

September 21, 2022

To,
The Manager - CRD
BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Fort, Mumbai - 400001.

Ref.: Scrip Code - 539008

Dear Madam/Sir,

Sub: Annual Report for FY 2021-22

Pursuant to Regulation 34(1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are submitting a copy of the Company's Annual Report for the financial year 2021-22, which contains, inter-alia, the Notice convening the 40th Annual General Meeting (AGM).

The same is also available on the Company's website viz., www.tirupatifincorp.in

Request you to kindly take the same on record.

Thanking You.

For Tirupati Fincorp Limited

AARTI
KAMLESH
SHUKLA
Digitally signed
by AARTI
KAMLESH
SHUKLA
Date: 2022.09.20
23:31:43 +05'00'

Aarti Shukla**Company Secretary & Compliance Officer**

40th

**ANNUAL
REPORT**

2022

BOARD OF DIRECTORS

NON-EXECUTIVE CHAIRMAN & INDEPENDENT DIRECTOR	Mr. Arvind Gala
EXECUTIVE DIRECTOR	Mrs. Sheetal Mitesh Shah
EXECUTIVE DIRECTOR	Mrs. Bansri Bhavesh Dedhia
NON-EXECUTIVE INDEPENDENT DIRECTOR	Mr. Sandesh Mohan Nikam
INDEPENDENT DIRECTOR	Mr. Deepak Ishwarlal Parekh (w.e.f. August 10, 2022)
CHIEF EXECUTIVE OFFICER	Mrs. Bansri Bhavesh Dedhia
CHIEF FINANCIAL OFFICER	Mrs. Sheetal Mitesh Shah
COMPANY SECRETARY	CS. Aarti Shukla (Appointed w.e.f. February 01, 2022)
STATUTORY AUDITORS	JCR & Company Chartered Accountants Level 3, Raval House, 18 th Road, Khar (West) Mumbai- 400052 Maharashtra
INTERNAL AUDITOR	Varun Golecha & Associates, Chartered Accountants 501, Pushp Vinod Tower 4, S.V. Road, Borivali (West), Mumbai-400092, Maharashtra
SECRETARIAL AUDITOR	Sonali Gamne & Associates Company Secretaries 102/I Wing, Neelkanth Vally, Lal Chowky, Agra Road, Kalyan (W) 421301
BANKERS	1. Punjab National Bank 2. Kotak Mahindra Bank
REGISTERED OFFICE	Office No. G2/G17, Raghuraj Enclave, Krishna Marg, C-Scheme, Jaipur-302001, Rajasthan Email id: info@tirupatifincorp.in
CORPORATE OFFICE	2 nd Floor, Plot No.36A, Pushpa Park, Daftary Road, Malad (East), Mumbai-400097, Maharashtra Email id: tirupatifincorp31@gmail.com
REGISTRAR & SHARE TRANSFER AGENT	Skyline Financial Services Private Limited D-153A, 1 st Floor, Okhla Industrial Area, Phase-1, New Delhi-110020 Tel: 011-40450193

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CHAIRMAN'S MESSAGE TO THE SHAREHOLDERS

Dear Shareholder,

It gives me immense pleasure to share with you our 40th Annual Report for the financial year ending March 31, 2022. The adaptability and agility displayed by our employees during this volatile period and the continuing trust of our customers have helped us meet the challenges and stay ahead in a competitive landscape to achieve a profitable growth.

We have seen and withstood multiple challenges through our existence, the latest being demonetization and COVID-19 pandemic. Each time, we have emerged stronger. Each time, our determination to serve our customers, majority of who are the impacted in such difficult times, becomes more steadfast. We are proud of our legacy and will continue to stay true to it.

FROM DARKNESS TO LIGHT AND SMILES

The Financial year 2021-22 was one of hope and change as the world learned to cope with the unprecedented economic and social crises triggered by the COVID-19 Pandemic. The year began with a more severe second wave of the pandemic which took a toll on lives and livelihood. However, since then, better understanding of virus, rapid vaccination drive covering majority of country's eligible population and sustained fiscal and policy support from the government and regulators have greatly improved sentiments. The mood of despair has now been replaced by a distinct feeling of optimism, as all of us made peace with the New Normal.

The euphoria was evident in a buoyant Indian economy which saw 8.7% growth in FY 2021- 22 against a contraction of 6.6% in the previous fiscal. All sectors performed well, and the economy has recovered to pre-COVID levels, although it may take another decade to overcome the losses. In another positive development, the rural economy which was largely muted through the year, is beginning to show signs of revival. With a good monsoon forecasted at 103% of the long-term average for 2022 by the IMD, the expectations of better agricultural production and rural economy rebound remains high.

Though a few of the challenges that remain are that of rising inflationary pressure globally and the geopolitical tensions due to Russia-Ukraine war which has raised the risks of stagflation. With no resolution visible in the near future, global governments will have to combat mounting inflation while maintaining growth. That said, compared with the steep price inflations seen globally, such as 8.5% in the US and 9.1% in the UK, India's is comparatively benign at an estimated 6.7% for FY 2022-23. Decision of the MPC to remain focused on withdrawal of accommodation and recent hike in the policy rates are likely to keep inflation under check. As for the war, it continues to be a regional event and has not spread.

The impact of these events along with hardening rates in the US and appreciation of US Dollar against global currencies triggered sell-offs across global stock markets. The Indian market followed the cues with FIIs pulling out, which has caused significant uncertainties and volatility. India's benchmark index Sensex shed over 10,000 points from its peak level of over 62,000 seen in October 2021. With the improving economic situation of the country and growth prospects of your Company, I expect that the Indian stock market will revive, and we will regain our glory by restoring the trading suspension by BSE this year.

Overall, the recovery process for the Indian economy seems to be progressing smoothly and efficiently despite global headwinds. The country tops the IMF forecasts for 2022 with GDP growth seen at 8.2%, ahead of China and the US which are expected to grow at 4.4% and 3.7% respectively.

A YEAR OF RESILIENCE AND POSITIVENESS:

Our performance in FY 2021-22 reflected the immensely challenging phase that our business passed through. Economic distress in Small and Medium Enterprises (SME) that form part of our target market and an intense demand in our primary Inter Corporate Loan (ICL) business have improved our business to many extent. Despite this, I am happy to state that Tirupati Fincorp stood its ground, and reported a profit after tax (PAT) of ` 24.64 Lacs for FY 2021-22. Our Operating Revenue for the year stood at ` 278.29 Lacs, increased by 138% against ` 116.82 Lacs recorded in the previous fiscal.

Considering the volatility and uncertainty of the present times, it is without doubt a heartwarming show and one that augurs well for all those associated with the Company, especially our loyal customers. There have been several positive takeaways from the performance. We delivered a balanced growth across our diversified business areas. This is a good sign and indicates that we are gradually reducing dependence on our loans business by growing other businesses like Investment and Trading in Securities and Derivative Market. This will give more stability to our operations and set path for a predictable growth in the long run.

OUTLOOK:

Moving forward, we are optimistic of the future of Trading in Equity and other Securities and Derivative products in Indian Capital Market, given the immense liquidity potential it offers to those in need. In terms of the ongoing competition, I believe this is a temporary phenomenon as the levels at which other Institutional players are operating are unsustainable. I foresee the situation to normalize in the next few quarters. With our long-term focus, solid business model and brand, we are confident of registering a more than 100% growth in Revenue from Trading in Securities and Derivative products in the coming fiscal unless any further challenges come up.

CLOSING COMMENTS:

I thank the regulators and policymakers for providing an entrepreneur-friendly atmosphere, allowing us to go from strength to strength over the years. I appreciate the efforts of the senior management team who have risen to the unprecedented challenges and shown the will and resilience to translate the Company's vision to actual results on the ground.

I would like to thank each of the workforce who have shown immense dedication in achieving our goals. I also take this opportunity to thank our Board for their support and guidance as well as our shareholders and customers who are our source of strength. Finally, I express my gratitude to the community at large because our mission has always been not just to create wealth but also to serve them in the best possible manner while enhancing their quality of life. I have no doubt that with the continued support of all the stakeholders, your Company will scale new heights in the years to come and join the country's march towards becoming a \$5 trillion economy.

With best wishes
Arvind J. Gala
Non Executive Chairman

NOTICE

Notice is hereby given that the **40th Annual General Meeting** of the **Tirupati Fincorp Limited** will be held on Saturday, 24th September, 2022 at 2:00 pm at the registered office of the company, through two-way Video Conferencing ("VC")/Other Audio-Visual Means ("OAVM"), to transact the following business:

Ordinary Business:

1. To receive, consider and adopt the Audited Profit and Loss Account for the year ended 31st March, 2022 and the Balance Sheet as at that date together with the Reports of the Board of Directors and the Auditors thereon.
2. To re-appoint Mrs. Bansri Bhavesh Dedhia, who retires by rotation and being eligible, offers himself for re-appointment.

Special Business:

To consider and thought fit to pass with or without modification the following resolution as a **Ordinary Resolution**:

3. To regularize of Mr. Deepak Ishwarlal Parekh (DIN: 09733159) as Independent Director of the Company.

"RESOLVED THAT pursuant to the applicable provisions of the Companies Act, 2013 Andrules framed thereunder, including any enactment, re-enactment or modifications thereof, Mr. Deepak Ishwarlal Parekh (DIN: 09733159) whose term of office as an Additional Director expires at the conclusion of this Annual General Meeting be and is hereby appointed as the Independent Director of the Company for the period of 5 years starting from the conclusion of Current AGM of 2022 till the conclusion of the Annual General Meeting to be held in 2027." To consider and thought fit to pass with or without modification the following resolution as a **Special Resolution**:

4. To approve 'Tirupati Fincorp Limited Employee Stock Option Plan 2022' and if thought fit, to pass, with or without modifications, the following resolutions as **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 62(1)(b), and other applicable provisions, if any, of the Companies Act 2013 ("the Act"), read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014, the Memorandum of Association and Articles of Association of the Company, Securities And Exchange Board Of India (Share Based Employee Benefits) Regulations, 2014 and subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, the approval and consent of the members be and are hereby accorded respectively to the 'Tirupati Fincorp Limited Employee Stock Option Plan 2022' and to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee including Nomination and Remuneration Committee, which the Board has constituted or may constitute to exercise its powers, including the powers, conferred by this resolution), to create, offer, and grant up to 4,90,000 (Four Lakhs Ninety Thousand only) employee stock options to the eligible employees of the Company, determined in terms of 'Tirupati Fincorp Limited Employee Stock Option Plan 2022', from time to time, in one or more tranches, exercisable in aggregate into not more than 4,90,000 (Four Lakhs Ninety Thousand only) equity shares of the Company, with each such option would be exercisable for one equity share of a face value of Rs.10/- each fully paid-up to be transferred to the option grantee on payment of the requisite exercise price of Rs.20/- per Equity share or at price as determined time to time, on such terms and conditions as may be determined by the Board in accordance with the provisions of the applicable laws and the provisions of 'Tirupati Fincorp Limited Employee Stock Option Plan 2022'."

“RESOLVED FURTHER THAT the Board be and is hereby authorized to make modifications, changes, variations, alterations or revisions in the ‘Tirupati Fincorp Limited Employee Stock Option Plan 2022’ subject to the compliance with the applicable laws and regulations and to do all such acts, deeds, matters and things as it may deem fit, from time to time in its sole and absolute discretion in conformity with the provisions of the Companies Act, 2013, Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014, the Memorandum of Association and Articles of Association of the Company and relevant regulations of the Securities and Exchange Board of India as applicable and without being required to seek any further consent or approval of the Members and further to execute all such documents, writings and to give such directions and or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of the ‘Tirupati Fincorp Limited Employee Stock Option Plan 2022’ and do all other things incidental and ancillary thereof.”

“RESOLVED FURTHER THAT Board be and is hereby authorized to delegate all or any of the power herein conferred to Nomination and Remuneration Committee of Directors.”

“RESOLVED FURTHER THAT the Nomination and Remuneration Committee constituted for the implementation of the scheme be and is hereby authorized to inter alia, formulate the detailed terms and conditions of the scheme including the provisions as specified by Board in this regard.”

5. To consider and thought fit to pass with or without modification the following resolution as a Special Resolution: **Approval for Private Placement of Optionable Convertible Debentures (“OCD”):**

“RESOLVED THAT pursuant to the provisions of Sections 42, 71 and other applicable provisions, if any, of the Companies Act, 2013 read with the rules framed there under, as may be amended from time to time, the approval of the members, be and is hereby accorded to the Board of Directors of the Company for making offer(s) or invitation(s) to subscribe to Optionally Convertible Debentures on private placement basis during a period of one year from the date of passing of this resolution within the overall borrowing limits of the Company, as approved by the members, from time to time subject to following Limits: Unsecured Optionally Convertible Debentures (“OCD”) upto Rs. 25 Crore through private placement.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof which may be empowered by the Board of Directors in this regard), be and is hereby authorized to do all such acts, deeds and things and give such directions as may be deemed necessary or expedient, to give effect to this Resolution.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any committee thereof which may be empowered by the Board of Directors in this regard), be and is hereby authorized to do all such acts, deeds and things and give such directions as may be deemed necessary or expedient, to give effect to this Resolution.”

**For and on behalf of the Board of Directors
Tirupati Fincorp Limited**

Sd/-

Aarti Shukla

Company Secretary & Compliance Officer
Membership Number: 63670

**Date: August 10, 2022
Place: Jaipur**

NOTES

1. A Member entitled to attend and vote at the meeting is entitled to Appoint Proxy / Proxies to attend and vote instead of himself/herself and the proxy need not be a member of the Company. Since the AGM is being held in accordance with the Circulars through VC, the facility for appointment of proxies by the members will not be available..
2. Participation of members through VC will be reckoned for the purpose of quorum for the AGM as per Section 103 of the Companies Act, 2013("the Act").
3. Members of the Company under the category of Institutional Investors are encouraged to attend and vote at the AGM through VC. Corporate Members intending to authorise representatives to attend the AGM are requested to send a duly certified copy of their Board Resolution/ authorization letter to the Company or upload on the VC portal/ e-voting portal.
4. Members who are holding shares in identical order or names in more than one folio are requested to write to the Company to enable the Company to consolidate their holdings in one folio.
5. In compliance with Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has provided a facility to the members to exercise their votes electronically through the electronic voting service facility arranged by Central Depository Services (India) Limited. The instructions for e-voting are annexed to the Notice.
6. The Register of Members and Share Transfer Books of the Company will remain closed from September 19, 2022 to September 24, 2022 (both days inclusive).
7. Members holding shares in physical form are requested to notify the change, if any, in their address and blank mandate details to the Registrar and Share Transfer Agent, Skyline Financial Services Pvt. Ltd, D-153-A, 1st Floor, Okhla Industrial Area, Phase- I, New Delhi, Delhi, 110020.
8. Members holding shares in dematerialized mode are requested to intimate the same to their respective Depository Participants.
9. 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 Report, Notices, and Circulars etc. from the Company electronically by visiting the RTA's Website www.skylinerta.com. For registering email id and bank details Members holding shares in physical form shall send a request to the RTA providing folio number, name of shareholder, scanned copies of share certificates (both front & back), self-attested PAN, Aadhar and cancelled cheque bearing name of first member, name & branch of bank, account number, account type, MICR code & IFSC.
10. Members holding shares in physical form are requested to consider converting their holding to dematerialized form to eliminate risks associated with physical shares.
11. All documents referred to in the accompanying Notice, the Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013 and other Statutory registers & records as stipulated under the Act shall be open for inspection at the Registered Office and Corporate Office of the Company during (2:00 pm to 4:00 pm) on all working days, upto and including the date of the Annual General Meeting of the Company.

12. Additional information, pursuant to Regulation 36 of the Listing Regulations, in respect of the directors seeking appointment / reappointment at the AGM, forms part of this Notice.
13. Pursuant to the provision of Section 91 of the Companies Act, 2013, the Company has fixed Friday, September 16, 2022 as the Record Date (i.e. cut off date) for taking records of the Members of the Company for the purpose of 40th Annual General Meeting.
14. The remote e-voting period will commence on Wednesday, September 21, 2022 (9.00 a.m. IST) and ends on Friday, September 23, 2022 (5:00 p.m. IST). During this period, Members may cast their vote electronically.
15. The Board of Directors of the Company ("Board") has appointed Ms. Sonali Gamne & Associates Practising Company Secretaries (Membership No. A36772) as the Scrutinizer ("Scrutinizer"), for conducting the voting process in a fair and transparent manner.

E-VOTING PROCESS:

In compliance with Circular No. 14/2020 dated April 8, 2020, Circular No. 17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 05, 2020 and Circular No. 02/2021 dated January 13, 2021, issued by the Ministry of Corporate Affairs ("MCA"), Government of India, Companies are allowed to hold AGM through VC / OAVM, without physical presence of the Shareholders at a common venue.

Accordingly, the 40th AGM of the shareholders of Tirupati Fincorp Limited (the "Company") will be held on Saturday, September 24, 2022 at 2:00 P.M. through two-way Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"), to transact the business as set forth in the Notice for the 40th AGM.

The soft copy of the Annual Report containing Notice of the AGM, Directors' Report, Independent Auditors Report, Audited Financial Statements and other documents for the Year 2021-22 can be downloaded from the Company's website www.tirupatifincorp.in and from the website of CDSL www.evotingindia.com.

To download the Annual Report and AGM notice of the Company, please click the following links: <http://www.tirupatifincorp.in/annualreport2022.pdf>. Pursuant to Section 108 and other applicable provisions, if any, of the Companies Act, 2013 read with the Rule 20 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time, and the Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India, the Company is pleased to provide remote e-voting facility to all its members to cast their vote electronically on all resolutions as set forth in the Notice of the AGM through the electronic voting system platform (remote e-Voting) provided by CDSL. All the members are informed that:

The Remote e-voting period commences on Wednesday, September 21, 2022 (9:00 A.M.) and ends on Friday, September 23, 2022 (5:00 P.M.). During this period Members of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. September 16, 2022 may cast their vote by remote e-voting in respect of the business set out in the Notice of the AGM.

The Remote e-voting period commences on Wednesday, September 21, 2022 (9:00 A.M.) and ends on Friday, September 23, 2022 (5:00 P.M.). During this period Members of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. September 16, 2022 may cast their vote by remote e-voting in respect of the business set out in the Notice of the AGM. The Remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution(s) is cast and confirmed by the Member, the Member shall not be allowed to change it subsequently.

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. The facility of participation at the AGM through VC/OAVM will be made available for 250 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

Members who participate in the AGM through Video Conferencing (VC)/Other Audio Visual Means (OAVM) on Friday, September 23, 2022 at 5:00 P.M may cast their vote during the meeting electronically on the business set out in the Notice of the AGM through electronic voting system (E-Voting) of CDSL. However only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not cast their vote on the Resolutions through Remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through E-Voting system in the AGM. Members who have voted through Remote e-Voting will be eligible to attend the AGM, however, they will not be eligible to evote at the AGM.

Any person, who acquires shares of the Company and becomes a member of the Company after dispatch of the Notice by email and holding shares as of the cut-off date i.e. September 16, 2022 may obtain the login ID and password by sending an email to helpdesk.evoting@cdslindia.com by mentioning their DP ID and Client ID No. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on cut-off date only shall be entitled to avail the facility of remote e-voting or voting at the AGM.

THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING AND EVOTING DURING AGM AND JOINING MEETING THROUGH VC/OAVM ARE AS UNDER:

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi / Easiest user will be able to see the e- Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e- Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.

Individual Shareholders
holding securities in
Demat mode with **NSDL**

- 1) If you are already registered for NSDL IDeAS facility, please visit the e- Services website of NSDL. Open web browser by typing the following URL: <https://eservices.nsdl.com> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ 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 company name or e- Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e- Voting period or joining virtual meeting & voting during the meeting.

- 2) If the user is not registered for IDeAS e-Services, option to register is available at <https://eservices.nsdl.com>. Select “Register Online for IDeAS “Portal or click at [https://eservices.nsdl.com/SecureWeb /Ideas Direct Reg. jsp](https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp) at [https://eservices.nsdl.com/SecureWeb/ IdeasDirectReg.jsp](https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp)

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

After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e- Voting service provider website 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. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 22-23058542-43.

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending arequestatevoting@nsdl.co.in or call toll free no.:18001020990 and 18002244 30

- (i) Login method for e-Voting and joining virtual meeting for **shareholders other than individual shareholders holding in Demat form and physical shareholders.**
- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
 - 2) Click on “Shareholders” module.
 - 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
 - 4) Next enter the Image Verification as displayed and Click on Login.
 - 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
 - 6) If you are a first-time user follow the steps given below:

	For Shareholders holding shares in Demat Form other than individual and Physical Form
PAN	<p>Enter your 10digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

- vi) After entering these details appropriately, click on “SUBMIT” tab.
- vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- viii) For shareholders holding shares in physical form, the details can be used only for evoting on the resolutions contained in this Notice.
- ix) Click on the EVSN for the relevant **Tirupati Fincorp Limited** on which you choose to vote.
- x) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- xii) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xvi) **Facility for Non – Individual Shareholders and Custodians –Remote Voting**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; tirupatifincorp31@gmail.com,
 - if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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

- 1) Shareholder will be provided with a facility to attend the AGM through VC/OAVM through the Virtual platform developed by the RTA i.e Skyline Financial Services Pvt. Ltd. Link along with details will be provided to Eligible shareholders. Shareholders may access the voting during the AGM by clicking the link provided in virtual platform i.e <https://www.evotingindia.com>. Shareholders/members may login by using the remote e - voting credentials. The link for VC/OAVM will be available to eligible shareholder/members at their registered E Mail IDs. Facility of joining the AGM through VC / OAVM shall open 30 minutes before the time scheduled for the AGM.
- 2) Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
- 3) Further shareholders 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/ask questions during the AGM may register themselves as an attendee by sending their request in advance at least 2 days prior to meeting mentioning their name, demat account number/folio number, email id, PAN, mobile number at info@tirupatifincorp.in and tirupatifincorp31@gmail.com
- 6) The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 2 days prior to meeting mentioning their name, demat account number/folio number, email id, PAN, mobile number at info@tirupatifincorp.in and tirupatifincorp31@gmail.com. These queries will be replied to by the company suitably by email.
- 7) Those shareholders who have registered themselves as an attendee will be allowed to express their views/ask questions during the meeting. The member who have not registered themselves as an attendee but have queries during the AGM can use the chat box/ send query button and ask the question. In case you have any queries or issues regarding attending Annual General Meeting through VC/OAVM write an email to: subhashdhingreja@skylinerta.com

Thanking you
Your Faithfully

Date: August 10, 2022

Place: Jaipur

For and on behalf of the Board of Directors
Tirupati Fincorp Limited

Sd/-
Aarti Shukla
Company Secretary & Compliance Officer
Membership Number: 63670

**ANNEXURE TO THE NOTICE
EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS
PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 IS GIVEN BELOW.**

ITEM NO. 2 : Details of Directors seeking re-appointment at the for the coming Annual General Meeting of the Company.

Name of the Director	Bansri Bhavesh Dedhia
Directors Identification Number (DIN)	08627610
Date of Birth	02/02/1982
Date of Appointment/ re-appointment	November 18, 2019
Qualifications	Graduate
Expertise in specific functional areas	15 years experience in finance business
List of other than Indian Public Limited	Nil
Companies in which Directorship held as on 31-03-2022	
Committee membership in other companies	Nil
Shareholding in the company as on 31.03.2022	Nil

ITEM NO. 3 : Details of additional Directors seeking appointment at the for the coming Annual General Meeting of the Company.

Name of the Director	Mr. Deepak Ishwarlal Parekh
Directors Identification Number (DIN)	09733159
Date of Birth	01.10.1955
Date of Appointment/ re-appointment	10.08.2022
Qualifications	B. Com
Expertise in specific functional areas	Bank & Legal Area
List of other than Indian Public Limited	Nil
Companies in which Directorship held as on 31-03-2022	Nil
Committee membership in other companies	Nil
Shareholding in the company as on 31.03.2022	Nil

ITEM NO. 4 : Approval of Tirupati Fincorp Limited Employee Stock Option Plan 2022

Your Company believes in rewarding its employees including Directors of the Company for their continuous hard work, dedication and support, which has led the Company on the growth path. The Company intends to implement 'Tirupati Fincorp Limited Employee Stock Option Plan 2022' only relating business with a view to attract and retain key talents working with the Company by way of rewarding their performance and motivate them to contribute to the overall corporate growth and profitability. The Company seeks members' approval in respect of 'Tirupati Fincorp Limited Employee Stock Option Plan 2022' and grant of Stock Options to the eligible employees/ Directors of the Company as decided by the Nomination and Remuneration Committee from time to time in due compliance of the SEBI Regulations.

As the shareholders are aware, stock options have long been recognized as an effective instrument to attract and retain the key critical talent in an increasingly competitive environment. This ESOP scheme will help to align the senior stakeholders to drive the Company Vision and a high-performance culture by being the shareholders and having an opportunity to maximize wealth creation. With the above objective and based on the recommendation of the Nomination and Remuneration Committee and approval by the Board of Directors of the Company pursuant to the provisions of Section 62 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and the Companies (Share Capital and Debenture) Rules, 2014 and other applicable laws, at their meeting held on 'Tirupati Fincorp Limited Employee Stock Option Plan 2022' approved introduction and implementation of "Tirupati Fincorp Limited Employee Stock Option Plan 2022" scheme only relating to business. The ESOP scheme has been formulated in accordance with the applicable laws. The ESOP Scheme will be implemented directly and administered by the Nomination and Remuneration Committee ("NRC") of the Company. The main features of the 'Tirupati Fincorp Limited Employee Stock Option Plan 2022' are as under:

- | | |
|-----------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <p>1. Total number of stock options to be granted</p> | <p>4,90,000 (Four Lakhs Ninety Thousand only) Employee Stock Options under 'Tirupati Fincorp Limited Employee Stock Option Plan 2022' would be available for grant to the eligible employees of the Company in one or more tranches exercisable into not more than 4,90,000 full paid-up Equity Shares in aggregate in the Company of the face value of Rs. 10/- each. If an Employee Stock Option expires or becomes un-exercisable due to any other reason, it shall become available for future Grants, subject to compliance with all Applicable Laws.</p> <p>The Committee will have powers to re-grant such Options as per the provisions of 'Tirupati Fincorp Limited Employee Stock Option Plan 2022'. The SEBI Share Based Employee Benefit Regulations require that in case of any corporate action(s) such as rights issues, bonus issues, merger and sale of division, and others, a fair and reasonable adjustment needs to be made to the Options granted. Accordingly, if any additional Equity Shares are required to be issued pursuant to any corporate action, the above ceiling of Options or Equity Shares shall be deemed to increase in proportion of such additional Equity Shares issued subject to compliance of the SEBI Share Based Employee Benefit Regulations.</p> |
| <p>2. Identification of Eligible employees entitled to participate 'Tirupati Fincorp Limited Employee Stock Option Plan 2022'</p> | <p>a) Permanent employees of the Company and its wholly owned subsidiaries appointed only for Business working in India or out of India;</p> <p>b) Directors of the Company. Following persons are not eligible:</p> <p>a) an employee who is a Promoter or belongs to the Promoter Group;</p> <p>b) a Director who either by himself or through his relatives or through anybody corporate, directly or indirectly holds more than 10% of the outstanding Equity Shares of the Company;</p> <p>and</p> <p>c) an Independent Director within the meaning of the Companies Act, 2013. Eligible Employees shall mean permanent employees only related to business segment and other eligible criteria as may be determined by the Committee from time to time.</p> |

3.	Transferability of Employee Stock Options	The Options granted to an employee shall not be transferable to any person and shall not be pledged, hypothecated, mortgaged or otherwise alienated in any manner. However, in the event of the death of the Option grantee, the right to exercise all the Options granted to him/her till such date shall be transferred to his/her legal heirs or nominees.
4.	Appraisal process for determining the eligibility of employees	The appraisal process for determining the eligibility of the employees will be decided by the Committee from time to time. The employees would be granted Options under the 'Tirupati Fincorp Limited Employee Stock Option Plan 2022' based on tenure of the Eligible Employees and performance of the business as determined by the Committee and such other parameters as may be decided by the Committee from time to time.
5.	Vesting Schedule / Conditions and period of vesting.	The Options granted under 'Tirupati Fincorp Limited Employee Stock Option Plan 2022' would Vest after one year from the date of grant of such options ("Vesting Period"). Vesting of options would be subject to continued employment with the Company or the Subsidiary Company as the case may be. Options granted shall vest in various tranches ie. 20% of the options granted shall vest after 1st year, 30% of the options granted shall vest after 2nd year and balance 50% of the options granted shall vest after 3rd year and 4th Year. Provided that as per the above vesting schedule, 50% of the vested options after first year, second year, third year and fourth year shall be on the basis of the tenure of the Eligible Employee and the remaining 50% shall vest considering the performance of the business of the company (EBIDTA) as determined by the Committee with reference to the Online Education Budgets for FY22, FY23, FY24 and FY25 respectively In addition to this, Committee may also specify certain performance parameters subject to which the Options would vest. The specific vesting schedule and conditions subject to which Vesting would take place would be outlined in the document given to the Option Grantee at the time of grant of Options. as determined by the NRC.

6.	Maximum period within which the options shall be vested	Options granted under 'Tirupati Fincorp Limited Employee Stock Option Plan 2022' would vest subject to maximum period of 4 years from the date of grant of such Options to Eligible Employees.
7.	Exercise price	There will be Exercise Price per Share. The Exercise Price for upto 4,90,000 equity shares shall be Rs 20 /- (Rupees Twenty only) per share or such other Exercise price as may be decided by the Committee from time to time.
8.	Exercise Period and process of exercise	The vested Options shall be allowed for exercise on and from the date of vesting. The vested Options need to be exercised within 4 year from the date of vesting of such Options. The vested Option shall be exercisable by the Eligible employees by a written application to the Company expressing his/ her desire to exercise such Options in such manner and on such format as per applicable laws and as may be prescribed by the Committee from time to time. The Options shall lapse if not exercised within the specified exercise period.
9.	Maximum number of options to be granted per employee and in aggregate.	The number of Options that may be granted to any Eligible employee of the Company under the Plan, in any financial year and in aggregate under the 'Tirupati Fincorp Limited Employee Stock Option Plan 2022' shall not exceed more than 1% of the issued Equity Share Capital (excluding outstanding warrants and conversions) of the Company.
10.	Accounting and Disclosure Policies	The Company shall follow the 'Guidance Note on Accounting for Employee Sharebased Payments' and/or any relevant Accounting Standards as may be prescribed by the Institute of Chartered Accountants of India from time to time, including the disclosure requirements prescribed therein, in compliance with relevant provisions of SEBI Regulations.
11.	Method which the company shall use to value its options	To calculate the employee compensation cost, the Company shall use the Fair Value method for valuation of the Options granted. The difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value of the Options and the impact of this difference on profits and on EPS of the company shall also be disclosed in the Directors' report.

ITEM NO. 5 Private Placement of Optionally Convertible Debentures

The members are requested to note that pursuant to Section 42 of the Companies Act, 2013 read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, a Company shall not make a private placement of its (including non-convertible debentures) unless the proposed offer of securities or invitation to subscribe securities has been previously approved by the shareholders of the Company, by a Special Resolution, for each of the offers or invitations and in case of offer or invitation for optionally convertible debentures, it shall be sufficient if the company passes a previous special resolution only once in a year for all offers or invitation for such debentures during the year.

The said approval shall be the basis for the Board to determine the terms & conditions of any issuance of optionally convertible debentures by the Company, including the price at which such optionally convertible debentures are being issued based on the prevailing market conditions.

Further, the Board of Directors at their meeting held on August 10, 2022 has approved the issuance of following securities and recommended the same for members approval:

- Optionally Convertible Debentures for an aggregate amount upto Rs. 25,00,00,000/- (Rupees Twenty Five Crores Only) on a Private Placement basis.

For and on behalf of the Board of Directors

For and on behalf of the Board of Directors
Tirupati Fincorp Limited

Date: August 10, 2022

Place: Jaipur

Sd/-
Aarti Shukla
Company Secretary & Compliance Officer
Membership Number: 63670

DIRECTOR'S REPORT

To
The Members of the Company

The Directors present the Annual Report on the business and operations of your company for the year 2021-2022.

FINANCIAL HIGHLIGHTS :

Particulars	(Rs. In Lakhs)	
	2021-22	2020-21
Income from Operations	278.71	128.63
Profit (Loss) before Extra-Ordinary Items	29.77	2.23
Profit/(Loss) before depreciation	29.77	2.23
Depreciation	0.07	0.07
Profits before Tax	29.71	2.16
Provision for Income Tax current year	5.06	4.58
Deferred Tax	0	0
Excess provision of Tax Written back	0	0
Profit after/ (Loss) Tax	24.64	(2.42)

DIVIDEND:

In view of brought forward losses and liquidity requirement for the future growth of business, the directors regret the inability to declare the dividend to conserve the resources.

INTEREST RISKS

The Company is exposed to interest rate fluctuations in the market. It uses a judicious mix of interest rates with stipulated parameters to mitigate the interest-rate risk. This also helps to have a judicious blended interest rate, with a prime focus on the safeguard of Company's funds.

FINANCIAL STATEMENTS

The financial statements of the Company prepared in accordance with Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015, duly audited by Statutory Auditors, also forms part of this Annual Report.

DIRECTORS & KEY MANAGERIAL PERSONNEL:

At the ensuing Annual General Meeting Mr. Deepak Ishwarlal Parekh (Applied for DIN) seeks reappointment/regularization.

Following are the Director and Key Managerial Personnel of the Company.

Sr. No	Name of the Directors/KMP	Designation
1.	Mr. Arvind Gala(w.e.f. 04.09.2021) and Independent Director	Non-Executive Chairman
2.	Mr. Sandesh Nikam (w.e.f. 04.09.2021)	Non-Executive and Independent Director
3.	Mrs. Sheetal Mitesh Shah	Executive Director and Chief Financial Officer
4.	Mrs. Bansri Bhavesh Dedhia	Executive Director and Chief Executive Officer
5.	Mr. Deepak Ishwarlal Parekh (w.e.f. 10.08.2022)	Additional Independent Director
6.	Bhavesh Premji Mamanian (till 04.09.2021)	Non-Executive and Independent Director
5.	Mrs. Aarti Shukla	Company Secretary & Compliance Officer

NO. OF BOARD MEETINGS HELD

During the year under the review the Board of Directors met 6 (Six) times. Details of the Board Meeting as under:

Date on which Board Meeting were held	Total Strength of the Board	No of Directors Present
June 30, 2021	3	3
August 13, 2021	3	3
September 04, 2021	4	4
November 15, 2021	4	4
December 06, 2021	4	4
February 15, 2022	4	4

COMMITTEES TO THE BOARD

The Company has 3 Board Committees. All decisions and recommendations of the Committees are placed before Board for information and approval. The role and composition of these Committees, including the number of meetings held during the financial year and the related attendance are provided below:

1. AUDIT COMMITTEE

The Audit Committee has played an important role in ensuring the financial integrity of the Company. The Audit Committee's role includes oversight of the financial reporting process, the audit process, the adequacy of internal controls, transactions with related parties and compliance with applicable laws and regulations.

The Audit Committee has been constituted in line with the provisions of Section 177 of the Companies Act, 2013. The members of the Audit Committee are financially literate and have requisite experience in financial management. All the recommendations made by the Audit Committee were accepted by the Board.

During the financial year ended March 31, 2022, 5 (Five) meetings of the Audit Committee were held on June 30, 2021, August 13, 2021, November 15, 2021, December 06, 2021 and February 15, 2022. The Chairman of the Audit Committee was present at the last AGM held on September 29, 2021. The Composition of the Audit Committee and their attendance of the Board of Directors of the Company attended during the financial year ended March 31, 2022 are detailed.

below:

Name of the Member	Nature of Membership	Audit Details	Committee Meeting
		Held	Attended
Mr. Arvind J. Gala (w.e.f. 04.09.2021)	Chairman (w.e.f. 04.09.2021)	5	3
Mr. Bhavesh Premji Mamanian (till 04.09.2021)	Chairman (till 04.09.2021)	5	2
Mr. Sandesh Nikam (w.e.f. 04.09.2021)	Member	5	3
Mrs. Sheetal Mitesh Shah	Member	5	5

2. Nomination & Remuneration Committee

The Nomination and Remuneration Committee broadly plays a dual role of determining the composition of the Board based on the need and requirements of the Company from time to time and determines the overall composition frame work and policy for Directors, senior management and employees. The Committee further reviews that the human resource practices of the Company are effective in maintaining and retaining a competent workforce.

The Nomination & Remuneration Committee (NRC) has been constituted in line with the provisions of Section 178 of the Companies Act, 2013. During the financial year ended March 31, 2022, 4 meeting of the NRC were held on June 30, 2021, August 13, 2021, November 15, 2021, December 06, 2021. The composition of Nomination & Remuneration Committee of the Board of Directors of the Company along with the details of meeting held and attended during the financial year ended March 31, 2022 are detailed below:

Name of the Member	Nature of Membership	Nomination & Remuneration Committee Meeting Details	
		Held	Attended
Mr. Bhavesh P. Mamanian	Chairman (till 04.09.2021)	2	2
Mr. Arvind J. Gala	Chairman (w.e.f. 04.09.2021)	2	2
Mr. Sandesh Nikam	Member	2	2

3. Stakeholder Relationship Committee

The Stakeholder Relationship Committee has been constituted in line with the provisions of Section 178 of the Companies Act, 2013. The Committee met on December 6, 2021 during the financial year ended March 31, 2022. The constitution of the Stakeholder Relationship Committee and their attendance during the financial year is detailed below:

Name of the Member	Nature of Membership	Stakeholder Relationship Committee Meeting Details	
		Held	Attended
Mr. Arvind J. Gala	Chairman	1	1
Mrs. Sheetal Shah	Member	1	1
Mrs. Bansari Dedhia	Member	1	1

GENERAL BODY MEETINGS

The details of last three Annual General Meeting are as follows:

Year	Time, Day, Date	Location	Summary of Special Resolutions passed:
39 th AGM 2020-2021	5:00 PM Wednesday, September 29, 2021	Through Video Conferencing	1.To approve the appointment of Mr. Arvind Jethalal Gala (DIN: 02392119), as an Independent Director and Non-Executive Chairman of the Company for a term of five consecutive years 2. To approve the appointment of Mr. Sandesh Mohan Nikam (DIN: 09309619), as an Independent Director of the Company for a term of five consecutive years. 3. To approve 'Tirupati Fincorp Limited Employee Stock Option Plan 2021' and if thought fit, to pass, with or without modifications.
38 th AGM 2019-2020	4:30 PM Wednesday, December 30, 2020	Through Video Conferencing	No Special Resolutions passed
37 th AGM 2018-2019	11:30 AM Monday, September 30, 2019	PN-1, Telephone Colony, Tonk Phatak Road, Jaipur Rajasthan-302015	No Special Resolutions passed

DECLARATION BY INDEPENDENT DIRECTOR

Arvind Jethalal Gala & Sandesh Nikam are the Independent Directors on the board of the Company. The Company has received declarations from all the Independent Directors of the Company confirming that they meet the criteria of independence as prescribed both under the Companies Act, 2013 and SEBI LODR 2015.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

Details of Loans, Guarantees and Investments covered under the provisions of Section 186 of the Companies Act, 2013 are given in the notes to the Financial Statements.

DEPOSITS

The Company has not accepted deposits, during the year under review, from public falling within the ambit of Section 73 of the Act, and the Rules framed there under.

DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS, COURTS AND TRIBUNALS

Following are the significant and material order passed by the regulators, court, tribunals impacting the going concern status and Company's operations in future:

Sr. No.	Material Orders passed by the Regulators	Regulatory Authorities (MCA/ROC/Stock Exchange/SEBI)
1.	Order u/s 206(1) of the Companies Act, 2013 (SRN- 100010542)	ROC
2.	Adjudication Order:- Order/MC/VS/2022-23/16591)	SEBI
	u/s 15-I of SEBI Act, read with rule 5 of the (Procedure for holding inquiry and imposing penalties) Rules, 1995.	

INTERNAL CONTROL AND SYSTEMS

The Company has adequate internal control procedures commensurate with its size and nature of business. The objective of these procedures is to ensure efficient use and protection of the Company's resources, accuracy in financial reporting and due compliance of statutes and corporate policies and procedures.

Internal Audit is conducted periodically by a firm of Chartered Accountants who verify and report on the efficiency and effectiveness of internal controls. The adequacy of internal control systems are reviewed by the Audit Committee & Board in its periodical meetings.

INTERNAL FINANCIAL CONTROL SYSTEM

The Company has robust and comprehensive Internal Financial Control system commensurate with the size scale and complexity of its operations. The system encompasses the major processes to ensure reliability of financial reporting, compliance with policies, procedures, laws, and regulations, safeguarding of assets and economical and efficient use of resources.

The policies and procedures adopted by the company to ensures the orderly and efficient conduct of its business and adherence to the company's policies, prevention and detection of frauds and errors, accuracy and completeness of the records and the timely preparation of reliable financial information.

The Internal Auditors and the Management continuously monitors the efficacy of Internal Financial Control system with the objective of providing to the Audit Committee and the Board of Directors, an effectiveness of the organisation's risk management with regard to the Internal Financial Control system.

Audit Committee meets regularly to review reports submitted by the internal auditors. The Audit Committee also meet the Company's Statutory Auditors to ascertain their views on the financial statement, including the financial reporting system and compliance to accounting policies and procedures followed by the Company.

VIGIL MECHANISM/WHISTLE BLOWER POLICY

In compliance with the provision of Section 177(9) of the Companies Act, 2013 and Listing Agreement, the Company has framed a Vigil Mechanism/Whistle Blower Policy to deal with unethical behavior, actual or suspected fraud or violation of the Company's code of conduct or ethics policy, if any. The Vigil Mechanism/ Whistle Blower Policy have also been uploaded on the website of the Company.

AUDITOR & AUDITORS REPORT

Statutory Auditor:

M/s JCR & Co., Chartered Accountants, (FRN: 105270W) are the Current Statutory Auditors of the company appointed in the last Annual General Meeting of the Company and will hold the Office till the Conclusion of the 44th Annual General Meeting of the Company. The statement on impact of Audit Qualifications (for audit report with modified opinion submitted along with the Annual Audited Financial Results- Standalone) under Regulation 33/52 of the SEBI (LODR) (Amendment) Regulations, 2016 as referred to in the Auditors' Report along with the Management Views are self-explanatory and, therefore, do not call for any further comments.

Secretarial Auditor:

Pursuant to the provision of Section 204 of the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board has appointed M/s Sonali Gamne and Associates Practicing Company Secretaries .to conduct Secretarial Audit of the Company for the Financial Year 2021-22. The secretarial Audit Report for the Financial Year ended 31st March, 2022 is annexed herewith and marked as **Annexure-B** The Report is self-explanatory and do not call for any further comments except:

- 1. The company has continued its financing activities despite cancellation of NBFC Certificate of Registration by RBI w.e.f. 30th April, 2019. However, they have recently applied for the Certificate of Registration.**

Certificate of Registration got cancelled w.e.f. 30.04.2019. However, Company has applied for Registration under section 45-IA of the Reserve Bank of India Act, 1934 as a NBFC in March, 2022.

2. **In the past, the company had borrowed Unsecured Loans which are in contravention with section 73 of Companies Act 2013 and section 45I(bb) of RBI Act 1934. However, few pending loans were fully repaid during the year.**

During the Covid pandemic, the Company faced many challenges which ultimately affected the financial performance and growth of the Company due to which Company failed to repay the unsecured loans and Company promises to repay the same.

3. **The Company has not provided any proof of dispatch of notices and other obligation documents to its directors and shareholders for any of their Respective Meetings.** Company has the records of Notices and other Documents of the respective Meetings.

4. **Company has received SEBI order dated 27th May, 2022 whereby regulator has imposed penalty of Rs. 5,00,000 in terms of section 15HA of the SEBI Act for violation of Regulations 3 (a), (b), (c), (d) and 4(1) and (2) (f) of the PFUTP Regulations and penalty of Rs. 5,00,000 for violations of the Listing Agreement read with the LODR Regulation.**

Company noted the same in its Board Meeting held on August 10, 2022 and the Board have decided for not challenging the order and will pay the penalty amount soon.

PARTICULARS OF EMPLOYEES:

There is no employee having remuneration in accordance with the provisions of section 197(12) of the companies Act 2013 read with Rule 5(2) and 5(3) of the companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

MANAGEMENT DISCUSSION & ANALYSIS REPORT:

In terms of SEBI LODR 2015, Management discussion & analysis report is enclosed and forms part of the report.

CORPORATE GOVERNANCE:

Report on corporate governance is being not applicable to the Company Pursuant to Regulation 15 of SEBI (LODR) Regulations 2015.

DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

The Company has in place a Policy on Prevention, Prohibition and Redressal of Sexual Harassment at workplace in line with the requirements of The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. The policy has set guidelines on the Redressal and

enquiry process that is to be followed by complainants and the ICC, whilst dealing with issues related to sexual harassment at the work place towards any women employees. All women employees (permanent, temporary, contractual and trainees) are covered under this policy. All employees are treated with dignity with a view to maintain a work environment free of sexual harassment whether physical, verbal or psychological. The Policy has also been uploaded on the website of the Company. During the Financial Year 2021-2022 Company has not received any complaints regarding sexual harassment at workplace.

RELATED PARTY TRANSACTION:

All transactions entered with Related Parties during the financial year were on an arm's length basis and were in the ordinary course of business and the provision of Section 188 of the Companies Act, 2013 are not attracted. Thus, disclosure in Form AOC-2 is not required. Further, there are no materially significant related party transactions during the year under review made by the Company with promoters, Directors, Key Managerial personnel or other designated persons which may have a potential conflict with the interest of the Company at large. All Related Party Transactions are placed before the Audit Committee for approval. Prior omnibus of the Audit Committee is obtained for the transactions which are of a foreseen and repetitive nature.

The transactions which entered into pursuant to the omnibus approval so granted along with a statement giving details of all related party transactions is placed before the Audit Committee.

BOARD EVALUATION

Pursuant to the provision of the Companies Act, 2013 and SEBI Listing Regulations, the Board has carried out an annual evaluation of its own performance, the Directors individually as well as the evaluation of the working of various committees. The Directors also carried out the evaluation of the chairman and the non-Independent Directors.

REMUNERATION POLICY:

As recommended by Nomination and Remuneration Committee of the company and the salient features of the policy is being placed on the website www.tirupatifincorp.in Maintenance of cost records, is not required by the Company as specified by Central Government under section 148(1) of the Companies Act, 2013

CRITERIA FOR EVALUATION OF DIRECTOR

For the purpose of proper evaluation, the Directors of the Company have been divided into 3 (three) Categories i.e. Independent, Non-Independent, & Non-executive and Executive. The criteria for evaluation includes factors such as engagement, strategic planning and vision, team spirit and consensus building, effective leadership, domain knowledge, management qualities, team work abilities, result/achievement understanding and awareness, motivation/commitment/diligence, integrity/ethics/values and openness/receptivity.

RESPONSIBILITY STATEMENT:

As required u/s 134(3) (c) of the companies Act, 2013 your director confirms that in the preparation of the annual accounts:

- 1) The applicable accounting standards have been followed along with proper explanation relating to material departures.
- 2) Such accounting policies have been selected and applied consistently and reasonable and prudent judgments and estimates made, so as to give a true and fair view of the state of affairs of the company at the end of the financial year and the profit/loss of the company for that period.

- 3) Proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with provisions of this act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities.
- 4) The annual accounts for the year ended 31st March, 2022, have been prepared on a going concern basis.
- 5) That proper internal financial controls were in place and that the financial controls were adequate and were operating effectively;
- 6) That systems to ensure compliance with the provisions of all applicable laws were in place and were adequate and operating effectively.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE:

As required under rule 8 (3) of Companies (Accounts) Rules, 2014, the particulars relating to the conservation of energy, Technology absorption, and the foreign exchange earnings and outgo are **Nil**.

CORPORATE SOCIAL RESPONSIBILITY:

The Company is not required to constitute a Corporate Social Responsibility Committee, as it does not fall within purview of Section 135(1) of the Companies Act, 2013 and hence it is not required to formulate policy on corporate social responsibility.

DETAILS OF SUBSIDIARIES/JOINT VENTURES/ASSOCIATE COMPANIES:

During the year no company have become or ceased to be its subsidiaries, joint ventures or associate companies.

CASH FLOW STATEMENT

In conformity with the provision of the Companies Act, 2013 and Listing Regulations the cash flow statement for the year ended 31st March 2022 is annexed here to.

GENERAL

Your Directors state that no disclosure or reporting is required in respect of the following items as there were no transactions on these items during the year under review except for Clause (b):

- a) Issue of equity shares with differential rights as to dividend, voting or otherwise.
- b) The details of all significant or material orders which were passed by the Regulators, Courts or Tribunals which impact the going concern status and Company's operations in future are mentioned above under category of Details of significant or material orders.
- c) The Auditors have not reported any matter relating to fraud under Section 143 (12) of the Act, therefore no detail is required to be disclosed under Section 134 (3) (ca) of the Act.

ACKNOWLEDGEMENT:

The management is grateful to the government authorities, Bankers, Vendors, for their continued assistance and co-operation. The directors also wish to place on record the confidence of members in the company.

Date: August 10, 2022

Place: Jaipur

Sd-
BANSRI DEDHIA
DIN: 08627610
(Director)

For and on behalf of the Board of Directors
Tirupati Fincorp Limited

Sd-
SHEETAL SHAH
DIN: 08364948
(Director)

DECLARATION BY CEO/CFO

We, Mrs. Bansri Bhavesh Dedhia, Executive Director and Chief Executive Officer and Mrs. Sheetal Mitesh, Shah Director Executive Director and Chief Financial Officer Tirupati Fincorp Limited here by certify to the Board that

- a. We have reviewed financial statement for the year and that to the best of our knowledge and belief:
 - i. These statements do not contain any materially untrue statement or omit any material fact or contain statement that might be misleading;
 - ii. These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- b. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's code of conduct.
- c. We are responsible for establishing and maintaining internal controls for financial reporting in the Company and we have evaluated the effectiveness of the internal control systems of the Company pertaining to financial reporting. We have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- d. We have indicated to the Auditors and the Audit Committee
 - i. Significant changes in internal control over financial reporting during the year
 - ii. Significant changes in accounting policies during the year and the same have been disclosed in the Notes to the financial statements; and
 - iii. Instances of significant fraud of which we have become aware and the involvement therein, if any. Of the Management or an employee having a significant role in the Company's internal control system over financial reporting
- e. We affirm that we have not denied any personnel, access to the Audit Committee of the Company (in respect of matters involving alleged misconduct, if any).
- f. We further declare that all board members and senior Management Personnel have affirmed compliance with the Code of Conduct for the current year.

Date: August 10, 2022
Place: Jaipur

**For and on behalf of the Board of Directors
Tirupati Fincorp Limited**

Sd-
BANSRI BHAVESH DEDHIA
(Chief Executive Officer)
DIN: 08627610

Sd-
SHEETAL MITESH SHAH
(Chief Financial Officer)
DIN: 08364948

DECLARATION ON CODE OF CONDUCT

This is to confirm that the Board of Director of the Company has laid down a Code of Conduct for its members and senior management personnel of the Company. The same has also been posted on the Company's website. It is further confirmed that all the Directors and senior management personnel of the Company have affirmed compliance with the Code of Conduct of the Company for the financial year ended 31st March 2022.

Date: August 10, 2022
Place: Jaipur

For and on behalf of the Board of Directors
Tirupati Fincorp Limited

Sd-
BANSRI BHAVESH DEDHIA
Executive Director
DIN: 08627610

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI
(Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,
The Members of
Tirupati Fincorp Limited
Jaipur.

In pursuance of Regulation 34(3) and sub clause (i) of clause 10 of para C of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of Tirupati Fincorp Limited (L67120RJ1982PLC002438), we hereby certify that: On the basis of written representation/ declaration received from the directors and taken on record by the Board of Directors, as on March 31, 2022, none of the directors on the board of the Company has been debarred or disqualified from being appointed or continuing as director of the companies by the SEBI/ Ministry of Corporate Affairs or any such other authority.

Date: August 10, 2022
Place: Jaipur

UDIN: A048693D000891471

For Amruta Giradkar & Associates

Sd/-
CS Amruta Giradkar
Practicing Company Secretary
Membership No. 48693
CP. No. 19381

**FORM NO. MR-3
SECRETARIAL AUDIT
REPORT**

FOR THE FINANCIAL YEAR ENDED ON 31st March, 2022

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

To,
 The Members,
M/s. Tirupati Fincorp Limited
 Flat no. G2/G17, Raghuraj Enclave, Krishna Marg
 C-Scheme, Jaipur Rajasthan Jaipur 302001.

I/We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Tirupati Fincorp Limited (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided me/us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my/our verification of the Tirupati Fincorp Limited, books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I/We hereby report that in my/our opinion, the Company has, during the audit period covering the financial year ended on March, 2022, complied with the statutory provisions listed hereunder and also that the Company has proper Board-Processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I/we have examined the books, papers, minute books, forms and returns filed and other records maintained by the Tirupati Fincorp Limited ("the Company") for the financial year ended on March, 2022 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The 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 2018, as amended;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 and The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; - **Not Applicable to the Company for the period under review.**
 - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 2014; - **Not Applicable to the Company for the period under review.**

- (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; - **Not Applicable to the Company for the period under review.**
- (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 for the period under review and.**
- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; - **Not Applicable to the Company for the period under review.**
- (j) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- (vii) *Other specifically applicable laws to the Company during the period under review;
 - (i) Income Tax Act, 1961;
 - (ii) Limitation Act, 1963;
 - (iii) Indian Contract Act, 1872;
 - (iv) Negotiable Instrument Act, 1881;
 - (vi) Information Technology Act, 2000;
 - (vii) General Clauses Act, 1897;
 - (xi) Reserve Bank of India Act, 1949.
 - (xii) Non Banking Financial Companies (Non Deposit Accepting or holding) Prudential Norms (Reserve Bank) Directions, 2007.
 - (xiii) Non Banking Financial Companies – Corporate Governance (Reserve Bank) Directions, 2015.
- *All other relevant laws applicable to the Company, a list of which has been provided by the Management. The examination and reporting on these laws and rules are limited to whether there are adequate systems and processes in place to monitor and ensure compliance with those laws. I/we have also examined compliance with the applicable clauses of the following:
 - (i) Secretarial Standards issued by The Institute of Company Secretaries of India - The Secretarial Standards SS-1 and SS-2, issued and notified by the Institute of Company Secretaries of India (ICSI) have not been complied with by the Company during the financial year under review.
 - (ii) The Listing Agreement entered into by the Company with The Bombay Stock Exchange Limited. During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to the following observations:
 1. **The company has continued its financing activities despite cancellation of NBFC Certificate of Registration by RBI wef 30th April, 2019. However, they have recently applied for the Certificate of Registration.**
 2. **In the past, the company had borrowed Unsecured Loans which are in contravention with section 73 of Companies Act 2013 and section 45I(bb) of RBI Act 1934. However, few pending loans were fully repaid during the year.**
 3. **The Company has not provided any proof of dispatch of notices and other obligation documents to its directors and shareholders for any of their Respective Meetings.**

4. Company has received SEBI order dated 27th May, 2022 whereby regulator has imposed penalty of Rs. 5,00,000 in terms of section 15HA of the SEBI Act for violation of Regulations 3 (a), (b), (c), (d) and 4(1) and (2) (f) of the PFUTP Regulations and penalty of Rs. 5,00,000 for violations of the Listing Agreement read with the LODR Regulation.

I/we further report that

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

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

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

With reference to compliance of industry specific Acts of the Company, the Company being NBFC Company, they need to ensure relevant provisions and process on periodical basis. In this regard, we have relied upon Management Representation issued to us and Compliance Certificate issued by the Respective Department and also report of Statutory Auditors and Internal Auditors. Our report of compliance would be limited to their reporting and subject to the observations and comments made by them in their report, if any.

I/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.

I/we further report that during the audit period there was no public/right issue/ preferential issue of shares. No Debentures were issued or converted during the year. There was no buy back of securities. The Company did not go for Merger / amalgamation / reconstruction, etc. There was no foreign technical collaboration.

For Sonali Gamne and Associates

Sonali Gamne
Proprietor

M. No: A36772
COP: 19207

Date: 02/09/2022
Place: Mumbai
UDIN:A036772D000896697

Annexure – 1:

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 check 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 my opinion.
3. We have not verified the correctness 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 the management. Our examination was limited to the verification of procedures on test check 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.

ANNEXURE TO THE DIRECTOR'S REPORT (Continued)**1. Disclosures:**

There were no transactions of the company of material nature with the promoters, the directors, or the management, their subsidiaries or relatives etc. that may have potential conflict with the interest of the company at large.

The company has complied with all statutory requirements relating to capital markets and has been no penalties/strictures imposed on the company during the last three years on this account.

Details of related party transactions:-

There are no materially significant transactions with related parties during the financial year which were in conflict with the interest of the Company that require separate disclosures. A list of related party transactions as required by the Accounting Standards (AS) 18 issued by the institute of Chartered Accounts of India, forms part of Schedule 16 to the accounts. These transactions do not attract the provision of Section 188 of Companies Act, 2013.

No person or entity belonging to the promoter or promoter group of the company is holding 20% or more of shareholding in the company which shall be deemed to be a related party"

*** Peculiarly relationship or transaction of the Non-Executive Director:-**

There is no material peculiarly transaction with any Non-Executive as well as independent Director of the Company that requires a separate disclosure. Company does not have any Material Subsidiary in terms of SEBI Regulation 16(1)(c).

*** Details on the use of proceeds from public issue, right issue, preferential issue etc:-**

No funds have been raised through issue of equity or debt in the form of public or right or preferential issues during the year under review.

*** Disclosure of Accounting Transactions:-**

The Company has followed all mandatory accounting standards.

*** Vigil Mechanism/ Whistle Blower Policy:**

In Compliance with provision of Section 177(9) of the Companies Act, 2013 and Clause 49 of Listing Agreement the Company has framed a Vigil Mechanism/ Whistle Blower Policy and the same has also been placed in the website of the Company. None of the employees of the Company has been denied access to the Audit Committee.

2. COMPLIANCE OFFICER :-

As required by the SEBI (Listing Obligations and Disclosure Requirements), 2015 the Company has appointed Ms. Aarti Shukla as the Compliance Officer. Email address of Compliance Officer is cs@tirupatifincorp.in

A. Complaint Status for the year 01/04/2021 to 31/03/2022 (Equity Shares)

Category	No. of Complaints Received	No. of Complaints resolved	No. of Complaints Pending
Delay In Transfer of share	NIL	NIL	NIL
Non receipt of Share/Dividend	NIL	NA	NIL
Delay/Non receipt in issue of duplicate shares	NIL	NA	NIL
Delay/Non receipt of Annual Report	NIL	NA	0
Delay/Non receipt of shares in the account by the Broker	NIL	NA	NIL
Delay/Non payment of the sale proceeds by the broker	NIL	NA	NIL
Others	NIL	0	0
Total	0	0	0

3. Prevention of Insider Trading

The Company has adopted a Code of Conduct for prevention of Insider Trading with a view to regulate trading in securities by the Directors and designated employees of the Company. The Code require pre-clearance for dealing in the Company's shares and prohibits the purchase or sale of the Company shares by the Directors and the designated employees while in possession of unpublished price sensitive information in relation to the Company and during the period when the trading Window is closed. All Board Directors and the designated employees have confirmed compliance with the code.

4. Means of Communication:

The quarterly, half yearly financial results are published in English & Regional newspapers and also furnished to the Stock Exchange with whom the Company has Listing arrangements to enable them to put them on their website. The Company has its own website i.e. www.tirupatifincorp.in wherein all relevant information along with the financial results & shareholding patterns are available. The Management Discussion & analysis, forms part of Director's Report is covered in Annual Report

5. General Shareholders Information:

- a) **Registered Office:**
Office No. G2/G17, Raghuraj Enclave, Krishna Marg,
C-Scheme, Jaipur- 302001, Rajasthan.
- b) Date of Book- Closure Monday, 19th September, 2022 to Saturday, 24th September 2022
(both days inclusive).
- c) Financial Calendar : 2021-2022(Tentative)
1st Quarter Results ending June 30, 2021 : Last week of July, 2021
2nd Quarter Results ending September 30, 2021 : Last week of October, 2021
3rd Quarter Results ending December 31, 2021 : Last week of January, 2022
4th Quarter Results ending March 31, 2022 : Last week of June, 2022
Annual General Meeting for the year ending March 31, 2022: Before
- d) Corporate Identity No :- L67120RJ1982PLC002438
- e) The share of the company is listed on the " Bombay Stock Exchange".
- f) BSE Stock Code: 539008
- g) ISIN Code of company's Share is INE642O0101

MANAGEMENT DISCUSSION & ANALYSIS REPORT {MDAR}

Your Directors have pleasure in presenting the Management Discussion and Analysis report for the year ended on 31st March 2022.

Opportunities

Reports from the World Bank indicate that Non Banking Financial Institutions act as critical pillars contributing to macroeconomic stability and sustained economic growth and prosperity, due to their ability to finance firms and individuals at a reasonable cost, reduce volatility by providing multiple sources to finance and park funds and enable creation of a competitive environment characterized by a diverse array of products. This has been proven time and again in developed markets.

Non-Banking Finance Companies (NBFCs) continue to play a critical role in making financial Services accessible to a wider set of India's population and are emerging as strong intermediaries in the retail finance space. Going forward, one should expect NBFCs to further strengthen their presence in retail finance and grow at a reasonably healthy pace.

Threats

The biggest challenge before NBFCs is that they are facing stiff competition from banks and financial institutions, due to their ability to raise low cost funds which enables them to provide funds at much cheaper rate. More stringent capital adequacy norms have been stipulated by RBI for NBFCs which is making difficult for them to give cheaper finance. Ever-increasing competition from commercial counterparts whose capacity to absorb losses is higher, counter-party failures, recommendations being made to increase the purview of monitoring by regulatory authorities increase the threat of losing the essence of Non-banking Finance Companies which are specifically designed to reach out and finance certain target groups.

Segment-wise or product-wise performance of the Company

The Company is a Financial Service Provider. It is engaged in the business of financial Server which is the only segment in the Company. Hence, the results for the year under review pertain to only financing activity.

Risks and concerns

The NBFC industry in general faces the risk of re-entry and new entry of players and existence of several unorganized regional players increasing the competition which mainly affects the asset quality. This is further characterized by captive NBFCs floated by other business houses. The ever existing systemic and delinquency risks and fluctuations in interest rates and risk weight make the companies more vulnerable. Deployment of funds in sensitive and volatile sectors increases the risk exposure while concentration risk increases dependency.

Internal Control Systems and their adequacy Internal Control measures and systems are established to ensure the correctness of the transactions and safe guarding of the assets. The Management ensures adherence to all internal control policies and procedures as well as compliance with regulatory guidelines. The audit committee of the Board of Directors reviews the adequacy of internal controls. This has improved the management of the affairs of the Company and strengthened transparency and accountability.

Cautionary Statement

Statements in the Management Discussion and Analysis Report describing the Company's objectives, projections, estimates, expectations or predictions may be "forward looking statements" within the meaning of the applicable laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that could influence the Company's operations include economic and political conditions in which the Company operates interest rate fluctuations, changes in Government / RBI regulations, Tax laws, other statutes and incidental factors

**For and on behalf of the Board of Directors
Tirupati Fincorp Limited**

Date: August 10, 2022

Sd/-
Sheetal Mitesh Shah
Director
08364948

INDEPENDENT AUDITOR'S REPORT ON THE STANDALONE FINANCIAL STATEMENTS

To the Members of TIRUPATI FINCORP LIMITED

Opinion

We have audited the accompany in standalone financial statements of **Tirupati Fincorp Limited** ('the Company'), which comprise the Balance Sheet as at 31st March, 2022, the Statement of Profit and Loss, including the Statement of Other Comprehensive income, the Cash Flow Statement and the Statement of Changes in Equity for the year then ended, and notes to the stand alone financial statements, including as summary of significant accounting policies and other explain at or information.

In our opinion and to the best of our knowledge and information and according to the explanations given to us, the aforesaid stand alone financial statements give the information required by the Companies Act, 2013, as amended ('the Act') in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2022, its profits including other comprehensive income, its cash flows and the changes in equity for the year ended on that date.

Basis for opinion

We conducted our audit of the standalone financial statements in accordance with the Standards on Auditing (SAs), as specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the 'Auditor's responsibilities for the audit of the standalone financial statements' section of our report. We are independent of the Company in accordance with the 'Code of Ethics' issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules there under, 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 audit opinion on the stand alone financial statements.

Emphasis of Matters paragraph

We draw attention to Note No. 24 of the statement which describes the Management's evaluation of impact of uncertainties related to Covid-19, its consequential effects on the Company financial performance and the carrying value of its assets as at 31st March, 2022 as assessed by the Management.

The company has continued its financing activities despite cancellation of NBFC Certificate of Registration by RBI wef 30th April, 2019. However, they have recently applied for the Certificate of Registration.

In the past, the company had borrowed Unsecured Loans which are in contravention with section 73 of Companies Act 2013 and section 45I(bb) of RBI Act 1934. However, few pending loans were fully repaid during the year.

We would like to draw your attention to event after closing of financial statement, company has received SEBI order dated 27th May, 2022 whereby regulator has imposed penalty of Rs. 5,00,000 in terms of section 15HA of the SEBI Act for violation of Regulations 3 (a), (b), (c), (d) and 4(1) and (2) (f) of the PFUTP Regulations and penalty of Rs. 5,00,000 for violations of the Listing Agreement read with the LODR Regulation. Our opinion on the statement is not modified in respect of the above matters.

Key audit matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Standalone Financial Statements of the current year. These matters were addressed in the context of our audit of the Standalone Financial Statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Key Audit Matters	How our Audit addressed the key audit matter
(a) Impairment of financial assets (Expected Credit Losses)	
<p>IND AS 109 requires the Company to recognise impairment loss allowance towards its financial assets (designated at amortised cost and fair value through other comprehensive income) using the expected credit loss (ECL) approach. Such ECL allowance is required to be measured considering the guiding principles of IND AS 109 including: unbiased, probability weighted outcome under various scenarios;</p> <ul style="list-style-type: none"> time value of money; impact arising from forward looking macroeconomic factors and; availability of reasonable and supportable information without undue costs. Applying these principles involves significant estimation in various aspects, such as: grouping of borrowers based on homogeneity by using appropriate statistical techniques; staging of loans and estimation of behavioural life; determining macro-economic factors impacting credit quality of receivables; estimation of losses for loan products with no/minimal historical defaults. Considering the significance of such allowance to the overall financial statements and the degree of estimation involved in computation of expected credit losses, this area is considered as a key audit matter. 	<ul style="list-style-type: none"> We read and assessed the Company's Accounting policies for impairment of financial assets and their compliance with IND AS 109. We evaluated the reasonableness of the Management estimates by understanding the process of ECL estimation. Tested the ECL model, including assumptions and underlying computation. Assessed the floor/minimum rates of provisioning applied by the Company for loan products with inadequate historical defaults. Audited disclosures included in the IND AS financial statements in respect of expected credit losses.

Other information

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Annual report, but does not include the standalone financial statements and our auditor's report there on.

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 such other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and those charged with Governance for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (IND AS) specified under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the 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 charged with governance are also responsible for overseeing the Company's financial reporting process.

Auditor's responsibilities for the audit of the financial statements

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

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

- Identify and assess the risks of material misstatement of the stand alone financial statements, whether due to frauder 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 over ride of internal control;

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

Report on other legal and regulatory requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ('the Order'), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the 'Annexure A' a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by section 143 (3) of the Act, we report that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
 - (b) In our opinion, proper books of accounts required by law have been kept by the Company so far as it appears from our examination of those books;
 - (c) The Balance Sheet, the Statement of Profit and Loss including the Statement of Other Comprehensive Income, the Cash Flow Statement and Statement of Changes in Equity dealt with by this Report are in agreement with the books of account;
 - (d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015, as amended;
 - (e) On the basis of the written representations received from the directors as on 31st March 2022 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2022 from being appointed as a director in terms of section 164(2) of the Act;

- (f) With respect to the adequacy of the internal financial controls with reference to these stand alone financial statements and the operating effectiveness of such controls, refer to our separate Report in 'Annexure B' to this report;
- (g) In our opinion, the managerial remuneration for the year ended 31st March 2022 has been paid/provided by the company to the directors in accordance with the provisions of section 197 read with Schedule V to the Act; and
- (h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company has disclosed the impact of pending litigations on its financial position in its Standalone financial statements – Refer Note No 18 to the standalone financial statements;
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses; and
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

For JCR & Co.
Chartered Accountants

CA Mitesh Chheda
Partner
Mem No. 160688
UDIN: 22160688AJUQNR5511

Date: 28th May, 2022
Place: Mumbai

Annexure A referred to in paragraph 1 of Our Report on Other Legal and Regulatory Requirements to the Members of Tirupati Fincorp Limited (formerly known as Surya Globefin Limited) on the standalone financial statements of the Company for the year ended 31st March 2022.

On the basis of such checks as we considered appropriate and/or according to the information and explanations given to us during the course of our audit, we report that:

- (i) (a) (A) The company is maintaining proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment;
- (B) The company does not have the intangible Assets.
- (b) As explained to us, these Property, Plant and Equipment have been physically verified by the management every year; no any material discrepancies were noticed on such verification; and the same have been properly dealt with in the books of account;
- (c) The company does not hold any immoveable property in the name of the company;
- (d) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the company has not revalued its Property, Plant and Equipment (including Right of Use assets) or intangible assets or both during the year;

- (e) According to the information and explanations given to us and on the basis of our examination of the records of the Company, no proceedings have been initiated nor any pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder;
- (ii). (a) The Company is a NBFC company providing Financial Services, primarily providing Loans and advances. Accordingly, it does not hold any physical inventories. Accordingly, clause 3(ii)(a) of the Order is not applicable.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not been sanctioned any working capital limits in excess of five crores rupees' in aggregate from banks and financial institutions on the basis of security of current assets at any point of time of the year. Accordingly, clause 3(ii)(b) of the Order is not applicable to the Company.
- (iii). According to the information and explanations given to us and on the basis of our examination of the records of the Company, this clause is not applicable to the company as the principal business is to give Loans.
- (iv). According to the information and explanations given to us and on the basis of our examination of records of the Company, the Company has neither made any investments nor has it given loans or provided guarantee or security and therefore the relevant provisions of Sections 185 and 186 of the Act are not applicable to the Company. Accordingly, clause 3(iv) of the Order is not applicable.
- (v). During the year the Company has not accepted any deposits or amounts which are deemed to be deposits from the public. Accordingly, clause 3(v) of the Order is not applicable.
- (vi). As per information & explanation given by the management, Company is not required to maintain the cost records, as per The Companies (Cost Records and Audit) Rules, 2014 prescribed by the Central Government under Section 148(1) of the Companies Act, 2013;
- (vii). According to the records of the company, undisputed statutory dues including Provident Fund, Investor Education and Protection Fund, Employees' State Insurance, Income-tax, Vat, Service Tax, Goods & Service Tax, Custom Duty, Excise Duty, cess to the extent applicable and any other statutory dues have generally been regularly deposited with the appropriate authorities. According to the information and explanations given to us there were no outstanding statutory dues as on 31st of March, 2022 for a period of more than six months from the date they became payable;
- (viii). According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not surrendered or disclosed any transactions, previously unrecorded as income in the books of account, in the tax assessments under the Income-tax Act, 1961 (43 of 1961) as income during the year.
- (ix). (a) In our opinion and according to the information and explanations given by the management, we are of the opinion that, the Company has not availed any loan from any financial institution or government nor they have issued any debentures during the year. However, company has availed Inter Corporate Deposits during the year but no default has been made;
- (b) The company is not declared willful defaulter by any bank or financial institution or other lender;

- (c) Based on our audit procedures and according to the information given by the management, no term loans were applied for the purpose for which the loans were obtained;
- (d) According to the information and explanations given to us by the management, no funds were raised on short term basis & have been utilized for long term repayment on loans & advances.
- (e) According to the information and explanations given to us by the management, the company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures;
- (f) According to the information and explanations given to us by the management, the company has not raised any loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies;
- (x). (a) Based on our audit procedures and according to the information given by the management, the company has not raised any money by way of initial public offer or further public offer (including debt instruments) or taken any term loan during the year. Hence the provision of paragraph 3 (x) (a) of the Order is not applicable;
- (b) Based on our audit procedures and according to the information given by the management, the company has not made private placement of shares during the year, and the requirement of section 42 & section 62 of the Companies Act, 2013 are not applicable;
- (xi). During the course of our examination of the books and the records of the Company carried in accordance with the Auditing Standards generally accepted in India, we have neither come across any instance of fraud by the Company or on the Company by its officers or employees, noticed or reported during the year nor have we been informed of any such instance by the Management. Hence paragraph 3 (xi) (a), (b) & (c) of the Order is not applicable;
- (xii). In our opinion and according to the information and explanations given to us, the company is not a Nidhi Company. Hence paragraph 3 (xii) of the order is not applicable;
- (xiii). According to the information and explanations given to us, the Company being a Public Listed Company, the provisions of section 177 read with Rule 6 of the Companies (Meetings of Board and its Powers) Rules, 2014 & section 188 are applicable to it and the details of the transactions with related parties entered into by the Company, disclosures have been made in the financial statements as required by the applicable accounting standards;
- (xiv). (a) Based on information and explanations provided to us and our audit procedures, in our opinion, the Company has an internal audit system commensurate with the size and nature of its business. (b) We have considered the internal audit reports of the Company issued till date for the period under audit.
- (xv). According to the information and explanations given to us by the management, the company has not entered into non-cash transactions with directors or persons connected with him and hence paragraph 3 (xiv) of the Order is not applicable to the Company;

- (xvi). (a) The company is required to get registered under Section 45-IA of the Reserve Bank of India Act, 1934 as a NBFC. However, its Certificate of Registration (CoR) got cancelled w.e.f 30.04.2019. However, they have recently applied for the Certificate of Registration.
- (b) The company has been carrying on its Non-Banking Financial activities without having a valid Certificate of Registration from the RBI as per Reserve Bank of India Act, 1934.
- (xvii). The Company has not incurred cash losses in the current and in the immediately preceding financial year.
- (xviii). There has been no resignation of the statutory auditors during the year. Accordingly, clause 3 of the Order is not applicable.
- (xix). On the Basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, the auditor is of opinion that no material uncertainty exists as on the date of the audit report that company is capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date;
- (xx). The company has not transferred any amount unspent amount to a Fund specified in Schedule VII to the Companies Act within a period of six months of the expiry of the financial year in compliance with second proviso to sub-section (5) of section 135 of the said Act; and hence paragraph 3 (xx) is not applicable to the company;
- (xxi). The consolidated Financial Statements is not applicable to the company and hence paragraph 3 (xxi) is not applicable to the company.

For JCR & Co.
Chartered Accountants

CA Mitesh Chheda
Partner
Mem No. 160688
UDIN: 22160688AJUQNR5511

Date: 28th May, 2022
Place: Mumbai

Annexure B to Independent Auditor's Report

Annexure B referred to in paragraph 2 (f) under heading 'Report on other legal and regulatory requirements' to the independent auditor's report of even date on the standalone financial statement of Tirupati Fincorp Limited.

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

We have audited the internal financial controls with reference to standalone financial statements of Tirupati Fincorp Ltd. ('the Company') as of 31st March, 2022 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 base dont he internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the

Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that we re operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, the safe guarding of it Assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditor's responsibility

Our responsibility is to express an opinion on the Company's internal financial controls with reference to these financial statements based n our audit. We conducted our audit in accordance with the Guidance Note on A dit of Internal Financial Controls Over Financial Reporting (the 'Guidance Note') and the Standards on Auditing, as specified under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both issued by ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to these financial statements was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to these financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements included obtaining an under stand in go internal financial controls with reference to these financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's 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 with reference to the se financial statements.

Meaning of internal financial controls with reference to these financial statements

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

Limitations of internal financial controls with reference to financial statements

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

Opinion

In our opinion, the Company has, in all material respects, adequate internal financial controls with reference to standalone financial statements and such internal financial controls with reference to standalone financial statements we are operating effectively as at 31 March 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 issued by the ICAI.

For JCR & Co.
Chartered Accountants

CA Mitesh Chheda
Partner
Mem No. 160688
UDIN: 22160688AJUQNR5511

Date: 28th May, 2022
Place: Mumbai

TIRUPATI FINCORP LTD
Audited Balance Sheet as at 31st March, 2022

Sr.no	Particulars	Note No.	As at 3/31/2022	As at 3/31/2021
			Audited	Audited
A	<u>ASSETS</u>			
1	<u>Financial Assets</u>			
a)	Cash and cash equivalents	4	1,285,864	1,993,253
b)	Bank Balances other the cash and cash equivalents		-	-
c)	Trade Receivables		-	-
d)	Loans	5	285,828,568	168,661,049
e)	Investment in subsidiaries and joint ventures		-	-
f)	Other Investments	6	-	-
g)	Other Financial Assets	7	-	-
	Sub Total of Financial Assets		287,114,432	170,654,302
2	<u>Non-Financial Assets</u>			
a)	Current tax assets (net)	8	2,549,329	464,936
b)	Deferred tax assets (net)		-	-
c)	Investment Property		-	-
d)	Property, plant, equipment	9	3,053	10,005
e)	Capital work in progress		-	-
f)	Other non financial assets		-	-
	Sub Total of Non - Financial Assets		2,552,382	474,941
	Total Assets		289,666,814	171,129,243
B	<u>LIABILITIES & EQUITY</u>			
1	<u>Financial Liabilities</u>			
a)	Trade Payable			
	Total outstanding dues of micro enterprises and small enterprises			-
	Total outstanding dues of creditors other than micro enterprises and small enterprises	11	1,406,834	2,366,294
b)	Borrowings	10	228,030,987	110,693,125
	Deposits			
	Subordinated Liabilities			
c)	Other financial liabilities			-
	Sub Total of Financial Liabilities		229,437,821	113,059,419
	<u>Non - Financial Liabilities</u>			
a)	Current tax liabilities (net)	12	1,416,091	909,759
b)	Deferred tax liabilities (net)		6,005	6,005
c)	Provisions	12	1,274,000	2,393,434
d)	Other non-financial liabilities		-	-
	Sub Total of Non Financial Liabilities		2,696,096	3,309,198
3	<u>Equity</u>			
a)	Equity Share Capital	3	49,442,250	49,442,250
b)	Other Equity	3	8,090,647	5,318,376
	Sub Total of Equity		57,532,897	54,760,626
	Total Liabilities and Equity		289,666,814	171,129,243
			-	-

For JCR & Co.
(Chartered Accountant)
Firm Registration No. 105270W

CA Mitesh Chheda
(Partner)
Membership No. 160688

Place: Mumbai
Date : 28.05.2022

On behalf of the Board of Directors
Tirupati Fincorp Limited
CIN No: L67120RJ1982PLC002438

Bansri Dedhai Sheetal Shah
Director Director
Din No: 08627610 DIN: 08364948

Aarti Shukla (Company Secretary)

TIRUPATI FINCORP LTD
Audited Statement of Profit and Loss for the year ended 31 March 2022

Sr. no	Particulars	Note No.	As at 3/31/2022	As at 3/31/2021
			Rs.	Rs.
1	Revenue from Operations			
a)	Interest Income	13	27,829,359	11,682,126
	Total Revenue from Operations			
b)	Other Income	14	41,666	1,181,000
	Total Revenue		27,871,025	12,863,126
2	Expenses			
a)	Finance Cost	15	6,075,775	886,295
b)	Impairment on Financial Instruments		(1,029,930)	1,523,827
c)	Employee Benefit Expenses	16	17,024,953	9,056,000
d)	Depreciation and Amortization Expense	9	6,952	6,952
e)	Other Expenses	17	2,822,600	1,173,720
	Total Expenses		24,900,350	12,646,794
3	Profit before Exceptional item and Tax (1-2)		2,970,675	216,332
4	Exceptional Item:			
5	Provision for diminution in value of Non-Current Investment		-	-
6	Profit before tax		2,970,675	216,332
7	Tax Expense:			
(a)	Current Tax		506,332	460,000
	Less: MAT Credit Entitlement			
	Net Current Tax			
(b)	Deferred Tax		-	-
(c)	Income Tax for Earlier years		-	(1,180)
	Total Tax Expenses		506,332	458,820
8	Profit/(Loss) for the year (6-7)		2,464,343	(242,488)
9	OTHER COMPREHENSIVE INCOME (OCI)			
	Items that will not be reclassified to Profit or Loss:			
	Change in fair value of financial assets		-	-
	Remeasurements of net defined benefit plans			
	Tax effect of above			
10	TOTAL OTHER COMPREHENSIVE INCOME (10)		-	-
11	TOTAL COMPREHENSIVE INCOME (9+10)		-	-
12	Earnings per equity shares of nominal value of ` 10 each:			
(a)	Basic		0.50	(0.05)
(b)	Diluted		0.50	(0.05)
	Significant Accounting Policies			
	The accompanying notes are an integral part of the financial statements.			

As per our attached report of even date

For JCR & Co.
(Chartered Accountant)
Firm Registration No. 105270W

CA Mitesh Chheda
(Partner)
Membership No. 160688

Place: Mumbai
Date : 28.05.2022

On behalf of the Board of Directors
Tirupati Fincorp Limited
CIN No: L67120RJ1982PLC002438

Bansri Dedhai Sheetal Shah
Director Director
Din No: 08627610 DIN: 08364948

Aarti Shukla (Company Secretary)

TIRUPATI FINCORP LTD
STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED MARCH 31, 2022

(A) EQUITY SHARE CAPITAL**(Amount in Rs.)**

Balance at the beginning of the previous reporting period	Changes in Equity Share Capital due to prior period errors	Restated balance at the beginning of the previous reporting period	Changes in equity share capital during the previous year	Balance at the end of the previous reporting period
49,442,250	-	-	-	49,442,250

(B) Other Equity

	Share application money pending allotment	Reserves and Surplus				Equity Instruments through Other Comprehensive Income	Other items of Other Comprehensive Income (specify nature)	Total
		Capital Reserve	Securities Premium	Other Reserves (specify nature)	Retained Earnings			
Balance at the beginning of the previous reporting period	-	960,418.00	43,330,000.00	-	(38,972,041.92)	-	-	5,318,376.08
Changes in accounting policy or prior period errors	-	-	-	-	-	-	-	-
Restated balance at the beginning of the previous reporting period	-	960,418.00	43,330,000.00	-	(38,972,041.92)	-	-	5,318,376.08
Profit for the previous year	-	-	-	-	2,464,342.56	-	-	2,464,342.56
Other Comprehensive income for the previous year	-	-	-	-	-	-	-	-
Total Comprehensive Income for the previous year	-	960,418.00	43,330,000.00	-	(36,507,699.36)	-	-	7,782,718.64
Share based payment	-	-	-	307,928.25	-	-	-	307,928.25
Dividends	-	-	-	-	-	-	-	-
Transfer to retained earnings	-	-	-	-	-	-	-	-
Any other change (to be specified)	-	-	-	-	-	-	-	-
Balance at the end of the previous reporting period	-	960,418.00	43,330,000.00	307,928.25	(36,507,699.36)	-	-	8,090,646.89

TIRUPATI FINCORP LTD
STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED MARCH 31, 2022

(A) EQUITY SHARE CAPITAL**(Amount in Rs.)**

Balance at the beginning of the previous reporting period	Changes in Equity Share Capital due to prior period errors	Restated balance at the beginning of the previous reporting period	Changes in equity share capital during the previous year	Balance at the end of the previous reporting period
49,442,250	-	-	-	49,442,250

(B) Other Equity

	Share application money pending allotment	Reserves and Surplus				Equity Instruments through Other Comprehensive Income	Other items of Other Comprehensive Income (specify nature)	Total
		Capital Reserve	Securities Premium	Other Reserves (specify nature)	Retained Earnings			
Balance at the beginning of the previous reporting period	-	960,418.00	43,330,000.00	-	(38,729,554.08)	-	-	5,560,863.92
Changes in accounting policy or prior period errors	-	-	-	-	-	-	-	-
Restated balance at the beginning of the previous reporting period	-	960,418.00	43,330,000.00	-	(38,729,554.08)	-	-	5,560,863.92
Profit for the previous year	-	-	-	-	(242,487.84)	-	-	(242,487.84)
Other Comprehensive income for the previous year	-	-	-	-	-	-	-	-
Total Comprehensive Income for the previous year	-	960,418.00	43,330,000.00	-	(38,972,041.92)	-	-	5,318,376.08
Dividends	-	-	-	-	-	-	-	-
Transfer to retained earnings	-	-	-	-	-	-	-	-
Any other change (to be specified)	-	-	-	-	-	-	-	-
Balance at the end of the previous reporting period	-	960,418.00	43,330,000.00	-	(38,972,041.92)	-	-	5,318,376.08

TIRUPATI FINCORP LTD
Cash Flow Statement for the year ended 31 March 2022

Particulars	For the Year Ended 31 March 2022		For the Year Ended 31 March 2021	
	Rs.	Rs.	Rs.	Rs.
A. Cash Flow from Operating Activities				
Net Profit before tax		2,970,675		216,332
Adjustment for :				
Depreciation and amortisation	6,952		6,952	
Finance costs	6,075,775		886,295	
Interest & other income			-	
Impairment on Financial Instruments	(1,029,930)		1,523,827	
Provision written back	-		(1,181,000)	
Bad debts/Investment written off	-		600,000	
Dividend income	-		-	
		5,052,797		1,836,074
Operating loss before working capital changes		8,023,472		2,052,406
Adjustments for :				
Inventories	-		-	
Trade receivables	-		-	
Other current assets	(2,084,393)		158,512	
Trade payables	(959,460)		(932,594)	
Other current liabilities	(89,504)		1,738,788	
		(3,133,357)		964,706
Cash generated from operations		4,890,115		3,017,112
Direct Taxes paid (Net of refunds)		307,928		30,532
Net cash flow (used in) Operating Activities (A)		5,198,043		3,047,644
B. Cash Flow from Investing Activities				
Purchase of Mutual Fund Units	-		-	
Purchase of Fixed Assets	-		-	
Change in Investment	-		(600,000)	
Dividend income	-		-	
Interest Received	-		-	
Net cash flow from / (used in) Investing Activities (B)		-		(600,000)
C. Cash Flow from Financing Activities				
Repayment of long term borrowings	117,337,862		2,840,780	
Proceeds from loan term loans & advances	(117,167,519)		(2,461,472)	
Finance costs	(6,075,775)		(886,295)	
Net cash flow from Financing Activities (C)		(5,905,432)		(506,987)
Net increase / (decrease) in cash and cash equivalents		(707,389)		1,940,657

TIRUPATI FINCORP LTD
Cash Flow Statement for the year ended 31 March 2022

Particulars	For the Year Ended 31 March 2022		For the Year Ended 31 March 2021	
	Rs.	Rs.	Rs.	Rs.
(A+B+C)				
Cash and cash equivalents at the beginning of the year		1,993,253		52,596
Cash and cash equivalents at the end of the year		1,285,864		1,993,253

Notes:

1. Cash and Cash Equivalents are as under:

Particulars	As at 31 March 2022	As at 31 March 2021
	Rs	Rs
Cash in hand	247	4,172
Balance with Bank In Current and Fixed Deposit Accounts	1,001,991	1,989,081
Cheque in hand	283,626	-
	1,285,864	1,993,253

2. The above Cash Flow Statement has been prepared under the 'Indirect Method' as set out in IND AS -7 on "Cash Flow Statements" issued by the Institute of Chartered Accountants of India.

(Chartered Accountant)
Firm Registration No. 105270W

CA Mitesh Chheda
(Partner)
Membership No. 160688

Place: Mumbai
Date : 28.05.2022

Note 1 Corporate Information

On behalf of the Board of Directors
Tirupati Fincorp Limited
CIN No: L67120RJ1982PLC002438

Bansri Dedhai
Director
Din No: 08627610

Sheetal Shah
Director
DIN: 08364948

Aarti Shukla (Company Secretary)

TIRUPATI FINCORP LTD
Notes Forming Part Of Financial Statement for the financial year 2021-22

TirupatiFincorp Ltd (CIN - LL67120RJ1982PLC002438) ("the company") is a Public company domiciled in India and is incorporated under the provisions of the Companies Act, 2013 applicable in India. The Company is mainly engaged in the business of financing activities. The Company's trading of shares got suspended at Bombay Stock Exchange as on 24-12-2015 due to GSM Surveyliance Penal and its Non-Banking Financial Company (NBFC) Certificate of Registration got cancelled as on 30-04-2019

Note : 2 Significant Accounting Policies.

(A) Basis of Accounting and preparation of financial statements.

The financial statements of Tirupati Fincorp Ltd have been prepared on a going concern and on accrual basis, under the historical cost convention and in accordance the Indian Accounting Standards (IND AS) as notified by Ministry of Corporate Affairs pursuant to Section 133 of the Companies Act, 2013 ('Act') read with the Companies (Indian Accounting Standards) Rules, 2015, as amended by the Companies (Indian Accounting Standards) Rules, 2016, and other relevant provisions of the Act. Functional and presentation currency- These financial statements are presented in Indian Rupees which is also the Company's functional currency. All amounts have been rounded-off to the nearest rupee, unless otherwise indicated.

(b) Use of Estimates

The preparation of the financial statements, in conformity with the Ind AS, requires the management to make estimates and assumptions that affect the application of accounting policies and the reported amounts of assets and liabilities and disclosure of contingent liabilities as at the date of financial statements and the results of operation during the reported period. Although these estimates are based upon management's best knowledge of current events and actions, actual results could differ from these estimates which are recognized in the period in which they are determined.

Estimates and assumptions

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year. The Company based its assumptions and estimates on parameters available when the financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising that are beyond the control of the Company. Such changes are reflected in the financial statements in the period in which changes are made and, if material, their effects are disclosed in the notes to the financial statements.

Provision and contingent liability

On an ongoing basis, Company reviews pending cases, claims by third parties and other contingencies. For contingent losses that are considered probable, an estimated loss is recorded as an accrual in financial statements. Loss Contingencies that are considered possible are not provided for but disclosed as Contingent liabilities in the financial statements. Contingencies the likelihood of which is remote are not disclosed in the financial statements. Gain contingencies are not recognized until the contingency has been resolved and amounts are received or receivable.

Allowance for impairment of financial asset

The Company applies expected credit loss model (ECL) for measurement and recognition of impairment loss. The Company recognises lifetime expected losses for all contract assets and /or all trade receivables that do not constitute a financing transaction. At each reporting date, the Company assesses whether the loans have been impaired. The Company is exposed to credit risk when the customer defaults on his contractual obligations. For the computation of ECL, the loan receivables are classified into three stages based on the default and the aging outstanding. The Company recognises life time expected credit loss for trade receivables and has adopted simplified.

Method of computation as per Ind AS 109.

Property, plant and equipment and Intangible Assets Management reviews the estimated useful lives and residual values of the assets annually in order to determine the amount of depreciation to be recorded during any reporting period. The useful lives and residual values as per schedule II of the Companies Act, 2013 or are based on the Company's historical experience with similar assets and taking into account anticipated technological changes, whichever is more appropriate

(c) Revenue Recognition

Revenue from Operations The Company follows accrual basis of accounting for its income and expenditure except income on assets classified as non-performing assets, which in accordance with the guidelines issued by the Reserve Bank of India for Non-Banking Financial Companies, is recognised on receipt basis. Interest income on loan transactions is accounted for over the period of the contract by applying the interest rate implicit in such contracts.

Other Income

Other income is accounted on accrual basis, except in case of significant uncertainties such as File Cancellation Charges, Collection Charges, Pre-Closure Charges etc.

(d) Financial Instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and financial liability or equity instrument of another entity.

1. Financial Assets 'Initial recognition, classification and subsequent measurement of Financial Assets

Financial assets are classified into one of the three categories for measurement and income recognition:

- Amortised Cost
- Fair value through other comprehensive income (FVOCI)
- Fair value through profit and loss (FVTPL) Financial asset is measured at amortised cost, if both the following conditions are met:
 - a) The financial asset is held within a business model whose objective is to hold the financial assets in order to collect the contractual cash flows; and

- b) The contractual terms of the financial asset give rise on specific dates to cash flows that are solely payments of principal and interest on the principal amount outstanding (SPPI). 'Business Model Test & Solely payment of Principal and Interest (SPPI) test In order to arrive at the appropriate Business Model, the following factors are considered by the Company.
- How the performance of the business model (including the financial assets in that business model) are evaluated and reported to key management personnel within the Company.
 - The risks that affect the performance of the business model (and the financial assets in it) and how those risks are managed.

SPPI Test

Contractual Cash Flow Assessment

To determine whether a financial asset is measured at either amortised cost or FVOCI, the Company has considered whether the cash-flows from the financial asset are solely for the payments of principal and interest ("SPPI").

The Company has classified its financial assets into the following category:

- Debt instruments at amortised cost
 - Equity instruments measured at fair value through other comprehensive income (FVOCI)
- 'De-recognition of Financial Assets'** A financial asset is derecognised only when
- The Company has transferred The rights to receive cash flows from The financial asset or
 - Retains the contractual rights to receive the cash flows of the financial asset, but assumes a contractual obligation to pay the cash flows to one or more recipients.

'Where the company has transferred an asset, the company evaluates whether it has transferred substantially all risks and rewards of ownership of the financial asset. In such cases, the financial asset is derecognised. Where the company has not transferred substantially all risks and rewards of ownership of the financial asset, the financial asset is not derecognised. 'Where the company has neither transferred a financial asset nor retains substantially all risks and rewards of ownership of the financial asset, the financial asset is derecognised if the company has not retained control of the financial asset. Where the company retains the control of the financial asset, the asset is continued to be recognised to the extent of continuing involvement in the financial asset.

'Impairment of financial asset:

In accordance with Ind AS 109, the Company applies the Expected Credit Loss (ECL) model for measurement and recognition of impairment loss on financial assets and credit risk exposures.

The Company follows 'simplified approach' for recognition of impairment loss allowance on trade receivables. Simplified approach does not require the Company to track changes in credit risk. Rather, it recognizes impairment loss allowance based on lifetime ECL at each reporting date, right from its initial recognition.

For recognition of impairment loss on other financial assets and risk exposure, the Company determines that whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12-month ECL is used to provide for impairment loss. However, if credit risk has increased significantly, lifetime ECL is used. If, in a subsequent period, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the entity reverts to recognizing.

impairment loss allowance based on 12-month ECL.

ECL is the difference between all contractual cash flows that are due to the group in accordance with the contract and all the cash flows that the entity expects to receive (i.e., all cash shortfalls), discounted at the original EIR. Lifetime ECL are the expected credit losses resulting from all possible default events over the expected life of a financial instrument. The 12-month ECL is a portion of the lifetime ECL which results from default events that are possible within 12 months after the reporting date.

ECL impairment loss allowance (or reversal) recognized during the period is recognized as income/ expense in the Statement of Profit and Loss.

'Derecognition of financial assets:

A financial asset is primarily derecognised when the rights to receive cash flows from the asset have expired or the Company has transferred its rights to receive cash flows from the asset.

'Retains the contractual rights to receive the cash flows of the financial asset, but assumes a contractual obligation to pay the cash flows to one or more recipients.

'Where the company has transferred an asset, the company evaluates whether it has transferred substantially all risks and rewards of ownership of the financial asset. In such cases, the financial asset is derecognised.

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For recognition of impairment loss on other financial assets and risk exposure, the Company determines that whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12-month ECL is used to provide for impairment loss. However, if credit risk has increased significantly, lifetime ECL is used. If, in a subsequent period, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the entity reverts to recognizing.

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ECL impairment loss allowance (or reversal) recognized during the period is recognized as income/ expense in the Statement of Profit and Loss.

'Derecognition of financial assets:

A financial asset is primarily derecognised when the rights to receive cash flows from the asset have expired or the Company has transferred its rights to receive cash flows from the asset.

2. Financial Liabilities

Financial liabilities of the Company are contractual obligation to deliver cash or another financial asset to another entity or to exchange financial assets or financial liabilities with another entity under conditions that are potentially unfavourable to the Company.

The Company's financial liabilities include loans & borrowings, trade and other payables.

'Classification, initial recognition and measurement Financial liabilities are recognised initially at fair value minus transaction costs that are directly attributable to the issue of financial liabilities. Financial liabilities are classified as subsequently measured at amortized cost. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the effective interest rate (EIR). Any difference between the proceeds (net of transaction costs) and the redemption amount is recognised in the Statement of Profit and Loss over the period of the borrowings using the effective rate of interest.

'Subsequent measurement

After initial recognition, financial liabilities are subsequently measured at amortised cost using the EIR method. In each financial year, the unwinding of discount pertaining to financial liabilities is recorded as finance cost in the statement of profit and loss.

De-recognition of financial liability

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. The difference between the carrying amount of a financial liability that has been extinguished or transferred to another party and the consideration paid, including any non-cash assets transferred or liabilities assumed, is recognised in profit or loss as other income or finance cost.

(e) 'Property, Plant & Equipment

Property, Plant & Equipment are stated at cost less accumulated depreciation and impairment loss, if any thereon. The cost of Property, Plant & Equipment comprises purchase price and any attributable cost of bringing the asset to its working condition for its intended use.

Gain or losses arising from de-recognition of property, plant and equipment are measured as the difference between the net disposal proceeds and the carrying amount of the asset and is recognized in the Statement of Profit and Loss when the asset is derecognized as per IND AS 16.

(f) Depreciation / Amortization

Tangible assets are depreciated on straight line basis as per useful life prescribed in Schedule II of the Companies Act, 2013. Intangible assets are amortized on a straight line basis over a period having regard to their useful economic life and estimated residual value in accordance with Indian Accounting Standard (Ind AS) 38 "Intangible Assets".

(g) Investments :

Non-Current Investments are carried at cost. Provision for diminution in the value of Non-Current Investments is made only if such a decline is other than temporary in the opinion of the management. Current Investments are carried at cost. The comparison of cost and fair value is done separately in respect of each category of investments. On disposal of investments the difference between its carrying amounts and net disposal proceeds is charged or credited to the Statement of Profit and Loss. Profit or loss on sale of investments is determined on a Weighted Average Cost basis.

(h) Borrowing costs

As per IND AS 23 Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of the asset. All other borrowing costs are expensed in the period in which they occur. Borrowing costs consists of interest and other costs that an entity incurs in connection with the borrowings of funds and includes exchange differences to the extent regarded as an adjustment to the borrowing costs. A qualifying asset is one that necessarily takes substantial period of time to get ready for its intended use.

(i) Employees Retirement Benefits :

As none of the employees has completed the minimum length of services prescribed under the Payment of Gratuity Act, no provision for accrued gratuity is considered necessary.

(j) Provisions, contingent Liabilities & Contingent Assets

As per IND AS 37 Contingent liabilities, if material, are disclosed by way of notes, contingent assets are not recognized or disclosed in the financial statements. A provision is recognized when an enterprise has a present

obligation as a result of past event(s) and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation(s), in respect of which a reliable estimate can be made for the amount of obligation.

(k) Taxation

Income-tax expense comprises current tax (i.e. amount of tax for the year determined in accordance with the income-tax law), deferred tax charge or credit (reflecting the tax effect of timing differences between accounting income and taxable income for the year).

Deferred Taxation

The deferred tax charge or credit and the corresponding deferred tax liabilities and assets are recognized using the tax rates that have been enacted or substantially enacted at the balance sheet date. Deferred tax assets are recognised only to the extent there is reasonable certainty that the asset can be realised in future; however, where there is unabsorbed depreciation or carried forward loss under taxation laws, deferred tax assets are recognised only if there is a virtual certainty of realisation of the assets. Deferred tax assets are reviewed as at each balance sheet date and written down or written-up to reflect the amount that is reasonable/virtually certain (as the case may be) to be realised.

Minimum Alternate Tax

Minimum Alternate Tax ('MAT') credit is recognised as an asset only when and to the extent there is convincing evidence that the Company will pay normal income-tax during the specified period. In the year in which the MAT credit becomes eligible to be recognised as an asset in accordance with the recommendations contained in the guidance note issued by Institute of Chartered Accountants of India ('ICAI'), the said asset is created by way of a credit to the statement of profit and loss. The Company reviews the same at each balance sheet date and writes down the carrying amount of MAT credit entitlement to the extent there is no longer convincing evidence to the effect that Company will pay normal income-tax during the specified period.

(l) Earning per share

Basic earnings per share is computed by dividing the net profit or loss for the period attributable to the equity shareholders of the Company by the weighted average number of equity shares outstanding during the period. The weighted average number of equity shares outstanding during the period and for all periods presented is adjusted for events, such as bonus shares, other than the conversion of potential equity shares, that have

changed the number of equity shares outstanding, without a corresponding change in resources. Diluted earnings per share is computed by dividing the net profit or loss for the period attributable to the equity shareholders of the Company and weighted average number of equity shares considered for deriving basic earnings per equity share and also the weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares. The dilutive potential equity shares are adjusted for the proceeds receivable had the equity shares been actually issued at fair value (i.e. the average market value of the outstanding equity shares).

(m) Leases

The determination of whether an arrangement is a lease, or contains a lease, is based on the substance of the arrangement and requires an assessment of whether the fulfillment of the arrangement is dependent on the use of a specific asset or assets or whether the arrangement conveys a right to use the asset. For arrangements entered into prior to 1 April 2018, the Company has determined whether the arrangement contain lease on the basis of facts and circumstances existing on the date of transition.

Company as lessee:

All leases are accounted for by recognising a right of use asset and a lease liability except for:

- Leases of Low value assets and
- Leases with a duration of 12 months or less.

3. EQUITY SHARE CAPITAL

(A) EQUITY SHARE CAPITAL

Particulars	As at 31 March 2022	As at 31 March 2021
Authorised 2,00,00,000 (2,00,00,000) Equity Shares of Rs.10/- each Issued	20,00,00,000	20,00,00,000
49,44,225 (49,44,225) Equity Shares of Rs.10/- each fully paid up	4,94,42,250	4,94,42,250
Subscribed and fully Paid Up 49,44,225 (49,44,225) Equity Shares of Rs.10/- each fully paid up	4,94,42,250	4,94,42,250
	4,94,42,250	4,94,42,250

a) Reconciliation of the number of shares outstanding at the beginning and end of the year

Particulars	No. of shares
As at 31st March 2020	49,44,225
Equity Share Capital issued, subscribed and fully paid up at the beginning of the year	49,44,225
Add: Issued during the year	-
As at 31st March 2021	49,44,225
Equity Share Capital issued, subscribed and fully paid up at the beginning of the year	49,44,225
Add: Issued during the year	-
As at 31st March 2022	49,44,225

b) The Company has Only one Class of equity shares having par value of Rs.10 per Shares. Each holder of Equity Shares is Entitled to one vote per share. In the event of liquidation of the company, the holders of equity share will be entitled to receive remaining assets of the Company, after distribution of all preferential amount. The distribution will be in proportion to the number of equity shares held by the shareholders.

c) Details of Shareholders holding more than 5% shares in the Company :

Name of Shareholder	No of Shares held as on		% of Holding as on	
	31.03.2022	31.03.2021	31.03.2022	31.03.2021
LAGAN DEALTRADE PRIVATE LIMITED	1,699,718	324,419	34.38%	6.56%
ANAAM MERCHANTS PRIVATE LIMITED	-	258,050	0.00%	5.22%

(B) RESERVES & SURPLUS

Particulars	31.03.2022	31.03.2021
a) Capital Reserve	960,418	960,418
Add: Addition during the year	-	-
a)	960,418	960,418
b) Securities Premium	43,330,000	43,330,000
Add: Addition during the year	-	-
b)	43,330,000	43,330,000
(c) Surplus i.e. Balance in the Statement of Profit & Loss	(38,972,042)	(38,729,554)
Addition during the year	2464342.56	(242,488)
Allocations & Appropriations	-	-
Transfer to Reserves	-	-
c)	(36,507,699)	(38,972,042)
(d) Share based payment	307,928	-
d)		
Total (a+b+c+d)	8,090,647	5,318,376

Note 4 Cash and Cash Equivalents

Particulars	As at 31 March 2022 Rs.	As at 31 March 2021 Rs.
(a) Cash and cash equivalents		
Balances with banks in current accounts	1,001,991	1,989,081
Cash on hand	247	4,172
Cheque in hand	283,626	-
	1,285,864	1,993,253
(b) Other bank balances	-	-
	-	-
Total	1,285,864	1,993,253

5. Loan

	Amortised Cost	At Fair Value			Sub total	Total
		Through other Comprehensive Income	Through profit or loss	Designated at Fair value through profit or loss		
	1	2	3	4	(5 = 2+3+4)	(6 = 1+5)
Loans (A)						
(i) Loans repayable on demand	285,828,568	-	-	-	-	285,828,568
(ii) Term Loans	-	-	-	-	-	-
(iii) Others (to be specified)	-	-	-	-	-	-
Total (A) Gross	285,828,568		-		-	285,828,568
Less : Impairment loss allowance						
Total (A) Net	285,828,568	-	-	-	-	285,828,568
(B)						
(i) Secured by Tangible assets	-					
(ii) Secured by	-					
(iii) Unsecured	-					
Total (B) Gross	-					
Less : Impairment loss allowance						
Total (B) Net						
(C) (I)						
Loans in India						
(i) Public Sector						
(ii) Others (to be specified)	285,828,568	-	-	-	-	285,828,568
Total (C) Gross	285,828,568	-	-	-	-	285,828,568
Less : Impairment loss allowance						
Total (C) (I)Net	285,828,568		-	-	-	285,828,568
(C) (II)						
Loans outside India	-	-	-	-	-	
Less : Impairment loss allowance						
Total (C) (II)Net						
Total (C)(I) and (II)	285,828,568	-	-	-	-	285,828,568

	Amortised Cost	At Fair Value			Sub total	Total
		Through other Comprehe nsive Income	Through profit or loss	Designated at Fair value through profit or loss		
	1	2	3	4	(5 = 2+3+4)	(6 = 1+5)
Loans (A)						
(i) Loans repayable on` demand	168,661,049	-	-	-	-	168,661,049
(iii) Others (to be specified)	-	-	-	-	-	-
Total (A) Gross	168,661,049	-	-	-	-	168,661,049
Less : Impairment loss allowance -						
Total (A) Net	168,661,049	-	-	-		168,661,049
(B)						
(i) Secured by Tangible assets	-					-
(ii) Secured by Intangible assets	-					-
(iii) Unsecured	-					-
Total (B) Gross	-					-
Less : Impairment loss allowance						-
Total (B) Net						-
(C) (I)						-
Loans in India						-
(i) Public Sector						-
(ii) Others (to be specified)	168,661,049	-	-	-	-	168,661,049
Total (C) Gross	168,661,049	-	-	-	-	168,661,049
Less : Impairment loss allowance - - - -						
Total (C) (I)Net	168,661,049	-	-	-	-	168,661,049
(C) (II)						
Loans outside India -	-	-	-	-	-	-
Less : Impairment loss allowance -						
Total (C) (II)Net	-	-	-	-	-	-
Total (C)(I) and (II)	168,661,049	-	-	-	-	168,661,049

Note 6 Investments

Particulars	As at 31 March 2022 Rs.	As at 31 March 2021 Rs.
Total	-	-

Note 7 Other Financial Assets

Particulars	As at 31 March 2022 Rs.	As at 31 March 2021 Rs.
Deposit		
Other Deposit	-	-
Total	-	-

Note 8 Current Tax

Particulars	As at 31 March 2022 Rs.	As at 31 March 2021 Rs.
Income Tax Paid	549,329	464,936
MAT Credit entitlement	-	-
Total	2,549,329	464,936

Note 9 Property, Plant & Equipment

Particulars	Gross Block									
	As at 1 April 2021	Additions	Deductions	As at 31 March 2022	As at 1 April 2021	For the year	Adjust ment for the year	As at 1 April 2022	As at 1 April 2022	As at 1 April 2021
Tangible Assets										
Computers	44,768	-	-	44,768	34,763	6,952	-	41,715	3,053	10,005
Total	44,768	-	-	44,768	34,763	6,952	-	41,715	3,053	10,005
Previous year	44,768	-	-	44,768	27,811	6,952	-	34,763	10,005	16,957

10. Borrowings

	Amortised Cost	At Fair Value			Sub total	Total
		Through other Comprehe nsive Income	Through profit or loss	Designated at Fair value through profit or loss		
	1	2	3	4	(5 = 2+3+4)	(6 = 1+5)
a) Term Loans						-
i) from Banks'						-
ii) from others						-
b) Deffered Payment liabilities						-
c) Loans from related party	25,622,840					25,622,840
d) Loans repayable on demand						-
e) Other Loans Unsecured from						-
other parties	202,408,147					202,408,147
Total	228,030,987					228,030,987
Borrowings In India	228,030,987					228,030,987
Borrowings Outside India						
Total	228,030,987					228,030,987
a) Term Loans						
i) from Banks'		-	-	-	-	-
ii) from others		-	-	-	-	-
b) Deffered Payment liabilities		-	-	-	-	-
c) Loans from related party		-	-	-	-	-
d) Loans repayable on demand		-	-	-	-	-
e) Other Loans Unsecured from other parties	110,693,125	-	-	-	-	-
Total	110,693,125					110,693,125
Borrowings In India	110,693,125	-	-	-	-	110,693,125
Borrowings Outside India	-	-	-	-	-	-
Total	110,693,125					110,693,125

Note 11 Other Financial Liabilities

Particulars	As at 31 March 2022 Rs.	As at 31 March 2021 Rs.
Other payables	1,406,834	2,366,294
Total	1,406,834	2,366,294

Note 12 Provisions

Particulars	As at 31 March 2022 Rs.	As at 31 March 2021 Rs.
Other payables	1,406,834	2,366,294
Total	1,406,834	2,366,294
Provision for Standard Assets	714,835	387,565
Provision for NPA Sub Standard Assets	-	1,357,200
Provision for Non Performing Loan Assets	-	-
Provision others	59,165	648,669
Total	1,274,000	2,393,434
Current Tax Liabilities		
Provision for Income Tax	1,416,091	909,759
Total	1,416,091	909,759

Note 13 : Interest Income

Particulars	Year Ended 31st March 2022			Year Ended 31st March 2021		
	On Financial Assets measured at fair value through OCI	On Financial Assets measured at Amortised cost	Interest Income on Financial Assets Classified at fair value through profit or loss	On Financial Assets measured at fair value through OCI	On Financial Assets measured at Amortised cost	Interest Income on Financial Assets Classified at fair value through profit or loss
Interest on Loans	-	27,829,359	-	-	11,682,126	-
Interest Income from Investments	-	-	-	-	-	-
Interest on Deposits with Banks	-	-	-	-	-	-
Other Interest Income	-	-	-	-	-	-
Total		27,829,359		-	11,682,126	-

Note 14 Other Income

Particulars	For the Period ended 31 March 2022 Rs.	For the Period ended 31 March 2021 Rs.
Reversal of Provisions	-	1,181,000
Processing charges received	41,666	-
Total	41,666	1,181,000

Note 15 Finance Cost

Particulars	For the Period ended 31 March 2022 Rs.	For the Period ended 31 March 2021 Rs.
Interest expense	6,074,017	885,006
Other Borrowing costs	1,758	1,289
Total	6,075,775	886,295

Note 16 Employee Benefit Expenses

Particulars	For the Period ended 31 March 2022 Rs.	For the Period ended 31 March 2021 Rs.
Salaries and other benefits	17,024,953	9,056,000
Total	7,024,953	9,056,000

Note 17 Other Expenses

Particulars	For the Period ended 31 March 2022 Rs.	For the Period ended 31 March 2021 Rs.
Audit Fees	99,750	45,000
Professional Fees	738,330	210,000
Director Sitting Fees	400,000	-
Telephone, Printing, Postage Expenses	8,230	-
AGM/EGM Expenses	711,830	-
Listing Fees	329,500	-
RTA, Depository Expenses	183,860	12,620
Office Rent	325,000	300,000
Web Designing & Development Charges	15,800	-
Other Misc. Expenses	10,300	06,100
Total	2,822,600	1,173,720

Note 18 : Contingent Liabilities and Commitments : NIL

The company has received Show Cause Notice dated 04.03.2021 from SEBI for alleged violation of private placement made in 2013. The management is complying for the same. However, the financial outcome is uncertain.

Note 19 Earnings Per Share

Particulars	For the Period ended 31 March 2022	For the Period ended 31 March 2021
Audit Fees	99,750	45,000
Nominal Value of Equity shares	10	10
Net profit after tax available to the Equity shareholders	2,464,343	(242,488)
Weighted average no. of Equity shares	4,944,225	4,944,225
Basic & Diluted Earnings per share	0.50	0.05

Note 20 Related Party Disclosures.

Disclosure in respect of Related Parties pursuant to Ind AS 24 – Related Party Disclosures:

(a) Name of the Related Parties and the Nature of Relationship : NIL Key Management Personnel

- 1) **Mrs. Sheetal Mitesh Shah** (CFO & Director)
- 2) **Mrs. Bansri Bhavesh Dedhia** (CEO and Executive Director)
- 3) **Ms. Arti Shukla** (Company Secretary & Compliance Officer)
- Others
- 4) **Mr. Bhavesh Shamji Dedhia** (Relative to Director)

(b) Enterprises owned or Significantly influenced by Key Management Personnel or their Relatives

Nature of Transactions During the year	KMP		Relatives to Directors	
	FY 2021-22	FY 2020-21	FY 2021-22	FY 2020-21
Expenditure				
Salary Paid	1,755,600.00	1,020,000.00	650,000.00	480,000.00
Loan Received	-	-	36,700,000.00	-
Loan Paid	-	-	11,300,000.00	-
Interest Paid	-	-	247,600.00	-

(c) loan and advances to Promoters, Directors, KMP and Relative Parties

Type of Borrowings	As at 31st March 2022		As at 31st March 2022	
	Amount of loan or advance in the nature of loan outstanding	Percentage to the total loan and advance in nature of loan	Amount of loan or advance in the nature of loan outstanding	Percentage to the total loan and advance in nature of loan
Promoters	-	-	-	-
Directors	25,622,840.00	11.24%	-	-
KMPs	-	-	-	-
Related Parties	-	-	-	-

Note 21 : Corporate Social Responsibility (CSR) Expenditure : NIL

Note 22 : Segment Reporting

The company is engaged in single segment of Fund based activities and there are no separate reportable segments as defined in IND AS 108

NOTE 23

Ind AS 101 allows first-time adopters certain exemptions from the retrospective application of certain requirements under Ind AS. The Company has applied the following exemptions:

Since there is no change in the functional currency, the company has elected to continue with the carrying value measured under the previous GAAP and use that carrying values as the deemed cost for property, plant and equipment on the transition date.

A previous GAAP revaluation for an item of plant, property and equipment may be used as deemed cost, provided that at the date of revaluation, the revaluation was broadly comparable to fair value, or cost or depreciated cost in accordance with Ind AS. Appendix C to Ind AS 17 requires an entity to assess whether a contract or arrangement contains a lease. In accordance with Ind AS 17, this assessment should be carried out at the inception of the contract or arrangement. However, the Company has used Ind AS 101 exemption and assessed all arrangements based for embedded leases based on conditions in place as at the date of transition.

Ind AS 101 permits a first time adopter to elect to continue with the carrying value for all of its propety, plant and equipment as recognised in the financial statements aas at the date of transition to lind AS, measured as per previous GAAP and use that as its deemed cost as at the date of transition. Accordingly, the Group has elected to measure all of property, plant and equipment at the previuos GAAP carrying value.

Ind AS 101 permits a first time adopter to elect to continue with the carrying value for all of its propety, plant and equipment as recognised in the financial statements aas at the date of transition to lind AS, measured as per previous GAAP and use that as its deemed cost as at the date of transition. Accordingly, the Group has elected to measure all of property, plant and equipment at the previuos GAAP carrying value.

Ind AS 101 allows an entity to designate investments in equity instruments at FVOCI at the date of transition to IndAS. The Group has elected to apply this exemption for its investment in equity instruments.

NOTE 24**Impact of COVID-19 :**

During the quarter ended March 31, 2022, the outbreak of the coronavirus disease of 2019 (COVID-19) spread throughout the world and became a global pandemic. On 25th March, 2020, the Government of India ordered lockdown throughout the country, due to this the operations of the company has been substantially reduced.

The employees of the Company were directed to Work-from home and are requested to follow the safety guidelines suggested by Government. The company has still not resumed the operation in full swing and are in terms of opening the same at the earliest. However, management believes that it has taken into account all the possible impacts known events arising from COVID-19 pandemic and the resultant lockdowns in the preparation of financial results including but not limited to its assessment of company's liquidity and going concern, recoverable values of trade receivables, and other assets. We cannot fully estimate the accurate future impact of COVID-19 on our operations but we can say that it may affect the future profitability and revenue and the management will be ensuring that the business operations are carried out smoothly. The above parameters are contingent as it may and may not happen & the company will provide regular updates as and when in any situation any major changes occur.

NOTE 25

Some of the balances of loans, receivables, payables and borrowings are subject to confirmation and reconciliation of any.

NOTE 26

Previous period figures have been regrouped/reclassified as considered necessary to facilitate comparison.

Note 27 :Figures have been rounded off to nearest rupee.

Note 28. Revenue from contract with customer

The Company derives revenue primarily from interest on loans given. Disaggregate revenue information

(Amount in Rs)

PARTICULARS	For the year ended	
	31-Mar-22	31-Mar-21
Interest income from financing activities	27,829,358.56	11,682,126.16
Income from loan processing	41,666.00	-
Total	27,871,024.56	11,682,126.16
India	27,871,024.56	11,682,126.16
Outside India	-	11,682,126.16
Total	27,871,024.56	23,364,252.32
Timing of revenue recognition		
Services transferred at a point in time	41,666.00	-
Services transferred over time	27,829,358.56	11,682,126.16
Total	27,871,024.56	11,682,126.16

29. Financial risk management

The company has established a comprehensive system for risk management and internal controls for all its businesses to manage the risks that it is exposed. The objective of its risk management framework is to ensure that various risks are identified, measured and mitigated and also that policies, procedures and standards are established to address these risks and ensure a systematic response in the case of crystallization of such risks. The Company has exposure to the following risks arising from financial instruments:

- Credit risk
- Liquidity risk
- Market risk

The risk management system features 'three lines of defence' approach.

The first line of defence comprises its operational departments, which assume primary responsibility for their own risks and operate within the limits stipulated in various policies approved by the Board or by committees constituted by the Board.

The second line of defence comprises specialized department such as risk management and compliance. They employ specialized methods to identify and assess risks faced by the operational departments and provide them with specialized risk management tools and methods, facilitate and monitor the implementation of effective risk management practices, develop monitoring tools for risk management, internal controls and compliances, report risk related information and promote the adoption of appropriate risk prevention measures.

The third line of defence comprise the internal audit and external audit functions. They monitor and conduct periodic evaluations of the risk management, internal controls and compliance activities to ensure the adequacy of risk controls and appropriate risk governance and provide the Board with comprehensive feedback.

(a) Credit risk

It is risk of financial loss that the Company will incur a loss because its customers or counterparties to financial instruments fails to meet its contractual obligation.

The Company's financial assets comprises of cash and bank balances, trade receivables, loans, investments and other financial assets which comprise mainly of deposits. The maximum exposure to credit risk at the reporting date is primarily from Company's loans.

Following provides exposure to credit risks for loans:

(Amount in Rs)

PARTICULARS	As at	
	31-Mar-22	31-Mar-21
Loan (net of impairment)	285,828,568	168,661,049

Following table provides information about exposure to credit risk and ECL on Loan :

(Amount in Rs.)

Particulars		As at March 31 2022			
		Amortised Cost	Impairment Stage		
			Low credit risk	Significant increase in credit risk	Credit impaired
			(Stage 1)	(Stage 2)	(Stage 3)
		(1)	(2)	(2)	(2)
(A) Loans					
(i)	Loans repayable on demand	285,828,568	285,828,568	-	-
(ii)	Term loans	-	-	-	-
(iii)	Others (to be specified)	-	-	-	-
Total (Gross)		285,828,568	285,828,568	-	-
Impairment loss allowance		(714,835)	(714,835)	-	-
Total (Net)		285,113,733	285,113,733	-	-

(Amount in Rs.)

Particulars		As at March 31 2022			
		Amortised Cost	Impairment Stage		
			Low credit risk	Significant increase in credit risk	Credit impaired
			(Stage 1)	(Stage 2)	(Stage 3)
		(1)	(2)	(2)	(2)
(A) Loans					
(i)	Loans repayable on demand	168,661,049	155,089,049	13,572,000	-
(ii)	Term loans	-	-	-	-
(iii)	Others (to be specified)	-	-	-	-
Total (Gross)		168,661,049	155,089,049	13,572,000	-
Impairment loss allowance		1,744,765	387,565	1,357,200	-
Total (Net)		170,405,814	155,476,614	14,929,200	-

Other financial assets considered to have a low credit risk:

Credit risk on cash and cash equivalents is limited as the Company generally invests in deposits with banks with high credit ratings.

(b) Liquidity risk

Liquidity risk is the risk that the entity will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The entity's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to entity's reputation.

Prudent liquidity risk management requires sufficient cash and marketable securities and availability of funds through adequate committed credit facilities to meet obligations when due and close out market positions. The Company has a view of maintaining liquidity with minimal risks while making investments. The Company invests its surplus funds in short term liquid assets in bank deposits. The Company monitors its cash and bank balances periodically in view of its short term obligations associated with its financial liabilities.

(c) Market Risk

Market risk arises when movements in market factors (foreign exchange rates, interest rates, credit spreads and equity prices) impact the Company's income or market value of its portfolios. The Company, in its course of business, is exposed to market risk due to change in equity prices, interest rates and foreign exchange rates.

The objective of market risk management is to maintain an acceptable level of market risk exposure while aiming to maximize returns.

(i) Interest rate risk

The Company is exposed to Interest rate risk if the fair value or future cash flows of its financial instruments will fluctuate as a result of changes in market interest rates. Fair value interest rate risk is the risk of changes in fair values of fixed interest bearing investments because of fluctuations in the interest rates.

The Company's interest rate risk arises from interest bearing deposits with bank and loan given by it. Such instrument exposes the Company to fair value interest rate risk. Management believes that the interest rate risk attached to these financial assets is not significant due to the nature of these financial assets.

Note 30: Income tax

(A) The major components of income tax expense for the year are as under

(Amount in Rs)

PARTICULARS	For the year ended	
	31-Mar-22	31-Mar-21
Current income tax	506,332	460,000
MAT credit entitlement	-	-
Deferred tax [(credit)/charge]	-	-
Tax adjustment for earlier years	-	-1,180
Tax expense for the year	506,332	458,820
Amounts recognized in other comprehensive income		
- Income tax relating to items that will not be reclassified to profit or loss	-	-
Total tax expenses	-	-

(B) Reconciliation of tax expenses and the accounting profit for the year is as under:

(Amount in Rs)

PARTICULARS	For the year ended	
	31-Mar-22	31-Mar-21
Profit/(loss) before tax	2,970,675	216,332
Indian statutory income tax rate (%)	26%	26%
Expected income tax expenses	772,375	56,246
Tax effect of adjustments to reconcile expected income tax expenses to reported income tax expenses		
Expenses allowable	(267,850)	(114)
Expenses not deductible	1,808	398,003
Profit on sale of investment	0	
Rent income from house property	0	-
Current tax (A)	506,333	454,135
MAT credit entitlement (B)	-	-
Deferred tax [(credit)/charge] (C)	-	-
Tax adjustment related to earlier years (D)	-	-1,180
Total income tax expenses (A+B+C+D)	506,333	452,955

Note 31: Maturity analysis

The table below shows an analysis of assets and liabilities analyzed according to when they are expected to be recovered or settled.

(Amount in Rs.)

Particulars		As at 31.03.2022		
		Total	Within 12 months	After 12 months
Assets				
1	Financial assets			
(a)	Cash and cash equivalents	1,285,864	1,285,864	-
(b)	Bank balance other than (a) above	-	-	-
(c)	Other receivables	-	-	-
(d)	Loans	285,828,568	-	285,828,568
(e)	Other financial assets	-	-	-
2	Non-financial assets			
(a)	Current tax assets (net)	2,549,329	2,549,329	-
(b)	Deferred tax assets (net)	-	-	-
(c)	Investment property	-	-	-
(d)	Property, plant and equipment	3,053	3,053	-
(e)	Other non-financial assets	-	-	-
Total assets		289,666,814	3,838,246	285,828,568
Liabilities				
1	Financial liabilities			
(a)	Trade Payables	1,406,834	1,406,834	-
(b)	Borrowings	228,030,987	-	228,030,987
(c)	Deposits	-	-	-
(c)	Other financial liabilities	-	-	-
2	Non-financial liabilities			
(a)	Current tax liabilities (net)	1,416,091	1,416,091	-
(b)	Deffered tax liabilities (net)	6,005	-	6,005
	Provisions	1,274,000	1,274,000	-
	Other non-financial liabilities	-	-	-
Total liabilities		232,133,917	4,096,925	228,036,992
Net Assets		57,532,897	(258,679)	57,791,576

(Amount in Rs)

Particulars		As at 31.03.2022		
		Total	Within 12 months	After 12 months
Assets				
1	Financial assets			
(a)	Cash and cash equivalents	1,993,253	1,993,253	-
(b)	Bank balance other than (a) above	-	-	-
(c)	Other receivables	-	-	-
(d)	Loans	168,661,049	-	168,661,049
(e)	Other financial assets	-	-	-
2	Non-financial assets			
(a)	Current tax assets (net)	464,936	464,936	-
(b)	Deferred tax assets (net)	-	-	-
(c)	Investment property	-	-	-
(d)	Property, plant and equipment	10,005	-	10,005
(e)	Other non-financial assets	-	-	-
Total assets		171,129,243	2,458,189	168,671,054
Liabilities				
1	Financial liabilities			
(a)	Trade Payables	2,366,294	2,366,294	-
(b)	Borrowings	110,693,125	-	110,693,125
(c)	Deposits	-	-	-
(c)	Other financial liabilities	-	-	-
2	Non-financial liabilities			
(a)	Current tax liabilities (net)	909,759	909,759	-
(b)	Deferred tax liabilities (net)	6,005	-	-
	Provisions	2,393,434	2,393,434	-
	Other non-financial liabilities	-	-	-
Total liabilities		116,368,617	5,669,487	110,693,125
Net Assets		54,760,626	(3,211,298)	57,977,929

Note 32: Employees stock option grants**(A) Description of share based payment**

In the Board Meeting held on September 6th, 2021, the company has decided to issue 4,90,000 Stock Options to the Director, KMP and Employees of the company, which was approved by the shareholders at the Annual General Meeting held on September 29, 2021. Thereafter, the Board of Directors have considered and approved to grant 4,90,000 equity shares at Exercise price of Rs.20/- per share to eligible employees under "Tirupati Employees Stock Options Plan 2021 (ESOP)"

The Objective of this scheme is to reward the employees of the company for their performance and to motivate them to contribute to the growth and profitability of the company. Vesting period of the option is for 4 years from 4th September 2022 to 4th September 2025 and the exercised period is for 4 years from 4th September 2025 to 4th September 2029.

(B)

Particulars	FY 2021-22
Grant Date	4-Sep-21
No. of Option Granted	490,000
Weighted average fair value	4.41

Particulars	No of options	Range of exercise price	Weighted average exercised price	Remaining life of grant (in years)
Outstanding at the beginning of the year	-	-	-	-
Grant during the year	490,000.00	20.00	20.00	3.50
Cancelled during the year	-	-	-	-
Exercised during the year	-	-	-	-
Outstanding at the end of the year	490,000.00	20.00	20.00	

(C) Determining of fair value of Equity instrument granted

The Fair value of Equity instrument are determined using Black - Scholes model.

Key Assumption used for determining of fair value of Equity instrument

Grant Date	Risk free interest rate	Expected life	Expected volatility	Fair value per equity share
4-Sep-21	6.28%	8 year	46.52%	10

Fair Value

Even though Tirupati Fincorp shares are listed, market price could not be considered due to insufficient trading as the shares are restricted for trading as per GSM.

So, we are going by the Management response that

“Present Book Value is approximately Rs.10 per share as on **30.06.2021** Since the company is following IndAS, all the assets and liabilities are valued at fair value with adequate provisions for Expected Credit Loss”. Hence the fair value is taken as **Rs. 10/-** per share.

Expected dividends

Divident history is NIL for Last **10** Years.

Expected option life

Employee Stock Option Plan 2021 would Vest, no earlier than One Year from the Date of Grant (or such shorter period as permitted under Applicable Law) and no later than **4 (four)** years from the Date of Grant of such Options. Options be Exercised within **4 (four)** years from the date of Vesting of Options.

Timelines

- Grant date - 4 September 2021
- Vesting Start - 4 September 2022
- Vesting end - 4 September 2025
- Exercise Start - 4 September 2026
- Exercise End - 4 September 2029
- Vesting period - 4 Years
- Exercise period - 4 Years
- Expected option life - 8 Years

▪ Exercise price

Exercise price will be Rs. 20 to be converted into equity shares after exercise of the stock options

Risk free rate of return

Interest rate applicable for a maturity equal to expected life of options based on zero coupon yield curve for Government securities. 6.278% is the Rf applicable for 8-year government bonds

Volatility

This represents a measure of expected level of fluctuation in the value of equity shares Measured using standard deviation as a basis If shares are listed, then their volatility can be computed directly.

If shares are unlisted, then generally volatility is computed for shares of comparable companies and then used as a proxy. Historical volatility analysis is usually performed for similar time period as the future expected option life considered in the option valuation model.

In this scenario, even though shares are listed, the shares are restricted by GSM for trading. So historical volatility of similar comparable company 'Muthoot fincorp' is considered and taken as 46.52%

For JCR & Co.

(Chartered Accountant)

Firm Registration No. 105270W

CA Mitesh Chheda

(Partner)

Membership No. 160688

Place: Mumbai

Date : 28.05.2022

On behalf of the Board of Directors

Tirupati Fincorp Limited

CIN No: L67120RJ1982PLC002438

Bansri Dedhai

Director

Din No: 08627610

Sheetal Shah

Director

DIN: 08364948

Aarti Shukla (Company Secretary)

BOOK POST

If undelivered please return to :

**TIRUPATI FINCROP LIMITED
PN-1 Telephone Colony, Tonk Phatak,
Jaipur - 302015.**