

Kherapati Vanijya Limited

21, Strand Road, Kolkata – 700 001

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Website: www.kherapativanijya.com

E-Mail: kvl@bangurgroup.com

CIN: L51109WB1982PLC034908

NOTICE

NOTICE is hereby given that the 39th Annual General Meeting of Kherapati Vanijya Limited will be held on Thursday, the 22nd September, 2022 at 11.30 A.M. at 21, Strand Road, Kolkata – 700 001 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Annual Audited Financial Statements of the Company for the year ended 31st March, 2022 together with the Reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Smt. Vinita Bangur (DIN:01140985), who retires by rotation at this Annual General Meeting and being eligible, offers herself for re-appointment.
3. To confirm appointment of M/s P.D. Randar & Co., Chartered Accountants, having Firm Registration No.319295E, as Statutory Auditors of the Company, appointed by the Board to hold office for a period of five consecutive years commencing from the conclusion of 39th Annual General Meeting (AGM) of the Company till the conclusion of the 44th Annual General Meeting to be held in the year 2027, and to fix their remuneration for the financial year ending 31st March, 2023 and in this connection to consider and if thought fit, to pass with or without modification, the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to Sections 139, 141 and 142 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof) and pursuant to the recommendations of the Audit Committee and the Board of Directors of the Company, M/s P.D. Randar & Co., Chartered Accountants, having Firm Registration No.319295E, be and are hereby appointed as the Statutory Auditors of the Company, to hold office for a period of five consecutive years commencing from the conclusion of 39th Annual General Meeting (AGM) till the conclusion of the 44th AGM to be held in the year 2027 at such remuneration as may be mutually agreed to by the Board (including its committee thereof) and the Auditors for the financial year ending 31st March, 2023.”

SPECIAL BUSINESS:

4. To confirm appointment of Shri Kishan Gopal Lohia as a Director of the Company and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT Shri Kishan Gopal Lohia (DIN:00021344) who was appointed as a Director on the Board with effect from 12th August, 2022 under the provisions of section 161 of the Companies Act, 2013 and who holds office upto this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member under section 160 of the said Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

5. To confirm appointment of Shri Manish Kumar Bihani as an Independent Director of the Company and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and 161 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 (the Act) and the Rules Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force and as may be enacted from time to time) , approvals and recommendations of the Nomination and Remuneration Committee, and that of the Board, consent of the members be and is hereby accorded to the appointment of Shri Manish Kumar Bihani (DIN:00914698), who was appointed as an additional and independent director and who has consented to act as an Independent Director and submitted a declaration that he meets the criteria of independence as provided in section 149(6) of the said Act and the Listing Regulations, who is eligible for appointment, be and is hereby appointed as an Independent Director to hold office for a term of 5(Five) consecutive years from 12th August, 2022, not liable to retire by rotation.”

6. To confirm appointment of Shri Abhay Somani as an Independent Director of the Company and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and 161 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 (the Act) and the Rules Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force and as may be enacted from time to time) , approvals and recommendations of the Nomination and Remuneration Committee, and that of the Board, consent of the members be and is hereby accorded to the appointment of Shri Abhay Somani (DIN:00257409), who was appointed as an additional and independent director and who has consented to act as an Independent Director and submitted a declaration that he meets the criteria of independence as provided in section 149(6) of the said Act and the Listing Regulations, who is eligible for appointment, be and is hereby appointed as an Independent Director to hold office for a term of 5(Five) consecutive years from 12th August, 2022, not liable to retire by rotation.”

7. To re-appoint Smt. Pushpa Devi Bangur as Chief Executive Officer of the Company and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to section 203 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Rules framed thereunder (including any statutory modifications or re-enactments thereof for the time being in force), Smt. Pushpa Devi Bangur be and is hereby re-appointed as Chief Executive Officer of the Company with effect from 12th August, 2022.

FURTHER RESOLVED THAT Smt. Pushpa Devi Bangur voluntarily chose not to receive any remuneration for her services rendered to the Company.”

8. To re-appoint Shri Ajit Kumar Jha as Chief Financial Officer of the Company and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to section 203 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Rules framed thereunder (including any statutory modifications or re-enactments thereof for the time being in force), Shri Ajit Kumar Jha be and is hereby re-appointed as Chief Financial Officer of the Company with effect from 12th August, 2022 on the following remuneration with other terms and conditions as under:

i)	Basic Salary	:	Rs.59,000/- (Rupees Fifty Nine Thousand only) per month with such yearly increments effective from April every year or otherwise as the Board may, from time to time, in its absolute discretion decide.
ii)	House Rent Allowance	:	30% of Basic Salary.
iii)	Medical Allowance	:	8.33% of Basic Salary.
iv)	Leave Travel Assistance	:	8.33% of Basic Salary. Accumulable upto 2 years.
v)	Gratuity	:	As per provision of the Payment of Gratuity Act, 1972.
vi)	Privilege Leave	:	As per rules of the Company, accumulable upto 150 days. Unavailed leave not exceeding 150 days at the end of the tenure will be encashed.
vii)	Others	:	As per Rules of the Company.

FURTHER RESOLVED THAT Shri Ajit Kumar Jha, Chief Financial Officer of the Company will also be entitled for reimbursement of actual expenses incurred by him in connection with the Company's business and such other benefits / amenities and privileges as may, from time to time, be determined by the Board of Directors of the Company.

FURTHER RESOLVED THAT in the event of there being no profit or inadequacy of profits for any financial year, Shri Ajit Kumar Jha shall be entitled to the above remuneration as minimum remuneration.”

9. To approve existing and to authorize Board to enter into material related party transactions and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED that pursuant to the provisions of Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, (“Listing Regulations”), the applicable provisions of the Companies Act, 2013 (“Act”) read with Rules made thereunder, other applicable laws/statutory provisions, if any, (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force), the Company's Policy on Related Party Transactions, and subject to such approval(s), consent(s), permission(s) as may be necessary from time to time and basis the approval and recommendation of the Audit Committee and the Board of Directors of the Company, the approval of the Members of the Company be and is hereby accorded to the Company to enter/continue to enter into Material Related Party Transaction(s)/ Contract(s)/Arrangement(s)/Agreement(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) with entities falling within the definition of ‘Related Party’ under Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations, in the course of purchase and/or sale of assets / investments / stock-in-trade / other assets including leasing of office space or rendering of services, appointment of any agent for purchase or sale of goods, materials, services or property, related party's appointment to any office or place of profit in the company, its subsidiary company or associate company or underwriting the subscription of any securities or derivatives thereof or transfer of any resources, services or obligations to meet its business objectives / requirements (“Related Party Transactions”) so however that the total value of transactions with the related parties does not

exceed Rs.200 crores (Rupees Two Hundred Crores) in any financial year as set out in the explanatory statement annexed to the notice convening this meeting, for five financial years commencing from the financial year 2022-23 provided that the said contract(s)/arrangement(s)/transaction(s) shall be carried out in the ordinary course of business of the Company and in respect of transactions with related parties under Section 2(76) of the Act, are at arm's length basis.

RESOLVED FURTHER THAT consent of the members of the Company be and is hereby accorded to the Board to do all such acts, deeds, matters and things as may be necessary, expedient or desirable including any negotiation / renegotiation / modification / ratification / amendments to or termination thereof, of the subsisting arrangements / transactions / contracts or to enter into any future arrangements / transactions / contracts and to make or receive / pay monies or to perform all other obligations in terms of such arrangements / transactions / contracts with the related parties.

RESOLVED FURTHER THAT the consent of the Company, be and is hereby accorded to the Board to severally do or cause to be done all such acts, matters, deeds and things and to settle any queries, difficulties, doubts that may arise with regard to any of the transactions with the related parties and execute such contracts, agreements, documents and writings and to delegate any part of the authority herein to any Committee or director or officer of the Company and to make such filings, as may be necessary, expedient or desirable for the purpose of giving full effect to this resolution, in the best interest of the Company.”

Registered Office:
21, Strand Road,
Kolkata – 700 001

By order of the Board

Date: 12th August, 2022

(Sneha Mundhra)
Company Secretary

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (THE “MEETING”) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXY IN ORDER TO BE EFFECTIVE MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY, DULY COMPLETED AND SIGNED, NOT LESS THAN FORTY EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL PAID-UP SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER. A proxy form for the Annual General Meeting is enclosed. A Member may vote either for or against each resolution.
2. The Register of Members and the Share Transfer Books of the Company will remain closed from 16th September, 2022 to 22nd September, 2022 (both days inclusive).
3. Members are requested to bring their attendance slip along with their copy of the Annual Report to the Meeting.
4. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.

5. Niche Technologies Pvt. Ltd. is acting as Registrar and Transfer Agent (RTA) for both physical and electronic form of shareholdings. All communications relating to shares should be addressed to the RTA at 3A, Auckland Place, 7th Floor, Room No.7A & 7B, Kolkata – 700017. ISIN of the Company is **INE368T01013**.
6. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details, National Electronic Clearing Service (NECS), Electronic Clearing Service (ECS), mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers etc. to their Depository Participant (DP). Changes intimated to the DP will then be automatically reflected in the Company’s records which will help the Company and its Registrar and Transfer Agent (RTA), Niche Technologies Pvt. Ltd. (NTPL) to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes to RTA.
7. Members holding shares in physical form are requested to consider converting their holding to dematerialized form to eliminate risks associated with physical shares and for ease of portfolio management. The Company has made arrangements with NSDL and CDSL to offer facility of dematerialisation of securities to its shareholders. The ISIN allotted by the depositories to the Company is – **INE368T01013**. Members may contact their Depository Participant for assistance in this regard.
8. We urge members to support our commitment to environmental protection by choosing to receive the Company’s communication through email. Members holding shares in demat mode, who have not registered their email addresses are requested to register their email addresses with their respective DP, and members holding shares in physical mode are requested to update their email addresses with the Company’s RTA, Niche Technologies Private Limited at nichetechpl@nichetechpl.com, to receive copies of the Annual Report 2021-22 in electronic mode. Members may follow the process detailed below for registration of email ID to obtain the report and update of bank account details for the receipt of dividend.

Type of holder	Process to be followed	
Physical	For availing the following investor services, send a written request in the prescribed forms to the RTA of the Company, Niche Technologies Private Limited either by email to nichetechpl@nichetechpl.com or by post to 3A, Auckland Place, 7 th Floor, Room No.7A & 7B, Kolkata – 700017.	
	Form for availing investor services to register PAN, email address, bank details and other KYC details or changes / update thereof for securities held in physical mode	Form ISR-1
	Update of signature of securities holder	Form ISR-2
	For nomination as provided in the Rules 19(1) of Companies (Share capital and debenture) Rules, 2014	Form SH-13
	Declaration to opt out	Form ISR-3
	Cancellation of nomination by the holder(s) (along with ISR-3) / Change of Nominee	Form SH-14
	Form for requesting issue of Duplicate Certificate and other service requests for shares / debentures / bonds, etc., held in physical form	Form ISR-4
Demat	Please contact your DP and register your email address and bank account details in your demat account, as per the process advised by your DP.	

9. Members holding shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the details of such folios together with the share certificates to RTA, for consolidation into single folio.

10. SEBI has mandated the submission of PAN, KYC details and nomination by holders of physical securities by March 31, 2023, and linking PAN with Aadhaar by March 31, 2022 vide its circular dated November 3, 2021 and December 15, 2021. Shareholders are requested to submit their PAN, KYC and nomination details to the Company's Registrar Niche Technologies Pvt. Ltd. at nichetechpl@nichetechpl.com. The forms for updating the same are available at www.kherapativanijya.com/
Members holding shares in electronic form are, therefore, requested to submit their PAN to their depository participant(s).
In case a holder of physical securities fails to furnish these details or link their PAN with Aadhaar before the due date, our registrars are obligated to freeze such folios. The securities in the frozen folios shall be eligible to receive payments (including dividend) and lodge grievances only after furnishing the complete documents. If the securities continue to remain frozen as on December 31, 2025, the Registrar / the Company shall refer such securities to the administering authority under the Benami Transactions (Prohibitions) Act, 1988, and / or the Prevention of Money Laundering Act, 2002.
11. Registers required under section 170 and 189 of the Companies Act, 2013 shall be made available at the commencement of the meeting and shall remain open and accessible to the members during the continuance of the meeting.
12. Additional information, pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meeting (SS-2), in respect of directors seeking re-appointment / appointment at the AGM, is furnished as annexure to the Notice and forms part of the Notice.
13. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the businesses under item nos.4 to 9 of the Notice is annexed hereto and forms part of the Notice.
14. SEBI vide circular no. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 has dispensed with the requirements to send hard copy of the annual reports to shareholders who have not registered their email addresses. However, shareholders may get the same upon request. Notice of this Annual General Meeting and the Annual Report of the Company for the year 2021-22 will be available on the website of the Company viz. www.kherapativanijya.com
15. Pursuant to provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended, the Company is pleased to provide to the members the facility to exercise their right to vote at the 39th Annual General Meeting (AGM) by electronic means and the **business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).**
16. Route Map to the venue of the meeting, Proxy Form and Attendance Slip are provided at the end of the Notice.

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

The remote e-voting period begins on 19th September, 2022 at 9:00 A.M. and ends on 21st September, 2022 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e.15th September, 2022, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 15th September, 2022.

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

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

Step 1: Access to NSDL e-Voting system**A) Login method for e-Voting for Individual shareholders holding securities in demat mode**

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

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

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

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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 i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

3. Shareholders/Members can also download NSDL Mobile App “**NSDL Speede**” facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on



Individual Shareholders holding securities in demat mode with CDSL

1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <https://web.cdslindia.com/myeasi/home/login> or www.cdslindia.com and click on New System Myeasi.
2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of **e-Voting service provider i.e. NSDL**. Click on **NSDL** to cast your vote.
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 link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. **NSDL** where the e-Voting is in progress.

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Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period

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

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

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

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

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

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

**Manner of holding shares i.e. Demat Your User ID is:
(NSDL or CDSL) or Physical**

- | | |
|--|---|
| a) For Members who hold shares in demat account with NSDL. | 8 Character DP ID followed by 8 Digit Client ID
For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****. |
|--|---|

b) For Members who hold shares in demat account with CDSL. 16 Digit Beneficiary ID
For example if your Beneficiary ID is 12***** then your user ID is 12*****

c) For Members holding shares in Physical Form. EVEN Number followed by Folio Number registered with the company
For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

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

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer Shri Mukesh Chaturvedi by e-mail to esmukeshc@gmail.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.
2. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes member of the Company after the notice is send through e-mail and holding shares as of the cut-off date i.e. 15th September, 2022 may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Issuer/RTA. However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using “Forgot User Details/Password” or “Physical User Reset Password” option available on www.evoting.nsdl.com or call on toll free no. 1800 1020 990 and 1800 22 44 30 . In case of Individual Shareholders holding securities in demat mode who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date i.e. 15th September, 2022 may follow steps mentioned in the Notice of the AGM under Step 1: “Access to NSDL e-Voting system” (Above).
3. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on www.evoting.nsdl.com to reset the password.

4. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Ms. Pallavi Mhatre, Senior Manager, NSDL at evoting@nsdl.co.in

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

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

ANNEXURE TO THE NOTICE – EXPLANATORY STATEMENT

As required by section 102 of the Companies Act, 2013 (the Act), the following explanatory statement sets out all material facts relating to the business mentioned under item nos.2 to 9 of the accompanying Notice along with additional information and the brief resume of the directors recommended for re-appointment / appointment as required under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meeting (SS-2)

Item No.2

Smt. Vinita Bangur (DIN:01140985) is a law abiding citizen of India born on 30.10.1976 and is a Non-Executive Director of the Company.

Smt. Bangur is a Science Graduate. She joined the Company's Board in 2015 and has appropriate skill, knowledge and experience in Corporate Management and also in the business carried on by the Company. Smt. Bangur has given a declaration that she is not disqualified from being re-appointed as a Director in terms of Section 164(2) of the Companies Act, 2013 and rules framed there under.

Disclosure of *inter-se* relationships between directors and key managerial personnel

Not related to directors. However, she is a relative of Smt. Pushpa Devi Bangur, CEO of the Company.

No. of Board Meetings attended during FY 2021-22

Five

Listed Companies (other than this Company) in which she holds directorship and committee membership

Directorship

Gloster Ltd.

Joonktollee Tea & Industries Ltd.

Committee Membership:

None

Listed Companies (other than this Company) from which she has resigned in the past 3 years

None

Chairperson / Member of Committee(s) of the Board of the Company

None

Shareholding in the Company

Holds 5.93% in the paid-up capital of the Company.

Remuneration last drawn and proposed to be paid

None

The Board recommends the resolution for approval of Members as set out in the Notice convening the Meeting.

Smt. Vinita Bangur is concerned in the Resolution of the accompanying Notice relating to her own re-appointment as a Director and Smt. Pushpa Devi Bangur, Chief Executive Officer is also interested in the resolution being a relative of Smt. Vinita Bangur. No other Director or Key Managerial Personnel (KMP) or their relatives are directly or indirectly, either financially or otherwise, concerned or interested in the Resolution.

Item No.3:

Under Section 139 of the Companies Act, 2013 (the Act) and the Rules made thereunder, as amended, it is mandatory to rotate the statutory auditors on completion of the maximum term permitted under the provisions of the Act. In line with the requirements of the Companies Act, 2013, J.P. Lakhota & Associates, Chartered Accountants having Firm Registration No.312061E, will be completing the maximum number of terms permitted under the Act at the ensuing 39th Annual General Meeting (AGM). The requirement for the annual ratification of auditors' appointment at the AGM has been omitted pursuant to Companies (Amendment) Act, 2017, notified on May 7, 2018.

The Audit Committee of the Company has proposed and the Board has recommended the appointment of M/s P.D. Randar & Co., Chartered Accountants having Firm Registration No.319295E as the statutory auditors of the Company to hold office for a period of 5(Five) consecutive years from the conclusion of the 39th AGM till the conclusion of the 44th AGM to be held in the year 2027 at a remuneration of Rs.15,000/- (Rupees Fifteen Thousand only) *plus* GST, as applicable and out of pocket expenses, if any, for the financial year ending 31st March, 2023. The first year of audit of the financial statements will be for the year ending March 31, 2023, which will include the review of the quarterly financial statements in respect of the said financial year for three quarters. M/s P.D. Randar & Co. have confirmed that their appointment, if approved, would be in accordance with the provisions of section 141 of the Companies Act, 2013 and that they are not disqualified from being appointed as auditors and that they satisfy the criteria required under the Code of Ethics issued by the Institute of Chartered Accountants of India.

The Board of Directors in consultation with the Audit Committee may alter and vary the terms and conditions of appointment including remuneration in such manner and to such extent as may be mutually agreed with the statutory auditors.

Brief Profile of M/s P.D. Randar & Co.

"M/s P.D. Randar & Co. is registered with the Institute of Chartered Accountants of India vide Firm Registration No.319295E. It is one of the reputed Audit Firms based at Kolkata having a large client base. The Registered Office of the Firm is 13, Ganesh Chandra Avenue, 2nd Floor, Suite No.12, Kolkata-700013."

No other Director or Key Managerial Personnel (KMP) or their relatives are concerned or interested, financially or otherwise, in the said Resolution.

The shareholders are requested to assent to the proposed resolution.

Item No.4

The Board based on the recommendation of nomination and remuneration committee, appointed Shri Kishan Gopal Lohia as an Additional Director on the Board on 12th August, 2022, pursuant to section 161 of the Companies Act, 2013. He holds office of the Director upto the date of ensuing Annual General Meeting. He is a law-abiding citizen of India born on 19.01.1974.

Shri Kishan Gopal Lohia is a Commerce Graduate and a Cost Accountant (Intermediate). He has skill, knowledge and experience of more than 20 years in Corporate Accounts, Finance, Taxation, Audit, Legal and Management and also in the business carried on by the Company. Keeping in view his experience in Corporate Management, his appointment is considered to be of benefit to the Company and the members may approve his appointment. Shri Kishan Gopal Lohia has given his consent to act as director and a declaration that he is not disqualified from being appointed as a Director in terms of Section 164(2) of the Act. The Company has also received a Notice in writing from a member pursuant to section 160 of the Companies Act, 2013 signifying its intention to propose appointment of Shri Kishan Gopal Lohia for the office of Director.

Age

48 years

Disclosure of *inter-se* relationships between directors and key managerial personnel

Not related

No. of Board Meetings attended during FY 2021-22

NIL

Companies including listed companies (other than this Company) in which he holds directorship and committee membership

Directorship

Abhyudaya Developers Pvt. Ltd.

Cochin Estates Ltd.

Gloster Real Estates Pvt. Ltd.

Sudipta Traders Pvt. Ltd.

The Kamla Co. Ltd.

Wind Power Vinimay Pvt. Ltd.

Committee Membership:

NIL

Listed Companies (other than this Company) from which he has resigned in the past 3 years

None

Chairman / Member of Committee(s) of the Board of the Company

Audit Committee	- Member
Nomination and Remuneration Committee	- Member
Stakeholders Relationship Committee	- Chairman

Shareholding in the Company

NIL

Remuneration last drawn and proposed to be paid

None

The Board recommends the ordinary resolution for approval of Members as set out in the Notice convening the Meeting.

Shri Kishan Gopal Lohia is concerned in the Resolution of the accompanying Notice relating to his own appointment as a Director. No other Director or Key Managerial Personnel (KMP) or their relatives are concerned or interested, financially or otherwise, in the said Resolution.

Item No.5

The Board, based on the recommendation of the nomination and remuneration committee, appointed Shri Manish Kumar Bihani as an additional and independent director of the Company with effect from August 12, 2022, pursuant to Section 161 of the Companies Act, 2013. The Company has received from him all statutory disclosures / declarations including, (i) consent in writing to act as director in Form DIR-2, pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 (“the Appointment Rules”), (ii) intimation in Form DIR-8 in terms of the Appointment Rules to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act, and (iii) a declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act. The Company has also received a notice under Section 160 of the Companies Act, 2013 from a member, intending to nominate Shri Manish Kumar Bihani to the office of independent director.

In the opinion of the Board, Shri Manish Kumar Bihani is a well-respected business leader who brings a wealth of experience and financial acumen to the Company’s Board. His vast experience in the realm of corporate governance will greatly benefit the Company. Further, he possesses integrity,

expertise and relevant proficiency, which will bring tremendous value to the Board and to the Company. He fulfils the conditions for independence specified in the Act, the Rules made thereunder and the Listing Regulations and such other laws / regulations for the time being in force, to the extent applicable to the Company. The terms and conditions of appointment of the above Director shall be open for inspection by the members at the Registered Office of the Company on all working days during usual working hours upto and including the date of the meeting.

The Board, on August 12, 2022, appointed Shri Manish Kumar Bihani as an additional and independent director who holds office up to the ensuing AGM. The resolution seeks the approval of members for the appointment of Shri Manish Kumar Bihani as an independent director of the Company up to August 11, 2027 pursuant to Sections 149, 152 and other applicable provisions of the Act and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof) and his office shall not be liable to retire by rotation.

Age

52 years

Disclosure of *inter-se* relationships between directors and key managerial personnel

Not related.

No. of Board Meetings attended during FY 2021-22

NIL

Companies including listed companies (other than this Company) in which he holds directorship and committee membership

Directorship

Olympia (India) Pvt. Ltd.
Saptarishi Estates Pvt. Ltd.
Mangalam Products Pvt. Ltd.
Satyam Ores Pvt. Ltd.
Trupati Balaji Constructions Pvt. Ltd.
Anjum Investments Pvt. Ltd.
Visioncraft Industries (India) Pvt. Ltd.
Vijay Luxmi Ltd.
The Oriental Co. Ltd.
Gandeshwari Impex Pvt. Ltd.
Shree Ashtavinayak Minerals Pvt. Ltd.
Gokul Infraproject Pvt. Ltd.
Gokul Realcon Pvt. Ltd.
Synthetic Moulders Ltd.
Biobotic India Pvt. Ltd.
Avanti Biotech Pvt. Ltd.

Committee Membership:

None

Listed Companies (other than this Company) from which he has resigned in the past 3 years

None

Chairperson / Member of Committee(s) of the Board of the Company

Audit Committee	- Chairman
Nomination and Remuneration Committee	- Chairman
Stakeholders Relationship Committee	- Member

Shareholding in the Company

NIL

Remuneration last drawn and proposed to be paid

None

As per the provisions of Section 161 of the Act, an additional director appointed by the Board shall hold office up to the date of the ensuing AGM and shall be appointed as a director by the members. Shri Manish Kumar Bihani's appointment is hereby placed for the approval of members.

No director, key managerial personnel, or their relatives except Shri Manish Kumar Bihani, to whom the resolution relates, is interested in or concerned with the resolution in Item no.5.

The Board recommends the resolution set forth in Item no.5 for the approval of members.

Item No.6

The Board, based on the recommendation of the nomination and remuneration committee, appointed Shri Abhay Somani as an additional and independent director of the Company with effect from August 12, 2022, pursuant to Section 161 of the Companies Act, 2013. The Company has received from him all statutory disclosures / declarations including, (i) consent in writing to act as director in Form DIR-2, pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 ("the Appointment Rules"), (ii) intimation in Form DIR-8 in terms of the Appointment Rules to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act, and (iii) a declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act. The Company has also received a notice under Section 160 of the Companies Act, 2013 from a member, intending to nominate Shri Abhay Somani to the office of independent director.

In the opinion of the Board, Shri Abhay Somani is a well-respected business leader who brings a wealth of experience and financial acumen to the Company's Board. His vast experience in the realm of corporate governance will greatly benefit the Company. Further, he possesses integrity, expertise and relevant proficiency, which will bring tremendous value to the Board and to the Company. He fulfils the conditions for independence specified in the Act, the Rules made thereunder and the Listing Regulations and such other laws / regulations for the time being in force, to the extent applicable to the Company. The terms and conditions of appointment of the above Director shall be open for inspection by the members at the Registered Office of the Company on all working days during usual working hours upto and including the date of the meeting.

The Board, on August 12, 2022, appointed Shri Abhay Somani as an additional and independent director who holds office up to the ensuing AGM. The resolution seeks the approval of members for the appointment of Shri Abhay Somani as an independent director of the Company up to August 11, 2027 pursuant to Sections 149, 152 and other applicable provisions of the Act and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof) and his office shall not be liable to retire by rotation.

Age

50 years

Disclosure of *inter-se* relationships between directors and key managerial personnel

Not related.

No. of Board Meetings attended during FY 2021-22

NIL

Companies including listed companies (other than this Company) in which he holds directorship and committee membership

Directorship

None

Committee Membership:

None

Listed Companies (other than this Company) from which he has resigned in the past 3 years

None

Chairperson / Member of Committee(s) of the Board of the Company

Audit Committee - Member
Nomination and Remuneration Committee - Member
Stakeholders Relationship Committee - Member

Shareholding in the Company

NIL

Remuneration last drawn and proposed to be paid

None

As per the provisions of Section 161 of the Act, an additional director appointed by the Board shall hold office up to the date of the ensuing AGM and shall be appointed as a director by the members. Shri Abhay Somani's appointment is hereby placed for the approval of members.

No director, key managerial personnel, or their relatives except Shri Abhay Somani, to whom the resolution relates, is interested in or concerned with the resolution in Item no.6.

The Board recommends the resolution set forth in Item no.6 for the approval of members.

Item No.7

Pursuant to the provisions of section 203 read with Rules framed thereunder, every listed public company is required to have whole-time key managerial personnel.

Smt. Pushpa Devi Bangur was appointed as Chief Executive Officer of the Company on the remuneration which was in conformity with the provisions of the Companies Act, 2013 and approved by the members at the Annual General Meeting. The Board of Directors has re-appointed her as Chief Executive Officer of the Company with effect from 12th August, 2022 at its meeting held on 12th August, 2022. Smt. Pushpa Devi Bangur has voluntarily chose not to take any remuneration for her services rendered to the Company, subject to approval of the members at the ensuing AGM.

Smt. Pushpa Devi Bangur is a Commerce Graduate. She has more than 40 years of experience of Finance and Corporate Management and has appropriate skill, knowledge and experience in the business carried on by the Company.

The Board recommends the resolution for approval by the Members as set out in the Notice convening the Meeting.

The terms and conditions of re-appointment of the above Chief Executive Officer shall be open for inspection by the members at the Registered Office of the Company on all working days during usual working hours upto and including the date of the meeting.

Smt. Pushpa Devi Bangur is concerned in the Resolution of the accompanying Notice relating to her own re-appointment as Chief Executive Officer. No other Director Smt. Vinita Bangur or Key Managerial Personnel (KMP) or their relatives are concerned or interested, financially or otherwise, in the said Resolution except. She holds 13.44% in the paid-up capital of the Company.

Item No.8

Pursuant to the provisions of section 203 read with Rules framed thereunder, every listed public company is required to have whole-time key managerial personnel.

Shri Ajit Kumar Jha was appointed as Chief Financial Officer of the Company on the remuneration which was in conformity with the provisions of the Companies Act, 2013 and approved by the members at the Annual General Meeting. The Board of Directors has re-appointed him as Chief Financial Officer of the Company with effect from 12th August, 2022 at its meeting held on 12th August, 2022 on the revised remuneration and other terms and conditions subject to approval of the members at the ensuing AGM.

Shri Ajit Kumar Jha is a Science Graduate. He has more than 28 years of experience of working in Accounts, Taxation and Finance and has appropriate skill, knowledge and experience in the business carried on by the Company.

The Board recommends the resolution for approval by the Members as set out in the Notice convening the Meeting.

The terms and conditions of re-appointment of the above Chief Financial Officer shall be open for inspection by the members at the Registered Office of the Company on all working days during usual working hours upto and including the date of the meeting.

Shri Ajit Kumar Jha is concerned in the Resolution of the accompanying Notice relating to his own re-appointment as Chief Financial Officer. No other Director or Key Managerial Personnel (KMP) or their relatives are concerned or interested, financially or otherwise, in the said Resolution. He holds 0.01% in the paid-up capital of the Company.

Item No.9

The provisions of Section 188(1) of the Companies Act, 2013 (the Act) and rules framed thereunder (as amended) require a company to obtain prior approval of the Board of Directors and in case the

- value of transactions pertaining to sale, purchase or supply of goods or materials amounting to 10% or more of the turnover of the Company, or
- value of transactions pertaining to sale or otherwise disposing of or buying property of any kind, directly or through appointment of agent, amounting to 10% or more of the networth of the Company, or
- value of transactions pertaining to leasing of the property of any kind amounting to 10% or more of the turnover of the Company, or
- value of transactions pertaining to availing or rendering of any services, directly or through appointment of agent, amounting to 10% or more of the turnover of the Company, or
- appointment to any office or place of profit in the company, its subsidiary company or associate company at a monthly remuneration exceeds two and half lakh rupees, or
- remuneration for underwriting the subscription of any securities or derivatives thereof of the company exceeds 1% of the net worth.

prior approval of shareholders by way of an ordinary resolution is required.

The Securities and Exchange Board of India (“SEBI”), vide its notification dated November 9, 2021, has notified SEBI (Listing Obligations and Disclosure Requirements) (Sixth Amendment) Regulations, 2021 (“Amendments”) introducing amendments to the provisions pertaining to the Related Party Transactions under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”). The aforesaid amendments *inter-alia* included replacing of current threshold *i.e.* 10% (Ten percent) of the listed entity’s consolidated turnover, for determination of material Related Party Transactions requiring prior Shareholders’ approval with the threshold of lower of Rs.1,000 crore (Rupees One Thousand Crore) or 10% (Ten percent) of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity. Accordingly, the threshold for determination of material Related Party Transactions under Regulation 23(1) of the SEBI Listing Regulations has been reduced with effect from April 1, 2022.

Accordingly, in the interest of the Company, the Board of your Company has authorised transactions upto certain limit that the Company may enter into with the related parties in future for five financial years commencing from the financial year 2022-23 subject to members’ approval.

Kherapati Vanijya Limited

Information required to be provided under Rule 15(3) of the Companies (Meeting of the Board and its Power) Rules, 2014 is as under:

Sr. No.	Name of the Related Party	Name of the Director or KMP who is related or may be deemed to be related	Nature, material terms and particulars of contract or arrangement	Aggregate maximum monetary value of the contract or arrangement per financial year
1	Purushottam Dass Bangur HUF	Smt. Vinita Bangur & Smt. Pushpa Devi Bangur	Transactions / arrangements / contracts in respect of purchase, sale and/or supply of any goods / materials / assets / investments / stock-in-trade / other assets including leasing of property of any kind or availing or rendering of any services, appointment of any agent for purchase or sale of goods, materials, services or property, related party's appointment to any office or place of profit in the company, its subsidiary company or associate company or underwriting the subscription of any securities or derivatives thereof or any other transfer of resources, services or obligations	Aggregate limit of Rs.200 crores (Rupees Two Hundred Crores) for all these Companies, jointly and/or severally
2	Gopal Das Bangur HUF			
3	Sudipta Traders Pvt. Ltd.			
4	Madhav Trading Corporation Ltd.			
5	Joonktollee Tea & Industries Ltd.			
6	The Phosphate Co. Ltd.			
7	The Cambay Investment Corporation Ltd.			
8	The Bombay Agency Co. Pvt. Ltd.			
9	Gloster Ltd.			
10	Smt. Pushpa Devi Bangur			
11	Shri Hemant Bangur			
12	Smt. Vinita Bangur			
13	Wind Power Vinimay Pvt. Ltd.			

Any other information relevant or important for the members to take a decision on the proposed resolution: NIL

In view of the changes in the threshold for determining the related party transactions that require prior shareholder approval and considering the fact that the list of related parties will change dynamically with no action on the part of the Company and to facilitate seamless contracting and rendering/availing of product and services between the Company and “related parties”, the Company

seeks the approval of the shareholders to approve entering into contracts/arrangements within the thresholds and conditions mentioned in the resolution. All the contracts/arrangements and the transactions with “related parties” are reviewed and approved by the Audit Committee.

The proposed resolution at item no.9 of the notice is only an enabling resolution which seeks to authorise the Board to undertake unforeseen transactions with the companies / related parties which are / are not in the ordinary course of business for a period of five years commencing from financial year 2022-23. The Board of Directors recommends to the members their approval for the same by way of an Ordinary Resolution.

None of the Directors or KMP or their relatives except as disclosed above is, in any way, concerned or interested, financially or otherwise, in the resolution set out at item no.9 of the Notice except to the extent of their directorship / share-holding / share-holding of their relatives / employment in the Company / Companies or Associate / Group Company / Companies, if any.

Route Map to the Venue of the AGM



KHERAPATI VANIJYA LIMITED

CIN: L51109WB1982PLC034908

DIRECTORS' REPORT

TO THE SHAREHOLDERS

Your Directors have pleasure in presenting the 39th Annual Report together with the Audited Financial Statements of the Company for the year ended 31st March, 2022. The Financial Statements have been prepared in accordance with the Indian Accounting Standards (Ind AS).

FINANCIAL RESULTS:

The Summarized results of your Company are given in the table below:

<u>Particulars</u>	(Rs. In Hundreds)	
	Year ended 31.03.2022	Year ended 31.03.2021
Profit Before Taxation	44,524	41,009
Less : Current Tax	11,500	11,100
Current Tax expense relating to prior period	(5,617)	265
Profit After Taxation	38,641	29,643
Add : Balance of Profit from Previous year	1,31,749	1,18,088
Profit available for appropriation	1,70,390	1,47,731
APPROPRIATIONS:		
Transfer to Statutory Reserve (as per RBI Guidelines)	8,000	5,982
Transfer to General Reserve	10,000	10,000
Balance Carried to Balance Sheet	1,52,390	1,31,749
	1,70,390	1,47,731

DIVIDEND

To further strengthen the financial position of the Company and to conserve resources your Directors have decided not to recommend dividend for the year ended 31st March, 2022.

SHARE CAPITAL

The Company has two classes of shares – equity shares of par value Rs.10/- each and 0.5% Non-Cumulative Redeemable Preference Shares of Rs.100/- each. Its authorised share capital as on 31st March, 2022 was Rs.300 Lac divided into 15,00,000 equity shares of Rs.10/- each and 1,50,000 (0.5%) Non-Cumulative Redeemable Preference Shares of Rs.100/- each. The paid-up equity capital of the Company stood at Rs.150 Lac as at 31st March, 2022. During the year under review, the Company has not issued any shares. However, during the year under review the Company has redeemed 1,50,000 (0.5%) Non-Cumulative Redeemable Preference Shares of Rs.100/- each at par amounting to Rs.1,50,00,000/-.

TRANSFER TO RESERVES

The Board proposes to transfer Rs.8 Lac to Reserve Fund pursuant to RBI Guidelines, Rs.10 Lac to the General Reserve out of the amount available for appropriations and an amount of Rs.152.39 Lac is proposed to be retained in the Profit and Loss Account.

REVIEW OF OPERATIONS AND STATE OF COMPANY'S AFFAIRS

Total income during the year under review amounted to Rs.69.98 Lac as against Rs.70.31 Lac in the preceding year. Profit before tax amounted to Rs.44.52 Lac as against Rs.41.01 Lac in the preceding year. Profit after tax stood at Rs.38.64 Lac as against Rs.29.64 Lac in the previous year.

The Company continues to remain registered as a Non-Banking Financial Company with the Reserve Bank of India.

No material changes and commitments have occurred after the close of the year till the date of this report, which affect the financial position of the Company.

PUBLIC DEPOSITS

The Company has not accepted any deposit from the public during the year.

PARTICULARS OF LOANS AND GUARANTEES

The Company being a Non-Banking Financial Company registered under Chapter IIIB of the Reserve Bank of India Act, 1934 (2 of 1934) provisions of Section 186 of the Companies Act, 2013 are not applicable to the Company.

CONTRACTS AND ARRANGEMENTS WITH RELATED PARTIES

During the period under review, the Company had not entered into any materially significant contract / arrangement / transactions with related parties falling within the ambit of Section 188 of the Companies Act, 2013 except those disclosed in Note No.15 of the Financial Statements forming part of this Annual Report pursuant to the requirement of applicable Accounting Standard for such transactions. The transactions are with the key managerial personnel and company / enterprise of which the company is a related party and are in the ordinary course of business, at arm's length basis, are not in conflict with the Company's interests at large and are intended to further the Company's business interests. Related Party Disclosures as required under Listing Regulations is annexed to this report.

INTERNAL FINANCIAL CONTROL

The Company has in place adequate internal control procedures commensurate with its size and nature of its business. The Company has appointed internal auditors who review the internal financial control system. The Audit Committee reviews the reports of the internal auditors and ensures implementation of their suggestion and improvement. During the year, no reportable material weakness in the design or operation was observed.

RISK MANAGEMENT

The main identified risks at the Company are Commercial Risks, Financial Risks, Market Risks, Operational Risks and Legal & Regulatory Risks. The Risk Management is overseen by the Audit Committee of the Company on a continuous basis. Your Company has established process and policies to ensure that risk to the Company's continued existence as a going concern and to its development are identified and addressed on timely basis. Constitution of Risk Management Committee is not mandatory for the Company as per Regulation 21 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION

The Board in consultation with the Nomination and Remuneration Committee has framed Policy for selection and appointment of Directors, Senior Management including criteria for determining qualifications, positive attributes and independence of directors and Policy relating to remuneration for the directors, key managerial personnel and other employees are available on our website and can be accessed on http://kherapativanijya.com/pdf/policies/appointment_policy.pdf and http://kherapativanijya.com/pdf/policies/remuneration_policy.pdf

DIRECTORS AND KEY MANAGERIAL PERSONNEL**Inductions**

Shri Kishan Gopal Lohia was appointed to the Board as an additional director effective 12th August, 2022 to hold office upto the date of this Annual General Meeting. In the opinion of the Board, he has appropriate skill, knowledge and experience in Corporate Accounts, Finance, Taxation, Audit, Legal and Management and also in the business carried on by the Company. His vast experience in managing medium and small sized companies will greatly benefit the Company.

Shri Manish Kumar Bihani was appointed to the Board as an additional and independent director effective 12th August, 2022 for a period of five years subject to the approval of shareholders. In the opinion of the Board, he is a well-respected business leader who brings a wealth of experience and financial acumen to the Company's Board. His vast experience in the realm of corporate governance will greatly benefit the Company. Further, he possesses integrity and relevant proficiency which will bring tremendous value to the Board and to the Company.

Shri Abhay Somani was appointed to the Board as an additional and independent director effective 12th August, 2022 for a period of five years subject to the approval of shareholders. In the opinion of the Board, he is a well-respected business leader who brings a wealth of experience and financial acumen to the Company's Board. His vast experience in the realm of corporate governance will greatly benefit the Company. Further, he possesses integrity, expertise and relevant proficiency which will bring tremendous value to the Board and to the Company.

The Independent Directors have appropriate skill, knowledge and experience in the business carried on by the Company. The Board recommends their appointment and accordingly resolutions seeking approval of the members for their appointment including their brief profile have been included in the Notice of forthcoming Annual General Meeting of the Company.

Re-appointments*Director liable to retire by rotation*

In accordance with the provisions of the Companies Act, 2013, Company's Articles of Association and performance evaluation and recommendation of the nomination and remuneration committee, Smt. Vinita Bangur (DIN:01140985), a Director of the Company retires by rotation and being eligible offers herself for re-appointment.

The Board recommends her re-appointment and accordingly resolution seeking approval of the members for her appointment including her brief profile have been included in the Notice of forthcoming Annual General Meeting of the Company.

Re-appointments of KMPs

Based on the recommendation of the nomination and remuneration committee and after considering the knowledge, acumen, expertise, experience and the substantial contribution she brings to the Board, the committee has recommended the re-appointment of Smt. Pushpa Devi Bangur. The Board at its meeting approved the re-appointment of Smt. Pushpa Devi Bangur as a Chief Executive Officer of the Company effective from 12th August, 2022 subject to approval of shareholders.

Based on the recommendation of the nomination and remuneration committee and after considering the knowledge, acumen, expertise, experience and the substantial contribution he brings to the Board, the committee has recommended the re-appointment of Shri Ajit Kumar Jha. The Board at its meeting approved the re-appointment of Shri Ajit Kumar Jha as a Chief Financial Officer of the Company effective from 12th August, 2022 subject to approval of shareholders.

The Board recommends their re-appointment and accordingly resolutions seeking approval of the members for their appointment including their brief profile have been included in the Notice of forthcoming Annual General Meeting of the Company.

Resignations

Shri Babu Lal Dhanuka and Shri Prabhu Dayal Chomal, Independent Directors of the Company, resigned as members of the Board effective 12th August, 2022 to devote more time to their other pre-occupied engagements. The Board places on record its appreciation for the valuable contribution and guidance provided by Shri Babu Lal Dhanuka and Shri Prabhu Dayal Chomal during their respective tenure as directors.

Shareholding of Directors and KMPs

Smt. Vinita Bangur, a Director of the Company holds 5.93% of the paid-up capital of the Company. Smt. Pushpa Devi Bangur, Chief Executive Officer of the Company holds 13.44% of the paid-up capital of the Company. Shri Ajit Kumar Jha, Chief Financial Officer of the Company holds 0.01% of the paid-up capital of the Company.

Company Secretary

Smt. Sneha Mundhra is the Company Secretary and also designated as Compliance Officer of the Company.

DECLARATION BY INDEPENDENT DIRECTORS, DIRECTORS AND SENIOR MANAGEMENT

The Company has received declarations from both the Independent Directors confirming that they meet the criteria of Independence as prescribed under the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended.

The Independent Directors, Directors and Senior Management including the employees have complied with their obligations as mentioned under Regulations 25 and 26 of the Listing Regulations.

BOARD EVALUATION

The performance evaluation of the Board, its Committees and Individual Directors was conducted after seeking inputs from all the directors on the basis of criteria such as the composition and structure, effectiveness of processes, functioning etc.

The Independent Directors held a separate meeting, which reviewed the performance of non-independent directors and the Board as a whole, took into account the views of non-executive directors and to assess the quality, quantity and timeliness of flow of information between the management and the Board. The Independent Directors were satisfied with the performance of the Board as a whole and timeliness of flow of information.

Some of the key criteria for performance evaluation are as follows:-

Performance evaluation of Directors:

- Attendance at Board or Committee meetings.
- Contribution at Board or Committee meetings.
- Guidance / support to management outside the Board / Committee meetings.

Performance evaluation of Board and Committees:

- Board structure and composition
- Degree of fulfillment of key responsibilities
- Establishment and delineation of responsibilities to Committees
- Effectiveness of Board processes, information and functioning
- Board culture and dynamics
- Quality of relationship between Board and Management
- Efficacy of communication with external shareholders.

FAMILIARISATION PROGRAM FOR INDEPENDENT DIRECTORS

All new independent directors inducted into the Board attend an orientation program. Further, at the time of appointment of an independent director, the Company issues a formal letter of appointment outlining his/her role, function, duties and responsibilities. The familiarisation program is available on our website.

MEETINGS OF THE BOARD

Five meetings of the Board and One meeting of Independent Directors were held during the year. The intervening gap between the meetings of the Board was within the period prescribed under the Companies Act, 2013.

AUDITORS AND AUDITORS' REPORT

M/s J.P. Lakhotia & Associates, Chartered Accountants having Firm Registration No.312061E, who are Statutory Auditors of the Company, hold office till the conclusion of the ensuing Annual General Meeting (AGM) and are liable to rotation. Pursuant to the provisions of section 139 of the Companies Act, 2013 and the Rules framed thereunder, members are required to confirm the appointment of M/s P.D. Randar & Co., Chartered Accountants having Firm Registration No.319295E, as Statutory Auditors of the Company who have been appointed by the Board of Directors for a period of five consecutive years from the conclusion of the 39th AGM till the conclusion of the 44th AGM. Members may refer to the explanation in Explanatory Statement to item no.3 in the Notice convening the Annual General Meeting.

The Company has received a certificate from M/s P.D. Randar & Co. to the effect that their appointment, if made/confirmed, would be in accordance with the provisions of section 141 of the Companies Act, 2013 and that they are not disqualified from being appointed as auditors.

The report of the Auditors M/s J.P. Lakhotia & Associates for the financial year ended 31st March, 2022 is self-explanatory and does not call for any further comments.

SECRETARIAL AUDIT REPORT

The Secretarial Audit for the financial year 2021-22 has been conducted by Shri Mukesh Chaturvedi, Practicing Company Secretary. The Secretarial Audit Report does not contain any qualification, reservation or adverse remark requiring explanation or clarification from the Board. The Secretarial Audit Report for the financial year ended 31st March, 2022 is annexed to this Report.

COST RECORDS AND COST AUDIT

Maintenance of cost records and requirement of cost audit as prescribed under the provisions of section 148(1) of the Companies Act, 2013 are not applicable for the business carried out by the Company.

REPORTING OF FRAUDS BY AUDITORS

During the year under review, neither the statutory auditors nor the secretarial auditor has reported to the audit committee, under section 143(12) of the Companies Act, 2013, any instances of fraud committed against the Company by its officers or employees, and hence the requirement to mention the same in this report is not applicable.

COMMITTEES OF THE BOARD

Audit Committee

The Audit Committee was reconstituted by the Board of Directors and presently comprises two Independent Directors namely Shri Manish Kumar Bihani (Chairman) and Shri Abhay Somani and Shri Kishan Gopal Lohia as the other member and is currently functioning as such.

Vigil Mechanism

Pursuant to the provisions of Section 177 of the Companies Act, 2013, the Company has established a 'VIGIL MECHANISM' for Directors and Employees to report concerns of unethical behavior, actual or suspected, or violation of Company's ethics policy and provides safeguards against victimization of employees.

Nomination & Remuneration Committee

The Nomination & Remuneration Committee was reconstituted by the Board of Directors which now consists of two Independent Directors namely Shri Manish Kumar Bihani (Chairman) and Shri Abhay Somani and one Non-Executive Director namely Shri Kishan Gopal Lohia and is currently functioning as such.

Stakeholders Relationship Committee

As per Regulation 20 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Stakeholders Relationship Committee was constituted by the Board consisting of Directors Shri Kishan Gopal Lohia (Chairman), Shri Abhay Somani and Shri Manish Kumar Bihani as other members for the purpose of attending to investors' grievances including complaints related to transfer / transmission of shares of the Company, non-receipt of annual report and non-receipt of declared dividends etc. The Company has not received any investor complaint during the FY 2021-22.

CORPORATE SOCIAL RESPONSIBILITY (CSR)

Provisions relating to Corporate Social Responsibility (CSR) are not applicable to the Company since the net profit of the company excluding dividend income is less than rupees five crores.

ANNUAL RETURN

In accordance with the Companies Act, 2013, the Annual Return in the prescribed format is available at www.kherapativanijya.com

SIGNIFICANT & MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS

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

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the requirement of Section 134(5) of the Companies Act, 2013, the Board of Directors of the Company hereby states and confirms that:

- i) in preparation of the Annual Accounts for the financial year 2021-22, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any
- ii) they have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of

affairs of the Company at the end of the financial year and of the profit of the Company for that period;

- iii) they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- iv) they have prepared the Annual Accounts for the period ended 31st March, 2022 on a going concern basis;
- v) they have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating properly;
- vi) they have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

PARTICULARS OF EMPLOYEES AND RELATED DISCLOSURES

None of the employees is drawing remuneration in excess of the limits set out in Rule 5(2) of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 appended to the Companies Act, 2013.

Disclosure pertaining to remuneration and other details as required under Section 197(12) of the Act read with Rule 5(1) of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 as amended is annexed hereto forming part of this report.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNING AND OUTGO

Since the Company has no manufacturing activity, disclosures relating to Conservation of Energy and Technology Absorption stipulated under Section 134(3)(m) of the Companies Act, 2013 read with Rule 8 of Companies (Accounts) Rules, 2014, are not applicable.

There were no foreign exchange earnings and outgo during the year.

LISTING ON STOCK EXCHANGE AND FEE

The Company's shares are presently listed at the Calcutta Stock Exchange Limited and the Company has executed Listing Agreement with the said stock exchange. The Company has paid the annual listing fee to the Stock Exchange for the financial year 2022-23.

INVESTOR EDUCATION AND PROTECTION FUND (IEPF)

During the year, the Company was not required to transfer any amount or shares to Investor Education and Protection Fund (IEPF) as per sections 124 and 125 of the Companies Act, 2013 and Rules made there under. Further the Company does not have any amount or shares which are required to be transferred to IEPF Account.

CORPORATE GOVERNANCE

In terms of the provisions of Regulation 15 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, report on Corporate Governance for fiscal 2022 is not applicable to the Company. The Company will start compliance thereof within 6 months of the same being applicable to the Company. There are no shares in the demat suspense / unclaimed suspense account as on the date of this Report as required under Schedule V Part F of the Listing Regulations.

MANAGEMENT DISCUSSION AND ANALYSIS

In terms of the provisions of Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Management Discussion and Analysis is set out hereunder and forms part of this Annual Report.

BUSINESS RESPONSIBILITY REPORT

In terms of the provisions of Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, inclusion of Business Responsibility Report as part of the Annual Report is not applicable to the Company.

CODE OF CONDUCT

The Company is compliant of requirement of Regulation 26(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 by framing Code of Business Conduct and Ethics (“Code of Conduct”). The Code of Conduct is applicable to the employees including directors of the Company and is available on the Company’s website. All employees including directors of the Company have affirmed compliance to the Code of Conduct as on March 31, 2022.

PREVENTION OF INSIDER TRADING

The Company has adopted an Insider Trading Policy to regulate, monitor and report trading by insiders under the SEBI (Prohibition of Insider Trading) Regulations, 2015. This Policy also includes code of practices and procedures for fair disclosure of unpublished price sensitive information, initial and continual disclosures. The Board reviews the Policy / Code on a need-to-know basis. This Policy is available on our website.

SECRETARIAL STANDARDS

The Company has complied with Secretarial Standards relating to General Meetings and Board Meetings as issued by Institute of Company Secretaries of India.

SEXUAL HARASSMENT OF WOMEN AT WORKPLACE

Sexual harassment of a woman at workplace is of serious concern to humanity on the whole. Keeping in view the problem of sexual harassment the company has framed a policy to prevent incidents of sexual harassment as required under Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and rules framed there under. However, constitution of Internal Committee as required under the Act is not applicable to the Company since the company has less than 10 employees. Moreover, no complaint pertaining to sexual harassment was filed by any woman during the financial year under report, hence no disclosures are applicable. This Policy is available on our website.

POLICIES

In addition to its Code of Business Conduct and Ethics, key policies that have been adopted by the Company and uploaded on its website are as under:

Name of the Policy	Web link
Policy for selection and appointment of Directors, Senior Management including criteria for determining qualifications, positive attributes and independence of the directors	http://kherapativanijya.com/pdf/policies/appointment_policy.pdf

Archival Policy for Website content	http://kherapativanijya.com/pdf/policies/archival_policy.pdf
Policy on Determination of Materiality	http://kherapativanijya.com/pdf/policies/determination_materialty.pdf
Familiarisation Program for Independent Directors	http://kherapativanijya.com/pdf/policies/familiarisation_program.pdf
Information on Familiarisation Programmes for Independent Directors	http://kherapativanijya.com/pdf/policies/information_familiarisation_programme.pdf
Insider Trading Code	http://kherapativanijya.com/pdf/policies/insider_trading_code.pdf
Policy for Determining Material Subsidiary	http://kherapativanijya.com/pdf/policies/determination_material_subsiary.pdf
Related Party Transactions Policy	http://kherapativanijya.com/pdf/policies/related_party_transaction.pdf
Policy relating to remuneration for the directors, key managerial personnel and other employees	http://kherapativanijya.com/pdf/policies/remuneration_policy.pdf
Vigil Mechanism and Whistle Blower Policy	http://kherapativanijya.com/pdf/policies/whistle_blower_policy.pdf
Code of Conduct for Prohibition of Insider Trading	http://kherapativanijya.com/pdf/policies/prohibition_insider_trading.pdf
Prohibition of Sexual Harassment Policy	http://kherapativanijya.com/pdf/policies/prevention_sexual_harassment.pdf

ACKNOWLEDGEMENTS

The Directors place on record their appreciation for the support the Company continues to receive from its Bankers and Shareholders and acknowledge the valuable contribution from the employees of the Company.

For and on behalf of the Board

Place : Kolkata
Dated: 12th August, 2022

(BABU LAL DHANUKA) **(VINITA BANGUR)**
DIN:00484041 DIN:01140985

Directors

Annexure to the Director's Report**RELATED PARTY DISCLOSURE**

Format for disclosure of transactions with related parties as referred to in Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in compliance with the applicable Accounting Standards

Details of transactions with related parties:

Nature of Transactions	Name of related party	Description of Relationship	Amount (Rs.)
Payment of Remuneration	Smt. Pushpa Devi Bangur	Chief Executive Officer Key Management Personnel	NIL
Payment of Remuneration	Shri Ajit Kumar Jha	Chief Financial Officer Key Management Personnel	9,50,400/-
Payment of Remuneration	Smt. Sneha Mundhra	Company Secretary Key Management Personnel	144,000/-
Redemption of Preference Shares	Smt. Pushpa Devi Bangur	Promoter & Key Management Personnel	83,00,000/-
Redemption of Preference Shares	Shri Hemant Bangur	Relative of CEO Key Management Personnel	25,00,000/-
Redemption of Preference Shares	Purushottam Dass Bangur HUF	Promoter Group	25,00,000/-
Redemption of Preference Shares	Gopal Das Bangur HUF	Promoter Group	17,00,000/-
Loan Given	Madhav Trading Corporation Ltd.	Director Interested	34,00,000/-
Loan Given	Joonktollee Tea & Industries Ltd.	Director Interested	3,53,00,000/-
Loan Given	The Bombay Agency Co. Pvt. Ltd.	Director Interested	50,00,000/-
Loan Given & Refund Received	The Phosphate Co. Ltd.	Director Interested	2,14,10,412/-

For and on behalf of the Board

Place : Kolkata
Dated: 12th August, 2022

(BABU LAL DHANUKA) **(VINITA BANGUR)**
DIN:00484041 DIN:01140985
Directors

SECRETARIAL AUDIT REPORT

Form No.MR-3

FOR THE FINANCIAL YEAR ENDED 31.03.2022

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended]

To,

The Members,

KHERAPATI VANIJYA LIMITED,
21, Strand Road, Kolkata – 700 001

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by KHERAPATI VANIJYA LIMITED (hereinafter called the company) having CIN: L51109WB1982PLC034908. Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the KHERAPATI VANIJYA 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 hereby report that in my opinion, the company has, during the audit period covering the financial year ended on 31.03.2022 generally complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by KHERAPATI VANIJYA LIMITED (“the Company”) for the financial year ended on 31.03.2022 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made there-under;
- (ii) The Securities Contracts (Regulation) Act, 1956 (‘SCRA’) and the rules made there-under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there-under;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there-under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings - **Not Applicable**;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (‘SEBI Act’):-
 - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
 - d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 - **Not Applicable**
 - e) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

- 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**;
- h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **Not Applicable**;
- i) The Securities and Exchange Board of India (Shares based Employee Benefits) Regulations, 2014; **Not Applicable**
- j) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **Not Applicable**
- k) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; **Not Applicable**
- l) The Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996 and 2018

(vi) The Other laws, as informed and certified by the management of the Company which are specifically applicable to the Company based on their sector/industry are

- a) Reserve Bank of India Act, 1934

I have also examined compliance with the applicable clauses of the Secretarial Standards issued by The Institute of Company Secretaries of India.

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

I further report that

The Board of Directors of the Company is duly constituted with proper balance of Non-Executive Directors and Independent Directors. Though the Company has no Executive Director but they have CEO, CFO and CS. There was no change in the composition of the Board of Directors during the period under review.

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

All decisions at the Board Meetings are carried out unanimously as recorded in the Minutes of the Meeting of the Board of Directors.

I further report that

There are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

Place: Kolkata
Date: 12.08.2022

Signature:
Mukesh Chaturvedi
Peer-Reviewed Practicing Company Secretary
FCS No.: 11063
CP No.: 3390
Peer Review Certificate No.:939/2020
UDIN: F011063D000783956

Disclosure pertaining to remuneration and other details as required under Section 197(12) of the Act read with Rule 5(1) of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014

- i) **Ratio of remuneration of each director to the median remuneration of the employees of the Company for the financial year**
Not Applicable, as none of the directors draw remuneration.
- ii) **Percentage increase in remuneration of each Director, Chief Executive Officer, Chief Financial Officer, Company Secretary or Manager, if any, in the financial year**
11.36% increase in remuneration of Shri Ajit Kumar Jha, Chief Financial Officer of the Company, in the financial year 2021-22. Remuneration of Company Secretary has not been considered as no increment was granted to her for fiscal 2022. Moreover, Smt. Pushpa Devi Bangur, Chief Executive Officer of the Company has voluntarily chose not to receive any remuneration for her services rendered to the Company.
- iii) **Percentage increase in the median remuneration of employees in the financial year**
9.26%.
- iv) **Number of permanent employees on the rolls of Company**
4 (Four)
- v) **Average percentile increase already made in the salaries of employees other than managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration**
There was no increase in salaries of employees in the last financial year.
- vi) **It is hereby affirmed that the remuneration paid is as per the Remuneration Policy for directors, key managerial personnel and other employees.**

MANAGEMENT DISCUSSION & ANALYSIS REPORT

The outlook presented herein is based on management's own assessment and it may vary due to future economic and other developments in the country and abroad.

INDUSTRY & ECONOMY OVERVIEW

Global Economy

According to International Monetary Fund:

The global economy enters 2022 in a weaker position than previously expected. As the new Omicron COVID-19 variant spreads, countries have reimposed mobility restrictions. Rising energy prices and supply disruptions have resulted in higher and more broad-based inflation than anticipated, notably in the United States and many emerging market and developing economies. The ongoing retrenchment of China's real estate sector and slower-than-expected recovery of private consumption also have limited growth prospects.

Global growth is expected to moderate from 5.9 in 2021 to 4.4 percent in 2022—half a percentage point lower for 2022 than in the October World Economic Outlook (WEO), largely reflecting forecast markdowns in the two largest economies. A revised assumption removing the Build Back Better fiscal policy package from the baseline, earlier withdrawal of monetary accommodation, and continued supply shortages produced a downward 1.2 percentage-points revision for the United States. In China, pandemic-induced disruptions related to the zero-tolerance COVID-19 policy and protracted financial stress among property developers have induced a 0.8 percentage-point downgrade. Global growth is expected to slow to 3.8 percent in 2023. Although this is 0.2 percentage point higher than in the previous forecast, the upgrade largely reflects a mechanical pickup after current drags on growth dissipate in the second half of 2022. The forecast is conditional on adverse health outcomes declining to low levels in most countries by end-2022, assuming vaccination rates improve worldwide and therapies become more effective.

Elevated inflation is expected to persist for longer than envisioned in the October WEO, with ongoing supply chain disruptions and high energy prices continuing in 2022. Assuming inflation expectations stay well anchored, inflation should gradually decrease as supply-demand imbalances wane in 2022 and monetary policy in major economies responds.

Risks to the global baseline are tilted to the downside. The emergence of new COVID-19 variants could prolong the pandemic and induce renewed economic disruptions. Moreover, supply chain disruptions, energy price volatility, and localized wage pressures mean uncertainty around inflation and policy paths is high. As advanced economies lift policy rates, risks to financial stability and emerging market and developing economies' capital flows, currencies, and fiscal positions—especially with debt levels having increased significantly in the past two years—may emerge. Other global risks may crystallize as geopolitical tensions remain high, and the ongoing climate emergency means that the probability of major natural disasters remains elevated.

With the pandemic continuing to maintain its grip, the emphasis on an effective global health strategy is more salient than ever. Worldwide access to vaccines, tests, and treatments is essential to reduce the risk of further dangerous COVID-19 variants. This requires increased production of supplies, as well as better in-country delivery systems and fairer international distribution. Monetary policy in many countries will need to continue on a tightening path to curb inflation pressures, while fiscal policy—operating with more limited space than earlier in the pandemic—will need to prioritize health and social spending while focusing support on the worst affected. In this context, international cooperation will be essential to preserve access to liquidity and expedite orderly debt restructurings where needed. Investing in climate policies remains imperative to reduce the risk of catastrophic climate change.

Indian Economy

The Union Minister for Finance & Corporate Affairs, Smt. Nirmala Sitharaman presented the Economic Survey 2021-22 in Parliament on 31st January, 2022. The highlights of the Economic Survey are as follows:

State of the Economy:

- Indian economy estimated to grow by 9.2 percent in real terms in 2021-22 (as per first advanced estimates) subsequent to a contraction of 7.3 percent in 2020-21.
- GDP projected to grow by 8-8.5 percent in real terms in 2022-23.
- The year ahead poised for a pickup in private sector investment with the financial system in good position to provide support for economy's revival.
- Projection comparable with World Bank and Asian Development Bank's latest forecasts of real GDP growth of 8.7 percent and 7.5 percent respectively for 2022-23.
- As per IMF's latest World Economic Outlook projections, India's real GDP projected to grow at 9 percent in 2021-22 and 2022-23 and at 7.1 percent in 2023-2024, which would make India the fastest growing major economy in the world for all 3 years.
- Agriculture and allied sectors expected to grow by 3.9 percent; industry by 11.8 percent and services sector by 8.2 percent in 2021-22.
- On demand side, consumption estimated to grow by 7.0 percent, Gross Fixed Capital Formation (GFCF) by 15 percent, exports by 16.5 percent and imports by 29.4 percent in 2021-22.
- Macroeconomic stability indicators suggest that the Indian Economy is well placed to take on the challenges of 2022-23.
- Combination of high foreign exchange reserves, sustained foreign direct investment, and rising export earnings will provide adequate buffer against possible global liquidity tapering in 2022-23.
- Economic impact of "second wave" was much smaller than that during the full lockdown phase in 2020-21, though health impact was more severe.
- Government of India's unique response comprised of safety-nets to cushion the impact on vulnerable sections of society and the business sector, significant increase in capital expenditure to spur growth and supply side reforms for a sustained long-term expansion.
- Government's flexible and multi-layered response is partly based on an "Agile" framework that uses feedback-loops, and the use of eighty High Frequency Indicators (HFIs) in an environment of extreme uncertainty.

NBFC Sector

NBFCs have been emerging as an alternative to mainstream banking. They are also emerging as an integral part of Indian Financial System and are contributing towards Government's agenda of financial inclusion. The shift in credit intermediation from banks to non-banks has given the corporate sector a diverse choice of financing instruments. Such market-intermediated credit flows require robust supporting infrastructure in the form of appropriate valuation regime as also informative and responsive credit rating framework. Securities and Exchange Board of India (SEBI) has taken significant steps in both these areas. However, the recent developments in Non-Banking Financial Companies (NBFCs) have underscored the need for greater prudence in risk-taking. There is a need for some rebalancing as excessive credit growth, especially if funded with short-term financing, either sectorally or overall, is negative for stability. While the role of banks and non-banks in supporting the growth needs of an emerging economy like India is well recognized, emphasis should continue to be on diligent, prudent and sound risk management practices so as to avoid large scale defaults in meeting repayment obligation.

The total credit of NBFC sector increased marginally from Rs.27.53 lakh crore in March, 2021 to Rs.28.03 lakh crore in September, 2021. The credit intensity of NBFCs, measured by NBFC credit as a ratio of GDP has been rising consistently and stood at 13.7% at end March, 2021. Industry remained the largest recipient of credit extended by the NBFC sector, followed by retail loans and services.

According to Financial Stability Report (FSR) released by RBI:-

- Among the borrowers, NBFCs were the largest net borrowers of funds from the financial system.
- Going forward, as banks respond to credit demand in a recovering economy, they will need to reinforce their capital and liquidity positions to fortify themselves against potential balance sheet stress.
- The global economic recovery has been losing momentum in the second half of 2021 in the face of resurfacing COVID-19 infections, the new variant Omicron, supply disruptions and bottlenecks, elevated inflationary levels and shifts in monetary policy stances and actions across advanced economies and emerging market economies.
- On the domestic front, progress in vaccination has enabled the recovery to regain traction after the debilitating second wave of the pandemic, notwithstanding signs of slowing pace more recently; the corporate sector is gaining strength and bank credit growth is improving.
- The capital to risk-weighted assets ratio (CRAR) of scheduled commercial banks (SCBs) rose to a new peak of 16.6 per cent and their provisioning coverage ratio (PCR) stood at 68.1 per cent in September 2021.
- Macro stress tests for credit risk indicate that the gross non-performing asset (GNPA) ratio of SCBs may increase from 6.9 per cent in September 2021 to 8.1 per cent by September 2022 under the baseline scenario and to 9.5 per cent under a severe stress scenario. SCBs would, however, have sufficient capital, both at the aggregate and individual levels, even under stress conditions.
- Emerging signs of stress in micro, small and medium enterprises (MSME) as also in the micro finance segment call for close monitoring of these portfolios going forward.

Moreover, in the current fiscal, the fiscal plans will also be subject to the unknown impact of the major reforms undertaken in the past year. Any adverse impact, even if in the short run, could be detrimental to the fiscal math.

COMPANY'S POSITION

The Company is registered with the RBI as a Non-Banking Financial Institution and is categorized as Non-Deposit taking NBFC (NBFC-ND). The operation of the company during the year was centered in investments in shares and securities providing loans. Additionally the company was investing in Mutual Funds too. The main income of the Company is dividend income on long-term investments & interest on fixed deposit and loans and profit from sale of investments. The results of the Company's operations for the financial year ended 31st March, 2022 have been dealt with in the Director's Report. The Company, being into finance and investment activity, the impact of movement of stock markets affects its profitability.

OPPORTUNITIES AND THREAT

The year FY 2021-22 started on a note of optimism. However, ferocity of the second wave of COVID-19 has dented economic activity, but monetary, regulatory and fiscal policy measures have helped curtail the solvency risk of financial entities, stabilize markets and maintain financial stability, sluggish investment cycle, large NPA's in banking sector leading to liquidity issues, sluggishness in some of the major economies abroad soon led to the sliding of Indian GDP growth. It is however believed that Indian economy will sustain its growth momentum and hence the growth of financial services sector presents exciting opportunities like India's long-term growth story remains intact notwithstanding declining growth in the past two three years. This presents good opportunities for us to grow our business in the medium to long term. We further believe the policy liberalization, Government emphasis on infrastructure spending and forward-looking regulatory changes will help markets grow in size.

At the same time, there could be some threats for growth of financial services sector like inflation, high interest rates, escalating NPAs leading to liquidity issues, lack of sound risk management practices, global commodities prices and current account deficit which can play spoilsport with the India growth story. While positive Government policies and regulatory changes do enlarge the scope of opportunities for financial sector companies, lack of or delay in reforms or certain regulatory changes can significantly impact the performance of NBFCs business. As regards our Company a thorough due diligence is conducted at our end through market enquiries before making investments. The execution of investment transactions is monitored on regular basis with reference to target price.

It is a fact that India has been at a low investment grade level for almost a decade. Therefore, for the last decade, the global perception of risk in Indian Bond markets has remained the same, inspite of the high growth rates and major economic reforms. One of the main reasons for this stickiness is the high level of consolidated debt of the government. This is a cause for concern as sovereign ratings are critical in determining the flow of global capital. The surging NPA's in the banking sector presents another major cause of concern.

PERFORMANCE

The Company is a Non-Banking Finance Company, its core business is financial business. Hence, there is no separate segment. The revenue details along with Profit Before Tax (PBT) & Profit After Tax (PAT) are given below:

Revenue details along with PBT & PAT of the Company of last five years

Particulars	2021-22	2020-21	2019-20	2018-19	2017-18
Income	69,97,954	70,31,053	67,40,844	51,54,127	85,09,695
Profit Before Tax (PBT)	44,52,366	41,00,863	16,32,646	2,17,555	43,65,576
Profit After Tax (PAT)	38,64,061	29,64,319	11,92,646	1,25,290	32,41,039

The total income is derived mainly from dividend from investments in shares and securities of companies and interest on loans to companies.

OUTLOOK

A significant portion of the Company's income arises from investment and share trading operation, which are largely dependent on the condition of the stock market. The stock market activity depends largely upon the economic growth momentum and a combination of other factors like inflation, domestic savings, surging portfolio investments into India etc. The unusual developments in the global economy may pose uncertainties and challenges for the emerging market economies like India.

The growth in the sector is good. The Company is trying various options to improve its margins, by having tight control over expenses & exploring other opportunities. The Company has investment policy wherein it invests in those securities which have easy liquidity, better yield and potential for price appreciation in medium to long run.

RISK & CONCERNS

Many developing countries including India have reaped handsome rewards from surging capital inflows in recent years. This is regarded as a welcome phenomenon. But surging capital inflows can sometimes have destabilizing side effects, undermine competitiveness of export industries, and potentially giving rise to inflation among reforms setbacks, geopolitical tension, economic slowdown and policy uncertainty. Surging trade wars and tariffs are another area of concern as they restrict the scope of free movement of commodities from the emerging economies to the developed ones.

Other risks & concerns are as follows:

- Unsuccessful strategic engagements and investments
- Unpredictable expenses
- Declining interest rates
- Negative media coverage and public scrutiny
- New and changing corporate governance and public disclosure requirements
- Changes in tax policies in an adverse manner
- Attempts to address undue concerns of activist shareholders
- Reputation risk
- Litigation
- Natural and manmade disasters

Our actual results could differ materially from those anticipated above as a result of certain factors.

INTERNAL CONTROL SYSTEM

The Company has implemented a comprehensive system of internal controls and risk management for achieving operational efficiency, optimal utilization of resources, credible financial reporting and compliance with local laws. These controls are regularly reviewed internally for effectiveness.

The Company's internal control system is aimed at covering all areas of operations. The transactions entered into by the Company are duly authorized and recorded correctly. It has implemented suitable controls to ensure that financial transactions are reported with accuracy and that there is strict compliance with applicable laws and regulations.

DISCUSSION ON FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE**(a) Financial Review and Analysis**

Table indicating Income, Depreciation & Profits

(Rs. In Hundreds)

Accounts	For the year ended 31.03.2022	For the year ended 31.03.2021
Income	69,980	70,311
Less: Expenditure	25,456	29,302
Profit Before Tax	44,524	41,009
Tax Provisions	5,883	11,365
Profit After Tax	38,641	29,643

(b) Dividend

Your company has made a Net Profit of Rs.38,641 Hundred and Net Worth is Rs.5,40,431 Hundred. With a view to conserve resources your Company will not pay any dividend for the FY 2021-22.

MATERIAL DEVELOPMENTS IN HUMAN RESOURCES INCLUDING NUMBER OF PEOPLE EMPLOYED

Only Four employees including CEO, CFO and CS are in the roll of the Company as on 31st March, 2022. CEO of the Company has voluntarily chose not to take any remuneration for the services rendered by her.

KEY FINANCIAL RATIOS

In accordance with SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, the Company is required to give details of significant changes (change of 25% or more as compared to the immediately previous financial year) in key sector-specific financial ratios.

The Company has identified the following ratios as key financial ratios:

Particulars	Financial Year	
	2022	2021
GNPA (%)	NIL	NIL
NNPA (%)	NIL	NIL
Return on Assets (%)	6.84	4.42
Return on Equity (%)	6.84	4.42
Net Interest Margin (%)	100	100
Debtors Turnover	NIL	NIL
Inventory Turnover	NIL	NIL
Interest Coverage Ratio	NIL	NIL
Current Ratio	1870.10	3225.19
Debt-Equity Ratio	0.00	0.00
Operating Profit Margin (%)	63.78	58.33
Net Profit Margin (%)	55.37	42.16
EPS	2.87	2.20
Price Earning Ratio	N.A.	N.A.

The details of Return on Net Worth is given below:

Particulars	Financial Year	
	2022	2021
Return on Net Worth (%)	6.48	4.65

Return on Net Worth is computed as net profit divided by average net worth. Net Profit has increased from Rs.29,643 Hundred in the previous year to Rs.38,641 Hundred in the current year. The increase in net profit for fiscal 2022 as compared to fiscal 2021 is primarily due to decrease in expenses incurred by the Company.

CAUTIONARY STATEMENT

Certain statements under "Management Discussion & Analysis" describing the Company's objectives, estimates, expectations or predictions may be forward looking statements within the meaning of applicable securities laws and regulations. Although the expectations are based on reasonable assumptions, the actual results could materially differ from those expressed or implied, since the Company's operations are influenced by many external factors beyond the control of the Company. Investors are cautioned that the Company assumes no responsibility to publicly amend, modify, revise or update any forward looking statement or opinion, on the basis of any subsequent developments, events or information.

For and on behalf of the Board

Place: Kolkata

Dated: 12th August, 2022

(BABU LAL DHANUKA) (VINITA BANGUR)
DIN:00484041 DIN:01140985

Directors

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF M/S. KHERAPATI VANIJYA LIMITED

Report on Financial Statements

Opinion

We have audited the accompanying standalone financial statement of M/s **Kherapati Vanijya Limited**, which comprises the Balance Sheet as at 31st March, 2022, and the Statement of Profit / Loss account (Including Other Comprehensive Income), the statement of changes of Equity and the statement of Cash Flows for the year then ended on that date and a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the standalone financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the standalone financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian accounting standards prescribed under section 133 of the Companies Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the company as on 31st March 2022, the Profit/Loss, total Comprehensive Income, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We have conducted our audit in accordance with the Standards on Auditing specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of standalone Financial Statements* section of our report. We are independent of the Company in accordance with the Code of Ethics issued by Institute of Chartered Accountants of India together with ethical requirements that are relevant to our audit of standalone financial statement under the provisions of Companies Act, 2013 and rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and ICAI's code of ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key Audit Matters are those matters that in our Professional Judgement were of most significance in our Audit of the financial statements of the Current Period. These matters were addressed in the context of Our Audit of the financial statements. These matters were addressed in the context of Our Audit of the financial statements as a whole, and informing our opinion thereon, and we do not provide a separate opinion on these matters.

1) Classification and measurement of financial assets –

Business model assessment

Ind AS 109, Financial Instruments, contains three principal measurement categories for financial assets i.e.:

- Amortised cost;
- Fair Value through Other Comprehensive Income ('FVOCI'); and
- Fair Value through Profit and Loss ('FVTPL').



A financial asset is classified into a measurement category at inception and is reclassified only in rare circumstances. The assessment as to how an asset should be classified is made on the basis of both the Group's business model for managing the financial asset and the contractual cash flow characteristics of the financial asset.

The term 'business model' refers to the way in which the Group manages its financial assets in order to generate cash flows. That is, the Group's business model determines whether cash flows will result from collecting contractual cash flows, selling the financial assets or both.

Amortised cost classification and measurement category is met if the financial asset is held within a business model whose objective is to hold financial assets in order to collect contractual cash flows.

FVOCI classification and measurement category is met if the financial asset is held in a business model in which assets are managed both in order to collect contractual cash flows and for sale. Such financial assets are subsequently measured at fair value, with changes in fair value recognized in other comprehensive income.

FVTPL classification and measurement category is met if the financial asset does not meet the criteria for classification and measurement at amortised cost or at FVOCI. Such financial assets are subsequently measured at fair value, with changes in fair value recognized in profit or loss.

Key audit procedures included:

Design / controls

- Assessing the design, implementation and operating effectiveness of key internal controls over management's intent of purchasing a financial asset and the approval mechanism for such stated intent and classification of such financial assets on the basis of management's intent (business model).
- For financial assets classified at amortised cost, we tested controls over the classification of such assets and subsequent measurement of assets at amortised cost. Further, we tested key internal controls over monitoring of such financial assets to check whether there have been any subsequent sales of financial assets classified at amortised cost.
- For financial assets classified at FVOCI, we tested controls over the classification of such assets and subsequent measurement of assets at fair value.

2) Recognition and measurement of impairment of loans and advances involve significant management judgement

With the applicability of Ind AS 109 credit loss assessment is now based on expected credit loss ('ECL') model. The Group's impairment allowance is derived from estimates including the historical default and loss ratios. Management exercises judgement in determining the quantum of loss based on a range of factors.

The most significant areas are:

- Segmentation of loan book
- Loan staging criteria
- Calculation of probability of default / Loss given default
- Consideration of probability weighted scenarios and forward looking macro-economic factors.



Key audit procedures included:

Design / controls

- Assessing the design and implementation of key internal financial controls over loan impairment process used to calculate the impairment charge.
- We used our modelling specialist to test the model methodology and reasonableness of assumptions used.
- Testing of management review controls over measurement of impairment allowances and disclosures in the consolidated financial statements.

Substantive tests

- We focused on appropriate application of accounting principles, validating completeness and accuracy of the data and reasonableness of assumptions used in the model.
- Appropriateness of management's judgments was also independently reconsidered in respect of calculation methodologies, segmentation, economic factors, the period of historical loss rates used, loss emergence periods and the valuation of recovery assets and collateral.

Responsibility 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 Companies Act, 2013 ("the Act") with respect to the preparation and presentation of these financial statements that give a true and fair view of the financial position and financial performance, total comprehensive Income, changes in equity and cash flow of the company in accordance with the Ind AS and other accounting Principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the 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 to do so.

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

Auditor's Responsibility for the Audit of Financial Statement

Our objectives are to obtain reasonable audit assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit is 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 be reasonably be expected to influence the economic decisions of the user taken on the basis of these financial statements. A further description of the auditor's responsibilities for the audit of the financial statements is included in Annexure A. This description forms part of our Audit Report

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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of detecting a material misstatement resulting from fraud is higher than for one resulting from error, a fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control



- Obtaining 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 Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls systems in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness on the management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's
- report to the related disclosures in the financial statements or, if such disclosures are inadequate to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our Auditor's Report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in the 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 audit.

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

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

Report on Other Legal and Regulatory Requirements

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 Annexure- A, a statement on the matters specified in the paragraph 3 and 4 of the Order, to the extent applicable.

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 account as required by law have been kept by the Company so far as it appears from our examination of those books;

(c) The Balance Sheet, the Statement of Profit and Loss (including Other comprehensive Income), Statement of Changes of Equity and Statement of Cash Flow Statement dealt with by this Report are in agreement with the books of account;



Phone: 22412213
22412526

J.P. Lakhota & Associates
CHARTERED ACCOUNTANTS

155A, Mukta Ram Babu Street
Kolkata -700007

(d) In our opinion, the aforesaid financial statements comply with the Ind AS specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;

(e) On the basis of the written representations received from the directors as on 31st March, 2022 and taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2022 from being appointed as a director in terms of Section 164 (2) of the Act;

(f) With respect to report on the adequacy of the Internal Financial Controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our Separate report in "Annexure -B".

(g) With respect to the matters to be included in the Auditor's Report in accordance with the requirements of Section 197(16) of the act as amended:

In our opinion and to the best of our information and according to the explanation given to us, the Company has not paid any remuneration to any of the Director under provision of Section 197 of the Act.

(h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

i. The Company does not have any pending litigations on its financial position in its financial statements.

ii. The Company does not have any material foreseeable losses.

iii. The Company does not require to transfer any amount to the Investor Education and Protection Fund.

iv.(a) The Management has represented, that to the best of their knowledge and belief no fund (which are material either individually or in aggregate) have been advances or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the company, to or in any other person or entity, including foreign entity ("intermediaries") with the understanding whether recorded in writing or otherwise that the intermediary shall, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company ("ultimate beneficiaries") or provide any guarantee, security or the like on behalf of the ultimate Beneficiaries.

(b) The Management has represented, that to the best of their knowledge and belief no fund (which are material either individually or in aggregate) have been received by the company from any person or entity, including foreign entities ("funding parties") with the understanding whether recorded in writing or otherwise that the Company shall, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding party ("ultimate beneficiaries") or provide any guarantee, security or the like on behalf of the ultimate Beneficiaries.

(c). Based on the Audit procedures performed that have been considered reasonable or appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representation under Sub Clause (i) and (ii) of rule 11(e) as provided under (iv) and (v) above, contain material misstatement.

v. The Company has not declared any dividend during the Year.

Place: Kolkata
Date: 30th May, 2022



For J.P. Lakhota & Associates
Chartered Accountants

J.P. Lakhota
Jagdish Prasad Lakhota
Proprietor

Firm Registration No. 312061E
Membership No. 050529
UDIN: 22050529AMFISQ2116

ANNEXURE 'A' TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 2 under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of M/s Kherapati Vanija Limited of even date)

The Annexure referred to in our Independent Auditors' Report to the members of the Company on the financial statements for the year ended 31st March 2022, we report that:

(To the best of our information and according to the explanations provided to us by the Company and the books of account and records examined by us in the normal course of audit, we state that:

- (i) In respect of Property Plant and Equipments
 - a. Company does not have any property plant and Equipments Therefore reporting under 3(i)(a) to 3(i)(f) is not applicable.
- (ii) In respect of Inventories
 - a. According to the information and explanation given to us and on the basis of our examination of the records of the Company does not have any inventory hence reporting under 3(ii) is not applicable.
- (iii) The Company has not provided any guarantee or security but has made investment in, and granted loans or advances in nature of loan, secured or unsecured to companies, firms, Limited Liability Partnerships, or other parties, during the year, in respect of which:
 - a. The Company is a Non-Banking Finance Company and Principal Business is to give Loans hence reporting under 3(a) of the report is not applicable.
 - b. In our opinion, the Investments made and the terms and conditions of the grant of loans or advances in nature of loan during the year are prima facie, not prejudicial to the Company's interest.
 - c. In respect of loans and advances in nature of loans granted by the Company terms and conditions do not stipulate any repayment schedule.
 - d. In respect of loans or advances in nature of loans granted by the Company, there is no overdue amount remaining outstanding as at the balance sheet date.
 - e. No loan or advances in nature of loan granted by the Company which has fallen due during the year, has been renewed or extended or fresh loans or advances in nature of loan granted to settle the overdue of existing loans or advances in nature of loan given to the same parties
 - f. The Company has granted loans or advances in nature of loans, Unsecured, to companies, firms, Limited liability Partnerships or any other parties which are repayable on demand or are without specifying any terms or period of repayment and the details of such loans or advances in nature of loan are being furnished hereinafter.



Loans repayable on demand or without specifying any terms or period of repayment

Aggregate Advances repayable on demand Interest (Rs.)	Loans repayable or inclusive of	% of total Loans or advances	Aggregate Loans granted to Promoters, related parties as defined in clause 2(76) of the Companies Act, 2013 – exclusive of Interest (Rs.)
1,78,75,177/-		33.12%	3,27,00,000/-

- (iv) The company is a Non-Banking Finance Company therefore provisions of Section 185 and 186 of the Companies Act 2013 is not applicable.
- (v) The company has not accepted any deposits or amounts which are deemed to be deposits. Accordingly, clause 3(v) of the Order is not applicable to the Company.
- (vi) The maintenance of cost records has not been specified by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013 for the business activities carried out by the Company. Accordingly, clause (vi) of the Order is not Applicable to the Company.
- (vii) a. According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted/ accrued in the books of account in respect of undisputed statutory dues including Goods and Services Tax, provident fund, employees state insurance, income tax, sales tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues have been regularly deposited during the year by the Company with appropriate authorities.
- b. According to the information and explanations given to us, no undisputed amounts payable in respect of Goods and Services Tax, provident fund, employees state insurance, income tax, sales tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues were in arrears as at 31st March, 2022 for a period of more than six months from the date they became payable.
- (viii) There were no transactions relating to previously unrecorded income that have been surrendered or disclosed as income during the year in tax assessments under the Income Tax Act, 1961 (43 of 1961).
- (ix) a. The Company has not defaulted in repayment of loans or other borrowings from any lender. Accordingly, clause 3(ix)(a) of the Order is not applicable to the Company.
- b. The company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.
- c. The Company has not taken any term loan during the Year.
- d. According to the information and explanations given to us and on an overall examination of the balance sheet of the Company we report that no funds raised on short-term basis have been used for long-term purposes by the Company.



- e. According to the information and explanations given to us and on an overall examination of the financial statements of the Company we report that the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries or associates as defined under the Act. The Company does not hold any investment in any joint venture (as defined under the Act) during the year ended 31st March, 2022
- f. According to the information and explanations given to us and procedures performed by us we report that the Company has not raised loans during the year on the pledge of securities held in its subsidiaries or associate companies (as defined under the Act). The Company does not hold any investment in any joint venture (as defined under the Act) during the year ended 31st March, 2022.
- (x) a. The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) during the year and Accordingly clause 3(x)(a) of the Order is not applicable to the Company.
- b. During the year, the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully or partly or optionally). Accordingly, clause 3(x)(b) of the Order is not applicable to the Company.
- (xi) a. Based on examination of the books and records of the Company and according to the information and explanations given to us considering the principles of materiality as outlined in the Standards on Auditing we report that no fraud by the Company or on the Company has been noticed or reported during the course of the audit.
- b. No report under sub-section (12) of section 143 of the Companies Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year
- c. The Company has not received the whistle blower complaints during the year. Accordingly, clause 3(xi)(c) of the Order is not applicable to the Company.
- (xii) According to the information and explanations given to us the Company is not a Nidhi Company. Accordingly, clause 3(xii) of the Order is not applicable to the Company.
- (xiii) In our opinion, the provisions of Section 177 is applicable to the Company and according to the information and explanations given to us the transactions with related parties are in compliance with Section 188 of the Act where applicable and the details of the related part transactions have been disclosed in the financial statements are required by the applicable accounting standards.
- (xiv) a. In our opinion the Company has an internal audit system commensurate with the size and nature of its business.
- b. The report of Internal Auditor for the period under audit has been considered by us.



Phone: 22412213
22412526

J.P. Lakhotia & Associates
CHARTERED ACCOUNTANTS

155A, Mukta Ram Babu Street
Kolkata - 700007

- (xv) In our opinion during the year the Company has not entered into any non-cash transactions with its Directors or persons connected with its directors and hence provisions of section 192 of the Companies Act, 2013 are not applicable to the Company.
- (xvi) a. The Company is registered under section 45-IA of the Reserve Bank of India Act, 1934.
- b. The Company has conducted Non- Banking Financial activities during the year.
- c. The Company is classified as Loan Company.
- d. According to the information and explanations provided to us during the course of audit the Group (as per the provisions of the Core Investment Companies (Reserve Bank) Directions 2016) does not have any CIC.
- (xvii) The company has not incurred cash losses during the financial year covered by our audit and the immediately preceding financial year.
- (xviii) There has been no resignation of the statutory auditors of the Company during the year. Accordingly, clause 3(xviii) of the Order is not applicable to the Company.
- (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 and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of audit report indicating that Company is not capable of the meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one, year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
- (xx) The provision of Corporate Social responsibility (CSR) is not applicable under the provision of section 135(6) of the Act. Accordingly, clause 3(xx) (a) and 3 (xx)(b) of the Order is not applicable to the Company.
- (xxi) The Company is not required to prepare consolidated financial statement under the provisions of the Act. Accordingly, clause 3(xxi) of the Order is not applicable to the Company.

Place: Kolkata
Date: 30th May, 2022



For, J. P. Lakhotia & Associates
Chartered Accountants

Jagdish
Jagdish Prasad Lakhotia
Proprietor
Firm Registration No. 312061E
Membership No. 050529
UDIN: 22050529AMFISQ2116

ANNEXURE "B" TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 1(f) under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of **Kherapati Vanijya Limited** of even date)

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

We have audited the internal financial controls over financial reporting of **KHERAPATI VANIJYA LIMITED** ("the Company") as of March 31, 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 Board of Directors of the Company is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor's Responsibility

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

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

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

Meaning of Internal Financial Controls Over Financial Reporting

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



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22412526

J.P. Lakhota & Associates
CHARTERED ACCOUNTANTS

155A, Mukta Ram Babu Street
Kolkata -700007

Inherent Limitation of Internal Financial Controls Over Financial Reporting

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

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial control system over financial reporting and such internal financial controls system over financial reporting were operating effectively as on 31st March, 2022 based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For, J. P. Lakhota & Associates
Chartered Accountants



Place: Kolkata
Date: 30th May, 2022

J. Prasad
Jagdish Prasad Lakhota
Proprietor
Firm Registration No. 312061E
Membership No. 050529
UDIN: 22050529AMFISQ2116

ANNEXURE TO THE AUDITOR'S REPORT

Separate Report in terms of Chapter II of the Master Direction - Non-Banking Financial Companies Auditors' Report (Reserve Bank) Directions, 2016

To,
The Board of Directors,
Kherapati Vanijya Limited
21, Strand Road,
Kolkata-700001

As required under Non-Banking Financial Companies Auditors' Report (Reserve Bank) Directions, 2016 and on the basis of information and explanation given to us, we report favorably on the matters specified in:

Para 3(A) that:

- 1) The Company is engaged in the business of Non-Banking Financial Institution and it has obtained a Certificate of Registration (CoR) from Reserve Bank of India.
- 2) On the basis of our examination of current year Balance Sheet and Statement of Profit and Loss we hereby report that company is entitled to continue to hold such certificate of registration in terms of its assets/income pattern as on 31st March, 2022.
- 3) The Company is meeting the required Net Owned Fund (NOF) requirements as laid down in Master Direction – Non-Banking Financial Company – Non-Systemically Important Non-Deposit Taking Company (Reserve Bank) Directions, 2016.

Para 3(C) that:

- 1) The Board of Directors has passed a resolution for Non-Acceptance of any Public Deposit.
- 2) The Company has not accepted any Public Deposit during the Financial Year ended 31st March, 2022.
- 3) The Company has complied with the prudential norms relating to income recognition, accounting standards, assets classification and provisioning for bad and doubtful debts as applicable to it in terms of Non-Banking Financial Company – Non-Systemically Important Non-Deposit Taking Company (Reserve Bank) Directions, 2016.
- 4) On the basis of our examination of current year Balance Sheet we report that the Company be classified based on its assets as **LOAN COMPANY** as defined in Non-Banking Financial Company – Non-Systemically Important Non-Deposit Taking Company (Reserve Bank) Directions, 2016.

Place: Kolkata
Date: 30.05.2022



For J. P. Lakhotia & Associates
Chartered Accountants

J.P. Lakhotia
Jagdish Prasad Lakhotia
Proprietor

Firm Registration No. 312061E
Membership No. 050529

UDIN: 22050529AMPISQ2116

KHERAPATI VANIJYA LIMITED
BALANCE SHEET AS ON 31st MARCH, 2022

(₹ in Hundreds)

PARTICULARS	Note No.	As at March 31, 2022		As at March 31, 2021
ASSETS				
(1) Financial Assets				
(a) Cash and Cash Equivalents	1	2,135		3,227
(b) Bank Balance other than above		-		-
(e) Loan	2	539,786		638,585
(f) Investments	3	3,000		13,196
(g) Other Financial Assets	4	30		30
			544,951	655,037
(2) Non-Financial Assets				
(b) Current tax asstes(Net)	5		21,415	15,010
TOTAL ASSETS :			566,366	670,047
LIABILITIES AND EQUITY				
LIABILITIES				
1. Financial Liabilities				
(a) Other Financial Liabilities	6		277	203
2. Non Financial Liabilities				
(a) Current Tax Liabilities (Net)	7		22,600	15,500
(a) Provisions	8		3,057	2,554
Total Liabilities			25,935	18,257
EQUITY				
(a) Equity Share Capital	9	135,000		285,000
(b) Other Equity	10	405,431		366,790
TOTAL EQUITY			540,431	651,790
TOTAL LIABILITY AND EQUITY:			566,366	670,047
The accompanying notes are in integral part of the financial statements				

For and on behalf of the Board

As per our report of even date
For J. P. LAKHOTIA & ASSOCIATES
Chartered Accountants

Pushpa Devi Bangur
Smt. Pushpa Devi Bangur
CEO

Sri Babu Lal Dhanuka
Sri Babu Lal Dhanuka
DIN: 00484041
(Director)

J P L
(JAGDISH PRASAD LAKHOTIA)
Proprietor

Vinita Bangur
Smt. Vinita Bangur
DIN : 01140985
(Director)

Ajit Kumar Jha
Sri Ajit Kumar Jha
CFO

Membership No. 050529
Firm Registration No. 312061E
UDIN :- 22050529AMFISQ2116
Place : Kolkata
Date : 30th May, 2022



Sneha Mundhra
Sneha Mundhra
Company Secretary

KHERAPATI VANIJYA LIMITED**IND AS STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31st MARCH, 2022**

(₹ in Hundreds)

PARTICULARS		Note No.	FOR THE YEAR ENDED MARCH 31, 2022	FOR THE YEAR ENDED MARCH 31, 2021
I	Revenue from operations	11		
	(1) Interest Income		69,445	70,311
	(2) Profit On Sale of Investments		535	
	Total Income (I)		69,980	70,311
II	Expenses			
	Employee benefits expense	12	21,020	21,085
	Provisions for Standard Assets		503	93
	Other Expense	13	3,933	8,124
	Total EXPENSES (II)		25,456	29,302
III	Profit before tax (I- II)		44,524	41,009
IV	Tax expense:			
	Current tax		11,500	11,100
	Current tax expense relating to prior period		(5,617)	265
V	Net Profit/(Loss) for the year (III-IV)		38,641	29,643
VI	Other Comprehensive Income			
	(i) Items that will not be reclassified subsequently to profit or loss		-	-
	(ii) Items that will be reclassified subsequently to profit or loss		-	-
	Other Comprehensive Income for the year (i)+(ii)		-	-
	Total Comprehensive Income for the Year (V) + (VI)		38,641	29,643
VI	Earnings per equity share:	14		
	(1) Basic		2.86	2.20
	(2) Diluted		2.86	2.20
	The accompanying notes are integral part of financial statements			

For and on behalf of the Board

As per our report of even date
For J. P. LAKHOTIA & ASSOCIATES
Chartered Accountants

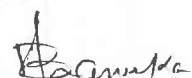

(JAGDISH PRASAD LAKHOTIA)
Proprietor

Membership No. 050529
Firm Registration No. 312061E
UDIN :- 22050529AMFISQ2116
Place : Kolkata
Date : 30th May, 2022

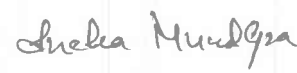



Smt. Pushpa Devi Bangur
CEO


Smt. Vinita Bangur
DIN : 01140985
(Director)


Sri Babu Lal Dhanuka
DIN: 00484041
(Director)


Sri Ajit Kumar Jha
CFO

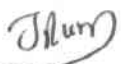

Sneha Mundhra
Company Secretary

KHERAPATI VANIJYA LIMITED

Cash Flow Statement for the year ended 31st March,2022

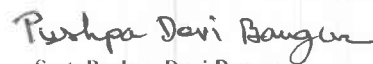
Particulars	2021-22		2020-21	
	Amount (Rs.)	Amount (Rs.)	Amount (Rs.)	Amount(Rs.)
A CASH FLOW FROM OPERATING ACTIVITIES				
Net Profit Before Tax		44,524		41,009
Adjustments for:				
Profit on sale of Investments	-535		-	
Provision for Standard Assets	503		9,293	
		-32		93
Operating Profit before Working Capital Changes		44,492		41,102
Adjustments for:				
Increase/(Decrease) in Other Current Liabilities	74		(492)	
(Increase)/ Decrease in Short Term Loans and Advances	98,799		(17,382)	
Increase/(Decrease) in Payables	-	98,873	-	(17,874)
Cash generated from operations		143,365		23,228
Income Tax paid		-1,217		21,065
Net Cash flow from Operating activities		144,582		2,162
B CASH FLOW FROM INVESTING ACTIVITIES				
Sale of Investments		10,731		-
Net Cash used in Investing activities		10,731		-
C CASH FLOW FROM FINANCING ACTIVITIES				
Redemption of Preference Share		-150,000		-
Increase in Current Tax Assets		-6,404		-
Net Cash used in financing activities		-156,404		-
Net increase in cash & Cash Equivalents		-1,092		2,162
Opening Cash and Cash equivalents		3,227		1,064
Closing Cash and Cash equivalents		2,135		3,227
Statement of Cash and Cash Equivalents.				
Cash in Hand	447		150	
Balance at Bank	1,688	2,135	3,077	3,227

As per our report of even Date
for **J. P. LAKHOTIA & ASSOCIATES**
Chartered Accountants

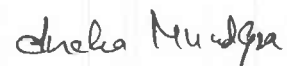

(**JAGDISH PRASAD LAKHOTIA**)
Proprietor

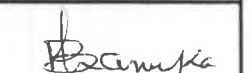
Membership No. 050529
Firm Registration No. 312061E
UDIN :- 22050529AMFISQ2116
PLACE : KOLKATA
Dated : 30th May, 2022




Smt. Pushpa Devi Bangur
CEO


Smt. Vinita Bangur
DIN : 01140985
(Director)


Sneha Mundhra
Company Secretary


Sri Babu Lal Dhanuka
DIN: 00484041
(Director)

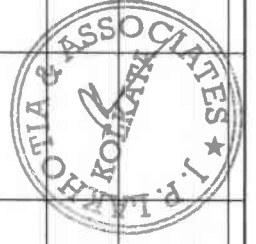

Sri Ajit Kumar Jha
CFO

STATEMENT OF CHANGES IN EQUITY

KHERAPATI VANIJYA LIMITED

A. EQUITY SHARE CAPITAL		(Rs In Hundreds)	
For the Financial Year 2021-22		Balance at the end of the reporting period i.e. 31st March, 2022	
Balance at the beginning of the reporting period i.e. 1st April, 2021	Changes in equity share capital due to prior period errors	Restated Balance at the end of the reporting period i.e. 31st March, 2022	Changes in equity share capital during the year 2021-22
135,000	-	-	-
A. EQUITY SHARE CAPITAL			
(1) Previous Reporting period		(Rs In Hundreds)	
Balance at the beginning of the reporting period i.e. 1st April, 2020		Balance at the end of the reporting period i.e. 31st March, 2021	
135,000	-	-	-

	Reserve and Surplus										(Rs In Hundreds)				
	(1) Current reporting period	Share app. money pending allotment	Equity component of compound financial instruments	Capital Redemption reserve	Securities Premium Reserve	General Reserve	Special Reserve as per RBI Guidelines	Retained Earnings	Debt instruments through other comprehensive income	Equity Instruments through other comprehensive income		Effective Portion of Cash Flow Hedges	Revaluation surplus	Exchange differences on translating the financial statements of a foreign operation	Other Comprehensive Income
Balance at the beginning of the reporting period i.e. 1st April 2021	-	-	-	-	-	172,856	62,184	131,750	-	-	-	-	-	-	366,790
Changes in Accounting policy/ prior period errors	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Restated balance at the beginning of the current reporting period	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Total Comprehensive Income for the year	-	-	-	-	-	-140,000	8,000	(18,000)	-	-	-	-	-	-	-
Dividends	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Transfer to / (from) retained earnings	-	-	-	150,000	-	-	-	-	-	-	-	-	-	-	-
Surplus in the Statement of profit and loss	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Balance at the end of the reporting period i.e. 31st March 2022	-	-	-	150,000	-	32,856	70,184	152,391	-	-	-	-	-	-	405,431



OTHER EQUITY										(Amount in Rs)				
(1) Previous reporting period					Reserve and Surplus					Total				
Particulars	Share app. money pending allotment	Equity component of compound	Capital reserve	Securities Premium Reserve	General Reserve	Special Reserve as per RBI	Retained Earnings	Debt instruments through other comprehensive	Equity Instruments through other	Effective Portion of Cash Flow Hedges	Revaluation surplus	Exchange differences on translating the	Other Comprehensive Income	
Balance at the beginning of the reporting period i.e. 1st April 2021	-	-	-	-	162,856	56,202	118,089	-	-	-	-	-	-	337,147
Changes in Accounting policy/ prior period errors	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Restated balance at the beginning of the current reporting period	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Total Comprehensive Income for the year	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Dividends	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Transfer to / (from) retained earnings	-	-	-	-	10,000	5,982	(15,982)	-	-	-	-	-	-	-
Surplus in the Statement of profit and loss	-	-	-	-	-	-	29,643	-	-	-	-	-	-	29,643
Balance at the end of the reporting period i.e. 31st March 2022	-	-	-	-	172,856	62,184	131,750	-	-	-	-	-	-	366,790



KHERAPATI VANLIYA LIMITED
NOTES FORMING PART OF ACCOUNTS FOR THE YEAR ENDED 31ST MARCH, 2022

(₹ in Hundreds)

AS AT 31-03-2021

Particulars	AS AT 31-03-2022	AS AT 31-03-2021
NOTE : 1 : CASH AND CASH EQUIVALENTS		
Cash on Hand	446.53	149.50
Balances with Bank		
-In Current Accounts	1,688.02	3,077.10
Total Cash and Cash Equivalents	2,134.55	3,226.60

	31.03.2022				31.03.2021							
	Amortised Cost	At Fair Value	Sub-total	Total	Amortised Cost	At Fair Value	Sub-total	Total				
	(1)	(2)	(3)	(4)	(5= 2 + 3 + 4)	(6 = 1 + 5)	(7)	(8)	(9)	(10)	(11= 8 + 9 + 10)	(12 = 7 + 11)
(A) Loans												
(i) Bills Purchased and Bills Discounted												
(ii) Loans repayable on Demand	178.752					178.752						
(iii) Term Loans												
(iv) Leasing												
(v) Factoring												
(vi) Others	361.034					361.034	638.585				638.585	638.585
Total (A) - Gross	539,786				0	539,786	638,585				638,585	638,585
Less: Impairment loss allowances												
Total (A) - Net	539,786					539,786	638,585				638,585	638,585
(B) (i) Secured by tangible assets												
(ii) Secured by intangible assets												
(iii) Covered by Bank/Government Guarantees												
(iv) Unsecured	539,786					539,786	638,585				638,585	638,585
Total (b) - Gross	539,786					539,786	638,585				638,585	638,585
Less: Impairment loss allowances												
Total (b) - Net	539,786					539,786	638,585				638,585	638,585
(C) (i) Loans in India												
(i) Public Sector												
(ii) Others (to be specified)	539,786					539,786	638,585				638,585	638,585
Total (c) - Gross	539,786					539,786	638,585				638,585	638,585
Less: Impairment loss Allowance												
Total (c) (I) - Net	539,786					539,786	638,585				638,585	638,585
(C) (II) Loans outside India												
Less: Impairment loss Allowance												
Total (c) (II) - Net												
Total (c) (I) and C (II)	539,786					539,786	638,585				638,585	638,585

The Classification of Loans under the RBI guidelines as under:

(i) Standard Assets	-	539,786	638,585
(ii) Sub-standard Assets	-	-	-
(iii) Doubtful assets	-	-	-
(iv) Loss Assets	-	-	-

KHERAPATI VANIJYA LIMITED // NOTES FORMING PART OF ACCOUNTS FOR THE YEAR ENDED 31ST MARCH, 2022

(₹ in Hundreds)

NOTE : 3 : NON-CURRENT INVESTMENTS

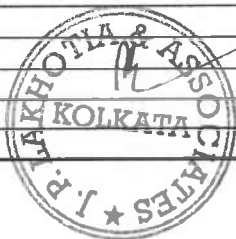
(All Quoted unless otherwise Specified)

UNQUOTED

	31.03.2022				31.03.2021				Total			
	Ammortised Cost	At Fair Value	Through profit or loss	Designated at fair value through profit or loss	Sub-total	Total	Ammortised Cost	Through other Comprehensive Income		Through profit or loss	Designated at fair value through profit or loss	Sub-total
(A)	(1)	(2)	(3)	(4)	(5 = 2 + 3 + 4)	(6 = 1 + 5)	(7)	(8)	(9)	(10)	(11 = 8 + 9 + 10)	(12 = 7 + 11)
Mutual Funds												
1) HDFC Low Duration Fund							10.196					10.196
Government Securities												
Other Approved Securities												
Debt Securities												
Equity Instruments												
1) Wind Power Vinimay (P) Ltd.	3,000					3,000	3,000					3,000
Subsidiaries												
Associate												
Joint Ventures												
Others												
Total (A) - Gross	3,000					3,000	13,196					13,196
(i) Investments outside India												
(ii) Investments in India	3,000					3,000	13,196					3,000
Total (B)	3,000					3,000	13,196					3,000
Total (A) to tally with Total (B)	3,000					3,000	13,196					3,000
Less: Allowance for impairment												
Loss (C)												
Total - Net D = (A) - (C)	3,000					3,000	13,196					3,000



KHERAPATI VANIJYA LIMITED // NOTES FORMING PART OF ACCOUNTS AS ON 31st MARCH 2022				(₹ in Hundreds)	
		AS AT 31-03-2022		AS AT 31-03-2021	
NOTE : 4: OTHER FINANCIAL ASSETS		Non-Current Portion	Current Portion	Non-Current Portion	Current Portion
Security Deposits with BSNL		30		30	
		30.00		30.00	
NOTE : 5: OTHER NON-FINANCIAL ASSETS		Non-Current Portion	Current Portion	Non-Current Portion	Current Portion
Advance Income Tax			10,510		6,510
Tax Deducted at Source			10,905		8,500
Interest Receivable					
		-	21,415	-	15,010
Particulars		AS AT 31-03-2022		AS AT 31-03-2021	
NOTE : 6 : OTHER FINANCIAL LIABILITIES					
Audit Fees Payable			277		177
TDS on Salary			-		20
Professional Tax Payable			-		6
Total Other Financial Liabilities			277		203
NOTE : 7 : CURRENT TAX LIABILITIES					
Provision for Income Tax			22,600		15,500
Total Current Tax Liabilities			22,600		15,500
NOTE : 8 : MOVEMENT IN PROVISIONS					
Provision for Standard Assets				2,461.41	
Balance as at 1st April 2020				-	
Provision Utilised				-	
Provision Reversed				-	
Provision Created				93	
Balance as at 31st March ,2021				2,554	
Provision Utilised				-	
Provision Reversed				-	
Provision Created				503	
Balance as at 31st March ,2022				3,057	
		AS AT 31-03-2022 (₹ in Hundreds)		AS AT 31-03-2021 (₹ in Hundreds)	
		Number	Amount	Number	Amount
NOTE : 9 : SHARE CAPITAL					
The reconciliation of Equity Shares outstanding at the beginning of the year and end of the year					
Authorised:-					
Equity Shares of Rs. 10/- each		1,500,000	150,000	1,500,000	150,000
0.50% Non-Cumulative Redeemable					
Preference Shares of Rs.100/- each		150,000	150,000	150,000	150,000
			300,000		300,000
Issued, Subscribed and Fully Paid up					
Equity Shares of Rs. 10/- each		1,350,000	135,000	1,350,000	135,000
0.50% Non-Cumulative Redeemable Preference					
Shares of Rs.100/- each			-	150,000	150,000
Terms/Rights attached to Equity Shares					
The Ordinary Shares of the Company , having Par Value of Rs. 10/- per shares , rank Pari Passu in all respects including Voting Rights and entitlement of Dividend.					
The company has not issued any securities convertible into equity /preference shares during the year under review.					
Total Issued, Suscribed, and Fully Paid -Up Share Capital			135,000		285,000
(a) The Details of Shareholders holding more than 5% shares:					
Name of the Shareholder :	No. of Shares	% Held	No. of Shares	% Held	
Sri Purushottam Dass Bangur	241,200	17.87	241,200	17.87	
Gopal Das Bangur (HUF)	187,750	13.91	187,750	13.91	
Smt. Pushpa Devi Bangur	181,500	13.44	181,500	13.44	
Purushottam Dass Bangur (HUF)	135,000	10.00	135,000	10.00	
Sri Hemant Bangur	92,000	6.81	92,000	6.81	
Smt. Vinita Bangur	80,000	5.93	80,000	5.93	
Credwyn Holdings (India) Pvt Ltd.	85,350	6.32	85,350	6.32	
Carwin Trading (P) Ltd.	269,000	19.93	269,000	19.93	



(b) Reconciliation of the Number of Shares and Amount Outstanding at the Beginning and at the End of the Year

	Number	Amount
Equity shares		
As at 1st April 2021	1,350,000	135,000
Issued During the Year		-
As at 31st March 2022	1,350,000	135,000
Preference shares		
As at 1st April 2021	150,000	150,000
Issued During the Year		-
Less: Redemption During The Year	150,000	150,000
As at 31st March 2022	-	-

(C) The Company has only one class of shares i.e equity shares having par Value of Rs. 10/- and redeemed preference share during the Year .Each holderof equity shares is entitled to one vote per share held and dividend is in proportion to share held. In the event of Liquidation , an equity shareholders are eligible to receive the remaining assets of the company after payment of all preferential amounts in proportion to their shareholding.

(D) The company has not reserved any shares for issue under options and contract.

(E) The Company during the preceeding 5 Years:-
 has not allotted shares pursuant to contracts without payment received in cash.
 has not allotted shares as fully paid up by way of bonus shares
 has not bought back any shares.

(F) The Company has not converted any securities into equity shares/preference shares during the above financial years.

(G) There are no calls unpaid including by directors/officers of the company.

(H) The Company has not forfeited any shares during thre Financial Years.

(I) Shares Held by Promoters at the End of the Year

Promoter Name	No. of Shares	% of Total Shares	% of Change during the Year
(1) Sri Purushottam Dass Bangur	241,200	17.87	-
(2)Gopal Das Bangur (HUF)	187,750	13.91	-
(3) Smt. Pushpa Devi Bangur	181,500	13.44	-
(4) Purushottam Dass Bangur (HUF)	135,000	10.00	-
(5) Sri Hemant Bangur	92,000	6.81	-
(6) Smt. Vinita Bangur	80,000	5.93	-
(7) Credwyn Holdings (India) Pvt. Ltd.	85,350	6.32	-

NOTE : 10 : OTHER EQUITY

(a) Statutory Reserve as per 45-IC			
Opening Balance	62,184		56,202
Add : Transfer from Retained Earnings	8,000		5,982
Closing Balance		70,184	62,184
(b) General Reserve			
Opening Balance	172,856		162,856
Add : Addition made during the Year	10,000	182,856	10,000
Less: Capital Redemption Reserve		150,000	
Closing Balance		32,856	172,856
(c) Capital Redemption Reserve		150,000	-
(d) Profit and Loss Account/ Retained Earnings			
Opening Balance		131,749	118,088
Add: Surplus in the Statement of Profit and Loss		38,641	29,643
Less :		170,390	147,731
Transfer to Statutory Reserve		8,000	5,982
Transfer to General Reserve		10,000	10,000
Transfer to Provision for Non Performing Asset		-	-
Closing Balance		152,390	131,749
Total Other Equity		405,431	366,790



Statutory Reserve

Statutory Reserve represents the Reserve Fund created Under Section 45-IC of the Reserve Bank Of India Act. 1934. Accordingly an amount representing 20% of Profit for the Period is transferred to the fund for the Year

General Reserve

This Reserve is created by an appropriation from oncomponent of equity (generally Profit & Loss /Retained Earnings) to another,not being on item of other comprehensive Income. The same can be utilised in accordance with the Provisions of the Companies Act .2013.

Profit & Loss / Retained Earnings

This Reserve represents the cumulative profit of the Company. This Reserve can be utilised in accordance with the provisions of the Companies Act,2013

Capital Redemption Reserve (Capital Statutory Reserve)

This Reserve represents the Reserve Fund created Unser Section 69 of the companies Act .2013 . Accordingly an amount equal to the nominal value of the Preference Share redeemed capital is transferred to the fund. The Same can be utilised in accordance with the Provisions of the Companies Act. 2013

	For The Year Ended	For The Year Ended
	31-Mar-22	March 31, 2021
NOTE : 11 : REVENUE FROM OPERATIONS		
Interest Income	69,306	69,921
Interest on Income Tax refund	139	100
Profit on Sale of Investments	535	289
	<u>69,980</u>	<u>70,311</u>
NOTE : 12 : EMPLOYEE BENEFITS EXPENSES		
Salaries and Allowances	21,020	21,085
TOTAL	<u>21,020</u>	<u>21,085</u>
NOTE : 13 : OTHER EXPENSES		
(a) Other Administrative Expenses:		
Advertisement	23	69
Bank charges	13	-
CDSL Charges	49	49
Computer Maintainence	66	64
Conveyance Charges	309	211
Electricity Expenses	-	2
Filing Fees	54	38
General Expenses	374	175
GST Expenses	179	660
E-Voting Charges	63	-
Legal Expenses	-	3,300
Listing Fees	500	-
NSDL Charges	150	-
Postage & Stamps	28	85
Printing & Stationery	123	293
Professional Fees	416	255
Professional Tax	25	25
Rates & Taxes	22	22
Share Transfer Registrar Charges	150	200
Telephone Charges	119	182
Travelling Expenses	905	2,240
Website Maintenance Charges	90	79
(b) Payment to Statutory Auditor		
Auditor's Remuneration	277	177
TOTAL	<u>3,933</u>	<u>8,124</u>
NOTE:14: EARNING PER SHARE		
	2021-2022	2020-2021
(I) Net Profit after tax as per statement of Profit and Loss attributable to Equity shareholders	38,641	29,643
(ii) Weighted Average number of equity shares used as denominator for calculating EPS	1,350,000	1,350,000
(iii) Earning Per share		
Basic	2.86	2.20
Diluted	2.86	2.20
(iv) Face Value per Equity share (Rs.)	Rs. 10/-	Rs. 10/-



KHIERAPATI VANIJYA LIMITED // NOTES FORMING PART OF ACCOUNTS FOR THE YEAR ENDED 31ST MARCH, 2022 (₹ in Hundreds)

NOTE : 15 RELATED PARTY DISCLOSURE

As per Ind AS - 24, the disclosure of transaction with related parties are given below:-

Name of the related Party	Relationship	31 March, 2022	31 March, 2021
Bombay Agency Company (P) Ltd.	Group Company	57,612	84,283
Joonktolee Tea & Industries Ltd.	Group Company	361,034	472,590
Madhav Trading Corporation Limited	Group Company	34,875	-
Interest Received			
The Cambay Investment Corporation Limited	Group Company	-	480
Madhav Trading Corporation Ltd.	Group Company	972	-
Bombay Agency Company (P) Ltd.	Group Company	8,458	10,036
Joonktolee Tea & Industries Ltd.	Group Company	36,323	44,942
Loan Given			
Joonktolee Tea & Industries Ltd.	Group Company	243,000	
Madhav Trading Corporation Ltd.	Group Company	34,000	160,000
Repayment of Loan			
The Cambay Investment Corporation Limited	Group Company	-	10,183
The Bombay Agency (P) Ltd.	Group Company	34,283	35,800
Joonktolee Tea & Industries Ltd.	Group Company	387,247	34,307
Redemption of Preference Shares (During the Year)			
Pushpa Devi Bangur	KMP	83,000	-
Hemant Bangur	Relative of KMP	25,000	-
Gopal Das Bangur HUF	Group Entity	17,000	-
Purushottam Dass Bangur HUF	Group Entity	25,000	-
Salary			
Pushpa Devi Bangur	Chief Executive Officer	-	-
Ajit Kumar Jha	Chief Financial Officer	9,504	8,624
Sneha Mundhra	Company Secretary	1,440	1,440

Note : Related Party Transactions, if any, are in the Ordinary course of Business and on arm's length basis

	For The Year Ended 31/03/2022	For The Year Ended 31/03/2021
NOTE : 16		
Contingent Liabilities not provided for :	Nil	Nil
Note: 17		
Commitments:	Nil	Nil
Note: 18		
Dividend proposed to be distributed to:-		
a)Equity Shareholders	Nil	Nil
b)Preference Shareholders Shares	Nil	Nil
c)Arrears of fixed cumulative dividends on Preference Shares	Nil	Nil
Note: 19		
a)Dividends from Subsidiary Companies	N.A	N.A.
b)Provisions For losses of Subsidiary Companies	N.A	N.A.
Note :20 Capital Work in Progress	Nil	Nil
Note: 21 Intangible Assets under Development	Nil	Nil

Note: 22

Loans and Advances to Related Parties that are repayable on demand

Type of Borrower	Amount of loan or advance in the nature of loan outstanding	Percentage to the total Loans and Advances in the nature of loans	Amount of loan or advance in the nature of loan outstanding	Percentage to the total Loans and Advances in the nature of loans
Promoters				
Directors				
KMPs				
Related Parties	453,521	84.02%	556,873	87.20%

NOTE : 23

Earning in Foreign Exchange : Nil

NOTE : 24

Expenditure in Foreign Currency : Nil

Note : 25

The Company has only one line of business i.e. Non banking Financial Activities. There are no separate reportable segments as per Ind AS 108.

Note : 26

Employee Benefits: The Company has not accounted for gratuity and other Long Term and Short Term retirement benefits payable to the employees



Note: 27

Disclosure required under Section 22 of the Micro Small and Medium Enterprises Development Act, 2006 : The Company is in the process of identifying the Micro Small and Medium Enterprises Development Act, 2006. In this process has given notice to all its payables to inform whether any of them are registered under the said Act. The Company has not yet received any information about such registrations. Such information will be provided as and when confirmation is received from them.

Note : 28 Additional Regulatory Information :-

(i) Title deeds of immovable properties not held in the name of the company

The company does not have any immovable property hence the question of title deed does not arise

(ii) Capital-Work-in Progress (CWIP)

Not Applicable

(iii) Intangible assets under development

The company does not have any intangible assets

(iv) Details of Benami Property held

The company does not have any Benami Property

(v) Willful Defaulter and end use of Funds

The Company has not been declared wilful defaulter by any of the Regulatory authority.

(vi) Relationship with Struck off Companies

The company does not have any transaction with struck off companies

(vii) Registration of charges or satisfaction with Registrar of Companies (ROC)

The company has not created any charge on its assets

(viii) Compliance with number of layers of companies

The Company does not have any layers as prescribed under clause (87) of section 2 of the Act read with Companies (Restriction on number of layers) Rules, 2017.

(ix) Following Ratios shall be disclosed

(a) Capital to risk- weighted assets ratio (CRAR)

(b) Tier I CRAR

(c) Tier II CRAR

(d) Liquidity Coverage Ratio *

(e) Solvency (Ratios) undisclosed Income CSR

	Numerator	Denominator	Current Period	Previous Period	% Variance
(a) Capital to risk- weighted assets ratio (CRAR)	13,500,000	54,281,578	24.87	20.71	4.16
(b) Tier I CRAR	42,353,836	54,281,578	78.03	56.27	21.76
(c) Tier II CRAR	294,594	54,281,578	0.54	23.40	-22.86
(d) Liquidity Coverage Ratio *	213,455	146,243	145.96	1,937.66	-1,791.70

*Variance in excess of 25% is due to redemption of Mutual Fund Units

(x) Compliance With approved Scheme(s) of Arrangements

The company has not entered into any scheme in terms of sections 230 to 237 of the Companies Act, 2013.

(xi) Utilisation of Borrowed funds and share premium

The Company has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:

(i) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries); or

(ii) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries

The Company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:

(a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries); or

(b) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries,

(xii) Crypto currency or virtual currency

The Company has not traded or invested in crypto currency or virtual currency during the current financial year.

(xiii) Revaluation of Assets

The Company does not have any Property, Plant and Equipment. Therefore, revaluation of assets is not required.

(xiv) Undisclosed Income

The Company has not entered into any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income

(xv) Corporate Social Responsibility

The Company is not covered under Section 135 of the Companies Act, 2013 and the Rules framed thereunder.

Note: 29: Previous years figures have been regrouped/rearranged wherever necessary. All amounts are converted into Indian Hundred Rupees whereas unit of measurement are in absolute figures. Further, approximation is due to decimal.

Note: 30: Particulars required under Para 18 of the Master Direction Non-Banking Financial Company -Non-Systemically Important Non - Deposit Taking Company (Reserve Bank) Directions, 2016 are given in the annexure appended hereto.

Note 31:- The MCA Vide notification dated 24/03/2021 has amended Schedule III of the Companies Act, 2013 in respect of Certain disclosure which are applicable from 01/04/2021. The Company has incorporated changes as per the said amendment in the above statements and also changes comparative numbers where applicable.

For and on behalf of the Board

As per our report of even date

For : J. P. LAKHOTIA & ASSOCIATES
Chartered Accountants

Pushpa Devi Bangur
Smt. Pushpa Devi Bangur
CEO

Sri Babu Lal Dhanuka
Sri Babu Lal Dhanuka
DIN: 00484041
(Director)

J.P. Lakhotia
(JAGDISH PRASAD LAKHOTIA)
Proprietor



Vinita Bangur
Smt. Vinita Bangur
DIN : 01140985
(Director)

Ajit Kumar Jha
Sri Ajit Kumar Jha
CFO

Membership No. 050529
Firm Registration No. 312061E
Place : Kolkata
Date : 30th May, 2022

Sneha Mundhra
Sneha Mundhra
Company Secretary

NOTES ANNEXED TO AND FORMING PART OF BALANCE SHEET AS AT 31st March, 2022 AND PROFIT & LOSS STATEMENT FOR THE YEAR ENDED ON THAT DATE

A. CORPORATE INFORMATION

Kherapati Vanijya Limited is a Non- Banking Financial Company incorporated on 21st May 1982 under the Companies Act, 1956. The Company is listed in the Calcutta Stock Exchange Limited.

B. SIGNIFICANT ACCOUNTING POLICIES

1. Basis of Accounting

The financial statements of the company have been prepared in accordance with the Indian Accounting Standards (Ind AS) to comply with accounting standards specified under section 133 of the Companies Act, 2013 and the relevant provisions of the Companies Act, 2013 as applicable.

2. Revenue Recognition

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the company and the revenue can be reliably measured. In addition, the following criteria must also be met before revenue is recognized:

- Interest and other dues are accounted on accrual basis except in the case of non-performing loans where it is recognized upon realization, as per the income recognition and asset classification norms prescribed by the RBI.

3. Use of Estimates

The preparation of Financial Statements in conformity with Indian GAAP requires the management to make estimates and assumptions considered in the reported amounts of assets and liabilities (including contingent Liabilities) and the reported income and expenses during the year. The management believes that the estimates used in the preparation of financial statements are prudent and reasonable. Future results could differ due to these estimates and the difference between the actual results and estimates are recognized in the years in which the results are known and materialized.

4. Investments

Non-Current Investment are valued at cost.

5. Employment Benefits

The Company is not covered under the Payment of Gratuity Act, 1972. However, the Company voluntarily pays gratuity to its employees and accruing liability for same is determined on the basis of 15 days salary divided by 26 days for each year of completed service or part thereof in excess of six months.

Leave Encashment

Accumulated Leave un-availed to the extent allowed to be carried forward is provided on the basis of basic salary last drawn. Accumulated compensated absences which are expected to be availed or encashed within 12 months from the end of the year are treated as Short Term employee benefits and the balance expected to be availed or encashed or contributed beyond 12 months from the year end are treated as long term liability.

6. Taxes on Income

- a) Current tax is the amount payable on the taxable income for the year determined in accordance with the provisions of the Income Tax Act, 1961.
- b) Deferred tax is recognized on timing differences; being the differences between the taxable incomes and accounting income that originate in one period and are capable of reversal in one or more subsequent periods. Deferred tax assets subject to the consideration of prudence are recognized and carried forward only to the extent that there is a reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized.



7. Earnings per Share

The Company reports basic and diluted earnings per share in accordance with Indian Accounting Standards-33, *Earnings per Share*, issued by the Institute of Chartered Accountants of India. Basic earnings per equity share have been computed by dividing net profit after tax by the weighted average number of equity shares outstanding for the period.

8. Provisions and Contingencies

Provision against Loans

- Provisions is made in accordance with the RBI guidelines applicable to non- performing loans. In addition, Provision is made in accordance with the Provisioning policy of the company against non- performing loans.
- A general provision is made on the outstanding Standard Assets in accordance with the RBI guidelines.

Other Provisions

- A Provision is recognized when the company has a present obligation as a result of Past events and it is probable that an outflow of resources will be required to settle the obligation in respect of which a reliable estimate can be made. Provisions (excluding retirement benefits) are not discounted to their present value and are determined based on the best estimate required to settle the obligation as at the Balance Sheet date. These are reviewed at each Balance Sheet date and adjusted to reflect the current best estimates. Contingent liabilities are disclosed separately.

9. Segment Reporting

The Company Operates Solely in one Geographic Segment and hence no separate information for Geographic segment wise disclosure is required.

10. Previous year figures have been rearranged or recast wherever necessary, however the same are not strictly comparable with that of the current year as the previous year.

11. Cash and cash equivalents

Cash and Cash Equivalents comprise cash and cash-on-deposit with banks and financial institutions. The Company considers all highly liquid investments with a remaining maturity at the date of purchase of three months or less and that are readily convertible to known amounts of cash to be cash equivalents

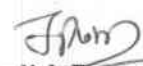
12. Cash Flow Statement

Cash flows are reported using the indirect method, whereby profit before tax is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the Group are assigned.

Place: Kolkata
Date: 30th May, 2022



For, J. P. Lakhotia & Associates
Chartered Accountants


Jagdish Prasad Lakhotia
Proprietor

Firm Registration No. 312061E

Membership No. 050529

UDIN :- 22050529AMFISQ2116

KHERAPATI VANIJYA LIMITED

ANNEXURE (Referred to in Note 30 of the Financial Statements)

SCHEDULE TO THE BALANCE SHEET OF A NON-DEPOSIT TAKING NON-BANKING FINANCIAL COMPANY

(Rs. in Lacs)

Particulars		Amount	
		Amount Outstanding	Amount Overdue
Liabilities Side :			
(1)	loans and advances availed by the NBFCs inclusive of interest accrued thereon but not paid		
a)	Debentures :		
	Sesured	NIL	NIL
	Unsecured (More than falling within the meaning of Public Deposit)	NIL	NIL
b)	Deferred Credits	NIL	NIL
c)	Term Loans	NIL	NIL
d)	Inter-Corporate Loans and borrowing	NIL	NIL
e)	Commercial Paper	NIL	NIL
f)	Public Deposits	NIL	NIL
g)	Other Loans (Specify nature)	NIL	NIL
Assets Side :			
(2)	Break-up of Loans and Advances including Bills receivables [other than those included in (4) below] :		
a)	Secured	NIL	
b)	Unsecured (Net of Provisions)	539.79	
(3)	Break-up of Leased Assets and stock on hire and hypothecation loans Counting towards EI/HP activities		
i)	Lease assets including lease rentals under Sunday debtors :		
a)	Financial Lease	NIL	
a)	Operating Lease	NIL	
ii)	Stock on hire including hire charges under Sundry Debtors :		
a)	Assets on hire	NIL	
b)	Repossessed Assets	NIL	
iii)	Hypothecation loans counting towards EL/HP activities :		
a)	Loans where assets have been repossessed	NIL	
b)	Loans other than (a) above	NIL	
(4)	Break-up of Investments :		
	Current Investments :		
1.	Quoted :		
(i)	Shares : (a) Equity		
	(b) Preference		
(ii)	Debentures and Bonds	NIL	
(iii)	Units of mutual Funds	NIL	
(iv)	Government Securities	NIL	
(v)	Other (please specify)	NIL	
2.	Unquoted :		
	Shares: (a) Equity	NIL	
	(b) Preference	NIL	
(ii)	Debentures and Bonds	NIL	
(iii)	Units of mutual Funds	NIL	
(iv)	Government Securities	NIL	
(v)	Other (please specify)	NIL	
	Long Term Investment :		
1.	Quoted :		
(i)	Shares : (a) Equity		
	(b) Preference		
(ii)	Debentures and Bonds	NIL	
(iii)	Units of mutual Funds	NIL	
(iv)	Government Securities	NIL	
(v)	Other (please specify)	NIL	



KHERAPATI VANIJYA LIMITED

2. Unquoted :			
Shares : (a) Equity		3.00	
(b) Preference		NIL	
(ii) Debentures and Bonds		NIL	
(iii) Units of mutual Funds		NIL	
(iv) Government Securities		NIL	
(v) Other (please specify)		NIL	
(5) Borrower group-wise classification of all leased assets, Stock-on-hire and Loans and Advances			
Category	Amount Net of Provisions		
	Secured	Unsecured	Total
Related Parties			
a) Subsidiaries	NIL	NIL	NIL
b) Companies in the same group	NIL	453.52	453.52
c) Other related parties	NIL	NIL	NIL
2 . Other than related parties	NIL	86.27	86.27
Total :		539.79	539.79
(6) Investor group-wise classification of all investments (Current and Long Term) in shares and Securities (both quoted and unquoted)			
Category		Market Value/ Break up or Fair value or NAV	Book Value(Net of Provisions
1 Related Parties			
a) Subsidiaries		NIL	NIL
b) Companies in the same group		NIL	NIL
c) Other related parties		NIL	NIL
2 Other than related parties		3.00	3.00
Total :		3.00	3.00
(7) Other Information			
Particulars			Amount
(i) Gross Non-Banking Assets			539.79
a) Related Parties			453.52
b) Other than related parties			86.27
(ii) Net Non-Performing Assets			NIL
a) Related Parties			NIL
b) Other than related parties			NIL
(iii) Assets acquired in satisfaction of Debt			NIL
Notes :			
1 Investments in unquoted shares (Balance Sheet as at 31st March, 2022 not received) has been shown at their book Value.			



ANNEXURE II

Name of the Company:

RBI CERTIFICATE NO.: 05-00621 Dated 04/03/1998

Calculation of Financial & Non Financial Assets for the Year ended 31.03.2022

(Amount in crore of rupees)

Particulars	Assets as on 31st March, 2022	% of Total Assets as on 31st March, 2022
A. Financial Assets:		
1. Investments	0.0300	0.53
2. Loans & Advances	5.3979	95.31
Total (A)	5.4279	95.84
B. Non Financial Assets		
1. Cash & Bank Balances (excluding fixed deposits)	0.0213	0.38
2. TDS and Adnace Tax	0.2141	3.78
3. Security Deposit	0.0003	0.01
4. Property, Plant & Equipmens	0.0000	0.00
Total (B)	0.2358	4.16
Total (A+B)	5.6637	100.00

Calculation of Financial & Non Financial Income for the year 2022

(Amount in crore of rupees)

Particulars	Income for the year ending 31st March, 2022	% of Total Income for the year ending 31st March, 2022
A. Financial Income:		
1. Interest	0.6931	99.04
2. Short Term Profit	0.0053	0.76
Total (A)	0.6984	99.80
B. Non Financial Income		
1. Interest on Income tax Refund	0.0014	0.20
Total (B)	0.0014	0.20
Total (A+B)	0.6998	100.00

for J. P. LAKHOTIA & ASSOCIATES

Chartered Accountants

Firm Registration No. 312061E

J.P.

JAGDISH PRASAD LAKHOTIA

Proprietor

Membership No. 050529

Place:- Kolkata

Date *31.05.2022*

FORM NO. MGT-11**Proxy Form**

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

CIN: L51109WB1982PLC034908

Name of the Company: Kherapati Vanijya Limited

Registered Office: 21, Strand Road, Kolkata – 700 001

Phone: 2230-9601(4 Lines), 2230-9606 Telefax: 033-2210-6167

Website: www.kherapativanijya.com E-Mail: kvl@bangurgroup.com

Name of the member(s):	
Registered address:	
E-mail ID:	
Folio No./Client ID:	
DP ID:	No. of Shares:

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

Particulars	Proxy 1 or failing him	Proxy 2 or failing him	Proxy 3
Name			
Address			
e-Mail ID			
Signature			

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 39th Annual General Meeting of the Company to be held on Thursday, the 22nd day of September, 2022 at 11.30 A.M. at 21, Strand Road, Kolkata -700 001 or any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Description	For	Against
1	Adoption of Audited Financial Statements of the Company for the financial year ended 31 st March, 2022, the Reports of Board of Directors' & Auditors thereon.		
2	Re-appointment of Smt. Vinita Bangur (DIN:01140985), as Director retiring by rotation.		
3	Confirmation of appointment of M/s P.D. Randar & Co. as Statutory Auditors for five consecutive years		
4	Confirmation of appointment of Shri Kishan Gopal Lohia as a Director of the Company, liable to retire by rotation		
5	Confirmation of appointment of Shri Manish Kumar Bihani as an Independent Director of the Company		
6	Confirmation of appointment of Shri Abhay Somani as an Independent Director of the Company		
7	Re-appointment of Smt. Pushpa Devi Bangur as Chief Executive Officer of the Company.		
8	Re-appointment of Shri Ajit Kumar Jha as Chief Financial Officer of the Company.		
9	Approval of existing and authorization to Board to enter into material related party transactions		

Affix
Revenue
Stamp

Signature of Proxy

Signature of Share-holder(s)

Signed this.....day of, 2022

Note: The Proxy must be returned so as to reach the Registered Office of the Company not less than 48 hours before the time for holding the aforesaid meeting. The Proxy need not be a member of the Company.

Kherapati Vanijya Limited

21, Strand Road, Kolkata – 700 001
Phone: 2230-9601(4 Lines), 2210-4827
Telefax: 033-2210-6167
Website: www.kherapativanijya.com
E-Mail: kvl@bangurgroup.com
CIN: L51109WB1982PLC034908

ATTENDANCE SLIP**39th Annual General Meeting held on Thursday, the 22nd September, 2022**

1	Name of the Member	
2	Registered Folio No./ DP ID	
3	Client ID	
4	Name of Proxy / Authorised Representative (to be filled if the proxy / authorised representative attends instead of the member)	
5	No. of Shares held	

I / We certify that I / We am/are registered shareholder / proxy for the registered shareholder of the company.

I hereby record my presence at the 39th Annual General Meeting of the Company at 21, Strand Road, Kolkata - 700 001, West Bengal on Thursday, the 22nd day of September, 2022 at 11:30 A.M.

Signature of the Attending Member

Notes:

1. Shareholder/Proxy(s) are requested to bring the attendance slip with them when they come to the meeting and handover the same at the entrance after affixing their signatures on them.
2. If it is intended to appoint a proxy, the proxy form should be completed and deposited at the Registered Office of the Company at least 48 hours before the meeting.