

# **RADICO KHAITAN FINANCE LIMITED**

**37<sup>TH</sup> ANNUAL REPORT**

**2022-2023**

**RADICO KHAITAN FINANCE LIMITED**  
**CIN NO. L74899DL1984PLC019092**  
**PLOT NO.-4A, 4TH FLOOR, DAIRY FARM MASOODPUR NEW DELHI – 110070**  
**TELEPHONE NO. 011-71859609, EMAIL admin@radicoindia.com**

### **CORPORATE INFORMATION**

#### **BOARD OF DIRECTORS AND KMP**

Shri Kamesh Kumar Khaitan	-	Managing Director
Smt. Karuna Khaitan	-	Director
Mr. Krishan Kumar Sharma	-	Director
Mr. Arvind Modi	-	Director
Mr. Khaderan Singh	-	Director
Mr. Hitesh Miyan	-	CFO(KMP)
Mrs Shalini Dua	-	CS

#### **Audit Committee:**

Mr. Arvind modi	- Member
Mr. Kamesh Kumar Khaitan	- Member
Mr. Khaderan Singh	- Member

#### **Nomination & Remuneration Committee:**

Mr. Arvind modi	- Member
Mr. Kamesh Kumar Khaitan	- Member
Mr. Khaderan Singh	- Member

#### **Stakeholder Relationship Committee :**

Mr. Arvind modi	- Member
Mr. Kamesh Kumar Khaitan	- Member
Mr. Khaderan Singh	- Member

#### **AUDITORS**

M/s Thakur Bhuwanesh & Associates,  
L-1/58 Ground Floor,  
Sri Krishnapuri Boaring Road,  
Patna, Bihar-800001.

#### **BANKERS**

The Federal bank Ltd  
Nehru Place, New Delhi  
HDFC Bank Ltd  
Defence Colony, New- Delhi

#### **INVESTOR'S GRIEVANCES**

Mrs. Shalini Dua  
4A, 4<sup>th</sup> Floor Masoodpur Dairy Farms,  
New – Delhi - 110070

## NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 37<sup>TH</sup> Annual General Meeting of the Members of RADICO KHAITAN FINANCE LIMITED will be held on Saturday, 30<sup>th</sup> Day of September, 2023 at 2.00 P.M. at PT. Gyani Ram Farm House C/o Mr. Bijender Sharma, Advocate, Near Syndicate Bank, Main Road Asola, Fatehpur Beri, New Delhi- 110074 to transact the following businesses:

### ORDINARY BUSINESS

1. To receive, consider and adopt the Standalone Audited Financial Statements of the Company for the financial year ended on March 31<sup>st</sup>, 2023, together with the Boards' Report and the Report of Auditors' thereon.
2. To receive, consider and adopt the Consolidated Audited Financial Statements of the Company for the financial year ended on March 31<sup>st</sup>, 2023,
3. To appoint a Director in place of Mr. Krishan Kumar Sharma (DIN: 00856406), who retires by rotation and being eligible, offers himself for re-appointment.
4. To Appoint Ms. RAK Champs & Co. LLP, Chartered Accountant as Statutory Auditor of the Company.

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

**"RESOLVED THAT** pursuant to Section 139 and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 Ms. RAK Champs & Co. LLP, Chartered Accountant ( FRN-131094W/W10083 ) be and are hereby appointed as statutory auditors of the Company to hold office from the conclusion of this 37<sup>th</sup> annual general meeting till the conclusion of its 38<sup>th</sup> Annual General Meeting, at a remuneration to be determined by the Board of Directors of the Company in addition to out of pocket expenses as may be incurred by them during the course of the Audit."

**"RESOLVED FURTHER THAT** the Board of Directors of the Company or any committee thereof be and is hereby authorized to do all such acts, deeds and things as in its absolute discretion it may think necessary, expedient or desirable; to settle any question or doubt that may arise in relation thereto in order to give effect to this resolution."

### SPECIAL BUSINESS

5. To Increase the remuneration of Mr. Krishan Kumar Sharma- Director of the Company.

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

**"RESOLVED THAT** pursuant to Section 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ("including any statutory modification(s) or re-enactment thereof, for the time being in force) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as recommended by Nomination and remuneration Committee of the Company, Mr. Krishan Kumar Sharma, (DIN : 00856406 ) Director, be and is hereby paid a remuneration which is already paid him in the capacity of Executive Director, i. e. up to Rs. 15,00,000/- (Rupees Ten Lacs only) per annum on the terms and conditions as set out in the Explanatory Statement annexed to this Notice, with annual increments as may be decided by Board of Directors of the Company, subject to ceiling on increment of 20% in a year over the existing salary, and with liberty to the Board/ Nomination and Remuneration Committee to alter and vary the terms and conditions of the said appointment in such manner as may be agreed be and between the Board/ Nomination and Remuneration Committee and Mr. Krishan Kumar Sharma."

**"RESOLVED FURTHER THAT** in event of no profits or inadequacy of profits, in any financial year, during the currency

of term of Mr. Krishan Kumar Sharma, the Company shall pay Mr. Krishan Kumar Sharma the existing remuneration as minimum remuneration by way of salary, perquisites and / or allowance, performance based rewards/ incentives do not exceeding the limit laid down in Section II of Part II of Schedule V of the Companies Act, 2013, as applicable to the Company or such other limits, as may be prescribed by the Central Government from time to time as to minimum remuneration and in compliance with provisions stipulated therein."

**"RESOLVED FURTHER THAT** the Board of Directors of the Company or any committee thereof be and is hereby authorized to do all such acts, deeds and things as in its absolute discretion it may think necessary, expedient or desirable; to settle any question or doubt that may arise in relation thereto in order to give effect to this resolution."

6. Re-Appointment of Sh. Kamesh Kumar Khaitan as Managing Director

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

**"RESOLVED THAT** pursuant to Sections 196, 197, 203 and all other applicable provisions of the Companies Act, 2013, read with Schedule V to the said Act, and subject to other approvals as are necessary, Sh. Kamesh Kumar Khaitan (Din No. 00755655) be and is hereby reappointed as Managing Director of the Company for a period of Five years from the date ensuing Annual General Meeting on such terms and conditions as set out in the explanatory statement annexed."

**"RESOLVED FURTHER THAT** Board be and is hereby authorized to revise, amend, alter and vary the terms & conditions of his appointment in such manner as may from time to time be prescribed."

**"RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do all such acts, deeds and things as it may be deemed necessary in this regard, including filing of necessary statutory forms with Registrar of Companies, Ministry of Corporate Affairs, as may be required from time to time".

7. To change the designation of Mrs. Karuna Devi Khaitan from Executive Director to Non- Executive Director

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

**"RESOLVED THAT** pursuant to the provisions of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014, and other applicable provisions, sections, rules of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being in force), consent of members be and is hereby accorded to change the designation of Mrs. Karuna Devi Khaitan (DIN- 00755814), from Executive Director to Non-Executive Director on the Board of the Company w.e.f. date of ensuing Annual General Meeting, whose period of office shall be determined as director liable to retire by rotation.."

**"RESOLVED FURTHER THAT** any of the Directors for the time being be and are hereby severally authorized to sign and execute all such documents and papers as may be required for the purpose and file necessary e-forms with the Registrar of Companies and to do all such acts, deeds and things as may considered expedient and necessary in this regard."

By Order of the Board  
For Radico Khaitan Finance Ltd

Krishan Kumar Sharma  
Director  
(DIN : 00856406)

Place: New Delhi  
Date: 05/09/2023

## NOTES:

1. An Explanatory statement pursuant to section 102 of the Companies Act, 2013 is attached herewith
2. Member entitled to attend and vote at the ANNUAL GENERAL MEETING, is ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/ HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of member not exceeding fifty(50) and holding in aggregate not more than ten percent of the total Share Capital of the Company. Members holding more than ten percent of the total Share Capital of the Company may appoint a single person as proxy, who shall not act as a proxy for any other Member The instrument appointing Proxy as per the format included in the Annual Report should be deposited at the Registered Office of the Company, duly completed and sign not less than FORTY-EIGHT HOURS before the commencement of the meeting.
3. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
4. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.
5. The Register of Members and the Share Transfer Books of the Company will remain closed from 24<sup>th</sup> day of September, 2023 to 30<sup>th</sup> day of September, 2023 (both days inclusive).
6. Documents referred to in the accompanying Notice and the statement and other statutory registers are available for inspection by members at the Registered Office of the Company during office hours on all working days except Saturdays, Sundays and Holidays between 11:00 a.m. and 1:00 p.m. up to the date of Annual General Meeting.
7. Members / proxies are requested to bring their attendance slip along with their copy of Annual Report to the meeting. As a measure of economy, copies of the Annual Report will not be distributed at the meeting. Members, who hold shares in dematerialized form, are requested to bring their Client ID and DP ID numbers for easy identification of attendance at the meeting.
8. Members holding shares in electronic form are requested to intimate immediately any change in heir address or bank mandates to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to notify any change in their address or bank mandates immediately to the RTA.
9. The Securities and Exchange Board of India (SEBI) has mandated the submission of PAN by every participant in the securities market. Members holding shares in electronic form are therefore, requested to submit their PAN to their Depository Participants. Members holding shares in physical form are required to submit their PAN details to the company. / Proxies are requested to bring their attendance slip along with their copy of Annual Report to the meeting.
10. Annual Report 2022-2023 are being sent by electronic mode only to all the members whose email addresses are registered with the Company / Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email addresses, physical copies of the Annual Report 2023 are being sent by the permitted mode.
11. The Notice of the 37<sup>th</sup> AGM and instructions for e-voting, along with the Attendance Slip and Proxy Form, is being sent by electronic mode to all members whose email addresses are registered with the Company / Depository Participant(s) unless a member has requested for a hard copy of the same. For members who have not registered their email addresses, physical copies of the aforesaid documents are being sent by the permitted mode.
12. Members are requested to send their queries, if any, relating to the accounts of the Company, well in advance, so that the necessary information can be made available at the meeting.
13. Members who have not registered their e-mail addresses so far are requested to register their e- mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.

VOTING THROUGH ELECTRONIC MEANS (Instructions for e-voting)

14. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 (1) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the 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).

The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.

The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

The remote e-voting period commences on 27<sup>th</sup> September, 2023 (9:00 am) and ends on 29<sup>th</sup> September, 2023 (5:00 pm). During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 23<sup>rd</sup> September, 2023, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

The process and manner for remote e-voting are as under:

A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)] :

(i) Open email and open PDF file viz; "RADICO e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.

(ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>

(iii) Click on Shareholder - Login

(iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.

(v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.

(vii) Select "EVEN" of "RADICO KHAITAN FINANCE LIMITED".

(viii) Now you are ready for remote e-voting as Cast Vote page opens.

(ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.

(x) Upon confirmation, the message "Vote cast successfully" will be displayed.

(xi) Once you have voted on the resolution, you will not be allowed to modify your vote.

(xii) 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. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to [ajajcs06@gmail.com](mailto:ajajcs06@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy]:

(i) Initial password is provided in the Annexure or at the bottom of the Attendance Slip for this AGM (enclosed herewith)

(ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.

VI. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990.

VII. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.

VIII. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

IX. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 23<sup>rd</sup> September, 2023.

X. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 23<sup>rd</sup> September, 2023, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

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" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or contact NSDL at the following toll free no.: 1800-222-990.

XI. A member may participate in the AGM even after exercising his right to vote through remote e- voting but shall not be allowed to vote again at the AGM.

XII. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.

XIII. CS Ajai Kumar, Prop. of Ajai Kumar & Associates - Practicing Company Secretaries (Membership No. 21637 ) has been appointed for as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.

XIV. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e- voting facility.

XV. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

XVI. The Results declared along with the report of the Scrutinizer shall be placed on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the Stock Exchanges.

By Order of the Board  
**For Radico Khaitan Finance Ltd**

Krishan Kumar Sharma  
Director  
(DIN : 00856406)

Place: New Delhi  
Date: 05/09/2023

## **Explanatory Statement**

### **STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

#### **ITEM NO. 5**

Mr. Krishan Kumar Sharma, Director, shall be continued to be paid the remuneration as already getting paid in the capacity of Director, i.e. upto the limit of Rs. 15,00,000/- (Rupees Fifteen Lacs only) per annum for a period of three years as per provisions of Section II of Part II of Schedule V of the Companies Act, 2013. The remuneration was approved by the Board based on industry standards, responsibilities handled by the Director of the Company. In case, the Company has no profits or its profits are inadequate, then the remuneration shall be paid to him in accordance with the provisions of the Companies Act, 2013 read with Schedule V of the Act. Following are the details of the annual salary (payable monthly) proposed to be paid to Mr. Krishan Kumar Sharma, Director: -

Period of remuneration: 3 Years

Payment (Basic Salary): upto Rs. 15,00,000/- (Rupees Fifteen Lacs only) per annum.

#### **PERQUISITES & ALLOWANCES:**

In addition to the Remuneration as stated above Mr. Krishan Kumar Sharma shall be entitled, as per Rules of the Company, to perquisites

like:

Rent-free unfurnished residential accommodation. In case no accommodation is provided by the Company, he shall be entitled to House Rent Allowance.

Contributions to provident fund, superannuation fund or annuity fund and any other retirement benefits.

Such other perquisites and allowances in accordance with the rules of the Company or as may be agreed to by the Board of Directors and Mr. Krishan Kumar Sharma. The value of the perquisites evaluated as per Income-tax Rules, 1962, wherever applicable, and at cost in the absence of any such Rule, shall be subject to an overall annual ceiling of an amount not exceeding twice the Salary in II above for the relevant period. Annual increments as may be decided by Board of Directors of the Company, subject to ceiling on increment of 20% in a year over the existing remuneration, and with liberty to the Board / Nomination and Remuneration Committee to alter and vary the terms and conditions of the said appointment in such manner as may be agreed be and between the Board/ Nomination and Remuneration Committee and Mr. Krishan Kumar Sharma

None of the Directors and Key Managerial Personnel of the Company except Mr. Krishan Kumar Sharma, being an appointee, is interested in the resolution.

Accordingly the Board recommends the passing of the special resolution as set out in the item No.5 of the Notice.

#### **ITEM NO. 6**

Sh. Kamesh Kumar Khaitan, (DIN: 00755655) Managing Director of the Company is reappointed for a term of 5 years. The material provisions of the agreement to be entered into with Sh Kamesh Kumar Khaitan are as under:-

- A. Salary :- Rs. 2,50,000/-per month but not exceeding Rs.3,00,000/- per month with the authority granted to the Board of Directors to determine the salary and grant such increase from time to time within the aforesaid limit.
- B. Commission: - not exceeding 2% of net profit in an accounting year as may be decided by the Board from time to time.
- C. Perquisites :- In addition to the salary and commission, the Managing Director shall be entitled to perquisites which will include accommodation (furnished or otherwise) or house rent allowance in lieu thereof, reimbursement of expenditure or allowances in respect of house maintenance and repairs, utilities, such as gas, electricity, water and furnishing, medical reimbursement, medical insurance, hospital benefits, leave travel concession (Foreign Travel twice in a year for self and family by air including Air fare, Boarding and Lodging expenses), leave encashment and education, for himself and his family, personal accident insurance, club fees, car with driver, and any other



reimbursement and allowances or perquisites in terms of the company's rules or as may be decided by the Board. 'Family' mentioned above means the spouse, dependent parents and dependent children, of the Managing Director as mentioned in the applicable Rules or Schemes. For the purpose of calculating the above ceiling, perquisites shall be evaluated in accordance with the Income Tax Rules, wherever applicable in the absence of any such Rules, perquisites shall be valued at actual cost. The following shall not be included for the purpose of computation of the Managing Director's remuneration or perquisites as aforesaid:- (i) The Company's contribution to Provident Fund and Superannuation Fund pursuant to the Rules of the Company. (ii) Gratuity payable to the Managing Director pursuant to the Rules of the Company. (iii) Encashment of leave at the end of tenure or at the time of ceasing to be Managing Director pursuant to the Rules of the Company.

As required by the Companies Act, 2013, approval of the members is being sought, for the re-appointment and remuneration of Sh. Kamesh Kumar Khaitan, Managing Director. The draft Agreement between the Company and the Managing Director is available for inspection by the members at the company's Registered office between 10.00 a.m. to 5.00 p.m. on all working day's upto the date of Annual General Meeting. Hence, your Directors recommend the above resolution for approval of the Shareholders as a Special Resolution. This may also be treated as a written memorandum setting out the terms of reappointment of Sh. Kamesh Kumar Khaitan, pursuant to section 190 of the Companies Act, 2013.

The Board considers that his association would be of immense benefit to the Company and it is desirable to avail his services as Director. Accordingly, the Board recommends the resolution for approval of the shareholders of the Company.

#### **ITEM NO. 7**

As the Company have insufficient number of Non-Executive Directors, the Nomination and Remuneration Committee of the Board of Directors, has recommended to change the designation of Mrs. Karuna Devi Khaitan (DIN- 00755814) as a Non-Executive Director from Executive Director on the Board of the Company.

In the opinion of the Board, Mrs. Karuna Devi Khaitan fulfills the condition specified in the Companies Act 2013 ("Act") and the Rules for appointment as a Non-Executive Director of the Company and proposes to appoint her as a Non-Executive Director of the Company.

None of the Directors and Key Managerial Personnel of the Company except Mrs. Karuna Devi Khaitan, being an appointee, is interested in the resolution.

Accordingly the Board recommends the passing of the ordinary resolution as set out in the item No.7 of the Notice.

By Order of the Board  
**For Radico Khaitan Finance Ltd**

Krishan Kumar Sharma  
Director  
(DIN : 00856406)

Place: New Delhi  
Date: 05/09/2023

## ANNEXURE TO THE NOTICE

DETAILS OF THE DIRECTOR SEEKING RE-APPOINTMENT AT THE TWENTY NINTH ANNUAL GENERAL MEETING IN PURSUANCE OF REGULATION 36(3) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) 2015 AND SECRETARIAL STANDARDS-2 ISSUED BY ICSI

Name	Mr. Krishan Kumar Sharma DIN 00856406
Age	46
Qualification	B.COM
Experience	24 Years
Expertise in specific functional Area	Finance
Terms and Conditions of Appointment/ Reappointment along with details of remuneration sought to be paid	The details are provided in the resolution at Item no. 2 of this notice.
Remuneration Last drawn (including sitting fee, if any) as per last audited Balance sheet as on 31st March , 2023	11,80,600
Date of first appointment on the Board	10/07/2007
Relationship with other Directors / KMP	Nil
Directorship held in other Companies	JOHN PATERSON & CO (INDIA) LTD KK TRADES AND COMMERCIAL PRIVATE LIMITED PENGUIN LEATHER PRODUCTS PVT LTD AA TRANSFORM DESIGN PRIVATE LIMITED ANSHUMAN PROJECTS PRIVATE LIMITED NARAH OVERSEAS PRIVATE LIMITED ANIRUDH HOLDINGS PVT LTD ANSHUMAN FINANCE PRIVATE LIMITED PARVATI HOLDINGS PVT LTD PROGRESSIVE INFRATECH PRIVATE LIMITED  SHRIHARI FINVEST SERVICES PRIVATE LIMITED

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	ANIRUDH COMMERCIAL PVT LTD ROSY IMPEX (INDIA) PRIVATE LIMITED AN PLATINUM TRADE AND INVESTMENTCONSULTANTSPRIVATE LIMITED DK SPORTS PRIVATE LIMITED JANAPRIYA KALYAN KOSH PRIVATE LIMITED VANGUARD EDU FUTURES PRIVATE LIMITED
Membership / Chairmanship of the Committee of the Board of Directors of other Companies in which he/she is a Director	Nil
Number of Equity Shares held in the Company as on 31.03.2023	Nil

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**DIRECTOR'S REPORT**

To The Members Of,  
**RADICO KHAITAN FINANCE IMITED**

The Board of Directors are pleased to present herewith the 37<sup>th</sup> Annual Report of your Company together with the Audited Financial Statements for the financial year ended 31st March, 2023. The Management Discussion and Analysis has also been incorporated into this report.

**FINANCIAL SUMMARY:**

In Lacs

	<b>2022-2023</b>	<b>2021-2022</b>
Gross Total Income	<b>2372.92</b>	<b>7438.79</b>
Expenditure	<b>2340.92</b>	<b>7355.79</b>
Finance Cost	<b>60.37</b>	<b>22.85</b>
Gross Profit ( Loss )	<b>- ( 28.37 )</b>	<b>60.15</b>
Depreciation	<b>42.75</b>	<b>33.86</b>
Profit / (Loss) Before Tax	<b>( 71.12 )</b>	<b>26.29</b>
Provision for Current Taxation	<b>16.36</b>	<b>6.69</b>
Provision for Taxation Earlier Year	<b>-----</b>	<b>-----</b>
Net Profit (Loss) after Tax	<b>( 54.76 )</b>	<b>19.60</b>
Proposed Dividend	<b>-----</b>	<b>-----</b>
Earning Per Share ( Rs 10/- Per Share )	<b>( 0.61 )</b>	<b>0.22</b>

**CHANGE IN NATURE OF BUSINESS:**

There has been no change in nature of business of the company during the F.Y. 2022-2023.

**MATERIAL CHANGES AND COMMITMENTS:**

There has been no material changes and commitments, affecting the Financial Position of the Company, which have occurred between the End of Financial Year of the Company to which the Financial Statements relate and the date of the report.

**CHANGES IN SHARE CAPITAL:**

The paid up Equity Share Capital as on 31st March, 2023 was Rs. 900.00 Lakhs. During the year under review, the Company has not issued any shares with differential voting rights nor granted stock options nor sweat equity.

**RELATED PARTY TRANSACTIONS**

All contracts/arrangements/transactions entered by the Company during the financial year with related parties were in the ordinary course of business and on arm's length basis. During the year, the Company had not entered into any

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contract/arrangement/transaction with related parties which could be considered material in accordance with the policy of the company on materiality of related party transactions.

Your Directors draw attention of the members to Note on Accounts 27 to the Balance Sheet and Profit & Loss Account which sets out related party disclosures and Form AOC-2 is provided in Annual Report.

**MEETINGS OF THE BOARD:**

A calendar of Meetings is prepared and circulated in advance to the Directors. During the year Ten Board Meetings were convened and held. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013/SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

**FINANCE:**

Cash and cash equivalent as at 31st March, 2023 was Rs. 4.13 lakhs. The Company continues to focus on judicious management of its Working Capital Receivables, Inventories and other Working Capital parameters were kept under strict check through continuous monitoring.

**FIXED DEPOSIT**

The company is non deposit taking NBFC registered with RBI, thus the said clause is not applicable and the company does not accept any deposit. The Board of Directors has duly passed a resolution in their meeting giving effect to the aforesaid statement.

**DIVIDEND**

Due to Loss in the current Year 2022-23, The Board has decided not to recommend any dividend for the year ended 31st March 2023.

**TRANSFER TO RESERVE**

Due to Loss in the Year, your company has transferred total of Rs nil Lacs to statutory reserve under section 45 IC of RBI Act 1934 for the year ended 31.03.2023.

**PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS**

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

**OPERATIONS & FUTURE OUTLOOK**

Due to changes in regime the industry outlook for listed NBFCs seems very challenging, the upcoming Insider trading regulation is of immense transparent & disclosure based. The effect of change in companies' law has in a way made a complete change in law & working of the companies in the whole economy. The companies are now working for the stakeholder benefits, as they now believe to strive at a certain place, we need to make it better place to survive. The regulatory framework has also undergone change. The revised RBI regulations for NBFCs have been formed with the purpose of strengthening the financial system and to bring the norms in line with those of banks. According to RBI one of the main reasons for tighter regulation is to reduce the systematic risk they pose to the financial system since they borrow heavily from banks. Prima facie it may appear that these reforms will affect the productivity of the NBFCs; however, with time they are more likely to improve NBFCs capacity to endure asset

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quality shocks and also deal with systemic risks. Moreover, increase in disclosure requirements and corporate governance norms will have a three-fold effect. It will enhance transparency and increase the responsibility of the management and further supplement investor awareness. In all, the current year has caused distress to the industry but the change in the business environment may cause NBFCs to de-stress and record better growth numbers.

**INTERNAL FINANCIAL CONTROL SYSTEM AND THEIR ADEQUACY:**

The Company has policy for Internal Financial Control System, commensurate with the size, scale and complexity of its operations. Detailed procedural manuals are in place to ensure that all the assets are safeguarded, protected against loss and all transactions are authorized, recorded and reported correctly. The scope and authority of the Internal Audit (IA) function is defined in the internal financial control policy. The Internal Auditor monitors and evaluates the efficiency and adequacy of Internal Financial control system in the Company, its compliance with operating systems, accounting procedures and policies. To maintain its objectivity and independence, the Internal Auditor reports to the Chairman of the Audit Committee of the Board, the internal audit report on quarterly basis and some are reviewed by the committee. The observation and comments of the Audit Committee are placed before the board.

**CORPORATE SOCIAL RESPONSIBILITY:**

The Since your Company do not have the net worth of Rs. 500 Crore or more, or turnover of Rs. 1000 Crore or more, or a net profit of Rs. 5 Crore or more during the financial year, section 135 of the Companies Act, 2013 relating to Corporate Social Responsibility is not applicable and hence the Company need not adopt any Corporate Social Responsibility Policy.

**EXTRACT OF ANNUAL RETURN**

Companies Act, 2013 makes mandatory for every company to prepare an extract in the format prescribed MGT 9. The details forming part of the extract of Annual Return as on 31st March 2023 is annexed herewith as **Annexure IV**.

**DIRECTORS & KEY MANAGERIAL PERSON:**

The total strength of the board is six at present Shri. Kamesh Kumar Khaitan Managing Director, Smt. Karuna Khaitan ( Woman Director), Krishan Kumar Sharma – Director, Arvind Modi– Director, Khaderan Singh – Director, Mr. Hitesh Miyan -CFO(KMP).

**APPOINTMENT:**

In Accordance with the Provisions of Section 152 of the Companies Act 2013, Mr. Krishan Kumar Sharma Din No. 00856406, who retires by rotation and, being eligible, offers himself for reappointment.

**MANAGERIAL REMUNERATION**

The statement containing the disclosure as required in accordance with the provisions of Section 197(12) of the Companies Act 2013 read with rule 5 (1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are given in the notes to the Financial Statements. Further, none of the employees of the Company are in receipt of remuneration exceeding the limit prescribed under rule 5 (2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 so Statement pursuant to Section 197(12) of the Companies Act 2013 read with rule 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is not required to be included.

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**DETAILS OF SUBSIDIARY / JOINT VENTURES / ASSOCIATE COMPANIES:**

The Company has Two Associate Companies M/s. KK Trades & commercial Pvt. Ltd and Narah Overseas pvt Ltd. Details of Subsidiary / Associate Companies during the year under review is annexed as **Annexure** (i.e. in Form AOC - I) and forms part of the Board Report.

**AUDITORS & AUDITORS REPORT:**

Ms. RAK Champs & Co. LLP, Chartered Accountant ( **FRN-131094W/W10083** ) be and are hereby appointed as statutory auditors of the Company to hold office from the conclusion of this 37<sup>th</sup> annual general meeting till the conclusion of its 38<sup>th</sup> Annual General Meeting, at a remuneration to be determined by the Board of Directors of the Company in addition to out of pocket expenses as may be incurred by them during the course of the Audit.”.

**CONSERVATION OF ENERGY AND TECHNOLOGY ABSORPTION**

The Company's (Disclosure of Particulars in the Report of the Board of Directors') Rules, 1998, require the disclosure of particulars regarding Conservation of Energy in Form-A and Technology Absorption in Form-B prescribed by the Rules. During the year the company was not involved in any manufacturing activities, which require consumption of energy or technology absorption.

**COMMITTEES:**

With a view to have a more focused attention on business and for better governance and accountability, and in accordance with the Companies Act 2013, your Board has re-constituted the following mandatory committees viz. Audit Committee & Nomination and Remuneration Committee.

**i) AUDIT COMMITTEE:**

In terms of Regulation 18 Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 177 of the Companies Act, 2013, an audit committee has been constituted. During the year Composition of the audit committee as follow

The composition of the Audit Committee in the year 2022-23 is given below:

Name of Member	Category
Mr. Arvind Modi	Director
Mr. Kamesh Kumar Khaitan	Director
Mr. Khaderan Singh	Director

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**ii) NOMINATION AND REMUNERATION COMMITTEE:**

Pursuant to section 178 of Companies Act 2013 and Regulation 19 SEBI (LODR) Regulation 2015, the company has re-constituted its existing Remuneration committee as Nomination & Remuneration Committee under the new provisions and revised the terms of reference accordingly. The functions of this Committee include identification of persons who are qualified to become Directors and who may be appointed as Senior Management, formulation of criteria for determining qualifications, positive attributes, independence, recommendations of their appointments to the Board, evaluation of every Director's performance, formulation of Remuneration Policy to include recommendation of remuneration for Directors, Key Managerial Personnel and Senior Management.

The composition of the Nomination and Remuneration Committee in the year 2022-23 is given below:

Name of Member	Category
Mr. Arvind modi (Chairman of the committee)	Director
Mr. Kamesh Kumar Khaitan	Director
Mr. Khaderan Singh	Director

**(iii) Shareholders/ Investors Grievance Committee:**

In terms of Regulation 20 Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the company has constituted shareholders/ investor grievance committee keeping in view the total number of shareholders, number of shares transfer, and transmission of shares. This Committee addresses all issues and shareholders' complaints. Composition of the shareholders/ investor grievance committee and detail of meetings held and attended are as follow:

The composition of the Shareholders/ Investors Grievance Committee in the year 2022-23 is given below:

Name of Member	Category
Mr. Arvind Modi (Chairman of the committee)	Director
Mr. Kamesh kumar Khaitan	Director
Mr. Khaderan Singh	Director

**VIGIL MECHANISM / WHISTLE BLOWER POLICY:**

Your Company is committed to adhere to the highest standards of ethical, moral and legal conduct of business operations. To maintain these standards, the Company encourages its employees who have concerns about suspected



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misconduct to come forward and express these concerns without fear of punishment or unfair treatment. The company has adopted a Whistle Blower policy to establish a vigil mechanism for directors and employees to report concerns about unethical behavior, actual or suspected fraud or violation of the Codes of conduct or ethics policy

**RISK MANAGEMENT POLICY:**

Pursuant to section 134(n) of Companies Act 2013, your company has a robust Risk management framework to identify, evaluate business risk and opportunities. This framework seeks to create transparency, minimize adverse impact on the business objectives and enhance the competitive advantage. The framework has different risk models which help in identifying risk trends, exposure and potential impact analysis at a company level.

**PREVENTION OF INSIDER TRADING**

The Company has adopted a Code of Conduct for Prevention of Insider Trading with a view to regulate trading in securities by the Directors and certain designated employees of the Company. The Code requires preclearance for dealing in the Company's shares and prohibits the purchase or sale of Company shares by the Directors and designated employees while in possession of unpublished price sensitive information in relation to the Company and during the period when the trading window is closed. The Board is responsible for implementation of the Code. All Board Directors and the designated employees have confirmed compliance with the Code

**SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURT OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATION IN FUTURE:**

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.

**DISCLOSURES ON POLICY AGAINST SEXUAL AND WORKPLACE HARASSMENT:**

The Company believes that it is the responsibility of the organization to provide an environment to its employee which is free of discrimination, intimidation and abuse and also to protect the integrity and dignity of its employees and also to avoid conflicts and disruptions in the work environment. Further there stood no cases filed during the year under review.

**FOREIGN EXCHANGE EARNING/OUTGO**

During the year under review, the Company has not entered in to any transaction in foreign currency.

**SECRETARIAL AUDITORS**

Section 204 of the Companies Act, 2013 inter-alia requires every listed company to annex with its Board's report, a Secretarial Audit Report given by a Company Secretary in practice, in the prescribed form – Secretarial Report Attached

**INDEPENDENT DIRECTORS DECLARATION**

The Company has received the necessary declaration from each ID in accordance with Section 149(7) of the Companies Act, 2013, that he/she meets the criteria of independence as laid out in sub-section (6) of Section 149 of the Companies Act, 2013 and Regulation 16 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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**DIRECTORS RESPONSIBILITY STATEMENT**

Your Directors to the best of their knowledge and belief and according to the information and explanation obtained by them, make the following statement in terms of clause (c) of sub-section (3) of section 134 of Companies Act 2013 that RADICO KHAITAN FINANCE LIMITED Annual Report 2022-23

a) In the preparation of the annual accounts for the Financial year ended on 31st March 2023, the applicable accounting standards had been followed along with proper explanation relating to material departures.

b) The directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company as at 31st March 2019 and of the profit and loss of the company for that period;

c) The directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of Companies Act 2013 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;

d) The directors had prepared the annual accounts on a going concern basis;

e) The directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.

f) The directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively

**EVALUATION OF BOARD PERFORMANCE**

The Nomination and Remuneration Committee (NRC) and the Board, had reviewed on an annual basis, appropriate skills, knowledge and experience required of the Board as a whole and its individual members.

**ACKNOWLEDGEMENT**

Your Directors thank the Company's bankers/ financial institutions, creditors, stock exchanges, RTA, the shareholders and all other stakeholders for the continued support and co-operation and assistance extended by them to the Company and look forward for their continued support.

**For Radico Khaitan Finance Ltd**

Krishan Kumar Sharma  
Director  
Din No. 00856406

Date: 30.05.2023

Place: New- Delhi

**RADICO KHAITAN FINANCE LIMITED**  
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**Form AOC-1**

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)

**STATEMENT CONTAINING SALIENT FEATURES OF THE FINANCIAL STATEMENT OF  
SUBSIDIARIES/ASSOCIATE COMPANIES/JOINT VENTURES**

**Part "A": Subsidiaries**

(Information in respect of each subsidiaries.)

<b>Sl. No.</b>	<b>Particulars</b>	<b>Details</b>
1.	Name of the subsidiary	N.A
2.	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	N.A.
3.	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	N.A.
4.	Share capital	
5.	Reserves & surplus	
6.	Total assets	
7.	Total Liabilities	N,A
8.	Investments	
9.	Turnover	
10.	Profit before taxation	
11.	Provision for taxation	
12.	Profit after taxation	
13.	Proposed Dividend	
14.	% of shareholding	

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**Part “B”: Associates and Joint Ventures**

**Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies.**

Name of associates/Joint venture	Narah Overseas Ltd	KK Trade & Commercial Ltd.
1. Latest audited Balance Sheet Date	31.03.2023	31.03.2023
2. Shares of Associates held by the company on the year end		
No. of Shares	24,700	24,700
Amount of Investment in Associates	5,67,000	5,27,000
Extend of Holding%	49.4%	49.4%
3. Description of how there is significant influence	Associate	Associate
4. Reason why the associate/joint venture is not consolidated	N.A.	N.A.
5. Net worth attributable to shareholding as per latest audited Balance Sheet	-33,36,322	11,01,868
6. Profit/Loss for the year	-56,26,748	-2,57,983
i. Considered in Consolidation	-27,79,613	-1,27,443
ii. Not Considered in Consolidation		

**For Radico Khaitan Finance Ltd**

Krishan Kumar Sharma  
Director  
Din No. 00856406

Date: 30.05.2023  
Place: New- Delhi

**RADICO KHAITAN FINANCE LIMITED**  
**CIN NO. L74899DL1984PLC019092**  
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**Form No. AOC-2**

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

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

During the year under review, the Company has not entered into any related party transaction falling under sub-section (1) of Section 188 of the Companies Act, 2013

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

Nature of Transaction	Nature of contract s/arrang ements/ transact ions	Duration of the contracts / arrangem ents/trans actions	Salient terms of the contracts or arrangemen ts or transactions including the value, if any	Justification for entering into such contracts or arrangement s or transactions	date (s) of approva l by the Board	Amoun t paid as advanc es, if any:	Date on which the special resolution was passed in general meeting as required under first proviso to section 188

**2. Details of material contracts or arrangement or transactions at arm's length basis:N.A**

Name of related party and nature of relationship	Nature of contracts/arrang ements/transact ions	Duration of the contracts / arrangements/t ransactions	Salient terms of the contracts or arrangements or transactions including the value, if any	date (s) of approval by the Board	Amount paid as advances, if any:

**For Radico Khaitan Finance Ltd**

Krishan Kumar Sharma  
Director  
Din No. 00856406

Date: 30.05.2023

Place: New- Delhi

**FORM NO. MR-3**  
**SECRETARIALAUDITREPORT**

**FOR THEFINANCIALYEAR ENDED ON31<sup>ST</sup> MARCH,2023**

[Pursuant toSection 204(1)of the Companies Act,2013and Rule No.9 ofthe Companies  
(Appointment and Remunerationof Managerial Personnel) Rules, 2014]

To

TheMembers

**Radico Khaitan Finance Limited**

CIN: L74899DL1984PLC019092

4A, 4th Floor, Dairy Farms Masoodpur

New Delhi – 110070.

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Radico Khaitan Finance Limited (CIN: L74899DL1984PLC019092) (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based onmyverification of the Company’s books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, I hereby report that in my opinion, the Company has during the audit period covering the **Financial Year ended on 31<sup>st</sup>March,2023 (hereinafter called the ‘Audit Period’)** complied with the statutory provisions listed here under 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 Company for the **Financial Year ended on 31<sup>st</sup>March,2023** according to the provisions of (to the extent applicable):

- (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 to the Company during the Audit Period under review)**
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of IndiaAct,1992(‘SEBI Act’) viz.:-

- (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;**(Not applicable to the Company during the Audit Period under review)**
- (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;**(Not applicable to the Company during the Audit Period under review)**
- (d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulation, 2014 and the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;**(Not applicable to the Company during the Audit Period under review)**
- (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;the Securities and Exchange Board of India (Issue and Listing of Non- Convertible Redeemable Preference Shares) Regulations, 2013 and the Securities and Exchange Board of India (Issue and) Listing of Non-Convertible Securities) Regulations, 2021;**(Not applicable to the Company during the Audit Period under review)**
- (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations,2009 and the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations,2021; **(Not applicable to the Company during the Audit Period under review)**
- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;  
**(Not applicable to the Company during the Audit Period under review).**

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and amendments made there under;

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

➤ *Some stock exchange compliances has not made in time.*

- *Being a NBFC the Company the Company has not complied some RBI compliances during the financial year due to lost of RBI registration Certificate under review.*

I further report that compliance of applicable financial laws including Direct and Indirect Tax Laws by the Company has not been review in this audit since the same has been subject to review by the Statutory Auditors and other designated professionals.

**I Further report that:-**

- (i) The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.
- (ii) 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.
- (iii) All the decisions of the Board and Committees thereof were carried through with requisite majority.

**I further report that** there are adequate systems and processes in place in the Company which is commensurate with the size and operations to monitor and ensure compliance with applicable laws, rules, regulations and guidelines subject to the following observation:

- *Nomination and Remuneration Committee are not duly constituted as the Company has not sufficient number of Non –Executive Directors.*
- *The Company has no filed e-Form-MGT-14 for appointment of Internal Auditor.*
- *Some e-forms were filed after the due date but filed later with late fee.*

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

Date: 26.08.2023  
Place: New Delhi

**Ajai Kumar**  
UDIN: A021637E000869462  
**(Practising Company Secretary)**  
M. No.: 21637  
CP No. 8140



**'ANNEXURE 1' TO THE SECRETARIAL AUDIT REPORT'**

To,

The Members

**Radico Khaitan Finance Limited**

4A, 4th Floor, Masoodpur Dairy Farms,  
New Delhi – 110070.

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

1. Maintenance of secretarial record and devise proper systems to ensure compliance with the provisions of all applicable laws and regulations is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records, standards and procedure followed by the Company with respect to secretarial compliances.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial Records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices, I followed provide are as on able basis for my opinion.
3. Where ever required, I have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
4. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to the verification of procedures on test basis.

**Disclaimer**

1. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.
2. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.

**Ajai Kumar**  
**(Practicing Company Secretary)**  
**M. No.: 21637**  
**CP No. 8140**

Date: 26.08.2023  
Place: New Delhi

<b>FORM NO. MGT 9</b>
<b>EXTRACT OF ANNUAL RETURN</b>
<b>as on financial year ended on 31.03.2023</b>
<b>Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company (Management &amp; Administration ) Rules, 2014.</b>

**I REGISTRATION & OTHER DETAILS:**

i	CIN	L74899DL1984PLC019092
ii	Registration Date	10.09.1984
iii	Name of the Company	RADICO KHAITAN FINANCE LIMITED
iv	Category/Sub-category of the Company	COMPANY LIMITED BY SHARES
v	Address of the Registered office & contact details	4A, 4Th Floor, Masoodpur Dairy Farms, New Delhi - 110070
vi	Whether listed company	LISTED
vii	Name , Address & contact details of the Registrar & Transfer Agent, if any.	M/S MAS SERVICES LIMITED, T 34, SECOND FLOOR, OKHLA INDUSTRIAL AREA PHASE II, NEW DELHI

**II PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY**

All the business activities contributing 10% or more of the total turnover of the company shall be stated

SL No	Name & Description of main products/services	NIC Code of the Product /service	% to total turnover of the company
1	NON BANKING FINANCIAL SERVICES	649	100%
2			
3			
4			

**III PARTICULARS OF HOLDING , SUBSIDIARY & ASSOCIATE COMPANIES**

SI No	Name & Address of the Company	CIN/GLN	HOLDING/ SUBSIDIARY/ ASSOCIATE	% OF SHARES HELD	APPLICABLE SECTION
1	KK Trades & Commercial Pvt Ltd 4A, 3rd Floor, Masoodpur Dairy Farms, New Delhi -110070	U01400DL2015PLC280828	Associate	49.40%	2(6)
2	NARAH OVERSEAS PVT LIMITED ( Previous Name AK Trademart Ltd ) 4A, 3rd Floor, Masoodpur Dairy Farms, New Delhi - 110070	U51909DL2015PLC282371	Associate	49.40%	2(6)



d) State Govt.	0	0	0	0	0	0	0		-	
e) Venture Capital Fund	0	0	0	0	0	0	0		-	
f) Insurance Companies	0	0	0	0	0	0	0		-	
g) FIIS	0	0	0	0	0	0	0		-	
h) Foreign Venture Capital Funds	0	0	0	0	0	0	0		-	
i) Others (specify)	0	0	0	0	0	0	0		-	
									-	
<b>SUB TOTAL (B)(1):</b>	0	0	0	-	0	0	0	-	-	
<b>(2) Non Institutions</b>										
a) Bodies corporates	85200	210700	295900	3.29	84700	210600	295300	3.28	(0.01)	
i) Indian										
ii) Overseas										
b) Individuals										
i) Individual shareholders holding nominal share capital upto Rs.1 lakhs	492967	3302406	3795373	42.17	498667	3296906	3795573	42.17	0.00	
ii) Individuals shareholders holding nominal share capital in excess of Rs. 1 lakhs	23100	0	23100	0.26	23100	0	23100	0.26	-	
c) Others (specify)	1533	0	1533	0.02	1933	0	1933	0.02	0.004	
<b>SUB TOTAL (B)(2):</b>	602800	3513106	4115906	45.73	608400	3507506	4115906	45.73		
<b>Total Public Shareholding (B)= (B)(1)+(B)(2)</b>	602800	3513106	4115906	45.73	608400	3507506	4115906	45.73		
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>										
<b>Grand Total (A+B+C)</b>	5,108,439	3,891,561	9,000,000	100	5,114,039	3,885,961	9,000,000	100		

## (ii) SHARE HOLDING OF PROMOTERS

SI No.	Shareholders Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in share holding during the year
		NO of shares	% of total shares of the	% of shares pledged encumbered to total shares	NO of shares	% of total shares of the company	% of shares pledged encumbered to total shares	
1	KAMESH KUMAR KHAITAN	550000	6.11	0	550000	6.11	0	-
2	KARUNA DEVI KHAITAN	900000	10.00	0	900000	10.00	0	-
3	ANIRUDH KHAITAN	850833	9.45	0	850833	9.45	0	-
4	KAMESH KUMAR KHAITAN HUF	450000	5.00	0	450000	5.00	0	-
5	PARVATI HOLDINGS PVT. LTD	52500	0.58	0	52500	0.58	0	-
6	JOHN PATERSON & CO. INDIA LTD	325955	3.62	0	325955	3.62	0	-
7	ANSHUMAN FINANCE LTD	580000	6.44	0	580000	6.44	0	-
8	ANIRUDH COMMERCIAL PVT LTD	250000	2.78	0	250000	2.78	0	-
9	PENGUIN LEATHER PRODUCTS PVT LT	38010	0.42	0	38010	0.42	0	-
10	ANIRUDH HOLDINGS PVT LTD	215000	2.39	0	215000	2.39	0	-
11	JANAPRIYA KALYAN KOSH PVT LTD	671796	7.46	0	671796	7.46	0	-
	Total	4884094	54.27	0	4884094	54.27	0	

## (iii) CHANGE IN PROMOTERS' SHAREHOLDING ( SPECIFY IF THERE IS NO CHANGE)

SI. No.	Share holding at the beginning of the Year	Cumulative Share holding during the year						
		No. of Shares	% of total shares of the company	Date	Increase / decrease in Share Holdings	Reason	No of shares	% of total shares of the company
	KAMESH KUMAR KHAITAN	550000	6.11	01.04.2022				
				31.03.2023		No Movement During the year	550000	6.11
	KARUNA DEVI KHAITAN	900000	10.00	01.04.2022				
				31.03.2023		No Movement During the year	900000	10.00
	ANIRUDH KHAITAN	850833	9.45	01.04.2022				

				31.03.2023		No Movement During the year	<b>850833</b>	9.45
	KAMESH KUMAR KHAITAN HUF	450000	5.00	01.04.2022				
				31.03.2023		No Movement During the year	<b>450000</b>	5.00
	PARVATI HOLDINGS PVT. LTD	52500	0.58	01.04.2022				
				31.03.2023		No Movement During the year	<b>52500</b>	0.58
	JOHN PATERSON & CO. INDIA LTD	325955	3.62	01.04.2022				
				31.03.2023		No Movement During the year	<b>325955</b>	3.62
	ANSHUMAN FINANCE LTD	580000	6.44	01.04.2022				
				31.03.2023		No Movement During the year	<b>580000</b>	6.44
	ANIRUDH COMMERCIAL PVT LTD	250000	2.78	01.04.2022				
				31.03.2023		No Movement During the year	<b>250000</b>	2.78
	PENGUIN LEATHER PRODUCTS PVT LT	38010	0.42	01.04.2022				
				31.03.2023		No Movement During the year	<b>38010</b>	0.42
	ANIRUDH HOLDINGS PVT LTD	215000	2.39	01.04.2022				
				31.03.2023		No Movement During the year	<b>215000</b>	2.39
	JANAPRIYA KALYAN KOSH PVT LTD	671796	7.46	01.04.2022				
				31.03.2023		No Movement During the year	<b>671796</b>	7.46
	Total	4884094	54.27				0	54.27



## (v) Shareholding of Directors &amp; KMP

Sl. No	For Each of the Directors & KMP	Shareholding at the end of the year		Date	Increase / decrease in Share Holdings	Cumulative Share holding during the year		
		No.of shares	% of total shares of the company			Reason	No of shares	% of total shares of the company
1	KAMESH KUMAR KHAITAN	550000	6.11	01.04.2022				
				31.03.2023		No Movement During the year	550000	6.11
2	KARUNA DEVI KHAITAN	900000	10.00	01.04.2022				
				31.03.2023		No Movement During the year	900000	10.00
3	KRISHAN KUMAR SHARMA	0	-	01.04.2022				
				31.03.2023		No Movement During the year	0	-
4	KHADERAN SINGH	0	-	01.04.2022				
				31.03.2023		No Movement During the year	0	-
5	RAMESH KUMAR BHARTIA	0	-	01.04.2022				
				31.03.2023		No Movement During the year	0	-
6	HITESH MIYAN	0	-	01.04.2022				
				31.03.2023		No Movement During the year	0	-



V INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment					
	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness	
<b>Indebtness at the beginning of the financial year</b>					
i) Principal Amount	7,712,157				
ii) Interest due but not paid					
iii) Interest accrued but not due					
<b>Total (i+ii+iii)</b>	7,712,157				
<b>Change in Indebtedness during the financial year</b>					
Additions	1,757,867			1,757,867	
Reduction	2,384,936			2,384,936	
<b>Net Change</b>	(627,069)			(627,069)	
<b>Indebtedness at the end of the financial year</b>					
i) Principal Amount	7,085,088			7,085,088	
ii) Interest due but not paid					
iii) Interest accrued but not due					
<b>Total (i+ii+iii)</b>	7,085,088			7,085,088	

VI REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole time director and/or Manager:

Sl.No	Particulars of Remuneration	Name of the MD/WTD/Manager			Total Amount	
1	<b>Gross salary</b>	Kamesh Kumar Khaitan ( MD )			Krishan Kumar Sharma ( Director )	
	(a) Salary as per provisions contained in section 17(1) of the Income Tax. 1961.	800000			1180600	1,980,600
	(b) Value of perquisites u/s 17(2) of the Income tax Act, 1961	39600	0	0		39600
	(c ) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	0	0	0		0
2	Stock option	0	0	0		0
3	Sweat Equity	0	0	0		0
4	Commission	0	0	0		0
	as % of profit	0	0	0		0
	others (specify)	0	0	0		0
5	Others, please specify	0	0	0		0
	<b>Total (A)</b>	839,600	-	1,180,600		2,020,200
	<b>Ceiling as per the Act</b>					

B. Remuneration to other directors:

Sl.No	Particulars of Remuneration	Name of the Directors			Total Amount	
1	Independent Directors					
	(a) Fee for attending board committee meetings					
	(b) Commission					
	(c ) Others, please specify					

	<b>Total (1)</b>					
2	Other Non Executive Directors					
	(a) Fee for attending board committee meetings					
	(b) Commission					
	(c) Others, please specify.					
	<b>Total (2)</b>					
	<b>Total (B)=(1+2)</b>					
	<b>Total Managerial Remuneration</b>					
	<b>Overall Ceiling as per the Act.</b>					

**C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD**

Sl. No.	Particulars of Remuneration	Key Managerial Personnel				Total
		CEO	Company Secretary	CFO	Total	
1	<b>Gross Salary</b>					
	(a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961.	0	0	0	0	0
	(b) Value of perquisites u/s 17(2) of the Income Tax Act, 1961				0	0
	(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961				0	0
2	Stock Option				0	0
3	Sweat Equity				0	0
4	Commission				0	0
	as % of profit				0	0
	others, specify				0	0
5	Others, please specify					
	<b>Total</b>	0	0	0	0	0

Type	Section of the Companies Act	Brief Description	Details of Penalty/Punishment/Compounding fees imposed	Authority (RD/NCLT/Court)	Appeal made if any (give details)
<b>A. COMPANY</b>					
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL
<b>B. DIRECTORS</b>					
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL
<b>C. OTHER OFFICERS IN DEFAULT</b>					
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL

## **Independent Auditor's Report**

**To the Members of M/S RADICO KHAITAN FINANCE LTD**

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

#### **Opinion**

We have audited the Ind AS standalone financial statements of **M/S RADICO KHAITAN FINANCE LTD** ("the Company"), which comprise the Balance Sheet as at 31st March 2023, and the statement of Profit and Loss and Statement of Cash Flows for the year then ended and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Ind AS standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the company as at March 31, 2023, and loss and its cash flows for the year ended on that date.

#### **Basis for Opinion**

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

#### **Key Audit Matters**

There are no key audit matters to report.

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

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the accounting Standards specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other

irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

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

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

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

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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal 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 system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

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

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

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

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

As required by Section 143(3) of the Act, we report that:

- (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
- (c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
- (d) In our opinion, the aforesaid Ind AS standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014, Companies (Indian Accounting Standards) Rules, 2015 as amended.

- (e) On the basis of the written representations received from the directors as on 31st March, 2023 taken on record by the Board of Directors, none of the directors are disqualified as on 31st March, 2023 from being appointed as a director in terms of Section 164 (2) of the Act.
- (f) With respect to the adequacy of the internal financial controls over financial reporting of the company and the operating effectiveness of such controls, refer to our separate Report in “Annexure B”.
- (g) With respect to the other matters to be included in the Auditor’s Report in accordance with 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 pending litigation which would impact its financial position except following:

<b>S. No.</b>	<b>Name of Party</b>	<b>Amount (Rs.)</b>	<b>Pending at</b>
1.	Aum Commodity Services Pvt Ltd	3,22,03,047.25/-	Mumbai High Court

(Note: As per information made available to us, more than 60% of the above amount has been written off by the company in various years leaving a book balance of Rs.1,17,53,954/- during the year under consideration)

- ii. The company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
- iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the company.
- iv. (a) The management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the company to or in any other person or entity, including foreign entity (“intermediaries”), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- (b) The management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in aggregate) have been received by the company from any person or entity, including foreign entity (“Funding Parties”), with the understanding, whether recorded in writing or otherwise, that the Company shall,



whether ,directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party(“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

(c)Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause(i) and (ii) of Rule 11(e), as provided under (a)or (b) above, contain any material misstatement.

- v . Since the company has incurred loss and not declared or paid dividend during the year, the provisions of section 123 of the Companies Act, 2013 are not applicable.
  
- vi Proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 for maintaining books of account using accounting software which has a feature of recording audit trail (edit log) facility is applicable to the Company with effect from April 1, 2023, and accordingly, reporting under Rule 11(g) of Companies (Audit and Auditors) Rules, 2014 is not applicable for the financial year ended March 31, 2023.

Place: Patna

for Thakur Bhuwanesh & Associates  
**Chartered Accountants**  
Firm Reg. No: 019690N

Date: 30th day of May 2023

**Ranjeet Kumar Jha**  
**Partner**  
M. No: 422486  
UDIN:

**ANNEXURE A REFERRED TO IN 1 UNDER THE HEADING “REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS”**

**RADICO KHAITAN FINANCE LTD(The Company)**

- i. In respect of the Company’s Property, Plant and Equipment and Intangible Assets:
- a) (A) The company is maintaining proper records showing full particulars, including quantitative details and situation of property ,plant and equipment.  
  
(B) The company does not have intangible assets;
  - b) All the assets of the company were physically verified by the managemant at resonable intervals. We have been informed that no material discerpancies have been noticed on such physical verification.
  - c) Accordng to the information & explanations given to us and on the basis of our examination of records of the company, the title deeds of the immovable properties are held in the name of company.
  - d) The company has not revalued any of its Property. Plant and Equipment(Including of use assets) and intangible assets during the period.
  - e) According to the information & explanations given to us, no proceedings have been initiated during the period or are pending against the company as on March 31,2023 for holding any benami property under the Benami Transactions (Prohibition) Act. 1988 (as amended in 2016)and rules made thereunder
- ii. a) The Company is in the business of providing loans, investment& trading in sharesand does not have any physical inventories. Accordingly, the provision of clause 3(ii)(a) of the Order is not applicable to it.
- b) The Company hasnot been sanctioned working capital limits in excess of Rs.5Crore,inaggregate, at any points of time during the period from banks orFinancial institutions on the basis of security of current assets and hence Reporting under clause 3(ii)(b)of the oder is not applicable.
- iii. (a) Since the Company’s principal business is to give loans, investment& trading in shares. Accordingly, the provision of clause 3(iii)(a) of the Order is not applicable to it.
- (b)In our opinion and according to the information and explanations given to us, the investments made, guarantees provided, security given and the terms and conditions of the grant of all loans and advances in the nature of loans and guarantees, provided during the year are not prejudicial to the Company’s interest.
- (c) In our opinion and according to the information and explanations given to us, in respect of loans and advances in the nature of loans, the schedule of repayment of principal and payment of interest has been stipulated and in cases where repayment of principal and payment of interest is not received as stipulated, the cognizance thereof is taken by the Company in course of its periodic regulatory reporting.. According to the information and explanation made available to us, reasonable steps are taken by the Company for recovery thereof.
- (d)Based on our audit procedures, according to the information and explanation made available to us,no amount is overdue for more than 90 days.

(e) In our opinion and according to the information and explanations given to us, in respect of loans granted which has fallen due during the year, has not been renewed or extended or fresh loans granted to settle the overdues of the existing loans given to the same parties.

(f) Based on our audit procedures, according to the information and explanation made available to us, the Company has granted a loan of Rs.1,65,162/-, repayable on demand, to its associate- Narah Overseas Limited during the year, which constitutes 0.84% of the total loans granted.

- iv. In our opinion and according to the information and explanations given to us, the Company has not either directly or indirectly, granted any loan to any of its directors or to any other person in whom the director is interested, in accordance with the provisions of section 185 of the Act and the Company has not made investments through more than two layers of investment companies in accordance with the provisions of section 186 of the Act. Accordingly, provisions stated in paragraph 3(iv) of the Order are not applicable to the company.
- v. In our opinion and according to the information and explanations given to us the company being NBFC registered with RBI as non deposit taking company and has not accepted any deposits from public and consequently, the directives issued by the reserve bank of India and provision of sections 73 to 76 or any other provision of the companies Act and the rules framed there under are not applicable to the company. Accordingly, the provisions of clause 3(v) of the order is not applicable to the company.
- vi. The Central Government has not prescribed the maintenance of cost records under sub-section (1) section 148 of the Act for the business activities carried out by the Company. Accordingly, the provision of clause 3(vi) of the Order is not applicable to the Company
- vii. In respect of statutory dues:
- (a) According to the information and explanations given to us, and the information and explanation given to us the company has been regular in depositing undisputed statutory dues of provident fund, employees' state insurance, income-tax, service tax, sales-tax, duty of custom, duty of excise, value added tax, goods and service tax, cess and other statutory dues were outstanding at the year end for a period of more than six months from the date they became payable.
- (b) According to the information and explanations given to us, there are no dues of Income Tax, Sales Tax, Service Tax, Custom duty, Cess and Excise Duty which have not been deposited on account of any dispute.
- viii. According to the information and explanations given to us, there are no transactions which are not accounted in the books of account which have been surrendered or disclosed as income during the year in Tax Assessment of the Company. Also, there are no previously unrecorded income which has been now recorded in the books of account. Hence, the provision stated in paragraph 3(viii) of the Order is not applicable to the Company.
- ix. (a) According to the information and explanations given to us, the company has not defaulted in repayment of loan or borrowing to a financial institution, bank, government or due to debenture holders.
- (b) The company has not been declared wilful defaulter by any bank or financial institution or other lender.

(c) In our opinion and according to the information and explanations given to us, the company has utilized the money obtained by way of term loans from bank during the year for the purposes for which they were obtained, pending utilization towards purpose for which the same are obtained.

(d) On overall examination of the financial statements of the company, funds raised on short term basis have not been utilised for long term purposes,

(e) On overall examination of the financial statements of the company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures.

(f) The company has not raised loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies,

- x. (a) The company did not raise any money by way of Initial Public Offer or Further Public Offer (including debt instruments) and term loans during the year. Accordingly, paragraph 3(x) of the Order is not applicable.
- (b) The company has not made any preferential allotment or private placement of shares or convertible debentures (fully, partially or optionally convertible) during the year. Accordingly, paragraph 3(x)(b) of the Order is not applicable.
- xi. (a) During the course of our audit, examination of the books and records of the company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of material fraud by the Company or on the Company.
- (b) We have not come across of any instance of material fraud by the company or on the company during the course of audit of the standalone financial statement for the year ended March 31, 2023, accordingly the provisions stated in paragraph (xi)(b) of the Order is not applicable to the Company.
- (c) As represented to us by the management, there are no whistle-blower complaints received by the company during the year. Accordingly, the provisions stated in paragraph (xi)(c) of the order is not applicable to company.
- xii. In our opinion and according to the information & explanations given to us, the company is not a Nidhi Company. Accordingly, paragraph 3(xii) of the order is not applicable.
- xiii. According to the information and explanations given to us and based on our examination of the records of the company, all transactions with related parties are in compliance with section 177 and 188 of the Companies Act, 2013 where applicable and details of such transactions have been disclosed in the financial statements as required by applicable accounting standards.
- xiv. a) The company has an adequate internal audit system commensurate with the size and nature of its business.
- (b) the reports of the Internal Auditor for the financial year 2022-23 were considered by us .
- xv. According to the information and explanations given to us and based on our examination of the records of the company, the company has not entered into any non cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable.

- xvi. a)The company is required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934 and the company has obtained the required registration.
- b)Accordingly to the information and explanations give to us and based on our examination of the record of the company, the company has conducted non-banking financial with a valid certificate of registration (CoR) form the reserve bank of India as per the reserve bank of India Act, 1934.
- c) In our opinion and accordingly to the information and explanations given to us, the company is not a core investment company, Accordingly this clause 3 (xvi)(c) of the Order is not applicable.
- d) The company does not have any CIC as part of its group. Hence the provisions stated in paragraph clause 3 (xvi) (d) of the order are not applicable to the company
- xvii. Thecompany has incurred cash loss of Rs.54,76,329/- in the financial year. However, the company did not incur cash loss or loss in the immediately preceding financial year.
- xviii. There has been no resignation of the statutory auditor of the company during the period.
- xix. On the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements and our Knowledge of the Board of Director and Management plans based on our examination of the evidence supporting the assumptions, noting has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report including that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date,will get discharged by the company as and when they fall due.
- xx. According to the information and explanations given to us, the provisions of section 135 of the Act are not applicable to the company. Accordingly, the provisions of paragraph (xx)(a) to (b) of the Order are not applicable to the Company.
- xxi. The reporting under clause 3(xxi) of the Order is not applicable in respect of audit of standalone financial statements. Accordingly, no comment in respect of the said clause has been included in the report.

Place: Patna

For Thakur Bhuwanesh & Associates  
**Chartered Accountants**  
Firm Reg. No: 019690N

Date: 30th day of May 2023

**Ranjeet Kumar Jha**  
**Partner**  
M. No: 422486  
UDIN:

## **ANNEXURE B TO THE AUDITORS' REPORT**

**Referred to in clause (f) of paragraph 2 under the heading “Report on other Legal & Regulatory Requirements” of the Independent Auditors’ Report of even date to the members of Radico Khaitan Finance Ltd (The Company) on the standalone financial statements for the year ended March 31, 2023.**

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

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

### **Management’s Responsibility for Internal Financial Controls**

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

### **Auditors’ Responsibility**

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

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

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

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

## **Opinion**

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

Place: Patna

for Thakur Bhuwanesh & Associates  
**Chartered Accountants**  
Firm Reg. No: 019690N

Date: 30th day of May 2023

**Ranjeet Kumar Jha**  
**Partner**  
M. No: 422486  
UDIN:

**RADICO KHAITAN FINANCE LIMITED**  
**Balance Sheet as at 31st March 2023**

(Amount in hundreds)

Particulars		Note No.	As at 31st March 2023	As at 31st March 2022
<b>I.</b>	<b>ASSETS</b>			
(1)	<b>Financial Assets</b>			
	a) Cash and cash equivalents	2	4,127.67	42,661.74
	b) Trade receivables	3	133,739.54	207,309.17
	c) Loans	4	235,834.11	189,330.24
	d) Investments	5	33,736.97	35,616.97
	e) Other Financial assets	6	1,149,953.69	1,064,584.31
	<b>Total Financial Assets</b>		<b>1,557,391.99</b>	<b>1,539,502.44</b>
(2)	<b>Non -Financial Assets</b>			
	Deferred tax Assets (net)		16,361	-
	Property, Plant & Equipment	7	89,546.84	117,831.61
	<b>Total Non - Financial Assets</b>		<b>105,907.83</b>	<b>117,831.61</b>
	<b>TOTAL ASSETS</b>		<b>1,663,299.83</b>	<b>1,657,334.05</b>
<b>II.</b>	<b>Liabilities and Equity</b>			
	<b>Liabilities</b>			
	<b>Financial Liabilities</b>			
	<b>Payables</b>			
a)	Trade Payable	8		
	total outstanding dues of micro enterprises and small enterprises			
	total outstanding dues of creditors other micro enterprises and small enterprises		0	529,962.47
(b)	Other Financials	9	598893.98	0
	<b>Non-Financial liabilities</b>			
a)	Provisions	10	780.41	487
b)	Other financial liabilities	11	79942.07	88144.52
(1)	<b>EQUITY</b>			
	Equity Share Capital	12	900,000.00	900,000.00
	Other Equity			
	i. Reserves and Surplus	13	83,683.36	138,740.06
	<b>Total Equity</b>		<b>1,663,299.83</b>	<b>1,657,334.05</b>

Notes referred above form an integral part of the Balance Sheet.

Place : Patna

As per our separate report of even date attached.

**For Thakur Bhuvanesh & Associates**

**Chartered Accountants**

Firm Registration No. 019690N

Dated: The 30th day of May 2023

**Ranjeet Kumar Jha**

**(Partner)**

M. No. 422486

**SHALINI DUA**  
**COMPANY SECRETARY**

**HITESH MIYAN** **KAMESH KUMAR KHAITAN**  
**CHIEF FINANCIAL OFFICER** **MANAGING DIRECTOR**  
**DIN : 00755655**

**KRISHAN KUMAR SHARMA**  
**DIRECTOR**  
**DIN : 00856406**



**RADICO KHAITAN FINANCE LIMITED**  
**Profit and loss statement for the year ended on 31st March 2023**

(Amount in hundreds)

Particulars	Note No.	As at 31st March 2023	As at 31st March 2022
<b>I. Revenue from operations</b>			
a) Interest income		9,864.70	21,976.27
b) Dividend Income		16,196.00	3,765.26
c) Sale of products		2,257,947.48	7,155,249.77
d) Sale of service		88,000.00	60,000.00
e) Others			
Profit On Trading Of Future & Option		(11,525.82)	197,288.40
<b>Total revenue from operations</b>		<b>2,360,482.35</b>	<b>7,438,279.70</b>
<b>II. Other Income</b>	14	12,440.25	508.92
<b>III. Total Revenue ( I + II )</b>		<b>2,372,922.60</b>	<b>7,438,788.62</b>
<b>IV. Expenses :</b>			
Purchases of stock-in-trade		2,341,481.43	7,809,964.87
Changes in inventories	15	(85,369.38)	(708,638.08)
Employee Benefits Expenses	16	28,843.25	28,325.67
Finance cost	17	60,374.04	22,850.58
Depreciation and amortization expense	7	42,753.72	33,863.30
Other expenses	18	55,963.82	226,136.95
<b>Total Expenses</b>		<b>2,444,046.89</b>	<b>7,412,503.29</b>
<b>V. Profit before exceptional items and tax ( III - IV )</b>		<b>(71,124.29)</b>	<b>26,285.33</b>
<b>VI. Exceptional items(net) (expenses)/income</b>		-	-
<b>VII. Profit before Tax</b>		<b>(71,124.29)</b>	<b>26,285.33</b>
<b>VIII. Tax Expense</b>			
(1) Current Tax		-	6,690.97
(2) Deferred tax		16,361.00	-
<b>IX Profit for the period ( VII - VIII )</b>		<b>(54,763.29)</b>	<b>19,594.36</b>
<b>X Other Comprehensive Income</b>		-	-
<b>XI. Total Comprehensive Income for the Period (IX+X)</b>		<b>(54,763.29)</b>	<b>19,594.36</b>
<b>XII. Earing per equity share</b>			
(1) Basic		(0.61)	0.22
(2) Diluted		(0.61)	0.22

Notes referred above form an integral part of the Profit and loss statement.

As per our separate report of even date attached.

Place : Patna

**For Thakur Bhuwanesh & Associates**  
**Chartered Accountants**  
Firm Registration No. 019690N

Dated: The 30th day of May 2023

**Ranjeet Kumar Jha**  
**(Partner)**  
M. No. 422486

**SHALINI DUA**  
**COMPANY SECRETARY**

**HITESH MIYAN**  
**CHIEF FINANCIAL OFFICER**

**KAMESH KUMAR KHAITAN**  
**MANAGING DIRECTOR**  
**DIN : 00755655**

**KRISHAN KUMAR SHARMA**  
**DIRECTOR**  
**DIN : 00856406**

**RADICO KHAITAN FINANCE LIMITED**  
**CASH FLOW STATEMENT FOR THE PERIOD ENDED ON 31ST MARCH 2023**

(Amount in hundreds)

Particulars	Current Year	Previous Year
<b>Cash Flow from Operating activities</b>		
Net Profit before Tax & extra ordinary items	(71,124.29)	26,285.33
Adjustment for		
(Profit)/Loss on sale of Fixed Assets/ Fixed Assets w/o	-	(508.77)
Depreciation	42,753.72	33,863.30
Provision	(293.41)	713.91
<b>total</b>	<b>(28,663.97)</b>	<b>60,353.77</b>
<b>Less:tax paid</b>	<b>-</b>	<b>(6,690.97)</b>
<b>Net profit after tax</b>	<b>(28,663.97)</b>	<b>53,662.80</b>
<b>Financial assets</b>		
Trade receivables	73,569.63	27769.90
Loans	(46,503.87)	154409.17
Investments	1,880.00	2,000.00
<b>Financial liabilities</b>		
Trade payables	(529,962.47)	529911.74
Other financial liabilities	598,893.98	-
Net cash flow financial activities	<b>69,213.29</b>	<b>767,753.61</b>
<b>Non financial assets</b>		
Inventories	(85,369.38)	-708638.08
Plant & property	(14,468.95)	-148003.39
<b>Non financial liabilities</b>		
Provision	293.41	(713.91)
Other financial liabilities	(8,202.44)	82107.84
	<b>(107,747.36)</b>	<b>(775,247.54)</b>
<b>Net cash Provided by Financing Activities</b>	<b>(38,534.07)</b>	<b>-7493.93</b>
<b>Net Increase/(decrease) in cash and cash equivalents (A+B+C)</b>	<b>(38,534.07)</b>	<b>(7,493.94)</b>
Cash and Cash Equivalents at the beginning of the year	42,661.74	50,155.68
Cash and Cash Equivalents at the end of year	<b>4,127.67</b>	<b>42,661.74</b>

1. The company has followed indirect method while preparing the cash flow statement as per IND AS -7 issued by MCA.

2. Cash & Equivalents Comprise	Current year reporting period	Previous year
Cash on Hand	3532.00	6157.80
Balance with Banks		
Federal Bank	(2,144.57)	35,729.55
HDFC Bank	2,740.25	774.39
	<b>4,127.67</b>	<b>42,661.74</b>

We have examined the attached cash flow statement of Radico Khaitan Finance Ltd for the period year ended 31st March, 2023. The statement has been prepared by the company in accordance with the requirements of listing agreement and is based on and in agreement with the corresponding profit & loss account and Balance Sheet of the Company covered by our report to the members of the company.

As per our report of even date annexed

**For Thakur Bhuwanesh & Associates**  
**Chartered Accountants**  
Firm Registration No. 019690N

**KAMESH KUMAR KHAITAN**  
**MANAGING DIRECTOR**  
**DIN : 00755655**

**KRISHAN KUMAR SHARMA**  
**DIRECTOR**  
**DIN : 00856406**

**Ranjeet Kumar Jha**  
**(Partner)**  
M. No. 422486  
Place: Patna  
Dated: The 30th day of May 2023

**SHALINI DUA**  
**COMPANY SECRETARY**

**HITESH MIYAN**  
**CHIEF FINANCIAL OFFICER**

**RADICO KHAITAN FINANCE LIMITED**

**STATEMENT OF CHANGES IN EQUITY AS ON 31ST MARCH, 2023**

**A. Equity Share Capital**

(Amount in hundreds)

	Balance at the beginning of the reporting period i.e. 1st April, 2021	Changes in equity share capital during the year 2021-22	Balance at the end of the reporting period i.e. 31st March, 2022	Changes in equity share capital during the year 2022-23	Balance at the end of the reporting period i.e. 31st March, 2023
Amount of Share Capital	90,000.00	0.00	90,000.00	-	90,000.00
No of Shares	9,000,000	-	9,000,000	-	9,000,000

**B. Other Equity**

**For the year ended 31st March, 2022**

Particulars	Reserves and Surplus				
	Retained Earnings	Securities Premium	Statutory Reserve	Capital Reserve	Total
<b>Balance as at 01.04.2021</b>	34,643.24	70,000.00	13,788.55	-	118,431.79
Profit/ (Loss) for the year	19,594.36	-	3,919.00	-	23,513.36
Less : Provision for Standard Assets	-713.91				(713.91)
Less : Statutory Reserve	3,919.00				3,919.00
Other Comprehensive Income	-	-	-	-	-
<b>Balance as at 31.03.2022</b>	<b>51,032.51</b>	<b>70,000.00</b>	<b>17,707.55</b>	<b>0.00</b>	<b>138,740.06</b>

**For the year ended 31st March, 2023**

Particulars	Reserves and Surplus				
	Retained Earnings	Securities Premium	Statutory Reserve	Capital Reserve	Total
<b>Balance as at 01.04.2022</b>	51,032.51	70,000.00	17,707.55	-	138,740.06
Profit/ (Loss) for the year	(54,763.29)	-	-	-	(54,763.29)
Less : Provision for Standard Assets	293.41				293.41
Less : Statutory Reserve	-				-
Other Comprehensive Income	-	-	-	-	-
<b>Balance as at 31.03.2023</b>	<b>-4,024.19</b>	<b>70,000.00</b>	<b>17,707.55</b>	<b>0.00</b>	<b>83,683.36</b>

The accompanying notes form an integral part of the Financial Statements

As per our report of even date

**For Thakur Bhuwanesh & Associates**

**Chartered Accountants**

Firm Registration No. 019690N

For and on behalf of the Board

**Ranjeet Kumar Jha**

**(Partner)**

M. No. 422486

**KAMESH KUMAR KHAITAN**

**MANAGING DIRECTOR**

**DIN : 00755655**

**KRISHAN KUMAR SHARMA**

**DIRECTOR**

**DIN : 00856406**

**SHALINI DUA**

**COMPANY SECRETARY**

**HITESH MIYAN**

**CHIEF FINANCIAL OFFICER**

## RADICO KHAITAN FINANCE LIMITED

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### Note 1 : SIGNIFICANT ACCOUNTING POLICIES

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#### A. Basis of Preparation of Financial Statements

##### (i) Compliance with Ind AS

The Financial Statements comply in all material aspects with Indian Accounting Standards ( Ind AS) notified under section 133 of the Companies Act 2013 ( the Act)[Companies (Indian Accounting Standard ) Rules 2015] and other relevant provisions of the Act.

The Financial Statements up to year ended 31 March 2019 were prepared in accordance with the accounting standards notified under Companies (Accounting Standards) Rules 2006( as amended) and other relevant provisions of the Act.

These Financial statements are the first financial statements of the company under Ind AS, Refer Note 23 for an explanation of how the transition from previous GAAP to Ind AS has affected the company's financial position , financial performance and cash flows.

##### (ii) Historical Cost Convention

The Financial Statements have been prepared on a historical cost basis, except for the following :

a) certain financial assets and liabilities ( including derivative instruments) and contingent consideration that is measured at fair value

#### B. Use of Estimates

The preparation of financial statements requires estimates and assumptions to be made that affect the reported amount of assets and liabilities on the date of the financial statements and the reported amount of revenues and expenses during the reporting period. Difference between the actual results and estimates are recognised in the period in which the results are known/ materialised.

#### C. Property, Plant and Equipment

Property, Plant and Equipment are stated at cost net of recoverable taxes , less accumulated depreciation and impairment loss, if any. All costs, including financing costs till commencement of commercial production, net charges on foreign exchange contracts and adjustments arising from exchange rate variations attributable to the Property, Plant and Equipment are capitalised.

##### Transition to Ind AS

On Transition to Ind AS , the company has elected to continue with the carrying value of all of its property, plant and equipment recognised as at 1 April 2018 measured as per the previous accounting policies and use that carrying value as the deemed cost of the property, plant and equipment.

#### D. Depreciation and Amortisation

Cost of leasehold land is amortised over the period of lease.

Depreciation has been provided as per the useful life specified in the schedule II of the Companies Act, 2013.

Residual value of the asset has been fixed by the management at 5% of the original cost of the asset and any shortfall in this account will be adjusted from retained earnings

**E. Investments and other financial assets**

*(i) Classification*

The company classifies its financial assets in the following measurement categories :

a) those to be measured subsequently at fair value ( through profit or loss), and

b) those measured at amortised cost

The classification depends on whether the financial assets are quoted or unquoted investments, quoted investments are measured at fair value and unquoted investments are measured at amortised cost.

**F. Inventories**

Items of inventories are measured at cost

**G. Revenue Recognition**

Revenue is recognized only when it can be reliably measured and it is reasonable to expect ultimate collection. Interest income is recognized on time proportion basis taking into account the amount outstanding and rate applicable.

**H. Employee Benefits**

- i. Short-term employee benefits are recognised as an expense at the undiscounted amount in the Profit and Loss account of the year in which the related service is rendered.
- ii. Post employment and other long term employee benefits are recognised as an expense in the Profit and Loss account for the year in which the employee has rendered services.

**I. Borrowing Costs**

Borrowing costs that are attributable to the acquisition or construction of qualifying assets are capitalised as part of the cost of such assets. A qualifying asset is one that necessarily takes substantial period of time to get ready for its intended use. All other borrowing costs are charged to Profit and Loss account.

**J. Deferred Tax**

Deferred tax resulting from "timing difference" between taxable and accounting income is accounted for using the tax rates and laws that are enacted or substantively enacted as on the balance sheet date. Deferred tax asset is recognised and carried forward only to the extent that there is a virtual certainty that the asset will be realised in future.

**K. Taxation**

Provision for current tax is made on the basis of estimated taxable income for the current accounting year in accordance with the Income Tax Act, 1956.

**L. Contingencies**

Liabilities which are material and whose future outcome cannot be ascertained with reasonable certainty are treated as contingent and disclosed by way of notes to the accounts.

**RADICO KHAITAN FINANCE LIMITED**  
Notes to Financial statement for the year ended on 31st March 2023

**2 Cash and cash equivalents**

S. No. Particulars	As at 31st March 2023	As at 31st March 2022
<b>Balances with banks</b>		
Federal Bank	(2,144.57)	35,729.56
HDFC Delhi	2,740.25	774.39
Cash on hand	3,532.00	6,157.80
<b>Total</b>	<b>4,127.67</b>	<b>42,661.74</b>

**3 Trade receivables**

Trade Receivables/ Debtors' Aging schedule- Current Year(Rupees in Hundred)						
Particulars	Outstanding for the following periods					Total
	Less than 6mts	6 mts to 1 year	1-2 years	2-3 years	More than 3 years	
Undisputed Trade Receivables-Considered good	-	16,200.00	117,539.54	-	-	133,739.54
Undisputed Trade Receivables-Considered doubtful	-	-	-	-	-	-
Disputed Trade Receivables-Considered good	-	-	-	-	-	-
Disputed Trade Receivables-Considered doubtful	-	-	-	-	-	-
<b>Total</b>						<b>133,739.54</b>

Trade Receivables/ Debtors' Aging schedule- Previous Year(Rupees in Hundred)						
Particulars	Outstanding for the following periods					Total
	Less than 6mts	6 mts to 1 year	1-2 years	2-3 years	More than 3 years	
Undisputed Trade Receivables-Considered good	-	207,309.17	-	-	-	207,309.17
Undisputed Trade Receivables-Considered doubtful	-	-	-	-	-	-
Disputed Trade Receivables-Considered good	-	-	-	-	-	-
Disputed Trade Receivables-Considered doubtful	-	-	-	-	-	-
<b>Total</b>		<b>207,309.17</b>				<b>207,309.17</b>

**4 Loans**

**Unsecured, considered good**

Narah Overseas Ltd (AK trademart Pvt. Ltd.)	1,651.62	-
Khaitan Education Centre	114,250.00	83,250.00
Bibek Sahoo(Advance Vivek)	1,796.69	2,100.00
KY Apparels Pvt. Ltd.	79,200.00	27,000.00
Pengune Leather Products Pvt. Ltd.	-	10,000.00
Sunny Prep & High School	-	1,500.00

**Other loans**

TDS (upto 2000)	3,928.13	3,928.13
TDS (2001-02)	2,743.95	2,743.95
TDS (2003-04)	587.12	587.12
TDS (2004-05)	432.19	432.19
TDS (2005-06)	190.60	190.60
TDS (2006-07)	415.48	415.48
TDS (2007-08)	4,579.10	4,579.10
TDS (2008-09)	2,781.27	2,781.27
TDS (2011-12)	2,147.56	2,147.56
TDS (2012-13)	4,399.19	4,399.19
TDS (2019-20)	2,266.47	2,266.47
TDS (2020-21)	-	2,665.30
TDS (2021-22)	-	1,883.20
Interest Receivable	4,057.02	1,460.69
Advance Tax	-	35,000.00
TDS2022-23	10,407.73	-
<b>Total</b>	<b>235,834.11</b>	<b>189,330.24</b>

**6 Other Financial**

Stock-in-trade	1,149,953.69	1,064,584.31
<b>Total</b>	<b>1,149,953.69</b>	<b>1,064,584.31</b>

**Mode of valuation of stock :** At Cost

**NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2023**

**NOTE 5: CURRENT INVESTMENTS**

**A QUOTED Equity Shares**

	As at <b>31.3.2023</b>			As at <b>31.3.2022</b>		
	QTY	RATE	AMOUNT	QTY	RATE	AMOUNT
Supriya Pharma Ltd (2000 Shares ; Previous year : 2000 Shares)	2,000.00	-	-	2,000.00	-	-
John Patterson & Co(I) Ltd (2,00,000 Shares ; Previous year : 2,00,000 shares)	200,000.00	-	-	200,000.00	-	-
Arcuttipore Tea Co Ltd (16,400 Shares Units ; Previous year : 16,400 shares)	16,400.00	1.82	298.48	16,400.00	1.82	298.48
<b>TOTAL (A)</b>			<b>298.48</b>			<b>298.48</b>

FMV		298.48	298.48
Cost of Purchase		9,006.56	9,006.56
Other Comprehensive Income / (Loss)		<b>(8,708.08)</b>	<b>(8,708.08)</b>

**B UNQUOTED SHARES**

Anirudh Commercial Limited (92,900 Shares of Rs.10/- ; Previous year : 92,900 shares)	1,806.40	1,806.40
Anirudh Holdings Limited (3,100 Shares of Rs.10/- ; Previous year : 3,100 shares)	310.00	310.00
Anshuman Finance Limited (1,13,300 Shares of Rs.10/- ; Previous year : 1,13,300 shares)	2,975.00	2,975.00
Anshuman Projects Limited (2,070 Shares of Rs.10/- ; Previous year : 2,070 shares)	347.00	347.00
Penguin Leather Products Limited (34,020 Shares of Rs.10/- ; Previous year : 34,020 shares)	2,041.60	2,041.60
Parvati Holdings Private Limited (3,18,000 Shares of Rs.10/- ; Previous year : 3,18,000 shares)	9,590.00	9,590.00
AA Transform Design Private Limited (15,000 Shares of Rs.10/- ; Previous year : 15,000 shares)	350.00	350.00
ANP Trade Investment Private Limited (2,000 Shares of Rs.10/- ; Previous year : 2,000 shares)	60.00	60.00
Progressive Infratech Private Limited (94,000 Shares of Rs.10/- ; Previous year : 94,000 shares)	-	1,880.00
KK Trades & Commercial Private Limited (24,699 Shares of Rs.10/- ; Previous year : 24,699 shares)	5,270.00	5,270.00
Narah Overseas Limited (24,699 Shares of Rs.10/- ; Previous year : 24,699 shares)	5,670.00	5,670.00
Shri Harifinvest Services Private Limited (3,80,000 Shares of Rs.10/- ; Previous year : 3,80,000 shares)	3,800.00	3,800.00
Starlight Hospitality Private Limited (5,000 Shares of Rs.10/- ; Previous year : 5,000 shares)	500.00	500.00
Wild Orchid Fashions Private Limited (71,849 Shares of Rs.10/- ; Previous year : 71,849 shares)	718.49	718.49
<b>TOTAL (B)</b>	<b>33,438.49</b>	<b>35,318.49</b>

**TOTAL INVESTMENTS (A+B)**

	<b>33,736.97</b>	<b>35,616.97</b>
--	------------------	------------------

**RADICO KHAITAN FINANCE LIMITED****Note No - 7- Property, Plant & Equipment**

For 31st March 2023

S.No.	PARTICULARS	Life	Rate	GROSS BLOCK			DEPRECIATION				NET BLOCK	
				As at 31st March 2022	Addition/ (Deletion) during the year	As at 31st March 2023	As at 31st March 2022	During the year	Written Back (Deletion)	As at 31st March 2023	As at 31st March 2023	As at 31st March 2022
1	Ac	5	15.00%		2,077.95	2,077.95		21.34		21.34	2,056.61	-
2	Car (new)	8	31.23%	-	10,927.43	10,927.43	-	3,141.50	-	3,141.50	7,785.93	-
3	Car	8	31.23%	124,360.00	-	124,360.00	24,579.43	31,161.47	-	55,740.90	68,619.10	99,780.57
4	Computers	3	63.16%	2,448.74	118.64	2,567.39	1,101.22	862.59		1,963.81	603.58	1,347.52
5	Motor Vehicles	10	25.89%	780.00	-	780.00	247.87	137.77	-	385.64	394.36	532.13
6	Office Equipments	5	45.07%	24,677.35	1,344.92	26,022.27	8,505.96	7,429.05		15,935.01	10,087.26	16,171.39
				152,266.09	14,468.95	166,735.04	34,434.48	42,753.72	-	77,188.20	89,546.84	117,831.61

**KAMESH KUMAR KHIATAN**  
MANAGING DIRECTOR  
DIN : 00755655

**KRISHAN KUMAR SHARMA**  
DIRECTOR  
DIN : 00798110

**SHALINI DUA**  
COMPANY SECRETARY

**HITESH MIYAN**  
CHIEF FINANCIAL OFFICER



## 8 Trade payables

Trade Payables/Creditors' Aging Schedule- Current Year (Rupees in Hundred)					
Particulars	Outstanding for the following periods				Total
	Less than a ye	1-2 years	2-3 years	More than 3	
MSME	-	-	-	-	-
Others	-	-	-	-	-
Disputed dues-MSME	-	-	-	-	-
Disputed dues- Others	-	-	-	-	-
<b>Total</b>					

Trade Payables/Creditors' Aging Schedule- Previous Year (Rupees in Hundred)					
Particulars	Outstanding for the following periods				Total
	Less than a ye	1-2 years	2-3 years	More than 3	
MSME	-	-	-	-	-
Others	529,962.47	-	-	-	529,962.47
Disputed dues-MSME	-	-	-	-	-
Disputed dues- Others	-	-	-	-	-
<b>Total</b>					529,962.47

## 9 Other financial

Axis Securities limited

**598,893.98**

-

## 10 Provisions

Contingent Provision against standard assets

Opening balance

487.00

1,200.91

Add : Addition during the year

293.41

(713.91)

Less : Deduction during the year

-

Closing balance

**780.41****487.00**

## 11 Other non -Financial Liabilities

## i Term Loans

From Banks

HDFC Car Loan

62,503.80

77,121.57

(Secured against car)

Federal bank car loan

8,347.08

-

(Secured against car)

## ii Other payables

Audit Fees Payable

1,826.00

995.00

Expenses Payable

2,316.77

1,244.17

Salary &amp; Wages Payable

802.26

5,151.97

TDS Payable

1,508.63

3,354.80

GST Payable

2,637.54

277.01

**79,942.07****88,144.52**

## 12 Equity Share Capital

S. No.	Particulars	As at 31st March 2023	As at 31st March 2022
1	<b>Authorised Share Capital</b>		
	1,49,90,000 Equity Shares of Rs. 10 each	1,499,000.00	1,499,000.00
	1,000 13.5% Redeemable Cumulative Preference Share Rs.100 Each	1,000.00	1,000.00
		<b>1,500,000.00</b>	<b>1,500,000.00</b>
2	<b>Issued, Subscribed and Paid-up Share Capital</b>		
	90,00,000 Equity Shares of Rs. 10/- each	900,000.00	900,000.00
	<b>Total</b>	<b>900,000.00</b>	<b>900,000.00</b>
a)	<b>Reconciliation of No. of shares</b>		
	Opening no. of shares	90,000	90,000
Add :	Issued during the year	-	-
	Closing no. of shares	<b>90,000</b>	<b>90,000</b>
b)	<b>Details of shareholders holding more than 5% share</b>		
		(No. of shares)	
1	John Paterson & Co(I) Ltd.	325,955	325,955
2	Anshuman Finance Ltd	580,000	580,000
3	Janapriya Kalyan Kosh Pvt Ltd	671,796	671,796
4	Kamesh Kumar Khaitan	550,000	550,000
5	Karuna 'Devi Khaitan	900,000	900,000
6	Anirudh Khaitan	850,833	850,833
	<b>Total</b>	<b>3878584</b>	<b>3878584</b>

## C) Shareholding of promoters

Promoter's Name	No of shares held at the end of current year	Percentage of total shares	Percentage change in the shareholding during the current year	No of shares held at the end of previous year	Percentage of total shares
Kamesh Kumar Khaitan	550000	6.11		550000	6.11
Kamesh Kumar Khaitan (HUF)	450000	5.00		450000	5.00
Karuna Devi Khaitan	900000	10.00		900000	10.00
Anirudh Khaitan	850833	9.45		850833	9.45
Janpriya Kalyan Kosh Pvt Ltd	671796	7.46		671796	7.46
Anshuman Finance Ltd.	580000	6.44		580000	6.44
John Paterson & Co. (I) Ltd.	325955	3.62		325955	3.62
Anirudh Commercial Pvt. Ltd.	250000	2.78		250000	2.78
Anirudh Holdings Pvt. Ltd.	215000	2.39		215000	2.39
Parvati Holding Pvt Ltd	52500	0.58		52500	0.58
Penguin Leather Products Pvt Ltd	38010	0.42		38010	0.42

## 13 Reserve & Surplus

### 1 Profit and loss account

Opening balance	51,032.51	34,643.24
Add : Addition during the year	(54,763.29)	19,594.36
Add : Comprehensive Income		-
Less : Deduction during the year	293.41	3,205.09
Closing balance	<b>(4,024.19)</b>	<b>51,032.51</b>

### 2 Statutory Reserve U/s 451C of RBI Act

Opening balance	17,707.55	13,788.55
Add : Addition during the year	-	3,919.00
Less : Deduction during the year	-	-
Closing balance	<b>17,707.55</b>	<b>17,707.55</b>

**RADICO KHAITAN FINANCE LIMITED**  
**Notes to Financial statement for the year ended on 31st March 2023**

S. No. Particulars	As at 31st March 2023	As at 31st March 2022
3 Share Premium		
Opening balance	70,000.00	70,000.00
Add : Addition during the year	-	-
Less : Deduction during the year	-	-
Closing balance	70,000.00	70,000.00
 Total Reserve & Surplus	 <b>83,683.36</b>	 <b>138,740.06</b>
 <b>14 Other Income</b>		
1 Profit on sale of Fixed Assets	-	508.77
2 Balance w/off	-	0.15
commision Received	1,630.25	-
long term profit on sales	10,810.00	-
3 Net gain on financial assets mandatorily measured at fair value through Profit or loss	-	-
<b>Total</b>	<b>12,440.25</b>	<b>508.92</b>
 <b>15 Changes in Inventories</b>		
1 <b>Opening Stock</b>		
Stock in Trade	1,064,584.31	355,946.23
<b>Total</b>	<b>1,064,584.31</b>	<b>355,946.23</b>
2 <b>Closing Stock</b>		
Stock in Trade	1,149,953.69	1,064,584.31
<b>Total</b>	<b>1,149,953.69</b>	<b>1,064,584.31</b>
<b>Changes in inventories</b>	<b>(85,369.38)</b>	<b>(708,638.08)</b>
 <b>16 Employee Benefit Expenses</b>		
 <b>S. No. Particulars</b>	<b>As at 31st March 2023</b>	<b>As at 31st March 2022</b>
1 Salaries, Wages & Bonus	28,843.25	25,721.90
2 Staff Welfare Expenses	-	2,603.77
<b>Total</b>	<b>28,843.25</b>	<b>28,325.67</b>
 <b>17 Finance Cost</b>		

1	Interest Expense on:		
	Term Loan	60,374.04	22,850.58
	<b>Total</b>	<b>60,374.04</b>	<b>22,850.58</b>

## 18 Other Expenses

1	AGM Expenses	857.64	1,299.63
2	Advertisement	79.20	
3	Annual listing Charges	550.00	550.00
4	Auditor's Remuneration		
5	Statutory Audit	595.00	595.00
6	Tax Audit	200.00	200.00
7	Bank Charges	94.22	157.37
8	Business Promotion	13,327.40	15,350.38
9	Courier Charges	87.36	-
10	Demat Expenses	216.26	361.33
11	Director's Remuneration	-	20,748.00
12	Electricity & Water Charges	1,156.90	105.10
13	Insurance Expenses	899.86	2,399.29
14	Rates & Taxes	1,566.11	46.40
15	Interest on GST & TDS	-	-
16	Legal & Professional Charge	16,443.38	29,179.90
17	Misc Expenses	53.74	60.50
18	Office Expenses	-	451.80
19	Rent	700.00	1,250.00
20	Sundry Balance W/o	31.63	117,690.44
21	Telephone & Internet Expenses	156.00	1,100.20
22	Travelling & Conveyance	18,118.35	33,659.99
23	Vehicle Running & Maintenance	830.78	931.63
	<b>Total</b>	<b>55,963.82</b>	<b>226,136.95</b>

**RADICO KHAITAN FINANCE LIMITED**

**NOTES FORMING PART OF THE BALANCE SHEET AND PROFIT AND LOSS ACCOUNT(2022-23)**

- 19 .In compliance with the Ind AS 12 relating to 'Accounting for Taxes on Income' issued by the Institute of Chartered Accountants of India, an amount of Rs. 16361 (in hundred) representing the Deferred Tax Assets as on 31-3-2023 has been Provided in Profit & Loss Account.

**Opening Deferred Tax Liability**

	Deferred Tax Liability/ (Assets)
As per last year	-
(A)	-

**During the Year**

	Books	Income Tax	Deferred Tax Liability/(Assets)
WDV of assets	89,546.84	152,473.73	(16,361)
(B)			(16,361)
<b>NET DEFERRED TAX LIABILITY/(Assets)</b>	<b>(A + B)</b>	<b>(16,361)</b>	

- 20 Some of the Debit and credit balances appearing as on 31st March 2023 are subject to confirmation and reconciliation, if any.

- 21 Amount receivable from Aum Commodity Services Pvt. Ltd.(NSEL) Rs.3,19,65,437.25/- is under dispute and the matter is pending at Mumbai High Court. Last year company has written off 25% of Balance amount and During this year management has written off 50% of remaining balance which amounts to Rs. 11753954/-, however no amount has been written off during this year

- 22 During the year, the company has not made provision for gratuity payable as required under the relevant Act.

- 23 In the opinion of Board of directors, the current assets, loans & Advances have a value on realisation in the ordinary course of business at least equal to the amount at which they are stated unless specially mentioned otherwise and provision for all known liabilities has been made.

**24 Related party Disclosures**

Related party disclosures, as required by Ind AS-24" Related party Disclosures are given below:

a **Relationship**

i. Associate Companies

1Narah Overseas Limited

2 KK Trade & Commercials Ltd.

NIL

ii. Joint Venture/ joint control/ Associates

iii.Key management Personnel (Whole Time Directors )

Mr. Kamesh kumar Khaitan , Managing Director

Mr.Karuna Devi Khaitan,Director

Mr.Krishan Kumar Sharma,Director

Relatives of Key management personnel

(with whom transaction have taken place)

iv.Other Related Parties

Mr. Ramesh Kumar Bhartia, Director

Mr. Khaderan Singh, Director

Mr. Hitesh Miyan, CFO

Mr. Shalini Dua, Company Secretary

Loans/ Advances to Promoters, Directors, KMP, Related Parties (Rupees in Hundred)				
Type of Borrowers	Amount of loan/ advance in the nature of outstanding at the end of current period	Percentage of the total loan/ advances in the nature of advances	Amount of loan/ advance in the nature of outstanding at the end of previous period	Percentage of the total loan/ advances in the nature of advances
Promoters				
Directors				
KMPS				
Related Parties				
Narah Overseas limited	1651.62	70.03	NIL	NIL
Total			NIL	NIL

- c Following transactions were carried out with related parties in the ordinary course of business:

	Key management personnel ( In ` )	Relatives of Key Management Personnel ( In ` )	Others ( In ` )
1 Salaries & allowances	-		-
Outstanding Advances / (Loans Liabilities)			-

**25 Earning per share**

Particulars	Units	Year ended 31.03.2023	Year ended 31.03.2022
Profit/(Loss) after tax		-54,763.29	19,594.36
Weighted average of number of equity shares used in computing basic earning per share.	No of Shares	90000.00	90000
Basic & diluted earning per share (Face Value of ₹ 10/- per share)		-0.93	0.22

**26 Remuneration to Managing Director & Director**

Particulars	Year ended 31.03.2023	Year ended 31.03.2022
Salary		
Kamesh Kumar Khaitan	8,000	10,500
Krishan Kumar Sharma	11,806	9,852
Value of perquisites	396	396
Total	20,202	20,748

27 The Company does not own any sum to any small industrial Undertakings as defined in section 3 of Industries (Development & Regulation) Act, 1951 in terms of notification dated 22.09.99 issued by department of Company Affairs.

28 The Company is registered as Non Banking Financial Company with the Reserve Bank of India and has been complying with prudential norms as prescribed by RBI for NBFC.

29 Additional Information pursuant to the provisions of para 5 of Schedule - III of the Companies Act, 2013.

	31.03.2023	31.03.2022
C.I.F. Value of Imports	Nil	NIL
Expenditure in foreign currency	11,874.12	18769.76/-
Earning of Foreign currency	1630.25	NIL

Ratios	Numerator	Denominator	Current Year	Previous Year	Percentage of variance	Reason for variance
Current Ratio	Total financial Assets	Total financial liabilities	2.60	2.90	10.48%	NA
Debt-Equity Ratio	Total Debts	Shareholders Equity	0.07	0.07	0.00%	NA
Debt Service Coverage Ratio	Net profit after taxes+ Interest+Non-cash operating expenses	Interest+Principal Repayment	0.49	2.15	77.21%	Loss incurred in this year and decrease in interest payment
Return on Equity Ratio	Net profit after tax	Average shareholders' Equity	-0.05	0.02	350.00%	Loss incurred in this year as against profit las year
Inventory Turnover Ratio	Cost of Goods Sold	Average Inventory	2.13	10.00	78.70%	Increase in inventory in this year and decrease in cost of goods sold
Trade Receivables Turnover Ratio	Net Credit sales	Average Trade Receivables	13.84	33.63	58.85%	Decrease in sales and receivables in this year
Trade Payables Turnover Ratio	Net credit purchase	Average Trade Payable		20.70	36.28%	Movement on account of credit purchase during the year v/s last year
Net Capital Turnover Ratio	Net sales	Working Capital	2.46	7.36	-66.58%	Decrease in sales and decrease in working capital
Net Profit Ratio	Net profit after Taxes	Net sales	-2.75	0.26	1157.69%	Decrease in sales and loss incurred during the year
Return on Capital Employed Ratio	Earning before interest & Taxes	Capital Employed	-0.01	0.05	120.00%	due to loss and decrease in sales
Return on Investments Ratio	Income generated from invested Funds	Average invested funds	-0.03	0.02	250.00%	due to decrease in sales

31 Previous years figures have been regrouped/rearranged wherever considered necessary.

32 Other statutory information

(i) The Company do not have any Benami property, where any proceeding has been initiated or pending against the Company for holding any Benami property.

(ii) The Company do not have any transactions with Companies struck off.

(iii) The Company do not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.

(iv) The Company have not traded or invested in Crypto currency or Virtual Currency during the financial year.

(v) The Company have not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the  
 (a) 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)  
 (b) provide any guarantee, security or the like to or on behalf of the ultimate beneficiaries

(vi) The Company have 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

(vii) The Company have not any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961

(viii) There are no immovable properties whose title deeds are not held in the name of the company.

(ix) The company has not revalued its property, plant and equipment during the current year.

(x) Since the company has no subsidiaries, however the company has associates for which compliance with number of layers prescribed under clause 87 of section 2 of the Act read with the companies ( Restriction on number of Layers ) rules 2017 has been made.

(xi) The company is not covered under the provisions of Section 135 of the companies Act 2013. As such no disclosure with respect to Corporate Social Responsibility activities is required .

S.No.	Particulars	Amount O/S	Amount Overdue
1-	<i>Liabilities Side:</i>		
	Loans and advances availed by NBFCs inclusive of interest accrued thereon but not paid: (Note: From Directors & Relatives)	-	NIL
2-	Break-up of (1) (f) above (outstanding Public deposits inclusive of interest accrued thereon but not paid)	NIL	NIL
	<i>Assets Side :</i>		<i>Amount Outstanding</i>
3-	Break-up of Loans and advances including Bills receivables (other than those included in(4) below)		
	(a) Secured (b) Unsecured		NIL 196,898.31
4-	Break-up of Leased Assets and stock on hire and hypothecation Loans counting towards EL / HP activities		NIL
5-	<i>Break-up of Investment :</i>		
	<i>Current Investment :</i>		
	Quoted :		
	(i) Shares : (a) Equity		NIL
	(b)Preference		NIL
	(ii) Debentures and Bonds		NIL
	(iii) Units of Mutual Funds		NIL
	(iv) Government Securities		NIL
	(v) Others (Please Specify)		NIL
	Unquoted :		
	(i) Shares : (a) Equity		NIL
	(b)Preference		NIL
	(ii) Debentures and Bonds		NIL
	(iii) Units of Mutual Funds		NIL
	(iv) Government Securities		NIL
	(v) Others (Please Specify)		NIL
	<u>Long Term Investment :</u>		
	Quoted :		
	(i) Shares : (a) Equity		298.48
	(b)Preference		NIL
	(ii) Debentures and Bonds		NIL
	(iii) Units of Mutual Funds		NIL
	(iv) Government Securities		NIL
	(v) Others (Please Specify)		NIL
	Unquoted :		
	(i) Shares : (a) Equity		33,438.49
	(b)Preference		NIL
	(ii) Debentures and Bonds		NIL
	(iii) Units of Mutual Funds		NIL
	(iv) Government Securities		NIL
	(v) Others - Recurring Deposit		NIL



6-	Borrower group wise classification of all leased assets, stock-on-hire and Loans and Advances : (Please see Note -2 below)			
	Category	Amount net to Provision		
		Secured	Unsecured	Total
	01- Related Parties :		-	NIL
	02- Other than Related Parties :	NIL	195,101.62	NIL
	Total	NIL	195,101.62	NIL
7-	Investor group-wise classification of all investments ( current and long term ) in shares and securith both quoted and unquoted			
	Category	Market Value/Break-up Value or NAV	Book value (Net of Provision)	
	01- Related Parties :			
	(a) Subsidiaries	Not Available		
	(b) Companies in the same group	Not Available		5,363.60
	(c) Other Related Parties	Not Available		10,940.00
	02- Other than Related Parties :	Not Available		17,433.37
	Total	Not Available		33,736.97
8-	Other Information			
	Particulars			Amount
	(i) Gross Non - Performing Assets			
	01- Related Parties			N
	02- Other than Related Parties			
	(i) Net Non - Performing Assets			I
	01- Related Parties			
	02- Other than Related Parties			L
	(iii) Assets acquired in satisfaction of debt			

38 Figures of the previous year are regrouped / rearranged wherever considered necessary.

Place : Patna

**For Thakur Bhuvanesh & Associates**  
**Chartered Accountants**  
Firm Registration No. 019690N

Dated: The 30th day of May 2023

**Ranjeet Kumar Jha**  
**(Partner)**  
M. No. 422486

**KAMESH KUMAR KHAITAN**  
**MANAGING DIRECTOR**  
**DIN : 00755655**

**KRISHAN KUMAR SHARMA**  
**DIRECTOR**  
**DIN : 00856406**

**HITESH MIYAN**  
**CHIEF FINANCIAL OFFICER**

**SHALINI DUA**  
**COMPANY SECRETARY**

## **Independent Auditor's Report**

**To the Members of M/s RADICO KHAITAN FINANCE LIMITED.**

### **Report on the Audit of the Ind AS Consolidated Financial Statements**

#### **Opinion**

We have audited the accompanying consolidated financial statements of **M/s RADICO KHAITAN FINANCE LIMITED** (hereinafter referred to as the 'Holding Company') and its associates which comprise the consolidated Balance Sheet as at March 31, 2023, and the consolidated statement of Profit and Loss and the consolidated cash flows Statement for the year then ended, and notes to the Ind AS consolidated financial statements, including a summary of significant accounting policies (hereinafter referred to as "the consolidated financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Ind AS consolidated financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of their consolidated state of affairs of the company as at March 31, 2023, of consolidated loss and its consolidated cash flows for the year then ended.

#### **Basis for Opinion**

We conducted our audit in accordance with the Standards on Auditing (SAs) 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 the Ind AS Consolidated Financial Statements section of our report. We are independent of the Group in accordance with the Code of Ethics issued by ICAI, and we have fulfilled our other ethical responsibilities in accordance with the provisions of the Companies Act, 2013. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

#### **Key Audit Matters**

There are no key audit matters to report.

#### **Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements**

The Holding Company's Board of Directors is responsible for the preparation and presentation of these Ind AS consolidated financial statements in term of the requirements of the Companies Act, 2013 that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Group including its Associates and Jointly controlled entities in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under section 133 of the Act. The respective Board of Directors of the companies included in the Group and of its associates and jointly controlled entities are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating

effectively for ensuring 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, which have been used for the purpose of preparation of the Ind AS consolidated financial statements by the Directors of the Holding Company, as aforesaid.

In preparing the Ind AS consolidated financial statements, the respective Board of Directors of the companies included in the Group and of its associates and jointly controlled entities are responsible for assessing the ability of the Group and of its associates and jointly controlled entities 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 Group or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Group and of its associates and jointly controlled entities are responsible for overseeing the financial reporting process of the Group and of its associates and jointly controlled entities.

#### **Auditor's Responsibilities for the Audit of the Ind AS Consolidated Financial Statements**

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

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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal 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 system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

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

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

### Other Matters

- We did not audit the financial statements/financial information of the following Associate Company, whose share of net loss pertaining to the Parent Company included in the consolidated financial statements is Rs.29,070.58/- for the year ended on 31st March, 2023 as follows: -

S. No.	Name of the Associate Companies incorporated in India	Parent Company's Share of Net Profit/(Loss) (Rs. in hundreds)
.	Narah Overseas Private Limited (49.4% share of the Holding Company M/s Radico Khaitan Finance Limited)	(27796.14)
	KK Traders & Commercial Private Limited (49.4% share of the Holding Company M/s Radico Khaitan Finance Limited)	(1274.44)
	<b>Grand Total</b>	<b>(29,070.58)</b>

- b) The financial statements/financial information of associate stated at A (i) above, have been audited by other auditor whose reports have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosure included in respect of that associate, and our report in terms of sub-section (3) and (11) of Section 143 of the Act, in so far as it relates to the aforesaid associate is based solely on the reports of other auditor.
- c) Our opinion on the Consolidated Financial Statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matter with respect to our reliance on the work done and the reports of the other auditors and the financial statements and other financial information certified and furnished to us by the Management.

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

As required by Section 143(3) of the Act, we report, to the extent applicable, 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 of the aforesaid Ind AS consolidated financial statements.
- (b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and the reports of the other auditors.
- (c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss, and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the Ind AS consolidated financial statements.
- (d) In our opinion, the aforesaid Ind AS consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act.
- (e) On the basis of the written representations received from the directors of the Holding Company as on 31st March, 2023.
- (f) taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors of its subsidiary companies, associate companies and jointly controlled companies incorporated in India, none of the directors of the Group companies, its associate companies and jointly controlled companies incorporated in India is disqualified as on 31st March, 2023 from being appointed as a director in terms of Section 164 (2) of the Act.
- (g) With respect to the adequacy of internal financial controls over financial reporting of the Group and the operating effectiveness of such controls, refer to our separate report in Annexure A.

(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 Auditor's) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

i. The Group does not have pending litigation which would impact its financial position except following:

<b>S. No.</b>	<b>Name of Party</b>	<b>Amount</b>	<b>Pending at</b>
1.	Aum Commodity Services Pvt Ltd	3,22,03,047.25	Mumbai High Court

ii. The Group and its associates did not have any material foreseeable losses on long-term contracts including derivative contracts.

iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Holding Company and its associate companies incorporated in India.

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

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

(c)Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause(i) and (ii) of Rule 11(e), as provided under (a)or (b) above, contain any material misstatement.

(v) Since the company has incurred loss and not declared or paid dividend during the year, the provisions of section 123 of the Companies Act, 2013 are not applicable.

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

Place: Patna

For Thakur Bhuwanesh&Associates  
**Chartered Accountants**  
Firm Reg. No: 019690N

Date: the 30th day of May 2023

**Ranjeet Kumar Jha**  
**Partner**  
M. No: 422486  
UDIN:

**ANNEXURE A REFERRED TO IN 1 UNDER THE HEADING “REPORT ON OTHER LEGAL  
AND REGULATORY REQUIREMENTS”**

**RADICO KHAITAN FINANCE LTD(The Company)**

- I. There has been no any qualifications or adverse remarks in the audit reports issued by the respective auditors of companies included in consolidated financial statement Accordingly, no comment in respect of the said clause has been included in the report. (clause 3(xxi) of the Order,2020)

Place: Patna

For Thakur Bhuwanesh& Associates  
**Chartered Accountants**  
Firm Reg. No: 019690N

Date: 30th day of May 2023

**Ranjeet Kumar Jha**  
**Partner**  
M. No: 422486



## **ANNEXURE B TO THE AUDITORS' REPORT**

**Referred to in clause (f) of paragraph 2 under the heading “Report on other Legal & Regulatory Requirements” of the Independent Auditors’ Report of even date to the members of RadicoKhaitan Finance Ltd (The Company) on the standalone financial statements for the year ended March 31, 2023.**

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

In our conjunction with our audit of the consolidated Financial Statements of the Company as of and for the year ended on March, 31 2023, we have audited the internal financial controls over financial reporting of **RADICO KHAITAN FINANCE LIMITED**(“the Parent Company”)and while its associate company namely Narah Overseas Private Limited and KK Traders and Commercial Private Limited have been audited by other auditor, which are companies incorporated in India, as of that date.

#### **Management’s Responsibility for Internal Financial Controls**

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

#### **Auditors’ Responsibility**

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

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

procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the consolidated 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 consolidated 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 consolidated 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 consolidated financial statements.

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

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

## **Opinion**

In our opinion, the parent company and its associates have, in all material aspects, an adequate financial control system over financial reporting and such internal control over financial reporting were operating effectively as at 31st March 2023, based on the internal control over financial reporting criteria established by the company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India.

Place: Patna

for Thakur Bhuwanesh& Associates

**Chartered Accountants**

Firm Reg. No: 019690N

Date: 30th day of May 2023

**Ranjeet Kumar Jha**

**Partner**

M. No: 422486

**RADICO KHAITAN FINANCE LIMITED**  
**Balance Sheet as at 31st March 2023**

(Amount in hundreds)

	Particulars	Note No.	As at 31st March 2023	As at 31st March 2022
<b>I.</b>	<b>ASSETS</b>			
(1)	<b>Financial Assets</b>			
	a) Cash and cash equivalents	2	4,127.67	42,661.74
	b) Trade receivables	3	133,739.54	207,309.17
	c) Loans	4	235,834.11	189,330.24
	d) Investments	5	452.42	31,403.00
	e) Other Financial assets	6	1,149,953.69	1,064,584.31
	<b>Total Financial Assets</b>		<b>1,524,107.44</b>	<b>1,535,288.47</b>
(2)	<b>Non -Financial Assets</b>			
	Deferred tax Assets (net)		16,361.00	-
	Property, Plant & Equipment	7	89,546.84	117,831.61
	<b>Total Non - Financial Assets</b>		<b>105,907.84</b>	<b>117,831.61</b>
	<b>TOTAL ASSETS</b>		<b>1,630,015.28</b>	<b>1,653,120.08</b>
<b>II.</b>	<b>Liabilities and Equity</b>			
	<b>Liabilities</b>			
	<b>Financial Liabilities</b>			
	<b>Payables</b>			
a)	Trade Payable	8		
	total outstanding dues of micro enterprises and small enterprises			
	total outstanding dues of creditors other micro enterprises and small enterprises		0	529,962.47
(b)	Other Financials	9	598893.98	0
	<b>Non-Financial liabilities</b>			
a)	Provisions	10	780.41	487
b)	Other financial liabilities	11	79942.07	88144.52
(1)	<b>EQUITY</b>			
	Equity Share Capital	12	900,000.00	900,000.00
	Other Equity			
	i. Reserves and Surplus	13	50,398.82	134,526.10
	<b>Total Equity</b>		<b>1,630,015.28</b>	<b>1,653,120.09</b>

Notes referred above form an integral part of the Balance Sheet.

Place : Patna

As per our separate report of even date attached.

**For Thakur Bhuvanesh & Associates**

**Chartered Accountants**

Firm Registration No. 019690N

Dated: The 30th day of May 2023

**Ranjeet Kumar Jha**

**(Partner)**

M. No. 422486

**SHALINI DUA**  
**COMPANY SECRETARY**

**HITESH MIYAN** **KAMESH KUMAR KHAITAN**  
**CHIEF FINANCIAL OFFICER** **MANAGING DIRECTOR**  
**DIN : 00755655**

**KRISHAN KUMAR SHARMA**  
**DIRECTOR**  
**DIN : 00856406**

**RADICO KHAITAN FINANCE LIMITED**  
**Profit and loss statement for the year ended on 31st March 2023**

(Amount in hundreds)

	Particulars	Note No.		As at 31st March 2023		As at 31st March 2022
I.	Revenue from operations					
	a) Interest income			9,864.70		21,976.27
	b) Dividend Income			16,196.00		3,765.26
	c) Sale of products			2,257,947.48		7,155,249.77
	d) Sale of service			88,000.00		60,000.00
	e) Others					
	Profit On Trading Of Future & Option			(11,525.82)		197,288.40
	<b>Total revenue from operations</b>			<b>2,360,482.35</b>		<b>7,438,279.70</b>
II.	Other Income	14		12,440.25		508.92
III.	<b>Total Revenue ( I + II )</b>			<b>2,372,922.60</b>		<b>7,438,788.62</b>
IV.	<b>Expenses :</b>					
	Purchases of stock-in-trade			2,341,481.43		7,809,964.87
	Changes in inventories	15		(85,369.38)		(708,638.08)
	Employee Benefits Expenses	16		28,843.25		28,325.67
	Finance cost	17		60,374.04		22,850.58
	Depreciation and amortization expense	7		42,753.72		33,863.30
	Other expenses	18		55,963.82		226,136.95
	<b>Total Expenses</b>			<b>2,444,046.89</b>		<b>7,412,503.29</b>
V.	<b>Profit before exceptional items and tax ( III - IV )</b>			<b>(71,124.29)</b>		<b>26,285.33</b>
VI.	<b>Exceptional items(net) (expenses)/income</b>			-		-
VII.	<b>Profit before Tax</b>			<b>(71,124.29)</b>		<b>26,285.33</b>
VIII.	<b>Tax Expense</b>			-		6,690.97
	(1) Current Tax				6,690.97	
	(2) Deferred tax			16,361.00	-	
IX.	<b>Profit for the period ( VII - VIII )</b>			<b>(54,763.29)</b>		<b>19,594.36</b>
X.	<b>Other Comprehensive Income</b>			-		-
XI.	<b>Total Comprehensive Income for the Period (IX+X)</b>			<b>(54,763.29)</b>		<b>19,594.36</b>
XII.	<b>Profit from Associate Companies</b>			<b>(29,070.58)</b>		<b>2,102.55</b>
XIII.	<b>Net Profit (XI+XII)</b>			<b>(83,833.87)</b>		<b>21,696.91</b>
XII.	<b>Earing per equity share</b>					
	(1) Basic			(0.93)		0.24
	(2) Diluted			(0.93)		0.24

Notes referred above form an integral part of the Profit and loss statement.  
As per our separate report of even date attached.

Place : Patna

**For Thakur Bhuwanesh & Associates**  
**Chartered Accountants**  
Firm Registration No. 019690N

Dated: The 30th day of May 2023

**Ranjeet Kumar Jha**  
**(Partner)**  
M. No. 422486

SHALINI DUA  
COMPANY SECRETARY

HITESH MIYAN  
CHIEF FINANCIAL OFFICER

KAMESH KUMAR KHAITAN  
MANAGING DIRECTOR  
DIN : 00755655

KRISHAN KUMAR SHARMA  
DIRECTOR  
DIN : 00856406

**RADICO KHAITAN FINANCE LIMITED**  
**CASH FLOW STATEMENT FOR THE PERIOD ENDED ON 31ST MARCH 2023**

(Amount in hundreds)

Particulars	Current Year	Previous Year
<b>Cash Flow from Operating activities</b>		
Net Profit before Tax & extra ordinary items	(100,194.87)	28,387.88
Adjustment for		
(Profit)/Loss on sale of Fixed Assets/ Fixed Assets w/o	-	(508.77)
Depreciation	42,753.72	33,863.30
Provision	(293.41)	713.91
<b>total</b>	<b>(57,734.55)</b>	<b>62,456.32</b>
<b>Less:tax paid</b>	<b>-</b>	<b>(6,690.97)</b>
<b>Net profit after tax</b>	<b>(57,734.55)</b>	<b>55,765.35</b>
<b>Financial assets</b>		
Trade receivables	73,569.63	27769.90
loans	(46,503.87)	154409.17
investments	30,950.58	(102.56)
<b>Financial liabilities</b>		
Trade payables	(529,962.47)	529911.74
Other financial liabilities	598,893.98	-
Net cash flow financial activities	69,213.29	767,753.60
<b>Non financial assets</b>		
Inventories	(85,369.38)	-708638.08
Plant & property	(14,468.95)	-148003.39
	-	-
<b>Non financial liabilities</b>		
Provision	293.41	(713.91)
Other financial liabilities	(8,202.44)	82107.84
	<b>(107,747.36)</b>	<b>(775,247.54)</b>
<b>Net cash Provided by Financing Activities</b>	<b>(38,534.07)</b>	<b>-7493.93</b>
<b>Net Increase/(decrease) in cash and cash equivalents (A+B+C)</b>	<b>(38,534.07)</b>	<b>(7,493.94)</b>
Cash and Cash Equivalents at the beginning of the year	42,661.74	50,155.68
Cash and Cash Equivalents at the end of year	4,127.67	42,661.74

1. The company has followed indirect method while preparing the cash flow statement as per IND AS -7 issued by MCA.

2. Cash & Equivalents Comprise	Current year reporting period	Previous year
Cash on Hand	3532.00	6157.80
Balance with Banks		
Federal Bank	(2,144.57)	35,729.55
HDFC Bank	2,740.25	774.39
	<b>4,127.67</b>	<b>42,661.74</b>

We have examined the attached cash flow statement of Radico Khaitan Finance Ltd for the period year ended 31st March, 2023. The statement has been prepared by the company in accordance with the requirements of listing agreement and is based on and in agreement with the corresponding profit & loss account and Balance Sheet of the Company covered by our report to the members of the company.

As per our report of even date annexed

**For Thakur Bhuwanesh & Associates**  
**Chartered Accountants**  
Firm Registration No. 019690N

**KAMESH KUMAR KHAITAN**  
**MANAGING DIRECTOR**  
**DIN : 00755655**

**KRISHAN KUMAR SHARMA**  
**DIRECTOR**  
**DIN : 00856406**

**Ranjeet Kumar Jha**  
**(Partner)**  
M. No. 422486  
Place: Patna  
Dated: The 30th day of May 2023

**SHALINI DUA**  
**COMPANY SECRETARY**

**HITESH MIYAN**  
**CHIEF FINANCIAL OFFICER**

**RADICO KHAITAN FINANCE LIMITED**

**STATEMENT OF CHANGES IN EQUITY AS ON 31ST MARCH, 2023**

**A. Equity Share Capital**

(Amount in hundreds)

	Balance at the beginning of the reporting period i.e. 1st April, 2021	Changes in equity share capital during the year 2021-22	Balance at the end of the reporting period i.e. 31st March, 2022	Changes in equity share capital during the year 2022-23	Balance at the end of the reporting period i.e. 31st March, 2023
Amount of Share Capital	90,000.00	0.00	90,000.00	-	90,000.00
No of Shares	9,000,000	-	9,000,000	-	9,000,000

**B. Other Equity**

**For the year ended 31st March, 2022**

Particulars	Reserves and Surplus				
	Retained Earnings	Securities Premium	Statutory Reserve	Capital Reserve	Total
<b>Balance as at 01.04.2021</b>	28,326.73	70,000.00	13,788.55	-	112,115.28
Profit/ (Loss) for the year	21,696.91	-	4,339.38	-	26,036.29
Less : Provision for Standard Assets	-713.91				(713.91)
Less : Statutory Reserve	4,339.38				4,339.38
Other Comprehensive Income	-	-	-	-	-
<b>Balance as at 31.03.2022</b>	<b>46,398.16</b>	<b>70,000.00</b>	<b>18,127.93</b>	<b>0.00</b>	<b>134,526.1</b>

**For the year ended 31st March, 2023**

Particulars	Reserves and Surplus				
	Retained Earnings	Securities Premium	Statutory Reserve	Capital Reserve	Total
<b>Balance as at 01.04.2022</b>	46,398.16	70,000.00	18,127.93	-	134,526.1
Profit/ (Loss) for the year	(83,833.87)	-	-	-	(83,833.87)
Less : Provision for Standard Assets	293.41				293.41
Less : Statutory Reserve	-				-
Other Comprehensive Income	-	-	-	-	-
<b>Balance as at 31.03.2023</b>	<b>-37,729.11</b>	<b>70,000.00</b>	<b>18,127.93</b>	<b>0.00</b>	<b>50,398.82</b>

The accompanying notes form an integral part of the Financial Statements

As per our report of even date

**For Thakur Bhuwanesh & Associates**

**Chartered Accountants**

Firm Registration No. 019690N

For and on behalf of the Board

**Ranjeet Kumar Jha**

**(Partner)**

M. No. 422486

**KAMESH KUMAR KHAITAN**

**MANAGING DIRECTOR**

**DIN : 00755655**

**KRISHAN KUMAR SHARMA**

**DIRECTOR**

**DIN : 00856406**

**SHALINI DUA**

**COMPANY SECRETARY**

**HITESH MIYAN**

**CHIEF FINANCIAL OFFICER**

## RADICO KHAITAN FINANCE LIMITED

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### Note 1 : SIGNIFICANT ACCOUNTING POLICIES

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#### A. Basis of Preparation of Financial Statements

##### (i) Compliance with Ind AS

The Financial Statements comply in all material aspects with Indian Accounting Standards ( Ind AS) notified under section 133 of the Companies Act 2013 ( the Act)[Companies (Indian Accounting Standard ) Rules 2015] and other relevant provisions of the Act.

The Financial Statements up to year ended 31 March 2019 were prepared in accordance with the accounting standards notified under Companies (Accounting Standards) Rules 2006( as amended) and other relevant provisions of the Act.

These Financial statements are the first financial statements of the company under Ind AS, Refer Note 23 for an explanation of how the transition from previous GAAP to Ind AS has affected the company's financial position , financial performance and cash flows.

##### (ii) Historical Cost Convention

The Financial Statements have been prepared on a historical cost basis, except for the following :

a) certain financial assets and liabilities ( including derivative instruments) and contingent consideration that is measured at fair value

#### B. Use of Estimates

The preparation of financial statements requires estimates and assumptions to be made that affect the reported amount of assets and liabilities on the date of the financial statements and the reported amount of revenues and expenses during the reporting period. Difference between the actual results and estimates are recognised in the period in which the results are known/ materialised.

#### C. Property, Plant and Equipment

Property, Plant and Equipment are stated at cost net of recoverable taxes , less accumulated depreciation and impairment loss, if any. All costs, including financing costs till commencement of commercial production, net charges on foreign exchange contracts and adjustments arising from exchange rate variations attributable to the Property, Plant and Equipment are capitalised.

##### Transition to Ind AS

On Transition to Ind AS , the company has elected to continue with the carrying value of all of its property, plant and equipment recognised as at 1 April 2018 measured as per the previous accounting policies and use that carrying value as the deemed cost of the property, plant and equipment.

#### D. Depreciation and Amortisation

Cost of leasehold land is amortised over the period of lease.

Depreciation has been provided as per the useful life specified in the schedule II of the Companies Act, 2013.

Residual value of the asset has been fixed by the management at 5% of the original cost of the asset and any shortfall in this account will be adjusted from retained earnings



**E. Investments and other financial assets**

*(i) Classification*

The company classifies its financial assets in the following measurement categories :

a) those to be measured subsequently at fair value ( through profit or loss), and

b) those measured at amortised cost

The classification depends on whether the financial assets are quoted or unquoted investments, quoted investments are measured at fair value and unquoted investments are measured at amortised cost.

**F. Inventories**

Items of inventories are measured at cost

**G. Revenue Recognition**

Revenue is recognized only when it can be reliably measured and it is reasonable to expect ultimate collection. Interest income is recognized on time proportion basis taking into account the amount outstanding and rate applicable.

**H. Employee Benefits**

- i. Short-term employee benefits are recognised as an expense at the undiscounted amount in the Profit and Loss account of the year in which the related service is rendered.
- ii. Post employment and other long term employee benefits are recognised as an expense in the Profit and Loss account for the year in which the employee has rendered services.

**I. Borrowing Costs**

Borrowing costs that are attributable to the acquisition or construction of qualifying assets are capitalised as part of the cost of such assets. A qualifying asset is one that necessarily takes substantial period of time to get ready for its intended use. All other borrowing costs are charged to Profit and Loss account.

**J. Deferred Tax**

Deferred tax resulting from "timing difference" between taxable and accounting income is accounted for using the tax rates and laws that are enacted or substantively enacted as on the balance sheet date. Deferred tax asset is recognised and carried forward only to the extent that there is a virtual certainty that the asset will be realised in future.

**K. Taxation**

Provision for current tax is made on the basis of estimated taxable income for the current accounting year in accordance with the Income Tax Act, 1956.

**L. Contingencies**

Liabilities which are material and whose future outcome cannot be ascertained with reasonable certainty are treated as contingent and disclosed by way of notes to the accounts.

**RADICO KHAITAN FINANCE LIMITED**  
Notes to Financial statement for the year ended on 31st March 2023

**2 Cash and cash equivalents**

S. No.	Particulars	As at	As at
		31st March 2023	31st March 2022
	<b>Balances with banks</b>		
	Federal Bank	(2,144.57)	35,729.56
	HDFC Delhi	2,740.25	774.39
	Cash on hand	3,532.00	6,157.80
	<b>Total</b>	<b>4,127.67</b>	<b>42,661.74</b>

**3 Trade receivables**

Trade Receivables/ Debtors' Aging schedule- Current Year(Rupees in Hundred)						
Particulars	Outstanding for the following periods					Total
	Less than 6mts	6 mts to 1 year	1-2 years	2-3 years	More than 3 year	
Undisputed Trade Receivables-Considered good	-	16,200.00	117,539.54	-	-	133,739.54
Undisputed Trade Receivables-Considered doubtful	-	-	-	-	-	-
Disputed Trade Receivables-Considered good	-	-	-	-	-	-
Disputed Trade Receivables-Considered doubtful	-	-	-	-	-	-
<b>Total</b>						<b>133,739.54</b>

Trade Receivables/ Debtors' Aging schedule- Previous Year(Rupees in Hundred)						
Particulars	Outstanding for the following periods					Total
	Less than 6mts	6 mts to 1 year	1-2 years	2-3 years	More than 3 year	
Undisputed Trade Receivables-Considered good	-	207,309.17	-	-	-	207,309.17
Undisputed Trade Receivables-Considered doubtful	-	-	-	-	-	-
Disputed Trade Receivables-Considered good	-	-	-	-	-	-
Disputed Trade Receivables-Considered doubtful	-	-	-	-	-	-
<b>Total</b>		<b>207,309.17</b>				<b>207,309.17</b>

**4 Loans**

**Unsecured, considered good**

Narah Overseas Ltd (AK trademart Pvt. Ltd.)	1,651.62	-
Khaitan Education Centre	114,250.00	83,250.00
Bibek Sahoo(Advance Vivek)	1,796.69	2,100.00
KY Apparels Pvt. Ltd.	79,200.00	27,000.00
Pengune Leather Products Pvt. Ltd.	-	10,000.00
Sunny Prep & High School	-	1,500.00

**Other loans**

TDS (upto 2000)	3,928.13	3,928.13
TDS (2001-02)	2,743.95	2,743.95
TDS (2003-04)	587.12	587.12
TDS (2004-05)	432.19	432.19
TDS (2005-06)	190.60	190.60
TDS (2006-07)	415.48	415.48
TDS (2007-08)	4,579.10	4,579.10
TDS (2008-09)	2,781.27	2,781.27
TDS (2011-12)	2,147.56	2,147.56
TDS (2012-13)	4,399.19	4,399.19
TDS (2019-20)	2,266.47	2,266.47
TDS (2020-21)	-	2,665.30
TDS (2021-22)	-	1,883.20
Interest Receivable	4,057.02	1,460.69
Advance Tax	-	35,000.00
TDS2022-23	10,407.73	-
	<b>235,834.11</b>	<b>189,330.24</b>

**6 Other Financial**

Stock-in-trade	1,149,953.69	1,064,584.31
<b>Total</b>	<b>1,149,953.69</b>	<b>1,064,584.31</b>

**Mode of valuation of stock : At Cost**

**NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2023**

**NOTE 5: INVESTMENTS**

**A QUOTED Equity Shares**

	As at <b>31.3.2023</b>			As at <b>31.3.2022</b>		
	QTY	RATE	AMOUNT	QTY	RATE	AMOUNT
Supriya Pharma Ltd (2000 Shares ; Previous year : 2000 Shares)	2,000.00	-	-	2,000.00	-	-
John Patterson & Co(I) Ltd (2,00,000 Shares ; Previous year : 2,00,000 shares)	200,000.00	-	-	200,000.00	-	-
Arcuttipore Tea Co Ltd (16,400 Shares Units ; Previous year : 16,400 shares)	16,400.00	1.82	298.48	16,400.00	1.82	298.48
<b>TOTAL (A)</b>			<b>298.48</b>			<b>298.48</b>

FMV		298.48	298.48
Cost of Purchase		9,006.56	9,006.56
Other Comprehensive Income / (Loss)		<b>(8,708.08)</b>	<b>(8,708.08)</b>

**B UNQUOTED SHARES**

Anirudh Commercial Limited (92,900 Shares of Rs.10/- ; Previous year : 92,900 shares)	1,806.40	1,806.40
Anirudh Holdings Limited (3,100 Shares of Rs.10/- ; Previous year : 3,100 shares)	310.00	310.00
Anshuman Finance Limited (1,13,300 Shares of Rs.10/- ; Previous year : 1,13,300 shares)	2,975.00	2,975.00
Anshuman Projects Limited (2,070 Shares of Rs.10/- ; Previous year : 2,070 shares)	347.00	347.00
Penguin Leather Products Limited (34,020 Shares of Rs.10/- ; Previous year : 34,020 shares)	2,041.60	2,041.60
Parvati Holdings Private Limited (3,18,000 Shares of Rs.10/- ; Previous year : 3,18,000 shares)	9,590.00	9,590.00
AA Transform Design Private Limited (15,000 Shares of Rs.10/- ; Previous year : 15,000 shares)	350.00	350.00
ANP Trade Investment Private Limited (2,000 Shares of Rs.10/- ; Previous year : 2,000 shares)	60.00	60.00
Progressive Infratech Private Limited (94,000 Shares of Rs.10/- ; Previous year : 94,000 shares)	-	1,880.00
KK Trades & Commercial Private Limited (24,699 Shares of Rs.10/- ; Previous year : 24,699 shares)	11,018.68	12,293.12
Narah Overseas Limited (24,699 Shares of Rs.10/- ; Previous year : 24,699 shares)	(33,363.23)	(5,567.09)
Shri Harifinvest Services Private Limited (3,80,000 Shares of Rs.10/- ; Previous year : 3,80,000 shares)	3,800.00	3,800.00
Starlight Hospitality Private Limited (5,000 Shares of Rs.10/- ; Previous year : 5,000 shares)	500.00	500.00
Wild Orchid Fashions Private Limited (71,849 Shares of Rs.10/- ; Previous year : 71,849 shares)	718.49	718.49
<b>TOTAL (B)</b>	<b>153.94</b>	<b>31,104.52</b>

**TOTAL INVESTMENTS (A+B)**

	<b>452.42</b>	<b>31,403.00</b>
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**RADICO KHAITAN FINANCE LIMITED****Note No - 7- Property, Plant & Equipment**

For 31st March 2023

S.No.	PARTICULARS	Life	Rate	GROSS BLOCK			DEPRECIATION				NET BLOCK	
				As at 31st March 2022	Addition/ (Deletion) during the year	As at 31st March 2023	As at 31st March 2022	During the year	Written Back (Deletion)	As at 31st March 2023	As at 31st March 2023	As at 31st March 2022
1	Ac	5	15.00%		2,077.95	2,077.95		21.34		21.34	2,056.61	-
2	Car (new)	8	31.23%	-	10,927.43	10,927.43	-	3,141.50	-	3,141.50	7,785.93	-
3	Car	8	31.23%	124,360.00	-	124,360.00	24,579.43	31,161.47	-	55,740.90	68,619.10	99,780.57
4	Computers	3	63.16%	2,448.74	118.64	2,567.39	1,101.22	862.59		1,963.81	603.58	1,347.52
5	Motor Vehicles	10	25.89%	780.00	-	780.00	247.87	137.77	-	385.64	394.36	532.13
6	Office Equipments	5	45.07%	24,677.35	1,344.92	26,022.27	8,505.96	7,429.05		15,935.01	10,087.26	16,171.39
				152,266.09	14,468.95	166,735.04	34,434.48	42,753.72	-	77,188.20	89,546.84	117,831.61

**KAMESH KUMAR KHIATAN**  
MANAGING DIRECTOR  
DIN : 00755655

**KRISHAN KUMAR SHARMA**  
DIRECTOR  
DIN : 00798110

**SHALINI DUA**  
COMPANY SECRETARY

**HITESH MIYAN**  
CHIEF FINANCIAL OFFICER

## 8 Trade payables

Trade Payables/Creditors' Aging Schedule- Current Year (Rupees in Hundred)					
Particulars	Outstanding for the following periods				Total
	Less than a ye	1-2 years	2-3 years	More than	
MSME	-	-	-	-	-
Others	-	-	-	-	-
Disputed dues-MSME	-	-	-	-	-
Disputed dues- Others	-	-	-	-	-
<b>Total</b>					

Trade Payables/Creditors' Aging Schedule- Previous Year (Rupees in Hundred)					
Particulars	Outstanding for the following periods				Total
	Less than a ye	1-2 years	2-3 years	More than	
MSME	-	-	-	-	-
Others	529,962.47	-	-	-	529,962.47
Disputed dues-MSME	-	-	-	-	-
Disputed dues- Others	-	-	-	-	-
<b>Total</b>					529,962.47

## 9 Other financial

Axis Securities limited

598,893.98 -

## 10 Provisions

Contingent Provision against standard assets

Opening balance

487.00

1,200.91

Add : Addition during the year

293.41

(713.91)

Less : Deduction during the year

-

Closing balance

780.41

487.00

## 11 Other non -Financial Liabilities

## i Term Loans

From Banks

HDFC Car Loan

62,503.80

77,121.57

(Secured against car)

Federal bank car loan

8,347.08

-

(Secured against car)

## ii Other payables

Audit Fees Payable

1,826.00

995.00

Expenses Payable

2,316.77

1,244.17

Salary &amp; Wages Payable

802.26

5,151.97

TDS Payable

1,508.63

3,354.80

GST Payable

2,637.54

277.01

79,942.07

88,144.52

## 12 Equity Share Capital

## S. No. Particulars

As at  
31st March 2023As at  
31st March 2022

## 1 Authorised Share Capital

1,49,90,000 Equity Shares of Rs. 10 each

1,499,000.00

1,499,000.00

1,000 13.5% Redeemable Cumulative Preference Share Rs.100 Each

1,000.00

1,000.00

1,500,000.00

1,500,000.00

## 2 Issued, Subscribed and Paid-up Share Capital

90,00,000 Equity Shares of Rs. 10/- each

900,000.00

900,000.00

**Total**

900,000.00

900,000.00

## a) Reconciliation of No. of shares

Opening no. of shares

90,000

90,000

Add : Issued during the year

-

-

Closing no. of shares

90,000

90,000

b) Details of shareholders holding more than 5% share

	(No. of shares)	
1 John Paterson & Co(I) Ltd.	325,955	325,955
2 Anshuman Finance Ltd	580,000	580,000
3 Janapriya Kalyan Kosh Pvt Ltd	671,796	671,796
4 Kamesh Kumar Khaitan	550,000	550,000
5 Karuna 'Devi Khaitan	900,000	900,000
6 Anirudh Khaitan	850,833	850,833
<b>Total</b>	<b>3878584</b>	<b>3878584</b>

c) Shareholding of promoters

Promoter's Name	No of shares held at the end of current year	Percentage of total shares	Percentage change in the shareholding during the current year	No of shares held at the end of	Percentage of total shares
Kamesh Kumar Khaitan	550000	6.11		550000	6.11
Kamesh Kumar Khaitan (HUF)	450000	5.00		450000	5.00
Karuna Devi Khaitan	900000	10.00		900000	10.00
Anirudh Khaitan	850833	9.45		850833	9.45
Janpriya Kalyan Kosh Pvt Ltd	671796	7.46		671796	7.46
Anshuman Finance Ltd.	580000	6.44		580000	6.44
John Paterson & Co. (I) Ltd.	325955	3.62		325955	3.62
Anirudh Commercial Pvt. Ltd.	250000	2.78		250000	2.78
Anirudh Holdings Pvt. Ltd.	215000	2.39		215000	2.39
Parvati Holding Pvt Ltd	52500	0.58		52500	0.58
Penguin Leather Products Pvt Ltd	38010	0.42		38010	0.42

13 Reserve & Surplus

1 Profit and loss account

Opening balance	46,398.17	28,326.73
Add : Addition during the year	(83,833.87)	21,696.91
Add : Comprehensive Income		-
Less : Deduction during the year	293.41	3,625.47
Closing balance	<b>(37,729.11)</b>	<b>46,398.17</b>

2 Statutory Reserve U/s 451C of RBI Act

Opening balance	18,127.93	13,788.55
Add : Addition during the year	-	4,339.38
Less : Deduction during the year	-	-
Closing balance	<b>18,127.93</b>	<b>18,127.93</b>

3 Share Premium

Opening balance	70,000.00	70,000.00
Add : Addition during the year	-	-
Less : Deduction during the year	-	-
Closing balance	<b>70,000.00</b>	<b>70,000.00</b>

Total Reserve & Surplus

<b>50,398.82</b>	<b>134,526.10</b>
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**RADICO KHAITAN FINANCE LIMITED**  
**Notes to Financial statement for the year ended on 31st March 2023**

S. No. Particulars	As at 31st March 2023	As at 31st March 2022
<b>14 Other Income</b>		
1 Profit on sale of Fixed Assets	-	508.77
2 Balance w/off commision Received	-	0.15
long term profit on sales	1,630.25	-
3 Net gain on financial assets mandatorily measured at fair value through Profit or loss	10,810.00	-
	-	-
<b>Total</b>	<b>12,440.25</b>	<b>508.92</b>
<b>15 Changes in Inventories</b>		
<b>1 Opening Stock</b>		
Stock in Trade	1,064,584.31	355,946.23
<b>Total</b>	<b>1,064,584.31</b>	<b>355,946.23</b>
<b>2 Closing Stock</b>		
Stock in Trade	1,149,953.69	1,064,584.31
<b>Total</b>	<b>1,149,953.69</b>	<b>1,064,584.31</b>
<b>Changes in inventories</b>	<b>(85,369.38)</b>	<b>(708,638.08)</b>
<b>16 Employee Benefit Expenses</b>		
S. No. Particulars	As at 31st March 2023	As at 31st March 2022
1 Salaries, Wages & Bonus	28,843.25	25,721.90
2 Staff Welfare Expenses	-	2,603.77
<b>Total</b>	<b>28,843.25</b>	<b>28,325.67</b>
<b>17 Finance Cost</b>		
1 Interest Expense on: Term Loan	60,374.04	22,850.58
<b>Total</b>	<b>60,374.04</b>	<b>22,850.58</b>

**18 Other Expenses**

1	AGM Expenses	857.64	1,299.63
2	Advertisement	79.20	
3	Annual listing Charges	550.00	550.00
4	Auditor's Remuneration		
5	Statutory Audit	595.00	595.00
6	Tax Audit	200.00	200.00
7	Bank Charges	94.22	157.37
8	Business Promotion	13,327.40	15,350.38
9	Courier Charges	87.36	-
10	Demat Expenses	216.26	361.33
11	Director's Remuneration		20,748.00
12	Electricity & Water Charges	1,156.90	105.10
13	Insurance Expenses	899.86	2,399.29
14	Rates & Taxes	1,566.11	46.40
15	Interest on GST & TDS	-	-
16	Legal & Professional Charge	16,443.38	29,179.90
17	Misc Expenses	53.74	60.50
18	Office Expenses	-	451.80
19	Rent	700.00	1,250.00
20	Sundry Balance W/o	31.63	117,690.44
21	Telephone & Internet Expenses	156.00	1,100.20
22	Travelling & Conveyance	18,118.35	33,659.99
23	Vehicle Running & Maintenance	830.78	931.63
	<b>Total</b>	<b>55,963.82</b>	<b>226,136.95</b>



**RADICO KHAITAN FINANCE LIMITED**

**NOTES FORMING PART OF THE BALANCE SHEET AND PROFIT AND LOSS ACCOUNT(2022-23)**

- 19 .In compliance with the Ind AS 12 relating to 'Accounting for Taxes on Income' issued by the Institute of Chartered Accountants of India, an amount of Rs. 16361 (in hundred) representing the Deferred Tax Assets as on 31-3-2023 has been Provided in Profit & Loss Account.

**Opening Deferred Tax Liability**

	Deferred Tax Liability/ (Assets)
As per last year	-
(A)	-

**During the Year**

	Books	Income Tax	Deferred Tax Liability/(Assets)
WDV of assets	89,546.84	152,473.73	(16,361)
(B)			(16,361)
<b>NET DEFERRED TAX LIABILITY/(Assets)</b>	<b>(A + B)</b>	<b>(16,361)</b>	

- 20 Some of the Debit and credit balances appearing as on 31st March 2023 are subject to confirmation and reconciliation, if any.

- 21 Amount receivable from Aum Commodity Services Pvt. Ltd.(NSEL) Rs.3,19,65,437.25/- is under dispute and the matter is pending at Mumbai High Court. Last year company has written off 25% of Balance amount and During this year management has written off 50% of remaining balance which amounts to Rs. 11753954/-, however no amount has been written off during this year

- 22 During the year, the company has not made provision for gratuity payable as required under the relevant Act.

- 23 In the opinion of Board of directors, the current assets, loans & Advances have a value on realisation in the ordinary course of business at least equal to the amount at which they are stated unless specially mentioned otherwise and provision for all known liabilities has been made.

**24 Related party Disclosures**

Related party disclosures, as required by Ind AS-24" Related party Disclosures are given below:

a **Relationship**

i. Associate Companies

1Narah Overseas Limited

2 KK Trade & Commercials Ltd.

NIL

ii. Joint Venture/ joint control/ Associates

iii.Key management Personnel (Whole Time Directors )

Mr. Kamesh kumar Khaitan , Managing Director

Mr.Karuna Devi Khaitan,Director

Mr.Krishan Kumar Sharma,Director

Relatives of Key management personnel

(with whom transaction have taken place)

iv.Other Related Parties

Mr. Ramesh Kumar Bhartia, Director

Mr. Khaderan Singh, Director

Mr. Hitesh Miyan, CFO

Mr. Shalini Dua, Company Secretary

Loans/ Advances to Promoters, Directors, KMP, Related Parties (Rupees in Hundred)				
Type of Borrowers	Amount of loan/ advance in the nature of outstanding at the end of current period	Percentage of the total loan/ advances in the nature of advances	Amount of loan/ advance in the nature of outstanding at the end of previous period	Percentage of the total loan/ advances in the nature of advances
Promoters				
Directors				
KMPS				
Related Parties				
Narah Overseas limited	1651.62	70.03	NIL	NIL
Total			NIL	NIL

- c Following transactions were carried out with related parties in the ordinary course of business:

	Key management personnel ( In ` )	Relatives of Key Management Personnel ( In ` )	Others ( In ` )
1 Salaries & allowances	-		-
Outstanding Advances / (Loans Liabilities)			-

**25 Earning per share**

Particulars	Units	Year ended 31.03.2023	Year ended 31.03.2022
Profit/(Loss) after tax		-54,763.29	19,594.36
Weighted average of number of equity shares used in computing basic earning per share.	No of Shares	90000.00	90000
Basic & diluted earning per share (Face Value of ₹ 10/- per share)		-0.93	0.22

**26 Remuneration to Managing Director & Director**

Particulars	Year ended 31.03.2023	Year ended 31.03.2022
Salary		
Kamesh Kumar Khaitan	8,000	10,500
Krishan Kumar Sharma	11,806	9,852
Value of perquisites	396	396
Total	20,202	20,748

27 The Company does not own any sum to any small industrial Undertakings as defined in section 3 of Industries (Development & Regulation) Act, 1951 in terms of notification dated 22.09.99 issued by department of Company Affairs.

28 The Company is registered as Non Banking Financial Company with the Reserve Bank of India and has been complying with prudential norms as prescribed by RBI for NBFC.

29 Additional Information pursuant to the provisions of para 5 of Schedule - III of the Companies Act, 2013.

	31.03.2023	31.03.2022
C.I.F. Value of Imports	Nil	NIL
Expenditure in foreign currency	11,874.12	18769.76/-
Earning of Foreign currency	1630.25	NIL

Ratios	Numerator	Denominator	Current Year	Previous Year	Percentage of variance	Reason for variance
Current Ratio	Total financial Assets	Total financial liabilities	2.54	2.90	12.15%	NA
Debt-Equity Ratio	Total Debts	Shareholder,s Equity	0.07	0.07	0.00%	NA
Debt Service Coverage Ratio	Net profit after taxes+ Interest+Non-cash operating expenses	Interest+Principal Repayment	0.49	2.15	77.21%	Loss incurred in this year and decrease in interest payment
Return on Equity Ratio	Net profit after tax	Average shareholders' Equity	-0.05	0.02	350.00%	Loss incurred in this year as against profit las year
Inventory Turnover Ratio	Cost of Goods Sold	Average Inventory	2.13	10.00	78.70%	Increase in inventory in this year and decrease in cost of goods sold
Trade Receivables Turnover Ratio	Net Credit sales	Average Trade Receivables	13.84	33.63	58.85%	Decrease in sales and receivaables in this year
Trade Payables Turnover Ratio	Net credit purchase	Average Trade Payable		20.70	36.28%	Movement on account of credit purchase during the year v/s last year
Net Capital Turnover Ratio	Net sales	Working Capital	2.46	7.36	-66.58%	Decrease in sales and decrease in working capital
Net Profit Ratio	Net profit after Taxes	Net sales	-2.75	0.26	1157.69%	Decrease in sales and loss incurred during the year
Return on Capital Employed Ratio	Earning before interest & Taxes	Capital Employed	-0.01	0.05	120.00%	due to loss and decrease in sales
Return on Investments Ratio	Income generated from invested Funds	Average invested funds	-0.03	0.02	250.00%	due to decrease in sales

31 Previous years figures have been regrouped/rearranged wherever considered necessary.

32 Other statutory information

(i) The Company do not have any Benami property, where any proceeding has been initiated or pending against the Company for holding any Benami property.

(ii) The Company do not have any transactions with Companies struck off.

(iii) The Company do not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.

(iv) The Company have not traded or invested in Crypto currency or Virtual Currency during the financial year.

(v) The Company have not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding  
 (a) 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  
 (b) provide any guarantee, security or the like to or on behalf of the ultimate beneficiaries

(vi) The Company have 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

(vii) The Company have not any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961

(viii) There are no immovable properties whose title deeds are not held in the name of the company.

(ix) The company has not revalued its property, plant and equipment during the current year.

(x) Since the company has no subsidiaries, however the company has associates for which compliance with number of layers prescribed under clause 87 of section 2 of the Act read with the companies ( Restriction on number of Layers ) rules 2017 has been made.

(xi) The company is not covered under the provisions of Section 135 of the companies Act 2013. As such no disclosure with respect to Corporate Social Responsibility activities is required .

S.No.	Particulars	Amount O/S	Amount Overdue
1-	<i>Liabilities Side:</i>		
	Loans and advances availed by NBFCs inclusive of interest accrued thereon but not paid: (Note: From Directors & Relatives)	-	NIL
2-	Break-up of (1) (f) above (outstanding Public deposits inclusive of interest accrued thereon but not paid)	NIL	NIL
	<i>Assets Side :</i>		<i>Amount Outstanding</i>
3-	Break-up of Loans and advances including Bills receivables (other than those included in(4) below)		
	(a) Secured (b) Unsecured		NIL 196,898.31
4-	Break-up of Leased Assets and stock on hire and hypothecation Loans counting towards EL / HP activities		NIL
5-	<i>Break-up of Investment :</i>		
	<i>Current Investment :</i>		
	Quoted :		
	(i) Shares : (a) Equity		NIL
	(b)Preference		NIL
	(ii) Debentures and Bonds		NIL
	(iii) Units of Mutual Funds		NIL
	(iv) Government Securities		NIL
	(v) Others (Please Specify)		NIL
	Unquoted :		
	(i) Shares : (a) Equity		NIL
	(b)Preference		NIL
	(ii) Debentures and Bonds		NIL
	(iii) Units of Mutual Funds		NIL
	(iv) Government Securities		NIL
	(v) Others (Please Specify)		NIL
	<u>Long Term Investment :</u>		
	Quoted :		
	(i) Shares : (a) Equity		298.48
	(b)Preference		NIL
	(ii) Debentures and Bonds		NIL
	(iii) Units of Mutual Funds		NIL
	(iv) Government Securities		NIL
	(v) Others (Please Specify)		NIL
	Unquoted :		
	(i) Shares : (a) Equity		153.94
	(b)Preference		NIL
	(ii) Debentures and Bonds		NIL
	(iii) Units of Mutual Funds		NIL
	(iv) Government Securities		NIL
	(v) Others - Recurring Deposit		-

6-	Borrower group wise classification of all leased assets, stock-on-hire and Loans and Advances : (Please see Note -2 below)			
	Category	Amount net to Provision		
		Secured	Unsecured	Total
	01- Related Parties :		-	NIL
	02- Other than Related Parties :	NIL	195,101.62	NIL
	Total	NIL	195,101.62	NIL
7-	Invester group-wise classification of all investments ( current and long term ) in shares and securith both quoted and unquoted			
	Category	Market Value/Break-up Value or NAV	Book value (Net of Provision)	
	01- Related Parties :			
	(a) Subsidiaries	Not Available		
	(b) Companies in the same group	Not Available	5,363.60	
	(c) Other Related Parties	Not Available	(22,344.55)	
	02- Other than Related Parties :	Not Available	17,433.37	
	Total	Not Available	452.42	
8-	Other Information			
	Particulars			Amount
	(i) Gross Non - Perfotming Assets			
	01- Related Parties			N
	02- Other than Related Parties			
	(i) Net Non - Perfotming Assets			I
	01- Related Parties			
	02- Other than Related Parties			L
	(iii) Assets acquired in satisfaction of debt			

38 Figures of the previous year are regrouped / rearranged wherever considered necessary.

Place : Patna

**For Thakur Bhuvanesh & Associates**  
**Chartered Accountants**  
Firm Registration No. 019690N

Dated: The 30th day of May 2023

**Ranjeet Kumar Jha**  
**(Partner)**  
M. No. 422486

**KAMESH KUMAR KHAITAN**  
**MANAGING DIRECTOR**  
**DIN : 00755655**

**KRISHAN KUMAR SHARMA**  
**DIRECTOR**  
**DIN : 00856406**

**HITESH MIYAN**  
**CHIEF FINANCIAL OFFICER**

**SHALINI DUA**  
**COMPANY SECRETARY**

**RADICO KHAITAN FINANCE LIMITED**  
**CIN NO. L74899DL1984PLC019092**  
**PLOT NO.-4A, 4TH FLOOR, DAIRY FARM MASOODPUR NEW DELHI – 110070**  
**TELEPHONE NO. 011-71859609, EMAIL admin@radicoindia.com**

**PROXY FROM**

\* DP. ID : \_\_\_\_\_ Regd. Folio No. \_\_\_\_\_ :

\* Client ID : \_\_\_\_\_ No. of Shares held \_\_\_\_\_ :

I/We \_\_\_\_\_

of \_\_\_\_\_ being

a member / members of Radico Khaitan Finance Ltd hereby appoint \_\_\_\_\_

of \_\_\_\_\_ or failing him

\_\_\_\_\_ of \_\_\_\_\_

as my / our proxy to vote from me/ us on my / behalf at the 37<sup>th</sup> Annual General Meeting of the Company to be held on Saturday, the 30<sup>th</sup> September, 2023 at 2.00 P.m. at Pt. Gyani Ram Farm House C/o Bijender Sharma, Advo. Near Syndicate Bank ,MainRoadAsola, FatehpurBer, New- Delhi – 110074

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2023

Affix 15 paise Revenue stamp
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Note : ( 1 ) The Proxy in order to be effective should be duly stamped, completed and signed and must be deposited at the Registered Office of the Company not less than 48 hours before the time fixed for holding the aforesaid meeting. The Proxy need not be a member of the Company.

\*Applicable for investors holding shares in electronic form.

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**RADICO KHAITAN FINANCE LIMITED**  
**CIN NO. L74899DL1984PLC019092**  
**PLOT NO.-4A, 4TH FLOOR, DAIRY FARM MASOODPUR NEW DELHI – 110070**  
**TELEPHONE NO. 011-71859609, EMAIL admin@radicoindia.com**

**ATTENDANCE SLIP**

\* DP. ID : \_\_\_\_\_ Regd. Folio No. \_\_\_\_\_ :

\* Client ID : \_\_\_\_\_ No. of Shares held \_\_\_\_\_ :

I hereby record my presence at the the 37<sup>th</sup> Annual General Meeting of the Company to be held on Saturday, the 30<sup>th</sup> September, 2023 at 2.00 P.m. at Pt. Gyani Ram Farm House C/o Bijender Sharma, Advo. Near Syndicate Bank ,MainRoadAsola, FatehpurBerri, New- Delhi – 110074.

Name of Member: \_\_\_\_\_  
(In Block Letters)

Name of the Proxy: \_\_\_\_\_  
( In Block Letters to be filled in if the Proxy attends instead of member)

Member's Proxy Signature: \_\_\_\_\_