as Accounting and Finance, Technology, Management, International Business, Compensation, Legal, HRR, Corporate Governance, Strategy, Industry knowledge and general business matters.

Skills And Its Description	Rachana Abhishek Singi	Seema Pathak	Virendra Narayanlal Jain	Rear Admiral Vineet Bakhshi (Retired)
Experience of crafting Business Strategies	Yes	Yes	Yes	Yes
Understanding of Consumer and Customer Insights in diverse environments and conditions	Yes	Yes	Yes	Yes
Finance and Accounting Experience	Yes	Yes	Yes	Yes
Experience in overseeing large and complex Supply Chain	Yes	Yes	Yes	Yes
Understanding use of Digital / Information Technology	Yes	Yes	Yes	Yes
Experience of large companies & understanding	Yes	Yes	Yes	Yes

of the changing  
regulatory  
landscape

Communication  
and  
Negotiation Skill

Yes

Yes

Yes

Yes

**E. Confirmation pertaining to Independence of the Independent Directors of the Company:**

In the opinion of the Board of Directors of the Company, Rear Admiral Vineet Bakhshi (Retired) and Mr. Virendra Jain, Non-Executive Independent Directors are complying with all the criterias of Independence as prescribed under Section 149 (6) of Companies Act, 2013.

The Board has also received Declarations under Section 149 (6) of Companies Act, 2013 from the Independent Directors to this effect.

**3. Audit Committee:**

The Audit Committee of your Company was formed with the purpose of ensuring Transparency, Efficiency & Accountability in the transactions of the Company. Further to recommend Appointment & Remuneration of the Statutory Auditors of the Company, examining the Financial Statements, approving Related Party transactions, carrying out valuation of various Undertakings/Assets of the Company etc

The Composition of the Audit Committee as on report date is as follows:

S.No.	Name of Director	Members/Chairperson
1.	Rear Admiral Vineet Bakhshi (Retired)	Chairman
2.	Mr. Virendra Jain	Member
3.	Mrs. Seema Pathak	Member

The Company Secretary of the Company, Ms. Urmi Joiser appointed w.e.f 03<sup>rd</sup> October 2020 acts as the Secretary to the Audit Committee.

During the Financial year under review, four Audit Committee Meetings were held, i.e. on, 26<sup>th</sup> June 2020, 12<sup>th</sup> August 2020, 28<sup>th</sup> October 2020 and 01<sup>st</sup> February, 2021.

All the members of the Audit Committee have attended all the Audit Committee Meetings conducted in the year under review, either by being physically present via video conferencing mode.

**4. Nomination and Remuneration Committee**

The Committee is, inter-alia has been formed to identify persons who are qualified to become Directors of the Company and who may be appointed in the Senior Management

along with the evaluation of Directors performance, formulating criteria for determining positive attributes and independence of a Director and recommending policy relating to the remuneration of the Directors, Key Managerial Personnel and other employees and granting of Employee Stock Options to eligible employees.

The composition of Nomination and Remuneration Committee as on the report date is as follow:

S. No.	Name of Director	Members/Chairperson
1.	Mrs. Seema Pathak	Chairperson
2.	Rear Admiral Vineet Bakhshi (Retired)	Member
3.	Mr. Virendra Jain	Member

During the Financial year under review, three Nomination and Remuneration Committee meetings were held, i.e. on 26<sup>th</sup> June 2020, 03<sup>rd</sup> October 2020, and 01<sup>st</sup> March 2021.

All the members of the Nomination and Remuneration Committee have attended all the Nomination and Remuneration Committee Meetings conducted in the year under review, either by being physically present or via video conferencing mode.

#### **Performance evaluation criteria for Independent Directors:**

Each Independent Director's performance was evaluated as required under Schedule IV of the Act having regard to the following criteria of evaluation viz. (i) Qualification, (ii) Experience, (iii) Availability and Attendance, (iv) Integrity (v) Commitment. (vi) Governance (vii) Independence (viii) Communication (ix) Preparedness (x) Participation and (xi) Value Addition.

Nomination and Remuneration Committee recommended the Remuneration Policy relating to the remuneration of the Directors, Key Managerial Personnel and other employees which was approved and adopted by the Board and the same is available on web-link:

<http://www.qgofinance.com/corporate-governance/>

#### **5. Remuneration of Directors**

In accordance with the provisions of Section 178 (3) of the Act, the Remuneration paid to the Executive Directors and Non-Executive Directors are as follows:

S. No.	Director & Designation	Category	Salary & Perquisites	Commission	Sitting Fees
1.	Rear Admiral Vineet Bakhshi – (Retired)	Independent Director	-	-	1,14,000
2.	Mrs. Rachana Singi	Managing Director	6,00,000	-	-
3.	Mrs. Seema Pathak	Non-Executive	-	-	1,41,750

		Director			
4.	Mr. Virendra Jain	Independent Director	-	-	1,41,750
	<b>Total</b>		<b>6,00,000</b>	<b>-</b>	<b>3,97,000</b>

Apart from the above remuneration, there is no other material pecuniary relationship or transactions by the Company with the Directors.

The performance criteria for payment of remuneration are stated in the Remuneration Policy available on the web-link:

<http://www.qgofinance.com/corporate-governance/>

#### **Service Contracts:**

In accordance with the applicable provisions of the Companies Act, 2013 the Members of the Company approve the salary, benefits of Executive Directors. We enter into Service Contracts with each of our Directors containing the Terms and Conditions of employment including salary, performance bonus and other benefits including perks to be received by the Executive Directors.

#### **Notice Period:**

The terms of our employment arrangements with employees is 30 days' Notice period whereas Key Managerial Personnel are required to give 60 days' Notice period.

#### **Severance/ Compensation fees:**

The Nomination and Remuneration Committee is entrusted with the role of reviewing the compensation of Directors.

#### **Payment and other consideration to Independent Directors:**

An Independent Director shall not be entitled to any Stock Option and may receive remuneration only by way of sitting fees and reimbursement of expenses for participation in the meetings of the Board or Committee thereof.

#### **6. Stakeholders Relationship Committee:**

The Stakeholders Relationship Committee has been formed to resolve the grievances of various stakeholders of the Company. Its scope of work includes overseeing the performance of the RTA and take note of the complaints received, issuing of duplicate share certificates in case of loss/ theft or torn certificate, redressal of issues related to non-receipt of dividend/Annual report, etc.

The composition of Stakeholders Relationship Committee as on report date is as follows:

<b>S. No.</b>	<b>Name of Director</b>	<b>Members/Chairperson</b>
---------------	-------------------------	----------------------------

1.	Mr. Virendra Jain	Chairman
2.	Mrs. Seema Pathak	Member
3.	Mrs. Rachana Singi	Member

The Committee inter alia, looks into redressing the grievances of the Security holders of the Company viz. non-receipt of transferred shares and non-receipt of dividend, among others.

During the Financial year under review, four Stakeholder Relationship Committee meetings were held, i.e., 26<sup>th</sup> June 2020, 28<sup>th</sup> October 2020, 01<sup>st</sup> February, 2021 and 01<sup>st</sup> March 2021.

All the members of the Stakeholder Relationship Committee, have attended all the Stakeholder Relationship Committee Meetings conducted in the year under review, either by being physically present or via video conferencing mode.

The other relevant details are as under:

A)	Number of complaints received from Shareholders from 1 <sup>st</sup> April, 2020 to 31 <sup>st</sup> March, 2021	0
B)	Number of complaints resolved	0
C)	Number of complaints not solved to the satisfaction of shareholders which were subsequently resolved post 31 <sup>st</sup> March, 2021	Nil

## 7. **Risk Management Committee**

The Company provides Financial services being a Non-Banking Financial Company (NBFC) and with a view to control various risks associated with Financial instruments, market fluctuations, change in government policies etc, a policy to identify, prevent and hedge uncertain risks & losses have been formulated; effective means of identifying, measuring and monitoring credit exposures incurred by the Company were also formulated. The Risk Management Committee was formed to formulate & supervise the implementation of this policy, to develop effective surveillance techniques, monitor the external Business environment etc.

The composition of Risk Management Committee as on report date is as follow:

S. No.	Name of Director	Members/Chairperson
1.	Mr. Virendra Jain	Chairman
2.	Mrs. Seema Pathak	Member
3.	Mr. Alok Pathak	Member

## 8. **Admin Committee:**

To carry on the day- to- day operations of the Company, Board has constituted Admin Committee on voluntary basis.

The composition of Admin Committee as on report date is as follow:

S.No.	Composition	Members/Chairperson
1.	Ms. Rachana Singi (Managing Director)	Chairperson
2.	Mr. Alok Pathak (Chief Financial Officer)	Member

## 9. Familiarization Program for Independent Directors:

The Company has a detailed familiarization Program for Independent Directors to familiarize them with the Company, their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company etc. The details of such Program are available on the web-link:

<http://www.qgofinance.com/familiarization-program/>

## 10. General Meetings of the Shareholders

### i. Location and time where the last three Annual General Meetings (AGM) were held and the number of Special Resolutions passed:

AGM	Year	Venue	Date	Time	No. of Special Resolutions passed
27 <sup>th</sup>	2019-20	3rd Floor, A-514, TTC Industrial Area, MIDC, Mahape, Navi Mumbai, Thane, Maharashtra-400701.	07 <sup>th</sup> August, 2020	11.00 AM	0
26 <sup>th</sup>	2018-19	3rd Floor, A-514, TTC Industrial Area, MIDC, Mahape, Navi Mumbai, Thane, Maharashtra-400701.	08 <sup>th</sup> June, 2019	11.00 AM	0
25 <sup>th</sup>	2017-18	101, Amir Industrial Estate, Sun Mill Compound, Lower Parel, Mumbai – 400013	Sun 29 <sup>th</sup> September, 2018	11.00 AM	3

### Table of Special Resolutions passed during the last 3 Annual General Meeting:

Year	Special Resolutions passed
2019-20	No Special Resolutions passed.
2018-19	No Special Resolutions passed.
2017-18	<b>Special Resolution No 1:</b> Appointment of Ms. Rachana Singi as Managing Director of the Company. <b>Special Resolution No 2:</b> Shifting of Registered office of the Company, outside the local limits but within the jurisdiction of same Register. <b>Special Resolution No 3:</b> To ratify the Resolution for Preferential issue passed on March 10, 2018.

### ii. Whether any Special Resolution passed during last year through Postal Ballot – No

iii. Person who conducted the Postal Ballot – NA

iv. Whether any special resolution is proposed to be conducted through Postal Ballot – Nil.

#### **11. Means of Communication:**

The Financial Results of the Company are reported as mentioned below:

Quarterly results normally published/ proposed to be published in Newspapers	English – Financial Express Marathi – Mumbai Lakshadweep
Details of Company Website where results are displayed	<a href="http://www.qgofinace.com">www.qgofinace.com</a>
Whether it displays official news release and the presentations, if any, made to institutional investors or to the analysts.	Yes

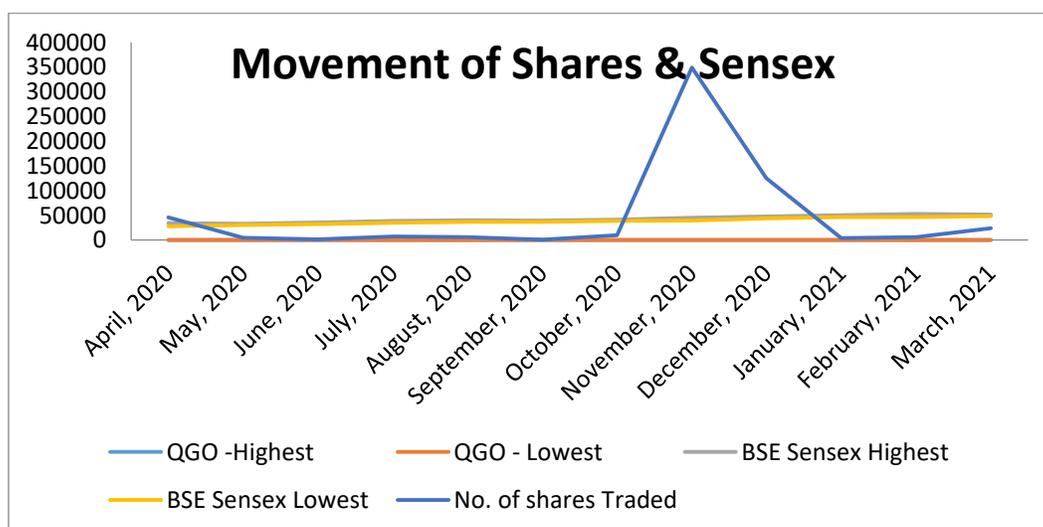
#### **12. General Shareholders Information:**

<b>A. Annual General Meeting</b>	<b>28<sup>th</sup> Annual General Meeting</b>
<b>Date</b>	<b>14<sup>th</sup> July 2021</b>
<b>Time</b>	11:00 a.m
<b>Venue</b>	Through Audio Visual Mode (Video Conferencing)
<b>B. Financial Calendar</b>	1 <sup>st</sup> April 2020 to 31 <sup>st</sup> March 2021
First quarterly results	End of July 2021
Second quarterly results	End of October 2021
Third quarterly results	End of January 2022
Audited yearly results	End of May 2022
<b>C. Date of Book Closure (both days inclusive)</b>	5 <sup>th</sup> July, 2021 to 14 <sup>th</sup> July, 2021 (Both days inclusive)
<b>D. Dividend payment date</b>	NA
<b>E. Listing</b>	BSE Ltd. (BSE) The Listing Fees for the year 2021-22 have been paid to the Stock Exchanges.
<b>F. Stock Code</b>	BSE: 538646
<b>G. ISIN Number</b>	<b>INE837C01013</b>
<b>H. Monthly High and Low during each Month of the Financial Year:</b>	Your Company is listed on BSE. The comparison of the price of the Equity Shares of the Company as compared to BSE SENSEX is given below:

## Bombay Stock Exchange (BSE Ltd.)

Month	Highest	Lowest	BSE Sensex Highest	BSE Sensex Lowest	No. of shares Traded
April, 2020	19.95	10.50	33,887.25	27,500.79	45,506
May, 2020	13.80	10.71	32,845.48	29,968.45	4,861
June, 2020	16.31	13.55	35,706.55	32,348.10	1,418
July, 2020	16	11.58	38,617.03	34,927.20	7,215
August, 2020	15.75	13.55	40,010.17	36,911.23	5,973
September, 2020	14.45	12.19	39,359.51	36,495.98	704
October, 2020	17.45	11.40	41,048.05	38,410.20	9,411
November, 2020	19.10	12.10	44,825.37	39,334.92	3,48,770
December, 2020	19	15.50	47,896.97	44,118.10	1,25,126
January, 2021	23	17.15	50,184.01	46,160.46	3,614
February, 2021	18.90	15.50	52,516.76	46,433.65	5,772
March, 2021	21.75	16.20	51,821.84	48,236.35	23,678

Performance in comparison to broad based indices: Company share price Vs BSE Sensex



### I. Registrar and Share Transfer Agents:

M/s. Mas Services Limited is the Registrar and Share Transfer Agents of the Company. The address for correspondence is as under:

#### **M/s. Mas Services Limited**

**Address:** T-34, 2nd Floor, Okhla Industrial Area, Phase - II, New Delhi - 110 020

**Ph:** 26387281/82/83

**Fax:** 26387384

**Email:** info@masserv.com **Website:** www.masserv.com

#### J. Share transfer system:

The process of recording of share transfers, transmissions, etc., for shares held in electronic form is handled by MAS Service Limited, Registrar and Transfer Agent ('RTA') of the Company, considering all the required documentation is submitted and a report thereof is sent to the Company periodically and the Stakeholders' Relationship Committee of the Company takes note of the same at its meeting. The Company has stopped accepting the share transfers in physical mode pursuant to the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 as amended from time to time.

The Company obtains from M/s. Makarand M. Joshi & Co., Practicing Company Secretaries, half yearly certificates of Compliance with the Share transfer facilities as required under relevant regulations issued by Securities of Exchange Board of India and files a copy of certificate with the Stock Exchanges within prescribed timelimit.

#### K. Distribution of Shareholding as on 31<sup>st</sup> March, 2021:

Particulars	No of Shares	% of Shares
Promoter and Promoter Group	46,38,600	66.72
Public	23,14,200	33.28
<b>Total</b>	<b>69,52,800</b>	<b>100</b>

#### L. Shareholding Pattern as on 31<sup>st</sup> March, 2021:

The Shareholding pattern of the Company as on 31<sup>st</sup> March, 2021 is mentioned in the below table. The minimum public shareholding is maintained at 33.28% throughout the year which is more than the statutory provisions of SEBI (Listing and Disclosure Requirements) Rules, 2015. Whereas the Promoter shareholding stands at 66.72% of the total Shares at the end of the year under review

S. No.	Category	No. of shares held	% of Shareholding
1	Promoters' holding	46,38,600	66.72
2	Mutual Funds and UTI	0	0
3	Bank, Financial institutions, insurance companies, central / state government institutions	0	0
4	FII's (Foreign Institutional Investors)	0	0
5	Private Corporate Bodies	0	0
6	Indian Public	19,28,412	27.73
7	NRIs / OCBs	346,567	4.98
8	Any other	-	-
	a. Body Corporates	38,601	0.55
	b. Clearing Member	620	0.02
	<b>Total</b>	<b>69,52,800</b>	<b>100</b>

#### M. Dematerialization details:

The Equity shares of our Company are traded on BSE Ltd and as on March 31, 2021, 68,02,500 Equity Shares are held in dematerialized form and 1,50,300 Equity Shares are in physical form.

**N. Outstanding GDRs / ADRs: NIL**

**O. Commodity price risk or Foreign Exchange Risk and Hedging Activities:**

Any risk arising from exposure to foreign currency for exports and imports is being hedged on a continuous basis. As of now, the Company does not hedge any commodity price risk.

**P. Plants / Factories: Not Applicable**

**Q. Address for Correspondence:**

**Qgo Finance Limited**

**Registered & Corporate Office:** 3rd Floor, A-514, TTC Industrial Area, MIDC, Mahape, Navi Mumbai – 400701

**Website:** <http://qgofinance.com/>

**E-mail:** [ContactUs@qgofinance.com](mailto:ContactUs@qgofinance.com)

**13. Other Disclosures:**

**i) Disclosure on materially significant related party transaction, that may have potential conflict with the interest of the Company at large:**

None of the transactions with any of the related parties were in conflict with the interest of the Company.

**ii) Details of non-compliance by the Company, penalties, strictures imposed by stock exchanges/SEBI or any statutory authority, on any matter related to capital markets, during the last three years:**

None

**iii) Details of establishment of vigil mechanism, Whistle Blower Policy and affirmation that no personnel have been denied access to the audit committee, in accordance with the requirements of the Act, read with Listing Regulations, the Company has a Whistle Blower Policy approved by the Board of Directors. The objectives of the policy are:**

- a. To provide a mechanism for employees and directors of the Company and other persons dealing with the Company to report to the Audit Committee; any instances of unethical behaviour, actual or suspected fraud or violation of the Company's Ethics Policy.
- b. To safeguard the confidentiality and interest of such employees/directors/other persons dealing with the Company against victimisation, who notice and report any unethical or improper practices.

- c. To appropriately communicate the existence of such mechanism, within the organisation and to outsiders. Whistle Blower Policy is available on web link:  
<http://www.qgofinance.com/corporate-governance/>

The Company confirms that no personnel have been denied access to the Audit Committee pursuant to the whistle blower mechanism.

- d. Disclosure under the Sexual Harassment of Women at the Workplace (Prevention, Prohibition & Redressal) Act, 2013.

The Company is not required to adopt the Prevention of Sexual Harassment Policy (POSH) as it has not exceeded the stipulated 10 employees' threshold as per the Act.

The Company has complied with all the mandatory requirements of Listing Regulations, in respect of corporate governance.

The following non-mandatory requirements have been adopted by the Company:

- i. Statutory Auditor's Report does not contain any qualifications.
- ii. The Company has appointed separate persons to the posts of Chairman and Managing Director.
- iii. The Internal Auditors report directly to the Audit Committee.
- e. The policy for determining 'material' subsidiaries is available on web link:  
<http://www.qgofinance.com/corporate-governance/>
- f. The policy on dealing with related party transactions is available on web link:  
<http://www.qgofinance.com/corporate-governance/>
- g. As of now, the Company does not hedge any commodity price risk.
- h. Details of utilization of funds raised through preferential allotment or qualified institutional placement as specified under regulation 32(7A).

The Company has raised funds by way of issue of 1,200 Non-Convertible Debenture (NCDs) of Rs. 1,00,000/- each on Private Placement Basis aggregating to Rs. 12,00,00,000 (Rs. 12 crores). However, the Company has fully utilized the funds for the purpose to in manner as stated in the Offer letter.

- i. Where the Board has not accepted any recommendation of any committee of the Board which is mandatorily required in the relevant financial year the same to be disclosed along with the reason thereof:- **Not Applicable**
- j. Total fees of all service paid by the listed company and its Subsidiary, on a consolidated basis, to the Statutory Auditor and all entities in the network firm/network entity of which the statutory auditor is a part:- Rs. 81,750/- per annum

- k. Disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013:
- i. number of complaints filed during the financial year: - Nil
  - ii. number of complaints disposed of during the financial year: - Nil
  - iii. number of complaints pending as on end of the financial year: - Nil

**14. Non-Compliance of any requirement of Corporate Governance report of Sub-paras (2) to (10), with reason thereof shall be disclosed. – Not Applicable**

**15. The Listed entity shall disclose the following details in its Annual Report, as long as there are shares in the Demat Suspense Account or Unclaimed Suspense Account, as applicable:**

- a. Aggregate number of shareholders and the outstanding shares in the suspense account lying at the beginning of the year: **Not Applicable**
- b. Number of shareholders who approached listed entity for transfer of shares from suspense account during the year: **Not Applicable**
- c. Number of shareholders to whom shares were transferred from suspense account during the year: **Not Applicable**
- d. Aggregate number of shareholder and the outstanding shares in the suspense account lying at the end of the year: **Not Applicable**
- e. That the voting rights on these shares shall remain frozen till the rightful owner of such shares claims the shares: **Not Applicable**

**For and on behalf of Board of Qgo Finance Limited**

**Sd/-**

**Rear Admiral Vineet Bakhshi (Retired)**

**Chairman and Independent Director**

**DIN: 02960365**

**Address: 137, Shakti Nagar, Dadabari,  
Kota – 324009 Rajasthan, India**

**Date: 14.05.2021**

**Place: Rajasthan**

## INDEPENDENT AUDITOR'S REPORT

**To the Members of QGO FINANCE LIMITED**

### **Report on the Standalone Ind AS Financial Statements**

#### **Opinion**

We have audited the accompanying standalone **Ind AS** financial statements of **QGO FINANCE LIMITED** ("the Company), which comprise the Balance Sheet as on 31<sup>st</sup> March, 2021, the Statement of Profit and Loss and Cash Flow Statement for the year ended, and a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 (the 'Act') in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India including Indian Accounting Standards ('Ind AS') specified under Section 133 of the Act, of the state of affairs (financial position) of the Company as at 31 March 2021, and its profit and its cash flows for the year ended on that date.

#### **Basis for Opinion**

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act.

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

#### **Key Audit Matters**

##### **Emphasis of Matter**

We draw your attention to Note XII to the standalone financial results which explains the uncertainties and the management's assessment of the financial impact due to the lockdown and other restrictions imposed by the government and conditions related to COVID-19 pandemic situation, for which a definitive assessment of the impact is highly dependent upon the circumstances as they evolve in the subsequent period. Our opinion is not modified in the respect of this matter.

## **Other Matters**

Due to the COVID-19 pandemic and the lockdown and other restrictions imposed by the Government and the local administration, the audit processes were carried out based on the remote access to the extent available/feasible and necessary records made available by the management through digital medium. Our opinion is not modified in respect of the above matter.

## **Information other than the Financial Statements and Auditor's Report thereon**

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the standalone financial statements and our auditor's report thereon.

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

In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

## **Management's Responsibility for the Standalone Ind AS Financial Statements**

The Management and Board of Directors of the Company are responsible for the matters stated in section 134(5) of the Companies Act, 2013 ('the act') with respect to the preparation of these standalone Ind AS financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards (Ind AS) specified under Section 133 of the Act, read with rule 7 of the Companies (Accounts) Rules, 2015 (as amended).

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgement and estimates that are reasonable and prudent; design, implementation and maintenance of adequate internal financial control, that are operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements Ind AS that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

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

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

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

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

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

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

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

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

As required by the Companies (Auditor's Report) Order, 2016 (the 'Order') issued by the Central Government of India in terms of Section 143(11) of the Act, we give in the **Annexure "A"** statement on the matters specified in paragraphs 3 and 4 of the Order.

Further to our comments in Annexure A, as required by section 143(3) of the Act, we further 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 purpose of our audit;
- (b) in our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
- (c) the Balance Sheet, Statement of Profit and Loss, and cash flow statement dealt with by this Report are in agreement with the books of account;
- (d) in our opinion, the aforesaid standalone financial statement comply with the applicable Accounting Standards specified under section 133 of the Act, read with the rule 7 of the Companies (Accounts) Rules 2015 (as amended).
- (e) On the basis of written representations received from the directors as on 31<sup>st</sup> March, 2021, and taken on record by the Board of Directors, none of the directors is disqualified as 31<sup>st</sup> March, 2021, from being appointed as a director in terms of section 164(2) of the Act.
- (f) We have also audited the internal financial controls over financial reporting (IFCOFR) of the Company as on 31<sup>st</sup> March 2021 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date and our report as per "**Annexure B**" expressed an unmodified opinion.

As required by Section 197(16) of the Act, we report that the Company has paid remuneration to its directors during the year in accordance with the provisions of and limits laid down under Section 197 read with Schedule V to the Act.

In our opinion and to the best of our information and according to the explanations given to us, we report as under with respect to other matters to be included in the Auditor's Report in accordance with the Rule 11 of the Companies (Audit and Auditors) Rules, 2015 (as amended):

- i. The Company does not have any pending litigations which would impact on its financial position in its standalone Ind AS financial statements.
- ii. The Company did not have any long-term contracts including derivative contracts; as such the question of commenting on any material foreseeable losses thereon does not arise.
- iii. There has not been an occasion in case of the Company during the year under the report to transfer any sums to the Investor Education and Protection Fund. The Question of delay in transferring such sums does not arise.

**For Subramaniam Bengali & Associates**  
**Chartered Accountant**  
**FRN 127499W**

**Place: Mumbai**  
**Date: 14.05.2021**

**CA Rajiv B. Bengali**  
**Partner**  
**Mem. No. 43998**  
**UDIN NO.: 21043998AAAAFD5758**

## **“ANNEXURE B” TO INDEPENDENT AUDITORS’ REPORT OF EVEN DATE TO THE MEMBERS OF QGO FINANCE LIMITED (FORMERLY KNOWN AS PARNAMI CREDITS LIMITED) ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2021**

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

We have audited the internal financial controls over financial reporting of **QGO FINANCE LIMITED (FORMERLY KNOWN AS PARNAMI CREDITS LIMITED)** (“the Company”) as of March 31, 2021 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”. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

#### **Auditors’ Responsibility**

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

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

assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

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

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

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

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

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

### **Opinion**

In our opinion and to the best of our information and according to the explanations given to you , the Company has in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2021, 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.

**For Subramaniam Bengali & Associates**  
**Chartered Accountants**  
**Firm Regn No. 127499W**

**CA-Rajiv B. Bengali**  
**Partner**  
**M. No. 043998**

**UDIN No.: 21043998AAAAFD5758**

**Place: Mumbai**  
**Date: 14.05.2021**

**Annexure “A” to Independent Auditors’ Report of even date to the members of QGO FINANCE LIMITED on financial statements for the year ended 31<sup>st</sup> March 2021:**

In the Annexure, as required by Companies (Auditors Report) Order, 2016 issued by the Central Government in terms of Section 143 (11) of the Companies Act 2013, on the basis of checks, as we considered appropriate, we report on the matters specified in paragraph 3 and 4 of the said order to the extent applicable to the company.

- i. (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.  
  
(b) The fixed assets have been physically verified by the management during the year. It is not possible to verify the physical fixed assets of the company at the year end due to the COVID-19 pandemic and the lockdown and other restrictions imposed by the Government and the local administration. The Discrepancies noticed, if any on such verification were not material and have been properly noted in the books of account.
- ii. The Company is engaged in the business of Financial services and does not hold any inventory. Accordingly the provision of clause 3 (ii) (a), (b) and (c) of said order will not be applicable.
- iii. In our opinion and according to the information and explanations given to us, The Company has not granted unsecured loans to related parties as covered in the register under section 189 of the Act.
- iv. According to the information and explanations given to us, there are no loans and investment made with the provisions of section 185 and 186 of the companies Act, 2013 in respect of the loans and investment made and guarantees and security provided by it.
- v. The Company has not accepted any deposits from the public within the meaning of sections 73 to 76 of the Act.
- vi. The Central Government has not prescribed the maintenance of cost records under section 148(1) of the Act, for any of the services rendered by the Company.
- vii. (a) According to the information and explanations given to us, no undisputed amounts payable in respect of applicable statutory dues were in arrears for a period exceeding six months as at the end of the financial year from the date they became payable.  
  
(b) According to the information and explanations given to us, there are no statutory dues which were disputed and unpaid during the year.
- viii. According to the information and explanations give to us, the Company have not taken loan or borrowing from a financial institution during the year.

- ix. The Company did not raise any money by way of initial public offer, further public offer (including debt instruments) and term loans during the year. Accordingly, paragraph 3 (ix) of the order is not applicable to the Company.
- x. According to the information and explanations given to us, no material fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of our audit.
- xi. According to the information and explanations given to us and based on our examination of the records of the Company, it has paid / provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V of the Companies Act, 2013.
- xii. In our opinion and according to the information and explanation given to us, the company is not a Nidhi company. Hence the provisions of clause 3(xii) of the order are not applicable to the Company.
- xiii. According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Companies Act, 2013 where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.
- xiv. The Company during the year has issued and allotted 1200 non-convertible debenture of Rs. 1,00,000/- each amounting to Rs. 12,00,00,000/- on private placement basis. In our opinion the amount so raised has been utilised for the purpose for which the same were raised. All the provision of companies Act, 2013 has been complied with.
- xv. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Hence the provisions of clause 3(xii) of the order are not applicable to the company.
- xvi. According to the information and explanations given to us, the Company is registered under section 45-IA of the Reserve Bank of India, 1934 and the registration certificate is obtained

**For Subramianiam Bengali & Associates**  
**Chartered Accountants**  
**Firm's Registration No.: 127499W**

**Place: Mumbai**  
**Date: 14.05.2021**

**CA. Rajiv Bengali**  
**Partner**  
**Membership Number: 043998**  
**UDIN NO.: 21043998AAAAFD5758**

## **Auditor's Additional Report**

**To,  
The Board of Directors,  
QGO FINANCE LIMITED**

### **Report on the Financial Statements**

In addition to the report made under section 143 of the Companies Act, 2013 ('the Act') on the financial statements of **QGO FINANCE LIMITED** for the year ended 31<sup>st</sup> March 2021 and as required by the Master Circular on Non-Banking Financial Companies Auditor's Report (Reserve Bank) Directions, 2016 vide Master Direction DNBS.PPD.03/66.15.001/2016-17 dated 29 September 2016 (the 'Directions'), we report as follow on the matters specified in paragraph 3 and 4 of the said Directions to the extent applicable.

### **Management's responsibility for the financial statements**

The Company's Management is responsible for the matters stated in Section 134(5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified in section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detection frauds and other irregularities ; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent' and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and faire view and are free from material misstatement, whether due to fraud or error.

The Company's management is responsible for ensuring that the Company complies with the requirement of the Master Direction – Non- banking Financial Company – Nan-systemically Important Non-Deposit taking Company and Deposit taking Company (Reserve Bank) Directions, 2016 (the 'Master Direction').This responsibility includes the design, implementation and maintenance of internal control relevant to the compliance with the Master Direction.

### **Auditor's Responsibility**

Pursuant to the requirement of the Directions, it is our responsibility to examine the books and records of the Company and report on the matters specified in the Directions to the extent applicable to the Company.

We conducted our examination accordance with the 'Guidance Note on Reports or Certificates issued for Special Purposes (Revised 2016)' issued by the Institute of Chartered Accountants of India. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India.

We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

### **Conclusion**

Based on our examination of the financial statements as at and for the year ended 31 March, 2021, books of accounts and records of the Company as produced for our examination and according to the information and explanations given to us, we further report that

- The Company is engaged in the business of non-banking financial institution and it has obtained a certification of registration No. **B-13.02220 dated 26/02/2019** from Reserve Bank of India ('RBI') dated March 21, 1998 in pursuance of Section 45-IA of the RBI Act, 1934;
- The Company is entitled to continue to hold such certificate of registration in terms of its assets/ Income pattern as on/for the year ended **31<sup>st</sup> March, 2021.**
- In our opinion and to the best of our information and according to the explanations given to us, the Company is meeting the criteria of net owned funds requirement as laid down in Master Direction;
- The Board of Directors of the Company has passed a resolution dated 21<sup>st</sup> April, 2021 for non-acceptance of public deposits during the year ended **31<sup>st</sup> March, 2021;**
- The Company has not accepted any public deposits during the year ended **31<sup>st</sup> March, 2021.**
- In our opinion and the best of our information and according to the explanations given to us, the Company has complied with the prudential norms relating to income recognition, accounting standards, asset classification and provisioning for bad and doubtful debts as applicable to it in terms of the Master Direction in the preparation of financial statements for the year ended **31<sup>st</sup> March 2021.**
- In our opinion and the best of our information and according to the explanations given to us, the Company is Non-Systemically Important Non-deposit taking NBFC

as defined in paragraph 3 (xxviii) of the Master Direction. Therefore, the Company is not required to submit Form NBS-7.

- Based on the criteria set forth by RBI in paragraph 3 (xix) of the Master Direction for classification of NBFCs as NBFC-Micro Finance Institution ('NBFC-MFI'), the Company does not meet the criteria to be classified as NBFC-MFI as defined in the aforesaid Master Direction, with reference to the business carried on by it during the year ended **31<sup>st</sup> March, 2021.**

### **Restriction on Use**

This Report is addressed to and provided to the Board of Directors solely to comply with the aforesaid Directions and for submission to RBI, if required, and may not be suitable for any other purpose. Accordingly, our Report should not be quoted or referred to in any other document or made available to any other person or persons without our prior written consent. Also, we neither accept nor assume any duty or liability for any other purpose or to any other party to whom our Report is shown or into whose hands it may come without our prior consent in writing.

**For Subramaniam Bengali & Associates**  
**Chartered Accountants**  
**FRN: 127499W**

**CA Rajiv Bengali**  
**Partner**  
**Mem No.: 043998**

**Date: 14.05.2021**  
**Place: Mumbai**



**Balance Sheet as at 31st March, 2021**

	PARTICULARS	Note No.	As At 31.03.2021	As At 31.03.2020
<b>A</b>	<b><u>ASSETS</u></b>			
<b>1</b>	<b>Financial Assets</b>			
	(a) Cash and cash equivalents	<b>1</b>	53,054	22,799
	(b) Bank balances other than(a) above	<b>2</b>	13,42,530	33,21,500
	(c) Loans	<b>3</b>	42,73,74,993	28,44,68,100
	(d) Investments		-	-
	<b>Total Financial Assets</b>		<b>42,87,70,578</b>	<b>28,78,12,398</b>
<b>2</b>	<b>Non-Financial Assets</b>			
	(a) Current Assets (Net)	<b>4</b>	50,05,739	25,36,280
	(b) Property, Plant and Equipment	<b>5</b>	8,83,591	7,56,174
	(c) Other Intangible assets	<b>5</b>	1,075	2,136
	<b>Total Non-Financial Assets</b>		<b>58,90,406</b>	<b>32,94,590</b>
	<b>TOTAL ASSETS ( 1 + 2 )</b>		<b>43,46,60,983</b>	<b>29,11,06,989</b>
<b>B</b>	<b><u>EQUITY AND LIABILITIES</u></b>			
<b>1</b>	<b>Liabilities</b>			
	(a) Debts Securities	<b>6</b>	29,75,00,000	17,75,00,000
	(b) Others	<b>6</b>	3,00,00,000	1,50,00,000
<b>2</b>	<b>Non-Financial Liabilities</b>			
	(a) Current Liabilities (Net)	<b>7</b>	2,97,984	17,15,540
	(b) Provisions	<b>8</b>	27,95,258	17,80,865
	(c) Deferred tax liabilities (Net)		83,821	18,851
	(d) Other non-financial liabilities	<b>9</b>	3,30,808	6,12,606
	<b>Total Non-Financial Liabilities</b>		<b>35,07,871</b>	<b>41,27,862</b>
<b>3</b>	<b>Equity</b>			
	(a) Equity Share capital	<b>10</b>	6,95,28,000	6,95,28,000
	(b) Other Equity	<b>11</b>	3,41,25,112	2,49,51,127
	<b>Total - Equity</b>		<b>10,36,53,112</b>	<b>9,44,79,127</b>
	<b>TOTAL EQUITY AND LIABILITIES (1 + 2 + 3)</b>		<b>43,46,60,983</b>	<b>29,11,06,989</b>
	Significant Accounting Policies and	<b>16</b>		
	Notes on Accounts	<b>17</b>		
The Notes referred to above form and integral part of Statement of Balance Sheet				
As per our report of even date				
<b>For Subramaniam Bengali &amp; Associates</b>			<b>For and on behalf of the Board</b>	
<b>Chartered Accountants</b>				
<b>Firm Reg No: 127499W</b>				
SD/-			SD/-	
CA Rajiv Bangali			Rachana Singi	
Partner			Managing Director	
Mem No: 043998			Din No. 00166508	
			SD/-	
			Alok Pathak	
			CFO	
			SD/-	
			Urmi Joiser	
			Company Secretary	
Mumbai, Dated - 14th May,2021			Mumbai, Dated - 14th May,2021	



**Statement of Profit and Loss for the year ended 31.03.2021**

P A R T I C U L A R S	Note No.	Year 31.03.2021	Year 31.03.2020
<b>REVENUE FROM OPERATIONS</b>			
Interest Income	12	5,20,20,984	3,58,17,385
Other Income	13	1,05,255	2,36,032
<b>Total Revenue from operations</b>		<b>5,21,26,239</b>	<b>3,60,53,417</b>
<b>EXPENSES</b>			
Finance Cost (at Fair Value through Profit & Loss)		3,04,96,309	1,72,85,911
Employee benefits expenses	14	25,65,447	20,09,347
Depreciation and amortization expense		2,70,716	3,00,605
Other Expenses	15	71,17,111	70,80,776
<b>Total Expenses</b>		<b>4,04,49,583</b>	<b>2,66,76,639</b>
Less: Amount transfer to NBFC Reserve fund		1,16,76,656	93,76,778
Profit / (Loss) before exceptional and extraordinary items and tax		23,96,792	19,09,747
<b>Exceptional items</b>		92,79,864	74,67,031
Profit/( Loss) before extraordinary items and tax		-	-
<b>Extraordinary items</b>		92,79,864	74,67,031
Profit / ( Loss ) before tax		-	-
<b>Tax expenses:</b>		92,79,864	74,67,031
1) Current Tax		27,95,258	16,24,741
2) Deferred Tax		64,970	18,123
3) Prior years' Tax / Interest		-	-
4) Short Provison of Earlier years' Income Tax		-	-
<b>Profit/ (Loss) from continuing operations</b>		<b>64,19,637</b>	<b>58,24,167</b>
<b>Other Comprehensive Income</b>			
(A) (i) Items that will not be reclassified to profit or loss (specify items and amounts)		-	-
(ii) Income tax relating to items that will not be reclassified to profit or loss		-	-
(B) (i) Items that will be reclassified to profit or loss (specify items and amounts)		-	-
(ii) Income tax relating to items that will be reclassified to profit or loss		-	-
<b>Other Comprehensive Income (A + B)</b>		-	-
<b>Total Comprehensive Income for the period (Comprising Profit (Loss) and other Comprehensive</b>		<b>64,19,637</b>	<b>58,24,167</b>
Earnings per share of Rs 10/- each			
Basic		0.92	0.84
Diluted		0.92	0.84
Nominal Value of Share		10	10
<b>Significant Accounting Policies and Notes on Accounts</b>	<b>16</b> <b>17</b>		
The Notes referred to above form and integral part of Statement of Profit and Loss account As per our report of even date			
<b>For Subramaniam Bengali &amp; Associates</b> Chartered Accountants Firm Reg No: 127499W		<b>For and on behalf of the Board</b>	
 SD/- CA Rajiv Bangali Partner Mem No: 043998		SD/- Rachana Singi Managing Director Din No. 00166508	SD/- Seema Pathak Director Din No. 01764469
		SD/- Alok Pathak CFO	SD/- Urmi Joiser Company Secretary
<b>Mumbai, Dated - 14th May,2021</b>		<b>Mumbai, Dated - 14th May,2021</b>	



**Cash Flow Statement for the Year Ended 31st March, 2021**

PARTICULARS	31.03.2021	31.03.2020
<b>CASH FLOW FROM OPERATING ACTIVITIES</b>		
Net Profit before Tax	92,79,864	74,67,031
<b>Adjustments for</b>		
Depreciation	2,70,716	3,00,605
Sub Standard Assets	3,57,556	2,94,944
Miscellaneous Expenditure	-	-
<b>Considered Separately</b>		
Interest Income	-	-
Finance Cost	-	-
<b>Operating Profit Before Working Capital Changes:</b>	<b>99,08,136</b>	<b>80,62,580</b>
Trade and other receivable	-	-
Trade Payables and other liabilities	13,43,80,009	11,68,92,577
Current investment	-	-
Loans & advances	(14,53,76,353)	(12,20,36,805)
Cash generated from operations	(10,88,208)	29,18,353
Direct Taxes paid	(4,63,436)	2,66,883
<b>Net Cash Flow From Operating Activities ( A )</b>	<b>(15,51,643)</b>	<b>31,85,236</b>
<b>CASH FLOW FROM INVESTING ACTIVITIES</b>		
Increase in Other Non Current Assets	-	-
Purchase of fixed assets	(3,97,072)	(2,02,770)
Purchase of Short-term investments	-	-
Purchase of long-term investments	-	-
Interest Income	-	-
<b>Net Cash Flow From Investing Activities ( B )</b>	<b>(3,97,072)</b>	<b>(2,02,770)</b>
<b>CASH FLOW FROM FINANVING ACTIVITIES</b>		
Share Capital	-	-
Other Equity	-	-
Long Term & Short Term Funds Borrowed/(Repaid)	-	-
Finance Cost	-	-
<b>Net Cash Flow From Financing Activities ( C )</b>	<b>-</b>	<b>-</b>
<b>Net Increase / Decrease In</b>		
<b>CASH &amp; CASH EQUIVALENTS ( A + B + C )</b>	<b>(19,48,715)</b>	<b>29,82,466</b>
Cash & Cash Equivalents - Opening Balance	33,44,299	3,61,834
Cash & Cash Equivalents - Closing Balance	13,95,585	33,44,299
As per our of even date		
<b>For Subramaniam Bengali &amp; Associates</b>	<b>For and on behalf of the Board</b>	
<b>Chartered Accountants</b>		
<b>Firm Reg No: 127499W</b>	SD/-	SD/-
<b>SD/-</b>	<b>Rachana Singi</b>	<b>Seema Pathak</b>
<b>CA Rajiv Bangali</b>	<b>Managing Director</b>	<b>Director</b>
<b>Partner</b>	<b>Din No. 00166508</b>	<b>Din No. 01764469</b>
<b>Mem No: 043998</b>		
	SD/-	SD/-
	<b>Alok Pathak</b>	<b>Urmi Joiser</b>
	<b>CFO</b>	<b>Company Secretary</b>
<b>Mumbai, Dated - 14th May,2021</b>	<b>Mumbai, Dated - 14th May,2021</b>	



Notes to financial statements for the year ended 31.03.2021

Note No.	PARTICULARS	Year	Year
		31.03.2021	31.03.2020
<b>1</b>	<b><u>CASH AND CASH EQUIVALENTS</u></b>		
	Cash In hand (as taken and certified by the Directors)	53,054	22,799
		<b>53,054</b>	<b>22,799</b>
<b>2</b>	<b><u>BANK BALANCES OTHER THAN CASH BALANCE</u></b>		
	Axis Bank	8,129	21,75,205
	Jammu and Kashmir Bank	42,475	42,475
	Fixed Deposit with Navi Mumbai Co-op Bank	-	13,531
	Fixed Deposit with Axis Bank	2,00,400	-
	HDFC Bank A/C - 50200046187964	10,66,621	10,65,348
	HDFC Bank A/C NCD - 50200043839758	24,905	24,941
		<b>13,42,530</b>	<b>33,21,500</b>
<b>3</b>	<b><u>LOANS &amp; ADVANCES</u></b>		
	Term Loans - (At Fair Value through Profit & Loss) Secured by Tangible Assets to Others	42,73,74,993	28,44,68,100
	Less: Provison for Doubtful Loans	-	-
		<b>42,73,74,993</b>	<b>28,44,68,100</b>
<b>4</b>	<b><u>CURRENT ASSETS (NET)</u></b>		
	Prepaid Expenses	43,064	45,356
	Recurring Deposit with HDFC	10,000	10,000
	TDS Receivable F.Y. 2019-20	7,86,804	21,79,524
	TDS Receivable F.Y. 2020-21	27,41,076	-
	GST Receivable	5,52,795	2,01,400
	Advance Tax F.Y 19-20	1,00,000	1,00,000
	Advance Tax F.Y 20-21	7,50,000	-
	Loan to Staff	10,000	-
	<u>Loan to Others</u>		
	Rahul Dubey	12,000	-
		<b>50,05,739</b>	<b>25,36,280</b>
<b>6</b>	<b>(a) <u>DEBTS SECURITIES</u></b>		
	( At Fair Value through Profit & Loss) Transferable Non Convertible Unsecured Debentures NCD ( 2975 NCD's @ 1,00,000 each) with ROI @ 12% p.a.	29,75,00,000	17,75,00,000
	<b><u>OTHERS</u></b>		
	(b) Loans received from Director	1,50,00,000	1,50,00,000
	(c) Loans received from Others	1,50,00,000	-
	Total	<b>32,75,00,000</b>	<b>17,75,00,000</b>
<b>7</b>	<b><u>CURRENT LIABILITIES</u></b>		
	Liabilities for expenses	2,05,484	3,28,040
	Interest Payable on Loans and NCD's	92,500	13,87,500
		<b>2,97,984</b>	<b>17,15,540</b>
<b>8</b>	<b><u>PROVISIONS</u></b>		
	Provison for Income Tax (Current)	27,95,258	-
	Provison for Income Tax (Old)	-	17,80,865
		<b>27,95,258</b>	<b>17,80,865</b>
<b>9</b>	<b><u>OTHER CURRENT LIABILITIES</u></b>		
	TDS Payable	2,36,456	4,76,806
	PT Payable	1,200	1,000
	GST - RCM Payable	8,192	-
	Expenses Payable	84,960	-
	Salary Payable	-	1,34,800
		<b>3,30,808</b>	<b>6,12,606</b>

10	i	<b><u>EQUITY SHARE CAPITAL</u></b>		
		<b><u>Authorised Capital</u></b> 100,00,000 Equity Share of Rs. 10/- each (Previous Year 100,00,000 Equity Share of Rs. 10/- each)	10,00,00,000	10,00,00,000
			<b>10,00,00,000</b>	<b>10,00,00,000</b>
		<b><u>Subscribed Issued &amp; Paid up :</u></b> 69,52,800 Equity Share of Rs. 10/- each (Previous Year 33,52,800 Equity Share of Rs. 10/- each)	6,95,28,000	6,95,28,000
		<b>6,95,28,000</b>	<b>6,95,28,000</b>	
	ii	<b><u>Reconciliation of the share Capital</u></b>		
		<b><u>Equity Shares</u></b>	Units / Value(Rs)	Units / Value(Rs)
		As at the beginning of the Year	6952800/69528000	6952800/69528000
		Less: Reduction in Capital	-	-
	Add: Issued during the period for cash	-	-	
Shares outstanding at the end of the period	6952800/69528000	6952800/69528000		
<b><u>Terms / rights attached to equity shares</u></b> The company has only one class of equity shares having a face value of Rs 10/- per share (Previous Year Rs.10/-). Each holder of equity shares is entitled to one vote per share.				
iii	<b><u>Details of shareholders holding more than 5 % shares in the company</u></b>			
	Equity shares of Rs 10/-each fully paid up Rachana Singi			
As per records of the company, including its register of shareholders / members and other declarations received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownership of shares.				
		<b>31.03.2021</b>	<b>31.03.2020</b>	
11	a	<b><u>OTHER EQUITY</u></b>		
		<b><u>Retained Earnings</u></b>		
	Balance as per last financial statements	81,70,823	23,46,656	
	Add: Profit for the Year	64,19,637	58,24,167	
		<b>1,45,90,460</b>	<b>81,70,823</b>	
	b	General Reserve	35,00,000	35,00,000
	c	<b><u>Capital Reserve</u></b>		
	Share Forfeiture a/c	43,14,040	43,14,040	
	d	<b><u>NBFC Reserve Funds</u></b>		
	Opening balance	82,65,320	63,55,573	
Add: Addition during the year	23,96,792	19,09,747		
	<b>1,06,62,112</b>	<b>82,65,320</b>		
e	Standard Assets Reserves	10,58,500	7,00,944	
f	Other Comprehensive Income	-	-	
	Total (a to d)	<b>3,41,25,112</b>	<b>2,49,51,127</b>	

Note No.	PARTICULARS	Year	Year
		31.03.2021	31.03.2020
12	<b><u>INTEREST INCOME</u></b>		
	Interest on Loans (at Fair Value through Profit & Loss)	5,20,18,496	3,57,96,302
	Interest on deposits with Banks	2,488	6,509
	Other Interest (Income Tax Refund)	-	14,574
	<b>5,20,20,984</b>	<b>3,58,17,385</b>	
13	<b><u>OTHER INCOME</u></b>		
	Loan Processing Fees	1,018	1,56,032
	Documentation Charges	1,04,237	-
	Office Rent of earlier year Reversed	-	80,000
	<b>1,05,255</b>	<b>2,36,032</b>	
14	<b><u>EXPENSES</u></b>		
	<b><u>Employee benefits expense</u></b>		
	Directors Remuneration	6,00,000	6,00,000
	Salary & Bonus	18,95,820	13,25,328
	Employee Insurance	22,162	-
	Staff Welfare	47,465	84,019
	<b>25,65,447</b>	<b>20,09,347</b>	
15	<b><u>OTHER EXPENSES</u></b>		
	Rent	6,49,500	6,54,000

Repairs-others	1,06,937	3,31,560
Telephone expenses	22,857	27,269
Stationery & Printing Expenses	75,500	1,70,979
Advertisement	1,32,914	84,177
Director Sitting Fees	4,57,800	6,02,250
<b><u>Payment to Auditors:</u></b>		
Statutory Audit	81,750	81,750
Legal & Professional Charges	11,15,471	13,92,598
Car Insurance	19,296	21,710
<b><u>Other Expenditures:</u></b>		
AGM Expenses	-	27,683
Bank charges	3,257	11,741
Business Promotion Expenses	-	2,13,945
Credit Rating Charges	23,229	22,700
Custodian Chgs-NSDL_CDSL	62,467	1,97,807
Discount Allowed	634	-
Domain Charges	28,340	32,700
Electricity charges	3,00,698	3,20,636
Fees and Subscription	-	4,00,967
GST FEES	-	2,220
Interest on TDS	13,089	9,955
Late Fees on TDS	-	150
Internet Expenses	18,867	13,856
Membership & Subscription	54,500	-
Office Expenses	1,69,138	1,78,805
Postage & Courier expenses	651	-
Prov.-Doubtful/Standard Assets/Sub Standard Assets	3,57,556	2,94,944
Professional Tax- Corporate	2,500	2,500

ROC Filing Fees	28,861	12,100
Security & House Keeping Charges	4,54,104	4,27,851
Stamp Paper & Notary Chargs	4,700	-
Stock Exchange Listing fees / Custodian Charges	3,27,000	3,27,000
Sundry Misc Expenses	-	630
Software Expenses	52,774	26,500
Travelling and Conveyance	24,90,617	11,25,992
Water Charges	49,904	60,201
Website Design	12,200	3,600
	<b>71,17,111</b>	<b>70,80,776</b>

<b>NOTE NO - 05 FIXED ASSETS</b>		<b>Amount in Rs.</b>									
<b>PARTICULARS</b>	<b>Rate</b>	<b>COST</b>				<b>DEPRECIATION</b>				<b>Net Block</b>	
		<b>As on 01.04.2020</b>	<b>Additons During the Year</b>	<b>Deletion During the Year</b>	<b>Total</b>	<b>Opening</b>	<b>for the Year</b>	<b>Transfer to Reserve</b>	<b>Total</b>	<b>As on 31.03.21</b>	<b>As on 31.03.20</b>
<b><u>PROPERTY, PLANT &amp; EQUIPMENT</u></b>											
Furniture and Fixtures	25.89	2,23,425	3,42,322	-	5,65,747	51,582	71,928	-	1,23,510	4,42,237	1,71,843
Toyota Altis Car	31.23	6,47,888	-	-	6,47,888	2,28,572	1,16,399	-	3,44,971	3,02,917	4,19,316
Office Equipment	45.07	9,500	10,768	-	20,268	4,354	3,169	-	7,523	12,745	5,146
Electric Bike	25.89	38,500	-	-	38,500	7,516	7,276	-	14,792	23,708	30,984
<b><u>OTHERS</u></b>											
Cameras	45.07	39,350	-	-	39,350	17,705	8,227	-	25,932	13,418	21,645
Laptop	63.16	1,33,717	13,500	-	1,47,217	64,437	36,572	-	1,01,009	46,208	69,280
Mobile	63.16	-	30,482	-	30,482	-	11,655	-	11,655	18,827	-
TV Assets	45.07	60,970	-	-	60,970	23,010	14,429	-	37,439	23,531	37,960
		<b>11,53,350</b>	<b>3,97,072</b>	<b>-</b>	<b>15,50,422</b>	<b>3,97,176</b>	<b>2,69,655</b>	<b>-</b>	<b>6,66,831</b>	<b>8,83,591</b>	<b>7,56,174</b>
<b><u>OTHER INTANGIBLE ASSETS</u></b>											
Tally Software	63.16	19,000	-	-	19,000	16,864	1,061	-	17,925	1,075	2,136
		<b>11,72,350</b>	<b>3,97,072</b>	<b>-</b>	<b>15,69,422</b>	<b>4,14,040</b>	<b>2,70,716</b>	<b>-</b>	<b>6,84,756</b>	<b>8,84,666</b>	<b>7,58,310</b>
Previous Year		<b>9,69,580</b>	<b>2,02,770</b>	<b>-</b>	<b>11,72,350</b>	<b>1,13,435</b>	<b>3,21,845</b>	<b>21,240</b>	<b>4,14,040</b>	<b>7,58,310</b>	<b>8,56,145</b>



Note No.		
16	i	<p><b>Significant Accounting Policies</b></p> <p><b>Company Information</b></p> <p>QGO Finance Ltd (Formally Known as Parnami Credits Limited) ("the Company") is a public limited company in India and Incorporated under the provision of the Companies Act, 1956. The registered office of the Company is loacted at 3rd Floor, A-514, TTC Industrial Area, MIDC, Mahape, Navi Mumbai : 400 701. The Company is listed on the Bombay Stock Exchange (BSE). The Financial Statement are approved for issue by the Company's board of directors on <u>14-05-2021</u></p>
	ii	<p><b>Basis of preparation of financial statements</b></p> <p>The Financial Statement of the Company have been prepared in accordance with Indian Accounting Standards ("Ind AS") provision of the Companies Act, 2013 ("the Act"), as applicable and guidelines issued by the Securities and Exchange Board of India ("SEBI"). The Ind AS are prescribed under Section 133 of the Act read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016. Accounting policies have been applied consistently to all periods presented in these financial statements.</p>
	iii	<p><b>Use of Estimates</b></p> <p>The preparation of "financial statements in conformity of Ind AS requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, the disclosures of contingent assets and contingent liabilities at the date of "financial statements, income and expenses during the period. Actual results may differ from these estimates. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in future periods which are affected.</p>
	vi	<p><b>Interest on Borrowings</b></p> <p>Interest on Loan under Ind-As 23 are considered for calculation effective interest rate. The impact for the periods subsequent to the date of transition is reflected in the Profit and Loss Account.</p>
	v	<p><b>Fair Value Measurement</b></p> <p>At each reporting date, the Management analysis the movements in the values of assets and liabilities which are required to be re-measured or re-assessed as per the Company's accounting policies. For this analysis, the Management verifies the major inputs applied in the latest valuation by agreeing the information in the valuation computation to contracts and other relevant documents.</p> <p>The Management also compares the change in the fair value of each asset and liability with relevant external sources to determine whether the change is reasonable.</p> <p>For the purpose of fair value disclosures, the Company has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.</p>
	vi	<p><b>Revenue Recognition</b></p> <p>Interest Income from Loan assets is recognised in the Statement of Profit and Loss on accrual basis, except in the case of non-p</p>
	vii	<p><b>Taxation</b></p> <p>Tax expenses are the aggregate of current tax and deferred tax charged or credited in the statement of Profit and Loss for the y</p>
	a	<p><b>Current Tax</b></p> <p>Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation aut</p>
	b	<p><b>Deferred Tax</b></p> <p>Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and</p> <p>Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilized</p>
viii	<p><b>Property, Plant and Machinery</b></p>	

Property, plant and equipment is stated at cost less accumulated depreciation and where applicable accumulated impairment losses. Property, plant and equipment and capital work in progress cost include expenditure that is directly attributable to the acquisition of the asset. The cost of self-constructed assets includes the cost of materials, direct labour and any other costs directly attributable to bringing the asset to a working condition for its intended use, and the costs of dismantling and removing the items and restoring the site on which they are located. Purchased software that is integral to the functionality of the related equipment is capitalized as part of that equipment.

ix	<p><b>Depreciation / Amortization</b></p> <p>The Company depreciates its fixed assets over the useful life in the manner prescribed in Schedule II of the Companies Act 2013.</p> <p>Depreciation is provided using the useful life of the asset estimated by the management, detail of which are as under :</p> <table border="0"> <thead> <tr> <th style="text-align: left;"><u>Tangible Assets</u></th> <th style="text-align: left;"><u>Estimated Useful Life</u></th> </tr> </thead> <tbody> <tr> <td>Computers</td> <td>3 Years</td> </tr> <tr> <td>Printers</td> <td>6 Years</td> </tr> <tr> <td>Office equipment's</td> <td>5 Years</td> </tr> <tr> <td>Software</td> <td>1 Years</td> </tr> <tr> <td>Motor Car</td> <td>10 Years</td> </tr> </tbody> </table>	<u>Tangible Assets</u>	<u>Estimated Useful Life</u>	Computers	3 Years	Printers	6 Years	Office equipment's	5 Years	Software	1 Years	Motor Car	10 Years
<u>Tangible Assets</u>	<u>Estimated Useful Life</u>												
Computers	3 Years												
Printers	6 Years												
Office equipment's	5 Years												
Software	1 Years												
Motor Car	10 Years												
x	<p><b>Impairment of Non-Financial Assets</b></p> <p>The Company assesses, at each reporting date, whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or cash-generating units (CGU) fair value less costs of disposal and its value in use. Recoverable amount is determined for an individual asset. Unless the asset does not generate cash inflows that are largely independent of those from other assets or Company's assets. When the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.</p>												
xi	<p><b>Provisions and Contingent Liabilities</b></p> <p>Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. When the Company expects some or all of a provision to be reimbursed, for example, under an insurance contract, the reimbursement is recognised as a separate asset, but only when the reimbursement is virtually certain. The expense relating to a provision is presented in the statement of profit and loss net of any reimbursement. Contingent Liabilities are not recognised but are disclosed in the notes. Contingent Assets are neither recognized nor disclosed in the financial statements.</p>												
xii	<p><b>Provisioning / Write-off of Assets</b></p> <p>The Company makes provision for Standard and Non-Performing Assets as per the Non-Systemically Important Non-Banking Financial (Non-Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2015, as amended from time to time. The Company also makes additional provision towards loan assets, to the extent considered necessary, based on the management's best estimate. Provision for other financial services is also made on similar basis.</p>												

xiii	<p><b>Financial Instruments</b></p> <p><b>Initial recognition</b></p> <p>The company recognises the "financial asset and "financial liabilities when it becomes a party to the contractual provisions of the instruments. All the "financial assets and "financial liabilities are recognised at fair value on initial recognition, except for trade receivable which are initially recognised at transaction price. Transaction cost that are directly attributable to the acquisition of issue of "financial asset and "financial liabilities, that are not at fair value through profit and loss, are added to the fair value on the initial recognition.</p> <p><b>Subsequent measurement</b></p> <p><b>Non derivative financial instruments</b></p> <p><b>Financial Assets at amortised cost</b></p> <p>This category is the most relevant to the Company. All the Loans and other receivables under "financial assets (except Investments) are non-derivative "financial assets with "fixed or determinable payments that are not quoted in an active market. Trade receivables do not carry any interest and are stated at their nominal value as reduced by impairment amount.</p> <p><b>Investments</b></p>
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Investments are classified into Non-Current and Current Investments.  
 Non-Current Investments are carried at cost. Provision for diminution, if any, in the value of each Non-Current Investments is n  
 Current investments are carried individually at lower of cost and fair value and the resultant decline, if any, is charged to reven

**Financial Assets at Fair Value through Profit or Loss/Other comprehensive income**

Instruments included within the FVTPL category are measured at fair value with all changes recognized in the Statement of Profit and Loss.

If the company decides to classify an instrument as at FVTOCI, then all fair value changes on the instrument, excluding dividends, are recognized in the OCI. There is no recycling of the amounts from OCI to P&L, even on sale of investment. However, the company may transfer the cumulative gain or loss within equity.

**Financial liabilities**

The measurement of "financial liabilities depends on their classification, as described below:

**Trade & other payable**

After initial recognition, trade and other payables maturing within one year from the Balance sheet date, the carrying amounts approximate fair value due to the short maturity of these instruments.

**Derecognition**

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

xvi **Cash and Cash Equivalents**

Cash and cash equivalent in the balance sheet comprise cash at banks and on hand and short-term deposits which are subject t

xv **Inventories**

Inventory representing project work-in-progress is valued at cost, which includes expenditure incurred for development, other

xvi **Employee Benefits**

Company does not have any policy for Leave Encashment or any other pension plans/schemes. All the unused leaves outstanding as on 31st March gets lapsed and does not get accumulated.

xvii **Earning Per Share**

Basic and diluted earnings per share are computed by dividing the net profit attributable to equity shareholders for the year, by the weighted average number of equity shares outstanding during the year.

xviii **Segment Reporting**

The company identifies primary segments based on the dominant source, nature of risks and returns and the internal organiza

**17 NOTES TO ACCOUNT**

**i Deferred Tax**

Under previous GAAP, Deferred Taxes are recognised for the tax effects of timing difference between accounting profit and taxable profit for the year using the Income Statement approach, Under Ind AS, Deferred Taxes are required to be recognised using the balance sheet approach for future tax consequences of temporary differences between the carrying value of assets and liabilities and their respective tax bases. Further, Deferred Tax asset shall be recognised for the carry forward of unused tax losses and credits to the extent that it is probable that future taxable profit will be available against which the unused tax losses and credits can be utilised as against virtual certainty for future taxable profit as required by previous GAAP.

**ii Contingent Liabilities and Capital Commiments**

The estimated amount of contracts remaining to be executed on capital account to the extent not provided for ` NIL. (Previous year Rs.NIL )

**iii Segment Information**

The primary segment reporting format is determined to be business segments as the company's risks and rates of return are affected predominantly by differences in the segments being operated, Secondary information is reported geographically. Accordingly, the Company has identified "Financing and Investing Sector" as the operating segments.

The Company operates only in India and therefore the analysis of geographical segments is limited to Indian operations only.

iv

**Segment Reporting**

Segment Revenue	31.03.2021 Rupees	31.03.2020 Rupees
Interest from Financial Services	#ERROR!	#ERROR!
Total	#ERROR!	#ERROR!

The Company has identified business segment as primary segments. The reportable business segments are in Financial Sector.

v

Related Party Disclosures, as required by AS-18 are given below:

a	Key Management Personnel :	Rachana Singi Alok Pathak Nimisha Kasat Urmi Joiser	Managing Director CFO Company Secretary (Left 31.10.20) Company Secretary (Join 01.11.20)
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b	The related enterprises / persons are :	Beond Textiles LLP Deepika Nath Symposium Finance Pvt Ltd	Under the Same Management Relative of Managing Director Under the Management of Relatives of MD
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c Details of transaction / payments :

Name	Particulars	Amount
Beond Textiles LLP	Office Premises Rent	600,000
Rachana Singi	Managing Director Remuneration	600,000
Rachana Singi	Travelling Expenses	1,646,312
Deepika Nath	Interest payment on NCD Loan	2,276,942
Symposium Finance Pvt Ltd	Interest payment on NCD Loan	2,837,500
Alok Pathak	Salary	600,000
Alok Pathak	Travelling Expenses	641,576
Nimisha Kasat	Salary	216,500
Urmi Joiser	Salary	182,900

The above related party information is disclosed to the extent such parties have been identified by the management on the basis of information available. This is relied upon by the auditors.

Name	Nature of Transaction	Date	Amount
Deepika Nath	Money Borrowed- NCD	7/2/2020	10,000,000
Element Seven Garments and Textile Pvt Ltd	Unsecured Loan	1/1/2021	15,000,000

e **Closing Balances For Borrowings and Payables to Related Parties**

		31.03.21	31.03.20
Name	Particulars	Rupees	Rupees
Beond Textiles LLP	Rent Payable	63,922	275,969
Rachana Singi	Loan Payable	15,000,000	15,000,000
Rachana Singi	Interest Payable	-	-
Rachana Singi	Expenses Payable	84,960	221,515
Rachana Singi	Salary Payable	-	195,000
Deepika Nath	Loan Payable	22,500,000	12,500,000
Deepika Nath	Interest Payable	-	-
Symposium Finance Pvt Ltd	Loan Payable	25,000,000	25,000,000
Symposium Finance Pvt Ltd	Interest Payable	-	231,250
Element Seven Garments and Textile Pvt Ltd	Loan Payable	15,000,000	-
Element Seven Garments and Textile Pvt Ltd	Interest Payable	-	-
Alok Pathak	Salary Payable	-	240,000
Alok Pathak	Expenses Payable	-	25,000
		<b>77,648,882</b>	<b>53,688,734</b>

	The above related party information is disclosed to the extent such parties have been identified by the management on the basis of information available. This is relied upon by the auditors.		
vi	<b>Payment to Auditors (Excluding Service Tax)</b>	<u>31.03.21</u> <b>Rupees</b>	<u>31.03.20</u> <b>Rupees</b>
	i) Statutory Audit Fees	81,750	81,750
vii	ii) Tax Audit Fees	-	-
	<b>Earning Per Share</b>		
viii	a Net profit after tax as per Statements of Profit & Loss attributable to Equity Shareholders	#ERROR!	#ERROR!
	b Weighted average number of shares used as denomination for calculating Basic and Diluted earning per share	6,952,800	6,952,800
	c Face value of shares ( ` Per Share) (Rs.)	10.00	10.00
	d Basic/Diluted earning per share (in `)(Rs.)	#ERROR!	#ERROR!
	<b>Foreign Currency Transactions</b>		
	There was no Foreign Exchange transaction during the year.		

ix	<b>Leasing Transaction</b>		
	A) Operating Lease Rentals charges to Profit & Loss Account during the period for Lease Agreements entered are		
	<b>Particulars</b>	<b>As on 31st March 2021</b>	<b>As on 31st March 2020</b>
	Future minimum lease payments under non-cancellable operating lease		
	1 Rachana Signi	-	-
	2 Sanket Jain	-	-
	3 Beond Textiles LLP	600,000	600,000
		<b>600,000</b>	<b>600,000</b>
	Due later than one year and not later than 5 years	600,000	600,000
	Due later than 5 years	-	-
x	<b>Schedule to the balance sheet as required in terms of Paragraph 18 of " NBFCs not systemically important &amp; non - deposit taking Company (Reserve Bank) Directions, 2017".</b>		
	<b>Balance Sheet of a non-deposit taking non-banking financial company</b>		
	<b>Sr. No.</b>	<b>Particulars</b>	<b>2019 - 2020</b>
			<b>Amount outstanding</b>
			<b>Amount overdue</b>
			<b>2018 - 2019</b>
			<b>Amount outstanding</b>
	<b>LIABILITIES</b>		
	1	<b>Loans and advances availed by the non-banking financial</b>	
		(A) Debentures : Secured	-
		: Unsecured	297,500,000
		(other than falling within the meaning of public deposits*)	
		(B) Deferred Credits	-
		(C)Term Loans	-
		(D) Inter-corporate loans and borrowing	15,000,000
		(E)Commercial Paper	-
		(F) Other Loans:	15,000,000
		<b>ASSETS</b>	
	2	<b>Break-up of Loans and Advances including bills receivable</b>	
		(a) Secured	410,003,796
		(b) Unsecured	17,371,197
	3	<b>Break up of Leased Assets and stock on hire and other assets counting towards AFC activities</b>	
		(i) Lease assets including lease rentals under sundry debtors:	
		(a)Financial lease	-

	(b)Operating lease			-
	(ii)Stock on hire including hire charges under sundry			-
	(a)Assets on hire			-
	(b)Repossessed Assets			-
	(iii)Other loans counting towards AFC activities			-
	(a)Loans where assets have been repossessed			-
	(b)Loans other than (a) above			-
4	<b>Break-up of Investments :</b>			
	<u>Current Investments:</u>			
	1.Quoted :			
	(i)Shares:		-	
	(a)Equity		-	
	(b)Preference		-	
	(ii)Debentures and Bonds		-	
	(iii)Units of mutual funds		-	
	(iv)Government Securities	-	-	
	(v)Others (please specify)	-	-	-
	2.Unquoted :			-
	(i)Shares:	-	-	-
	(a)Equity	-	-	-
	(b)Preference	-	-	-
	(ii)Debentures and Bonds	-	-	-
	(iii)Units of mutual funds	-	-	-
	(iv)Government Securities	-	-	-
	(v)Others (please specify)	-	-	-
	<u>Long Term investments :</u>			
	1.Quoted :			-
	(i)Shares:	-	-	-
	(a)Equity	-	-	-
	(b)Preference	-	-	-
	(ii)Debentures and Bonds	-	-	-
	(iii)Units of mutual funds	-	-	-
	(iv)Government Securities	-	-	-
	(v)Others (please specify)	-	-	-
	2.Unquoted :			-
	(i)Shares:		-	
	(a)Equity		-	
	(b)Preference		-	
	(ii)Debentures and Bonds		-	
	(iii)Units of mutual funds		-	
	(iv)Government Securities	-	-	
	(b)Loans other than (a) above	-	-	-
	(v)Others (please specify)	-	-	-

5	<b>Borrower group-wise classification of assets financed as in (2) and (3) above:</b>						
	<b>Category</b>	<b>Amount net of provisions</b>			<b>2018 - 2019</b>		
		<b>Secured</b>	<b>Unsecured</b>	<b>TOTAL</b>	<b>Secured</b>	<b>Unsecured</b>	<b>TOTAL</b>
	1. Related Parties **						
(a) Subsidiaries	-	-	-	-	-	-	
(b) Companies in the same group	-	-	-	-	-	-	
(c) Other related parties	-	-	-	-	-	-	
2. Other than related parties	410,003,796	17,371,197	427,374,993	269,936,919	14,531,181	284,468,100	
<b>TOTAL</b>	<b>410,003,796</b>	<b>17,371,197</b>	<b>427,374,993</b>	<b>269,936,919</b>	<b>14,531,181</b>	<b>284,468,100</b>	

6	<b>Investor group-wise classification of all investments (current and long term) in shares and securities (both quoted and unquoted):</b>			
	<b>Category</b>	<b>Market Value / Break up or fair value or NAV</b>	<b>Book Value (Net of Provisions)</b>	<b>Market Value / Break up or fair value or NAV</b>
		<b>2019-2020</b>		<b>2018 - 2019</b>
	1. Related Parties **	-	-	-
(a) Subsidiaries	-	-	-	
(b) Companies in the same group	-	-	-	
(c) Other related parties	-	-	-	
2. Other than related parties				
<b>TOTAL</b>				

\*\* As per Accounting Standard of ICAI

**(7) Other information**

	<b>Particulars</b>	<b>2019 - 2020 Amount</b>	<b>2018 - 2019 Amount</b>
(i)	Gross Non-Performing Assets		
	(a) Related Parties	-	-
	(b) Other than related Parties	-	-
(ii)	Net Non-Performing Assets		
	(a) Related Parties	-	-
	(b) Other than related parties	-	-
(iii)	Assets acquired in satisfaction of debt	-	-

**8 Exposure to Real Estate Sector**

<b>Category</b>	<b>2020</b>
a) Direct Exposure	-
(i) Residential Mortgage	55,114,029
	-
Lending fully secured by mortgages on Residential property that is or will be occupied by the borrower or that is rented (Individual housing loans upto Rs 15 lacs may be shown separately)	
(ii) Commercial Real Estate	-
	-
Lending secured by mortgages on commercial real estates (office buildings, retail space, multipurpose commercial premises, multifamily residential buildings, multi-tenanted commercial premises Industrial or warehouse space, hotels, land acquisition, development or construction, etc). Exposure would also include non-fund based (NFB) limits	
(iii) Investment in mortgages Backed Securities (MBS) and other securitised exposures-	-
a. Residential	-
b. Commercial Real Estate	354,889,767
b) Indirect Exposure	-
	-
Fund based and non fund based exposures on National Housing Bank (NHB) and Housing Finance Companies (HFCs)	



		Provision there on	5,240	-	-	-	5,240	5,240	-	-	-	5,240
3	Upgradations to restructured standard category	No of borrowers	-	-	-	-	-	-	-	-	-	-
		Amount Outstanding	-	-	-	-	-	-	-	-	-	-
		Provision there on	-	-	-	-	-	-	-	-	-	-
4	Restructured standard advances which cease to	No of borrowers	-	-	-	-	-	-	-	-	-	-
		Amount Outstanding	-	-	-	-	-	-	-	-	-	-
		Provision there on	-	-	-	-	-	-	-	-	-	-
5	Downgradation of restructured accounts during the	No of borrowers	-	-	-	-	-	-	-	-	-	-
		Amount Outstanding	-	-	-	-	-	-	-	-	-	-
		Provision there on	-	-	-	-	-	-	-	-	-	-
6	Write offs of restructured accounts during the	No of borrowers	-	-	-	-	-	-	-	-	-	-
		Amount Outstanding	-	-	-	-	-	-	-	-	-	-
		Provision there on	-	-	-	-	-	-	-	-	-	-
7	Restructured Accounts as on March 31 of the FY	No of borrowers	1	-	-	-	1	1	-	-	-	1
		Amount Outstanding	2,096,015	-	-	-	2,096,015	2,096,015	-	-	-	2,096,015
		Provision there on	5,240	-	-	-	5,240	5,240	-	-	-	5,240

- xiii Quarterly financial results are published in accordance with the guidelines issued by SEBI. The recognition and measurement principles as laid down in the standards are followed with respect to such results.
- xiv At the balance sheet date, an assessment is done to determine whether there is an indication of impairment in the carrying amount of the fixed assets. No impairment loss is determined.
- xv World Health Organisation (WHO) declared outbreak of Coronavirus Disease (COVID-19) a global pandemic on March, 2020. Consequent to this, Government of India declared lockdown on March 24, 2020 which has impacted the business activities of the Company. The pandemic is still on despite the relief given by the Government on Lockdown. However the State Government has continued with certain restrictions on operations during the year. On account of this, the Company has prepared cash flow projections and also, assessed the recoverability, contract assets, factored assumptions used in annual impairment testing of goodwill and intangible assets having indefinite useful life, using the various internal and external information up to the date of approval to these financial results. On the basis of evaluation and current indicators of future economic conditions, the Company expects to recover the carrying amount of these assets and does not anticipate any impairment to these financial and non-financial assets. The Company will continue to closely monitor any material changes to future economic conditions.
- xvi In accordance with the RBI guidelines relating to COVID-19 Regulatory Package dated 17th March, 2020 and 17th April 2020, and clarification issued by RBI dated 6th May, 2020, the company is granting a moratorium on the payment of installments and I or interest, as applicable, falling due between 1st March, 2020 and 31st May, 2020 (moratorium period) to eligible borrowers classified as Standard, even if overdue, as on 29th February, 2020. The moratorium period, wherever granted, shall be excluded by the company from the number of days past-due for the purpose of asset classification under RBI's Income Recognition and Asset Classification norms. The Company holds provisions as at 31st March 2020 against the potential impact of COVID-19 based on the information available up to a point in time. The provisions held by the Company are higher than the RBI prescribed norms.

xvii	The Company has not received any information / memorandum from the suppliers ( as required to be filed by Suppliers / Vendors with the notified authority under Micro,Small and Medium Enterprises Development Act,2006), claiming their status as Micro,Small or Medium Enterprises.Consequently, the amount paid / payable together with interest paid / payable to these parties under the Act is Nil.
xviii	In terms of provisions of Schedule V of the Companies Act,2013 read with the Companies (Particulars of Employees) Rules,1975 none of the employees are in receipt of remuneration in excess of Rs 5,00,000 per month or Rs 60,00,000 p.a.as per the limits stated in the provisions.
xix	The disclosures required under Accounting Standard 15 "Employee Benefits" notified in the Companies ( Accounting Standard ) Rules 2006 is not relevant to the Company as informed by the management that retirement benefits are not given to the employees of the Company.Thus no actuarial valuation has been done and provided by the Company.
xx	Previous year's figures have been rearranged / regrouped wherever necessary.

**For and on behalf of the Board**

As per our report of even date

**For Subramaniam Bengali & Associates**

**Chartered Accountants**

**Firm Reg No: 127499W**

**SD/-**  
**CA Rajiv Bangali**  
**Partner**  
**Mem No: 043998**

**SD/-**  
**Rachana Singi**  
**Managing Director**  
**Din No. 00166508**

**SD/-**  
**Seema Pathak**  
**Director**  
**Din No. 01764469**

**SD/-**  
**Alok Pathak**  
**CFO**

**SD/-**  
**Urmi Joiser**  
**Company Secretary**

**Mumbai, Dated - 14th May,2021**

**Mumbai, Dated - 14th May,2021**

“As we express our gratitude, we must never forget that the highest appreciation is not to utter words but to live by them.”

—John F. Kennedy

Thank you