

# CHITRAKUT HOLDINGS LIMITED

## DIRECTORS' REPORT

To  
Dear Members,

Your Directors present herewith the 35th Annual Report on the business & operations of the Company along with the Audited Statement of Accounts for the financial year ended 31st March, 2023.

	(Rs. in lacs)	
	Year ended 31st March, 2023	Year ended 31st March, 2022
Revenue from operation	133.96	56.87
Other Income	10.20	0.78
Profit / (Loss) Before Tax	42.78	29.37
Current Tax	13.46	10.06
Deferred Tax	0.35	0.17
Profit/(Loss) After Tax	28.97	19.14

### 2. Operating Performance

The finance industry has begun to find its feet again after covid impact. Despite on-going headwinds, there were signs by mid-2022 that things were taking a turn for the better. During the year, the Company has experienced much greater integration and ability of client servicing resulting a revenue from operations from Rs. 56.87 lakhs for the year ended 31st March, 2022 to Rs. 133.96 lakhs for the year ended 31st March, 2023.

The Company's long term views on the business prospects of the investee companies remain intact. Your Directors are hopeful that the performance of the company will improve in the coming year.

A detailed analysis of the Company's operations, future expectations and business environment has been given in the Management Discussion & Analysis Report which is made an integral part of this Report and marked as **Annexure "A"**.

### 3. FINANCIAL PERFORMANCE 2022-23

The Company has assessed the impact of this pandemic on the business operation and has considered all internal and external information available up to the date of approval of these financial statements to determine the impact on the company's revenue from operations. The Company recorded total Revenue of Rs. 144.15 lakhs (including other income aggregating to Rs. 10.20 lakhs) during the financial year ended 31st March, 2023. The Revenue from Operations (Gross) of the Company for the year 2022-23 stood at Rs. 144.15 lakhs. The Profit before Tax for the year under review stood at Rs. 42.78 Lakhs.

During the year, there were no significant or material orders passed by regulators, courts or tribunals impacting the Company's operation in future. There were no material changes and commitments affecting the financial position of the Company, which have occurred between the end of the financial year i.e. 31st March, 2023 and date of this report.

#### 4. DIVIDEND

Your Company follows a policy on dividend distribution that balances the dual objectives of appropriately rewarding Members through dividends and retaining capital, in order to maintain a healthy capital adequacy ratio to support long term growth of your Company. With a view to conserving resources and building up reserves, your directors do not recommend payment of Dividend for the year.

#### 5. PUBLIC DEPOSITS

During the year, the Company has not accepted any deposits from the public under Chapter V of the Companies Act, 2013. There was no public deposit outstanding as at the beginning and end of the financial year 2022 - 23.

#### 6. SHARES & SHARE CAPITAL

As on 31st March, 2023, the Authorized Share Capital of the Company stood at Rs. 73,500 Lacs (Rupees seven crore thirty five lacs ) divided into 73,50,000 Equity Shares of Rs. 10/- (Rupees ten) each Whereas the paid up capital of the Company as on March 31, 2023 comprises of 73,19,998 Equity Shares of Rs.10/- each, aggregating to Rs. 73,200 Lacs.

During the year, the Company has not:

- (a) bought back any of its shares/ securities
- (b) issued any sweat equity shares and
- (c) Provided any stock option scheme to its employees.

#### 7. SUBSIDIARY, ASSOCIATE AND JOINT VENTURE

The Company does not have any subsidiary company or any associate company or any joint venture with any person. However, the Company has in place a policy for determining material subsidiaries in line with the requirement of SEBI (LODR) Regulations, 2015, as amended from time to time. The said Policy is being disclosed on the Company's website at [www.chitrakutholdings.com](http://www.chitrakutholdings.com)

#### 8. HUMAN RESOURCES

The Company continued to create a productive, learning and caring environment by implementing robust and comprehensive HR processes, fair transparent performance evaluation and taking new initiatives to further align its Human Resource policies to meet the growing needs of its business.

#### 9. DIRECTORS

The Board of Directors comprises of five Non-Executive Directors having experience in varied fields. Out of five Non- executive Directors, two of them are Independent Directors and other three Directors are Promoter Directors.

The Company has received necessary declaration from each independent director under Section 149(7) of the Companies Act, 2013, that they meet the criteria of independence laid down in Section 149(6) of the Companies Act, 2013 read with Regulation 25 of SEBI (LODR) Regulations, 2015. All the Directors have confirmed compliance with the provisions of Section 164 of the

Companies Act, 2013. In the opinion of the Board, the independent directors possess the requisite integrity, experience, expertise, proficiency and qualifications. Other information on the Director including required particulars of Director retiring by rotation is provided in the Notice convening the Annual General Meeting. In pursuance of the provisions of the Companies Act, 2013 and according to Regulation 25(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Performance Evaluation Criteria has been laid down for effective evaluation.

After detailed discussion at Board level as well as taking input from each Director, Nomination and Remuneration Committee finalized the format / questionnaires containing various parameters to evaluate the performance of Board and its committee(s), Individual Directors of the Company. The performance evaluation parameters are based on their roles and responsibilities, contribution to the company's goals, decision making process, flow of information and various other aspects. The evaluation of performance of the Board as a whole, Committees of the Board, Individual Directors including the Chairperson of the Company was carried out for the Financial Year 2022 - 23. Nomination and Remuneration Committee evaluated the performance of the individual Directors. The Independent Directors in their separate meeting held during the year, carried out the evaluation of the Board of Directors as a whole, Chairman of the Company and Non-Independent Directors. The evaluation of Independent Directors was carried out without the presence of concerned Director. The Chairman of Nomination and Remuneration Committee has submitted report of the respective evaluations to the Chairperson of the Company. Based on the questionnaires received from the Directors and considering the reports of Chairman of Nomination and Remuneration Committee, the Board has evaluated its own performance and that of its committees and individual directors including independent directors.

#### **Appointment:**

In accordance with the provisions of the section 152 of Companies Act, 2013 and in terms of the Memorandum and Articles of Association of the Company, Mr. Kailash Chand Saraogi (DIN: 00007512) (Non-Executive, Non Independent Directors), who retires by rotation and, being eligible, offers himself for reappointment at the ensuing Annual General Meeting of the company.

A brief resume of the Directors proposed to be re-appointed along with additional information is provided in the notice of Annual General Meeting.

#### **10. KEY MANAGERIAL PERSONNEL**

The following persons continue to be Key Managerial Personnel of the Company viz: a. Mr. Rajendra Kumar Saraogi, Executive Director in the category of Whole time Director b. Mr. Arihant Jain, Chief Financial Officer. All Directors, Key Managerial Personnel and Senior Management of the Company have confirmed compliance with the Code of Conduct applicable to Directors & employees of the Company and a declaration to the said effect by the Director is made part of Corporate Governance Report, which forms part of this Report. There has been no change in this policy during the year under review. The Code is available on the Company's website: [www.chitrakutholdings.com](http://www.chitrakutholdings.com)

## 11. FAMILIARISATION PROGRAMME

Periodic presentations are made at the Board Meetings, business, performance updates & business strategy of the Company. The details of the familiarization programme (other than through meeting of Board and its Committees) imparted to Independent Director are uploaded on the website of the Company and available at Company's website: [www.chitrakutholdings.com](http://www.chitrakutholdings.com)

## 12. REMUNERATION POLICY

In pursuance of the provisions of Section 178 of the Companies Act, 2013 and SEBI (Listing Regulations) 2015, the Company has formulated a Remuneration Policy. There has been no change in this policy during the year under review and a copy of the said Policy is available at the website of the Company at [www.chitrakutholdings.com](http://www.chitrakutholdings.com) The Remuneration Policy, inter-alia, includes the appointment criterion & qualification requirements, process for appointment & removal, retirement policy and remuneration structure & components, etc. of the Directors, Key Managerial Personnel (KMP) and other senior management personnel of the Company. As per the Remuneration Policy, a person proposed to be appointed as Director, KMP or other senior management personnel should be a person of integrity with high level of ethical standards. In case of appointment as an independent director, the person should fulfil the criteria of independence prescribed under the Companies Act, 2013, rules framed thereunder and the Listing Regulations. The Remuneration Policy also contains provisions about the payment of fixed & variable components of remuneration to the Whole-time Director and payment of sitting fee & commission to the non-executive directors.

## 13. CORPORATE SOCIAL RESPONSIBILITY POLICY

The provisions pertaining to Corporate Social Responsibility (CSR) as prescribed under Section 135 of the Companies Act, 2013 and the Companies (Corporate Social Responsibility Policy) Rules, 2014 are not applicable to the Company.

## 14. MEETINGS

A calendar of Meeting is prepared and circulated in advance to the Directors. The Board evaluates all the decisions on a collective consensus basis amongst the Directors. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013. During the financial year ended 31st March 2023, 6 (six) Meetings of the Board of Directors of the Company were held. The details of the Board Meetings held during the financial year 2022-23 have been furnished in the Corporate Governance Report forming a part of this Annual Report. The Company has complied with the applicable Secretarial Standards prescribed under Section 118(10) of the Companies Act, 2013.

## 15. AUDIT COMMITTEE

The Audit Committee comprises of Mr. Mahendra Kumar Pandya as Chairperson and Mr. Ashok Kumar Jain & Mrs Meena Devi Jain as Members. The Chief Financial Officer is a permanent invitee to the meetings. During the year there were no instances, where Board has not accepted the recommendation of Audit Committee. During the financial year ended 31st March 2023, 4 (four) Meetings of the Audit Committee were held. The details of the terms of reference, number

and dates of meetings held, attendance of the Directors and remuneration paid to them are separately provided in the Corporate Governance Report.

#### 16. STAKEHOLDERS' RELATIONSHIP COMMITTEE

The Stakeholders' Relationship Committee comprises of Mr. Rajendra Kumar Saraogi, Mr. Mahendra Kumar Pandya, Mr. Ashok Kumar Jain and Smt. Meena Devi Jain as Members. During the financial year ended 31st March 2023, 1 (one) Meetings of the Stakeholders' Relationship Committee of the Board of Directors of the Company were held. The details of the terms of reference, number and dates of meetings held, attendance of the Directors and remuneration paid to them are separately provided in the Corporate Governance Report.

#### 17. NOMINATION AND REMUNERATION COMMITTEE

The Nomination and Remuneration Committee comprises of Mr. Mahendra Kumar Pandya as Chairperson and Mr. Ashok Kumar Jain as Members. The Company Secretary acts as the Secretary to the Committee. During the financial year ended 31st March 2023, 1 (one) Meetings of the Nomination & Remuneration Committee of the Board of Directors of the Company was held. The details of the terms of reference, number and dates of meetings held, attendance of the Directors and remuneration paid to them are separately provided in the Corporate Governance Report.

#### 18. INTERNAL COMPLAINTS COMMITTEE

An Internal Complaints Committee was constituted by the Company in terms of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. The Act aims at protecting women's right to gender equality, life and liberty at workplace to encourage women participation at work. The Committee meets all the criteria including its composition mentioned in the Act and relevant Rules. No complaint has been received by the Committee during the year under review.

#### 19. LOANS, GUARANTEE AND INVESTMENTS

It is the Company's policy not to give any loans, directly or indirectly, to any person (other than to employees under contractual obligations) or to other body corporate or person. Loans, guarantee and investments are being made in compliance with applicable provisions of the Companies Act, 2013. The details of Investments, Loans and Guarantees covered under the provisions of Section 186 of the Companies Act, 2013 are given in the notes to the Financial Statements.

#### 20. RELATED PARTY CONTRACTS / ARRANGEMENTS

All Related Party Transactions, if any, entered during the year were on arm's length basis and in the ordinary course of business. There have been no materially-significant related party transactions made by the Company with the Promoters, the Directors or the Key Managerial Personnel, which may be in conflict with the interests of the Company at large. Accordingly, disclosure of contracts or arrangements with Related Parties as required under section 134(3)(h) of the Companies Act, 2013 in Form AOC-2 is attached. The Policy on Related Party Transactions as approved by the Board can be accessed on the Company's website: [www.chitrakutholdins.com](http://www.chitrakutholdins.com) The Policy on Related Part Transactions was aligned with the

changes recommended by the MCA/SEBI in this regard. The details of related party transactions are set out in the notes to the financial statements.

## 21. RISK MANAGEMENT

In line with the regulatory requirements, the Company has framed Risk Management Policy to identify and assess the key risk areas, monitor and report the compliance and effectiveness of the same. A Risk Management Committee, though not mandatory, has been constituted voluntarily comprising of an Independent Director and a Whole time Director to oversee the risk management process in the Company with an objective to review the major risks, which effect the Company from both the external and the internal environment perspective. Appropriate actions have been initiated to mitigate, partially mitigate, transfer or accept the risk (if need be) and monitor the risks on a regular basis. The details of the terms of reference, number and date of meeting, attendance of director and remuneration paid to them are separately provided in the Corporate Governance Report.

## 22. INTERNAL FINANCIAL CONTROLS

The Company has in place adequate internal financial controls with reference to the financial statements. During the year such controls were reviewed and no reportable weakness was observed. The Statutory Auditors' in their Report for the year ended 31st March, 2023 have also affirmed the same.

## 23. WHISTLE BLOWER / VIGIL MECHANISM

The Company has established a vigil mechanism and adopted whistle blower policy, pursuant to which whistle blowers can report concerns about unethical behavior, actual or suspected fraud or violation of the Company's code of conduct policy. The brief detail about this mechanism may be accessed on the Company's website: [www.chitrakutholdings.com](http://www.chitrakutholdings.com) During the year, the auditors and the secretarial auditors have not reported any fraud under Section 143(12) of the Companies Act, 2013 and the Companies (Audit and Auditor's) Rules, 2014 (as amended).

## 24. CORPORATE GOVERNANCE & ANNUAL RETURN

Your Directors strive to maintain highest standards of Corporate Governance. The Corporate Governance Report for the Financial Year 2022-23 is attached as **Annexure "B"** to this Report. The declaration of the Whole-time Director confirming compliance with the 'Code of Conduct' of the Company is enclosed as **Annexure "C"** to this Report. Pursuant to provisions of Sec. 92(3) read with Sec.134(3) (a) of the Companies Act, 2013, the Annual Return of the Company shall be available on the website of the Company.

## 25. AUDITORS, AUDIT QUALIFICATIONS AND BOARD'S EXPLANATIONS

### STATUTORY AUDITORS

M/s. Ranjit Jain & Co., Chartered Accountants (Firm Regn. No. : 322505E) of Kolkata were appointed as Statutory Auditors for a period of three years, to conduct Statutory Audit of the Company from FY 2021-22 to FY 2023-24, . The Notes to the Financial Statements for the financial year 2022 -23 read with the Auditor's Reports are self-explanatory and therefore, do not call for further comments or explanations. There has been no qualification, reservation, adverse remark or disclaimer in the Auditor's Reports.



## SECRETARIAL AUDITOR

Pursuant to the provisions of Section 204 of the Companies Act, 2013 read with The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, your Company had appointed Messrs N. Jhunjhunwala & Associates, Practising Company Secretary to undertake the Secretarial Audit of the Company for the financial year 2022-23. The Secretarial Audit Report for the financial year 2022-23 is annexed herewith as **Annexure "D"** and which is self-explanatory. The Board is of opinion that the remarks of the Secretarial Auditor is self-explanatory & do not call for further clarification.

## 26. INVESTOR EDUCATION AND PROTECTION FUND

The provisions pertaining to Investor Education and Protection Fund (Uploading of Information regarding unpaid and unclaimed amounts lying with Companies) Rules, 2012, the Company were duly complied by your company. The details of the unclaimed dividend as well unclaimed shares were duly uploaded on the company's website as well as on the IEPF website.

## 27. ENERGY CONSERVATION, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS & OUTGO

The information with regard to conservation of energy and technology absorption, in terms of Section 134(3)(m) of the Act is not applicable to your Company as your Company has no manufacturing activity. Particulars with regard to Foreign Exchange Earnings and Outgo are given in notes to financial statements.

## 28. PARTICULARS OF EMPLOYEES

The information required to be disclosed in pursuance of Section 197 of the Companies Act, 2013, read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is not applicable in case of our company.

## 29. DIRECTORS' RESPONSIBILITY STATEMENT

To the best of their knowledge and belief and according to the information and explanations obtained by them, your Directors make the following statements in terms of Section 134(3)(c) of the Companies Act, 2013:

a. that in the preparation of the annual financial statements for the year ended March 31, 2023, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;

b. that such accounting policies as mentioned in Note 1 of the Notes to the Financial Statements have been selected and applied consistently and judgment and estimates have been made that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2023 and of the profit of the Company for the year ended on that date;

c. that proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

- d. that the annual financial statements have been prepared on a going concern basis;
- e. that proper internal financial controls were in place and that the financial controls were adequate and were operating effectively.
- f. that systems to ensure compliance with the provisions of all applicable laws were in place and were adequate and operating effectively.

### 30. CEO/CFO CERTIFICATION

Mr Arihant Jain, Chief Financial Officer have submitted certificate to the Board as contemplated under Regulation 17(8) of the SEBI (LODR) Regulations, 2015.

### 31. ACKNOWLEDGEMENT

Your Directors take this opportunity of recording their appreciation for extending their support to the Company who are associated with the Company's different capacities and bankers and other lenders for their continued support. The Board of Directors also convey its sincere appreciation of the commitment and dedication of the employees at all levels.

For and on behalf of the Board

Rajendra Kumar Saraogi  
Chairperson  
DIN : 00007503

Place: Kolkata  
Dated 30<sup>th</sup> May, 2023



**CHITRAKUT HOLDINGS LIMITED****MANAGEMENT DISCUSSION AND ANALYSIS REPORT**

The management of the Company is pleased to present the Management Discussion and Analysis Report (to the extent applicable to the Company) covering overall performance and outlook of its activities.

**ECONOMIC SCENARIO AND OUTLOOK****Global Economy**

As per the International Monetary Fund (IMF's) World Economic Outlook (WEO) update, Global growth is estimated at 3.6% in 2023 and 2024. The war in Ukraine has triggered a costly humanitarian crisis and will contribute to a significant slowdown in global growth in 2023 and add to inflation. Fuel and food prices have increased rapidly, hitting vulnerable populations in low-income countries hardest. Beyond 2024, global growth is forecast to decline to about 3.3 percent over the medium term. War-induced commodity price increases and broadening price pressures have led to 2023 inflation projections of 5.7 percent in advanced economies and 8.7 percent in emerging markets and developing economies. As per Reserve Bank of India (RBI), global growth outlook has been cut due to ongoing conflict in Eastern Europe. Even if the war ends, the imposed sanctions on Russia and the supply chain disruptions will last through this year i.e. 2023. This has resulted in organizations like the United Nations Conference on Trade and Development and the Organization for Economic Co-operation and Development to cut global GDP forecast by 1 per cent.

**Indian Economy**

As per RBI, Gross Domestic Product (GDP) rose by 6.6 per cent in 2022-23, above its pre-pandemic (2019- 20) level by just 0.8 per cent. Economic activity, which gained strength in Q2 with the ebbing of the second wave, has lost pace since Q3, exacerbated by the spread of the Omicron variant in January. Economic activity was recovering from the ebbing of the Omicron wave when the fallout of the Ukraine - Russia conflict has overcast the near-term outlook with heightened uncertainties. Growth and inflation outcomes are at high risk across the world as well as in India. In the face of this extraordinary risk, the positive effects expected from the release of pent-up demand, especially for contact-intensive services, the government's thrust on infrastructure and capital expenditure, congenial financial conditions and improving capacity utilization appear ephemeral. The IMF projected a growth of 6.6 per cent for India in 2023, making it the fastest-growing major economy in the world, almost twice faster than China's 3.24 per cent. In 2022, India registered a growth rate of 6.70 per cent. As per IMF, by 2024, India is estimated to grow at 6.9 per cent. The downgrade in the 2023 growth projection for India is partly reflective of the war in Ukraine, recession in Europe that has resulted in high energy and food prices, slowing down the growth momentum.

**NBFC**

As per RBI reports, the pandemic tested the resilience of the NBFC sector. The balance sheet of the NBFC sector expanded in 2021-22 on the back of credit growth of Systematically Important - Non - Deposit Taking - Non Banking Financial Company (NBFCsND-SI) aided by proactive policy support and revival of the economy. Asset quality and capital buffers improved during the year, while profitability worsened marginally. In 2022-23 (up to September), balance sheet growth of NBFCs remained buoyant due to pick up in investments by NBFCs-ND-SI. The NBFC

sector is dominated by NBFCs-ND-SI that constitute 85.1 per cent of the total assets of the sector. Amongst NBFCs-ND-SI, Investment and Credit Companies (ICCs), Infrastructure Finance Companies (IFCs) and Micro Finance Institutions (MFI) together accounted for 98.1 per cent of the total asset size of the sub-sector. RBI vide notification dated 22nd October 2021 announced its New Scale - Based Regulations (SBR) for the NBFCs. Under the SBR Framework, the RBI has introduced four scale-based layers (base layer, middle layer, upper layer, and top layer) which takes into consideration capital requirements, governance standards, prudential regulation and other aspects of the NBFCs. Going forward, all NBFCs will be regulated under one of these layers.

### **The Company**

Your Company is a registered NBFC with RBI since 8<sup>th</sup> August,2003 .The mainstay of your Company's operations continued to be investments in various companies, under which steady dividend income flows into the Company coupled with sustained appreciation in capital. During the year under review, your Company has earned income in the form of dividends, rent, interest on ICD lending activity and profit on sale of investments. Your Company focuses on two broad categories: (i) Investments and (ii) Commercial Finance. The Company's product suite is given below:

<b>Verticals</b>	<b>Product</b>
Investments,	Investments mainly in listed entities and mutual funds
Commercial Finance	Inter-Corporate Deposits

### **Details of significant changes in key financial ratios Ratio**

Ratios are based on Standalone Financials of the Company. • Interest Coverage Ratio decreased due to substantial increase in interest cost, on account of borrowings during the year. • Negative changes in the Current Ratio is due to borrowings during the year. • Higher Return on Net Worth is due to higher profitability in current year compared to earlier years' profit.

### **Asset Liability Management (ALM)**

The Company's Asset-Liability Committee (ALCO), set up in line with the guidelines issued by the RBI, monitors asset-liability mismatches to ensure that there is no imbalance or excessive concentration on either side of the Balance Sheet. The Company continues to closely monitor liquidity in the market and as a part of its ALCO strategy, maintains a liquidity management desk to reduce its liquidity risk.

### **FULFILMENT OF RBI'S NORMS AND STANDARDS**

Your Company fulfils the standards laid down by the RBI relating to recognition and provisioning of non-performing assets, capital adequacy, statutory liquidity ratio, etc. The capital adequacy ratio of the Company is well above the RBI norm of 15%.

### **INVESTMENTS**

The portfolio of the Company in quoted and unquoted investments as on 31st March, 2023 as disclosed in the Annual Balance Sheet.

## **RISKS AND CONCERNS**

Your Company is exposed to specific risks that are particular to its business and the environment in which it operates, which includes market risk, interest rate volatility, execution risk and economic cycle.

- The Company has significant quoted investments which are exposed to fluctuations in stock prices. These investments represent a substantial portion of the Company's core capital and are vulnerable to fluctuations in the stock markets. Any decline in these quoted investments may severely impact its financial position and results of operations.
- **Liquidity Risk: Asset / Liability Management:** The Company is exposed to liquidity risk principally as a result of lending to its customers for periods which may differ from those of its funding sources. Financial firms are now increasingly focused on asset-liability risk. Asset-liability risk is a leveraged form of risk. The capital of most financial institutions is small relative to the firm's assets or liabilities, hence small percentage changes in assets or liabilities can translate into large percentage changes in capital. The risk is that the value of assets might fall or that the value of liabilities might rise. The Company is alive to the dynamics of this risk and has in place a control structure for closely monitoring incipient signs of risk in this area and to take necessary corrective measures, if needed. The Company's treasury actively manages asset liability positions in accordance with the overall guidelines laid down by the management in the Asset Liability Management (ALM) framework.
- The Company can be adversely affected by volatility in interest rates in India, which could cause its margins to decline and profitability to shrink. It is therefore exposed to interest rate risk, principally as a result of lending to its customers at interest rates, in amounts, and for periods which may differ from those of its funding sources. Your Company is hedged to a large extent against this risk through the reset clause in its advances portfolio.
- While the Indian economy has shown sustained growth over the last several years, a slowdown could cause the business of the Company to suffer. The Company manages such risks by maintaining a conservative financial profile and following prudent business and risk management practices.
- The risk appetite is enunciated by the Board from time to time. The Company has in place specially mandated Committees such as ALCO, Risk Management Committee, besides Nomination and Remuneration Committee and Audit Committee.

## **INTERNAL CONTROL SYSTEMS**

The Company has an independent internal control system which is commensurate with the size and scale of the Company. It evaluates the adequacy of all internal controls and processes and ensures strict adherence to clearly laid down processes and procedures as well as to prescribe regulatory and legal framework. Conforming to the requirements of regulatory authorities such as the RBI and SEBI and consistent with the requirements of the Listing Regulations of the Stock Exchanges, the Company has institutionalized an elaborate system of control processes designed to provide a high degree of assurance regarding the effectiveness and efficiency of operations, the adequacy of safeguards for assets, reliability of financial controls and compliance with applicable laws and regulations. The Internal Auditors are mandated to carry out periodical audit and report on areas of non-compliances / weaknesses. Corrective actions in case of reported deficiencies, if any, are taken actively to further strengthen the internal control systems. These reports are reviewed by the Audit Committee of the Board of Directors for follow-up action and instructions are issued for taking necessary measures.

## **Outlook**

The coming financial year could see normalization of business activities, after facing challenges in the past few years assuming there will be no adverse events. The Company's present business operations are preponderantly that of an investment company, future of which largely depends upon financial and capital markets. However, your Company has investments in debt instruments (including through mutual funds), financially sound companies and has immovable properties in the State of West Bengal. The income from the advances / lending business will continue to contribute to the overall business of the Company. The management is optimistic about the future outlook of the Company. The Company will expand its activities, consistent with its status as a NBFC.

## **Cautionary Statement**

Statements in this Management Discussion and Analysis describing the Company's objectives, projections, estimates and expectations may be 'forward looking' within the meaning of applicable laws and regulations. Actual results may differ from those expressed or implied. Important factors that could make a difference to the Company's operations include changes in Government regulations and tax regime, economic developments within India and abroad, financial markets, etc.

The Company assumes no responsibility in respect of forward-looking statements that may be revised or modified in future on the basis of subsequent developments, information or events. The financial statements are prepared in accordance with the Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013 read with Companies (Accounts) Rules, 2014. The management of the Company has used estimates and judgments relating to the financial statements on a prudent and reasonable basis, in order that the financial statements reflect in a true and fair manner, the state of affairs and profit / loss for the year. The narrative on our financial condition and result of operations should be read together with our audited financial statements and the notes to these statements included in the Annual Report.

## Corporate Governance Company's Philosophy

**Chitrakut Holdings Limited (CHL)** is of the firm conviction that Corporate Governance in essence refers to the rules, procedures, values, systems or laws by which businesses are operated, regulated, and controlled. A well-defined and enforced corporate governance provides a structure that works for the benefit of everyone concerned by ensuring that the enterprise adheres to accepted ethical standards and best practices as well to formal laws. Governance practices may vary but the principles are generic and universal. Accordingly the Board of CHL manages its business ethically and in a transparent manner with the profit objective balanced by long term value equitably for all stakeholders which term includes every one ranging from the board of directors, management, shareholders, customers, employees and society at large. CHL believes that sound governance practices are indispensable for it to build and sustain trust in all its stakeholders. CHL is committed to run its business in a legal, ethical and transparent manner with dedication that originates from the very top and permeates throughout the organization. Besides adhering to the prescribed corporate practices as per SEBI (LODR) Regulations, 2015, it voluntarily governs itself as per highest ethical and responsible standards of business. This chapter, along with the chapters on Management Discussion and Analysis and Shareholders information, reports CHL compliance with SEBI (LODR) Regulations, 2015 highlighting the additional initiatives taken in line with international best practices.

### Corporate Governance Philosophy

CHL's philosophy is to constantly achieve business excellence and optimize long term value through ethical business conditions. Being a value driven organization, CHL envisages attainment of the highest level of transparency, accountability and equity in all facets of its operations including everyone it works with, the community it is in touch with and the environment it has an impact on. Strong Governance practices by the Company have boosted the level of stakeholder's confidence testified by improved performance and various recognitions achieved by the Company. The corporate governance structure in the Company ensures that its Board of Directors is well informed and well equipped to fulfill its overall responsibilities by way of providing strategic direction to the senior management, employees, etc. which is the backbone of the ability to meet the aspirations of all stakeholders. CHL's initiatives towards adhering to highest standards of governance include: professionalization of the Board; fair and transparent processes and reporting systems; and going beyond the mandated Corporate Governance Code requirements of SEBI. At the highest level, the Company continuously endeavors to improve upon these aspects on an ongoing basis and adopt innovative approaches for leveraging resources, converting opportunities into achievements through proper coordination, empowerment and motivation, fostering a healthy all round growth and development to take the Company forward.

## 2. Board of Directors

- i. The Company has in all 5 Directors with considerable professional experience in divergent areas connected with corporate functioning. Out of these 5 Directors, 2 (40%) are Independent Directors, 2 of them are Promoter Directors and 1 Whole-time Director. The composition of the Board is in conformity with SEBI (LODR)

- Regulations, 2015. The Board is headed by the Non-Executive Chairperson, Mr. Rajendra Kumar Saraogi. The composition of Board of Directors is balanced in terms of specialization in one or more areas.
- ii. The Independent Directors take part in the proceedings of the Board and Committee meetings which enables qualitative decision-making. They do not have any other material or pecuniary relationship or transaction with the Company, its promoters, promoter group, its directors, management, subsidiaries or associates.
  - iii. As per the disclosure received by the Company from the Directors, none of them are Director on the Board of more than 7 listed entities as well as the Whole-time Director has no other directorship in compliance with Regulation 17A of the Listing Regulations, and none of Directors are member in more than ten committees, nor as Chairperson of more than five committees across all companies in which they are Directors, in compliance with Regulation 26 of SEBI (LODR) Regulations, 2015 as well as not have been debarred or disqualified from being appointed or continuing as director by SEBI/MCA or any other statutory authority . The Directors intimate the Company about the committee positions they occupy in other companies and also notify changes from time to time.
  - iv. The Company has not obtained a certificate from a company secretary in practice confirming that none of the Directors on the Board of Directors of the Company have been debarred or disqualified from being appointed or continuing as director of companies by the Securities and Exchange Board of India/ Ministry of Corporate Affairs or any such statutory authority.
  - v. No Independence Director is related to any other Director on the Board in terms of the definition of 'relative' given under the Companies Act, 2013 except for the Promoters Director.
  - vi. The Board looks at strategic planning and policy formulation. The Board meets at least once in every quarter to review the Company's operations and the maximum time gap between any two meetings is not more than 120 (One Hundred Twenty) days.
  - vii. The Whole time Director is responsible for corporate strategy, planning, external contacts and Board matters. The senior management personnel are responsible for all day-to-day operations-related issues, profitability ,recruitment and employee retention for their divisions.
  - viii. Mr Kailash Chand Saraogi (DIN: 00007512) Directors are retiring by rotation at the forthcoming AGM and being eligible, has offered himself for reappointment. The brief resume and other requisite details of the Director proposed to be re-appointed is given in the notice of ensuing AGM.
  - ix. During the year, the Independent Directors met on 2<sup>nd</sup> February , 2023 without the presence of the Whole time Director, the Non-Executive Non-IDs and the Management Team. The meeting was attended by IDs in person and which enabled them to discuss various matters pertaining to the Company's affairs and thereafter put forth their combined views to the Board. The IDs reviewed the performance of non-IDs and the Board as a whole as well as the quality, quantity and timelines of

flow of information between the Company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

x. **Key Board qualifications, expertise and attributes**

The CHL Board comprises qualified members, who bring in the required skills, competence and expertise that allow them to make effective contributions to the Board and its committees. The Board members are committed to ensure that the CHL Board is in compliance with the highest standards of corporate governance. The Board has identified the following skills/expertise/competencies fundamental for the effective functioning of the Company which are currently available with the Board: Business Understanding the business dynamics across various geographical markets, industry verticals and regulatory jurisdictions. Strategy and Planning Ability to think strategically, identify and critically assess strategic opportunities and threats and develop effective strategies in the context of strategic objectives of the Company's policies and priorities. Governance Experience in developing governance practices, serving the best interest of all stakeholders, protecting shareholder interests, maintaining board and management accountability and driving corporate ethics and values.

**Familiarisation Programme**

In terms of Regulation 25(7) of SEBI (LODR) Regulations, 2015, the Company is required to conduct Familiarisation Programme for Independent Directors (IDs) to familiarise them about the Company including nature of industry in which the Company operates, business model of the Company, roles, rights and responsibilities of IDs and any other relevant information. As a part of the familiarisation programme, presentation was made to the Independent Directors giving a brief overview of roles, responsibilities and liabilities of Independent Directors under Corporate Governance norms with focus on constitution of various Committees under the Companies Act, 2013. In addition to the above, the Directors are continuously encouraged to participate in various training sessions to ensure that the Board members are kept up to date. At the time of appointment, a new Director is welcomed to the Board of Directors of the Company by sharing an Induction Kit containing inter-alia the Organization Chart, brief profile of all Directors and Key Managerial Personnel (KMPs), Policy Compendium, Investor Presentation, amongst others.

Further, the management of the Company makes various presentations to the Independent Directors on an ongoing basis which inter-alia includes Company overview, various business verticals, latest key business highlights, financial statements and evolution as well as business model of the various business of the Company, as part of the familiarisation programme for Independent Directors. Significant Statutory updates are circulated as a part of the agenda of the Board Meetings through which Directors are made aware of the significant new developments and highlights from various regulatory authorities viz. Securities and Exchange Board of India (SEBI), Ministry of Corporate Affairs (MCA), other statutory authority etc. The Board has open channels of communication with executive management which allows free flow of communication among Directors in terms of raising query, seeking clarifications and other related information. Directors are also



informed of the various developments in the Company. Performance Evaluation The Company has in place a policy on Performance Evaluation, wherein it had laid down criteria for Performance Evaluation of the Board (including Committees) and every Director (including Independent Directors ) pursuant to provisions of Section 134, Section 149 read with Code of Independent Directors (Schedule IV) and Section 178 of the Companies Act, 2013 and Regulation 19(4) read with Part D of Schedule II of SEBI Listing Regulations, 2015 covering inter-alia the following parameters namely:

- i. For Board Evaluation - degree of fulfillment of key responsibilities; Board culture and dynamics.
- ii. Board Committee Evaluation - effectiveness of meetings; Committee dynamics.
- iii. Individual Director Evaluation (including IDs) - contribution at Board Meetings.

Further, the Chairperson is evaluated on key aspects of his role, which includes inter-alia effective leadership to the Board and adequate guidance to the Whole-time Director. During the year under review, the Board carried out annual evaluation of its own performance as well as evaluation of the working of various Board Committees viz. Audit Committee, Stakeholders' Relationship Committee, Nomination and Remuneration Committee. This exercise was carried out through a structured questionnaire prepared separately for Individual Board Member and Board Committees based on the criteria as formulated by the NRC and in context of the and in context of the Guidance note issued by SEBI. Based on these criteria, the performance of the Board, various Board Committees viz. Audit Committee, Stakeholders' Relationship Committee, Nomination and Remuneration Committee and Individual Directors (including Independent Directors) was evaluated and found to be satisfactory. During the year under review, the Independent Directors of the Company reviewed the performance of Non-Independent Directors, the Board as a whole, taking into account the views of Executive Director and Non- Executive Directors. Further, the Independent Directors hold unanimous opinion that the Non-Independent Directors bring to the Board, abundant knowledge in their respective field and are experts in their areas. Besides, they are insightful, convincing, astute, with a keen sense of observation, mature and have a deep knowledge of the Company. The Board as a whole is an integrated, balanced and cohesive unit, where diverse views are expressed and dialogued when required, with each Director bringing professional domain knowledge to the table. All Directors are participative, interactive and communicative. The whole time director has abundant knowledge, experience, skills and understanding of the Board's functioning and is meticulous to the core and conducts the Meetings with poise and maturity. Board Diversity Policy Board diversity is imperative in view of globalization of business, rapid deployment of technology, greater social responsibility, ever increasing emphasis on corporate governance and increasing need for risk management. Having members of the Board of Directors from different fields enables the Company to keep pace with changing business dynamics and provide financial, reputational and qualitative benefits. The Board of Directors had adopted "Board Diversity Policy" which sets out the basic guidelines to constitute a diverse Board that can, inter alia, draw upon a range of perspectives, experience and knowledge. The meetings of the Board of Directors are scheduled in advance. The detailed agenda and other relevant notes are circulated to the Directors well in advance. All material back up information is incorporated in the Agenda papers for facilitating meaningful and focused discussions at the meeting.

Where it is not practicable to attach any document to the Agenda, the same are placed on the table at the meeting with specific reference to this effect in the Agenda.

During the period under review Six (6) Board Meetings were held on 26.04.2022, 30.05.2022, 31.05.2022, 12.08.2022, 14.11.2022 and 13.02.2023 respectively. The meetings were held through video conferencing/other audio-visual means and physically in compliance with circulars issued by

Name of the Director	Category of the Director	No. of Board meetings attended	Attendance at last AGM	No. of Chairmans hip/ Membership of Board Committees in other Companies	No. of Directorships in other Bodies Corporate	Names of other Listed Companies and Category of Directorship	Whether attended last AGM
Mr Rajendra Kumar Saraogi (DIN - 00007503)	C/WTD	6	Yes	1		NIL	Yes
Mr Kailash Chand Saraogi (DIN- 00007512)	Promoter	6	Yes	-		NIL	Yes
Mr Ashok Kumar Jain (DIN - 00007535)	I	6	Yes	2		NIL	Yes
Mr Mahendra Kumar Pandya (DIN- 00007526)	I	6	Yes	2		NIL	Yes
Ms Meena Devi Jain (DIN - 07125997)	I	6	Yes	2		NIL	Yes

MCA and SEBI.

Details of Board meetings attended by Directors, attendance at the last Annual General Meeting, number of other Directorships/Committee membership (viz. only Audit Committee and Stakeholders Relationship Committee are considered as per Regulation 26(1) of SEBI (LODR) Regulations, 2015 held by them during the year 2021-22 are tabulated below:

C - Chairman I - Independent NED - Non-executive Director WTD - Whole-time Director

Note: (i) The number of directorships held by the Directors does not include Private Limited Companies, Foreign Companies and Companies incorporated under Section 8 of the Companies Act, 2013.

(ii) In accordance with Regulation 26 of the Listing Regulations, memberships / chairmanships of only Audit Committee and Stakeholders Relationship Committee of other Indian Public Limited Companies have been considered. Committees of the Board With a view to have a more focused attention on business and for better governance and accountability, the Board has constituted the following mandatory committees viz. Audit Committee, Stakeholders' Relationship Committee, Nomination and Remuneration Committee and non-mandatory committees viz. Risk Management Committee, Finance & Corporate Affairs Committee of Directors. The terms of reference of these Committees are determined by the Board and their relevance are reviewed from time to time. The Minutes of the Committee Meetings are sent to all Directors individually and tabled at the subsequent Board Meetings.

### **3. Audit Committee**

#### **Overall purpose/Objective**

The Audit Committee has been duly constituted in line with the provisions of Section 177 of the Companies Act, 2013 read with Regulation 18 of SEBI (LODR) Regulations, 2015 as amended from time to time, by the Board of Directors. The purpose of the Audit Committee is to assist the Board of Directors ("the Board") in reviewing the financial information which will be provided to the shareholders and others, reviewing the systems of internal controls established in the Company, appointing, retaining and reviewing the performance of independent accountants/internal auditors and overseeing the Company's accounting and financial reporting processes and the audit of the Company's financial statements.

#### **i. Terms of Reference**

The Terms of Reference of this Committee includes oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible, recommending appointment, remuneration and terms of appointment of auditors, reviewing/ examining quarterly and annual financial statements and auditor's report thereon before submission to the Board for approval, evaluate Company's internal financial controls and risk management systems, reviewing performance of statutory and internal auditors, discussing with auditors significant findings, if any, related party transactions and adequacy of internal control systems, reviewing the functioning of the Whistle Blower Mechanism and other matters specified for Audit Committee in Section 177 of the Companies Act, 2013, Companies (Meetings of Board and its Powers) Rules, 2014 and SEBI (LODR) Regulations, 2015, as amended from time to time. It also deals with matters relating to Company's Code of Conduct for Prohibition of Insider Trading framed in line with the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 as amended and related matters. The Company's system of internal controls covering financial and operational activities, compliances, IT applications, etc. are reviewed by the Internal Auditor and presentations are made to the Audit Committee on the findings of such reviews. Further, in compliance with Section 177(4)(vii) of the Companies Act, 2013, the Audit Committee maintains and evaluates the effectiveness of internal control systems of the Company pertaining to financial reporting, compliance with Accounting Standards and looks after overall financial activities under applicable laws and regulations governing the Company.

iii. **Composition and Meetings** The Audit Committee comprises of Mr Mahendra Kumar Pandya, Mr Ashok Kumar Jain, Independent Directors and Mrs Meena Devi Jain. Mr. Mahendra Kumar Pandya, Independent Director of the Company is the Chairperson of the Audit Committee. All the Members of the Audit Committee are financially literate and have accounting or related financial management expertise. The Chief Financial Officer (CFO) is a permanent invitee to the meetings of the Audit Committee and the Company Secretary acts as the Secretary to the Audit Committee. The Statutory Auditors as well as Internal Auditors of the Company are invited to attend the Audit Committee meetings. The Company also invites the Secretarial Auditor to attend the meeting and discuss their report. The Committee also invites senior executives, as it considers appropriate, to be present at the meetings of the Committee. 4 (four) meetings of the Audit Committee were held during the year 2022-23 viz. on 30.05.2022, 12.08.2022, 14.11.2022 and 13.02.2023 Respectively. During the year, pursuant to the circular issued by MCA, the meetings were held through video conferencing or other audio visual means and physical presence of Members of the Committee. The maximum time gap between any two consecutive meetings did not exceed 120 (One Hundred Twenty) days. Moreover, the requisite quorum as required by SEBI (LODR) Regulations, 2015, was present in all the meetings of the Audit Committee held during the year. Attendance of the members at the meetings was as follows:

Name of the Member	Status Category	No. of meetings attended
Mr Mahendra Kumar Pandya	Chairperson Independent Director	4
Mr Ashok Kumar Jain	Member Independent Director	4
Mrs Meena Devi Jain	Member promoter Director	4

ii.

**a) Stakeholders' Relationship Committee**

The Stakeholders' Relationship Committee of the Company was duly constituted in accordance with the provisions of Regulation 20 of SEBI (LODR) Regulations, 2015 read with Section 178 of the Companies Act, 2013, as amended from time to time. i. **Terms of Reference:** The Stakeholders' Relationship Committee oversees the redressal of complaints/grievances of investors such as transfer/transmission of shares, credit of shares to demat accounts, non-receipt of dividend/annual reports, approval of physical transfer of shares above 500 shares, taking note of shares transferred in a quarter, status of dematerialized shares as on the end of each quarter, stock of blank stationery of share certificates as on the end of each quarter, shareholding pattern of the Company as on the end of each quarter and details of investors' grievances pending as on the end of each quarter among others. It also approves issuance of duplicate shares and matters incidental thereto. The Stakeholders' Relationship Committee meets at regular intervals to take note of share transfer and other matters. ii. **Composition & Meetings:** The composition of the Stakeholders' Relationship Committee as on 31st March, 2023 is as follows:

Name of the Member	Status Category	No. of meetings attended
--------------------	-----------------	--------------------------

Mr Rajendra kumar Saraogi	Chairperson Independent Director	1
Mr Mahendra kumar Pandya	Member Independent Director	1
Mr Ashok Kumar Jain	Member Independent Director	1
Mrs Meena Devi Jain	Member Promoter	1

The Company Secretary, who is also the Compliance Officer of the Company, acts as Secretary to the Committee. During the period under review.

3. The Board of Directors have authorised the Company Secretary to approve transfers / transmissions of shares in physical form upto 500 shares. The transfers/ transmissions approved by the Secretary are periodically placed before the Committee. The Company has in place a comprehensive Investors' Grievance Redressal system prescribing the standards of shareholders' service & grievance redressal procedure and mechanism to be adhered to by the Registrar and Share Transfer Agent as well as by the Company. The shareholders can write to the Company at [www.chitrakutholdings.com](http://www.chitrakutholdings.com) on a day to day basis. During the financial year ended March 31, 2023, the Company did not receive any complaints from the shareholders and no complaints were pending as on March 31, 2023. Further, pursuant to Regulation 13(3) read with Regulation 13(4) of SEBI (LODR) Regulations, 2015, Statements of investors' complaints as received from the Registrar & Share Transfer Agents, M/s Niche Technologies Private Limited, were filed with the Stock Exchanges on a quarterly basis and the said Statements were also placed before the Board of Directors for information and noting.

### **Nomination and Remuneration Committee**

The Nomination and Remuneration Committee of the Company was duly constituted in terms of the provisions of Regulation 19 of SEBI (LODR) Regulations, 2015 read with Section 178 of the Companies Act, 2013, as amended from time to time. i. Objectives: The Committee evaluates the composition and organization of the Board and its Committees in light of requirements established by any regulatory body or any other applicable statutes, rules and regulations which the Committee deems relevant, makes recommendations to the Board of Directors in respect to the appointment, re-appointment and resignation of Independent, Executive and Non-Executive Directors of the Company, identifies the persons, who are qualified to become Directors and who may be appointed in senior management including their remuneration in accordance with the criteria laid down, recommends to the Board their appointment and removal and other matters specified for Nomination and Remuneration Committee in Section 178 of the Companies Act, 2013, Companies (Meetings of Board and its Powers) Rules, 2014 and under SEBI (LODR) Regulations, 2015. ii. Terms of Reference: The broad terms of reference of the Nomination & Remuneration Committee, inter-alia includes the following:

1. Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees;
2. Formulation of criteria for evaluation of Independent Directors and the Board;
3. Devising a policy on Board diversity;
4. Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down & recommend to the Board their appointment, remuneration and removal. iii. Composition and Meetings: The Committee

comprises of the following Directors: a. Mr Mahendra kumar Pandya - Chairperson b. Mr Ashok Kumar Jain during the period under review the Committee not met :

Name of the Member	Status Category	No. of meetings attended
Mr Mahendra Kumar Pandya	Chairperson Independent Director	1
Mr Ashok Kumar Jain	Member Independent Director	1

**iv. Remuneration Policy:**

The Board of Directors of the Company at its meeting held earlier had adopted the Remuneration Policy as recommended by the Nomination and Remuneration Committee of the Company. The Remuneration Policy, inter-alia, includes the appointment criterion & qualification requirements, process for appointment & removal, retirement policy and remuneration structure & components, etc. of the Directors, Key Managerial Personnel (KMP) and other senior management personnel of the Company. As per the Remuneration Policy, a person proposed to be appointed as Director, KMP or other Senior Management Personnel should be a person of integrity with high level of ethical standards. In case of appointment as an independent director, the person should fulfill the criteria of independence prescribed under the Companies Act, 2013, rules framed thereunder and the Listing Regulations. The Remuneration / Policy also contain provisions about the payment of fixed & variable components of remuneration to the Whole-time Director and payment of sitting fees & commission to the non-executive directors. The Remuneration Policy can be viewed on the website of the Company at: [www.chitrkutholdings.com](http://www.chitrkutholdings.com) .

i. Remuneration of Directors Detail of remuneration paid to the Directors during the financial year 2022-23 a. Whole-time Director (Rs. in lakhs) Whole-time Director Salary Perquisites Retirement Benefits Total Rs 1.20 Lacs There was no other pecuniary relationship or transaction with the non-executive directors.

5. Risk Management Committee Business Risk Evaluation and Management is an ongoing process within the Organization. The Company has a robust risk management framework to identify, monitor and minimize risks as also identify business opportunities. The Risk Management Committee was constituted voluntarily and is duly in line with the amended non-mandatory provisions of SEBI (LODR) Regulations, 2015. The Committee comprises of Mr Mahendra Kumar Pandya, Independent Director, Chairperson of the Committee and Mr. Rajendra Kumar Saraogi, Whole-time Director. The objectives and scope of the Risk Management Committee broadly comprises:

- = Oversight of risk management performed by the executive management;
- = Reviewing the risk & its mitigation plans within framework and in line with local legal requirements and SEBI guidelines;
- = Reviewing risks and evaluate treatment including initiating mitigation actions and ownership as per a pre-defined cycle;
- = Defining framework for identification, assessment, monitoring, mitigation and reporting of risks. Within its overall scope as aforesaid, the Committee reviews risks trends, exposure, potential impact analysis and mitigation plan.

**6. Subsidiary Company/ Associate / Joint Venture** The Company does not have any subsidiary, associate and joint venture. However, the Board of Directors have formulated a Policy for determining material subsidiaries and the Policy is being subsequently modified in line with changes envisaged in SEBI (LODR) Regulations from time to time and updated Policy has been disclosed on the company's website at: [www.chitrakutholdings.com](http://www.chitrakutholdings.com)

## **7. Related Party Transactions**

There were no materially significant transactions or any transaction with related parties during the financial year, which were in conflict with the interest of the Company. Similarly, during the year, there were no transaction with person or entity belonging to Promoter/ Promoter Group which holds 10% or more shareholding in the Company. Suitable disclosure as required by the Indian Accounting Standards (IND AS) has been made in the notes to the Financial Statements. The Board has approved a policy for related party transactions which modified in line with amended provisions of Companies Act, 2013 read with SEBI (LODR) Regulations, 2015 and has been uploaded on the Company's website: [www.chitrakutholdings.com](http://www.chitrakutholdings.com)

## **8. Vigil Mechanism / Whistle Blower Policy**

In staying true to our values of Strength, Performance and Passion and in line with our vision of being one of the respected companies in India, the Company is committed to the high standards of Corporate Governance and stakeholders' responsibility and accordingly has formulated Whistle Blower Policy to deal with instances of fraud and mismanagement, if any. The Policy ensures that strict confidentiality is maintained whilst dealing with concerns and also that no discrimination is meted out to any person for a genuinely raised concern. The said policy has updated with recent amendments w.r.t. Unpublished Price Sensitive Information as mandated by SEBI Regulations and has been uploaded on the Company's website at: [www.chitrakutholdings.com](http://www.chitrakutholdings.com)

## **9. Policy Against Sexual Harassment at Workplace**

The Company is committed to provide and promote a safe, healthy and congenial atmosphere irrespective of gender, caste, creed or social class of the employees. The Company in its endeavour to provide a safe and healthy work environment for all its employees has developed a policy to ensure zero tolerance towards verbal, physical, psychological conduct of a sexual nature by any employee or stakeholder that directly or indirectly harasses, disrupts or interferes with another's work performance or creates an intimidating, offensive or hostile environment such that each employee can realize his / her maximum potential. As per the Policy, any employee may report his / her complaint to the Internal Complaint Committee formed for this purpose. During the financial year 2022-23, the Company has not received any complaint on sexual harassment from any of the women employees of the Company, neither there were any pending complaints which were disposed off nor there were any complaints pending as on the end of the FY 2022-23.

## **10. General Body Meetings**

i. The last three Annual General Meetings of the Company were held as under:



Financial Year	Date	Time	Location
2019-2020	30.12.2020	11.00AM	1/1, Camac Street , 3rd Floor, Kolkata 700016
2020-2021	30.09.2021	11.00AM	1/1, Camac Street , 3rd Floor, Kolkata 700016
2021-2022	29.09.2022	11.00 AM	1/1, Camac Street, 3 <sup>rd</sup> Floor, Kolkata 700016

- ii. No special resolution were passed during last three AGM and no special resolution requiring postal ballot is being proposed for at the ensuing AGM.

#### 11. Means of Communication

- i. The unaudited quarterly / half yearly results are announced within forty-five days of the close of the quarter. The audited annual results are announced within sixty days from the close of the financial year as per the requirements of SEBI (LODR) Regulations 2015. The aforesaid financial results are sent to The Calcutta Stock Exchange Ltd Metropolitan Stock Exchange of India Limited (CSE and MSE where the Company's shares are listed, immediately after these are approved by the Board and also published in News Papers an accordance with the Listing regulations
- ii. The quarterly results, shareholding pattern, corporate governance reports, intimation of Board meetings, etc. are filed with the stock exchanges through permitted mode. iii. The Annual Report of the Company, the quarterly/half yearly and annual financial results are simultaneously posted on the Company's website: [www.chitrkutholdings.com](http://www.chitrkutholdings.com) and can be downloaded. iv. The Company also displays official press releases, as and when released on the above website. v. Email id earmarked for redressing Investors' queries is : [www.chitrakutholdings.com](http://www.chitrakutholdings.com) vi. Presentation, if any, made to any Institutional Investors or to any Analysts during the period under review is made available on the above website.

#### 12. General Shareholders' Information

- i. 35th Annual General Meeting  
Day : Thursday,  
Date : 28<sup>th</sup> September, 2023  
Time : 1:00 P.M.

Venue : 1/1, Camac Street, 3<sup>rd</sup> floor, Kolkata 700016

Tentative Financial Calendar for the year 2022-23 :

Approval of Audited Annual Results (2022-23) 30<sup>th</sup> May, 2023

First Quarter Results On or before 14<sup>th</sup> August, 2023

Second Quarter Results On or before 14<sup>th</sup> November, 2023

Third Quarter Results On or before 14<sup>th</sup> February, 2024

Audited Annual Results (2022-23) On or before 30<sup>th</sup> May, 2024

- ii. Book Closure The Register of Members and Share Transfer Books of the Company will remain closed from Friday , 22<sup>nd</sup> September, 2023 to Thursday, 28<sup>th</sup> September, 2023 (both days inclusive).

- iii. Dividend : No dividend is recommended for the year  
iv. Listing on Stock Exchange and Stock Code

The name of the Stock Exchange at which the Equity Shares of the Company are listed and the respective stock code are as under: Name and Address of the Stock Exchanges Stock Code/ The Calcutta Stock Exchange Ltd. (CSE),  
7, Lyons Range,  
Kolkata 700 001  
Code : 10013176

Metropolitan Stock Exchange of India Limited  
Vibgyor Towers. 4<sup>th</sup> floor, Plot No. c 62, G Block, Opp. Triident Hotel, Bandra Kurla complex  
Bandra 9East ),  
Mumbai- 400098  
Code : CHITRAKUT

Scrip Code ISIN Number for NSDL/CDSL (Dematerialised Shares)  
INE228E01011

Listing fees for the FY 2023-2024 has been paid to the above Stock Exchange.

#### Registrar & Share Transfer Agent

The Company has appointed Niche Technologies Private Limited as its Registrar & Share Transfer Agent (RTA) for handling work related to share registry in terms of both physical and electronic modes. Accordingly, all correspondence, shares for transfer demat/remat requests and other communication in relation thereto should be mailed/hand delivered to the said RTA directly at the following address: Niche Technologies Private Limited. Unit: Chitrakut Holdings Limited 3A, Auckland Place, 7<sup>th</sup> floor, room No 7A and 7 B, Kolkata 700017

vi. Share Transfer System The Board of Directors have authorised the Company Secretary to approve transfer/transmission of upto 500 shares. Requests for transfer/ transmission of shares, in physical form, beyond 500 in number, are approved by the Stakeholders' Relationship Committee and sent to the Registrar & Share Transfer Agent for completing the necessary procedural formalities and dispatch to the shareholders.

#### vii. Distribution of Shareholding

The Distribution of Shareholding as on 31st March, 2023 was as follows:

No of Equity Shares Held	No of Shareholders	% of Shareholders	No of Shares held	% of Shareholding
Up to 500	900	81.97	450000	6.15
501-1000	153	13.93	98700	1.35
1001-5000	7	0.64	30000	0.41
5001-10000	1	0.09	10000	0.14
10001-50000	6	0.55	230000	3.14
50001-100000	12	1.09	1049100	14.33
100001 and above	19	1.73	5454198	74.48
Total	1098	100.00	7319998	100.00

Details of Shareholding pattern of the Company as on 31st March, 2023 was as follows:

Category	No. of Shares held	% of Shareholding
Indian Promoters	1651300	22.56
Domestic Companies	5039998	68.85
Resident individuals	628700	8.59
Total	7319998	100.00

viii. Dematerialization of Shares and Liquidity

The Equity Shares of the Company are in compulsorily Dematerialised form under depository systems at both the Depositories viz. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). As on 31st March, 2023, 16,51,300 Equity Shares viz. 22.56% of the Equity Share Capital of the Company have already been dematerialized.

Outstanding GDRs / ADRs/Warrants or Convertible Instrument:

The Company has never issued GDRs/ ADRs/Warrants or any other Convertible Instrument.

xi. Commodities price risk or foreign exchange risk and hedging: Not Applicable

xii. Address for Correspondence:

The Company Secretary,  
Registered Office :Chitrakut Holdings Limited  
1/1, Camac Street  
3<sup>rd</sup> floor, Kolkata 700016  
Tele No 91 033 40038921

xiii. Transfer of unpaid/unclaimed dividend amounts to Investors Education and Protection Fund Pursuant to Section 124(5) of the Companies Act, 2013, dividends that are unpaid / unclaimed for a period of 7 (Seven) years from the date they became due for payment are required to be transferred by the Company to the Investor Education and Protection Fund (IEPF) administered by the Central Government. During the year under review, the Company has not transferred any unpaid amount to Investor Education and Protection Fund pursuant to Section 124(5) of the Companies Act, 2013, which was due & payable and remained unclaimed and unpaid for a period of 7 (Seven) years. Further, the Members are advised to glance through the database and lodge their claim with the Company's Registrar and Share Transfer Agents for dividend, which have remained unclaimed. Pursuant to Section 124(6) and 125 of the Companies Act, 2013 read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 effective from September 07, 2016 and as further amended on February 28, 2017, all shares in respect of which dividend has not been paid or claimed for 7 (Seven) consecutive years or more are required to be transferred by the Company in the name of Investor Education and Protection Fund (IEPF) along with a statement containing

such details as may be prescribed. Adhering to the various requirements set out in the Rules, the Company has sent individual communication to those shareholders, whose shares are liable to be transferred to IEPF under the said Rules at their latest available address. The details of such shareholders and shares due for transfer to IEPF have also been uploaded on the website of the Company . The shares transferred to IEPF, including all benefits accruing on such shares, if any, can be claimed back by the Shareholders from the IEPF Authority after following the procedure prescribed under the Rules.

### **13. CEO and CFO Certification**

The Whole time Director and the Chief Financial Officer of the Company have certified that all the requirements of SEBI ( LODR) Regulations, 2015 inter-alia, dealing with the review of financial statements and cash flow statements for the year ended 31st March, 2023, transactions entered into by the Company during the said year, their financial reporting and evaluation of the effectiveness of the internal control system and making necessary disclosures to the auditors and the audit committee have been duly complied with.

### **14. Information about directors seeking appointment/ re-appointment**

The details of Directors seeking appointment/re- appointment are given in the Annexure to the Notice convening the forthcoming 88th Annual General Meeting, under the head Particulars of Directors seeking appointment/re-appointment at the Annual General Meeting.

### **15. Prevention of Insider Trading**

The Company has in place a Code of Internal Procedures and Conduct for Regulating, Monitoring and Reporting of trading by insiders as envisaged under the SEBI (Prohibition of Insider Trading) Regulations, 2015 for its designated persons. The Company also has in place Code of Practice and Procedure for Fair Disclosure of Unpublished Price Sensitive Information. This Code is available on Company's website at [www.chitrakutholdings.com](http://www.chitrakutholdings.com) The Code ensures the prevention of dealing in Company's shares/ securities by persons having access to unpublished price sensitive information. The Code requires pre-clearance for dealing in the Company's shares and prohibits the purchase or sale of Company shares by the designated persons while in possession of unpublished price sensitive information in relation to the Company and during the period when the Trading Window is closed. The Company Secretary is responsible for implementation of the Code. All Board Directors and the designated persons have confirmed compliance with the Code.

### **16. Code of Conduct**

The Company has also adopted a Code of Conduct (Code) for the members of Board of Directors, Key Managerial Personnel and Senior Management Personnel of the Company to follow. The Code is posted on the website of the Company. The essence of the Code is to conduct the business of the Company in an honest and ethical manner, in compliance with applicable laws and in a way that excludes considerations of personal advantage. All Directors, Key Managerial Personnel and Senior Management Personnel have affirmed their compliance with the Code, and a declaration to this effect, signed by the Whole-time Director, is attached to this report, which forms an integral part of this report.

#### **17. Legal Compliances**

The Board reviews periodically compliance reports of all laws applicable to the Company, prepared by the Compliance Officer which is duly supported by the legal compliance report of the internal auditors and heads of different units. The Board also reviews periodically the steps taken by the Company to rectify instances of non-compliances, if there be any.

#### **18. Payment of Dividend etc. in electronic mode**

Pursuant to Regulation 12 of SEBI (LODR) Regulations, 2015, a listed entity shall use any of the electronic modes of payment facility approved by the Reserve Bank of India (RBI) in the manner specified in Schedule I of SEBI Listing Regulations, 2015, for making payments of dividend, interest, redemption or repayment amounts etc. the arrangements are subject to RBI guidelines, issued from time to time. All Members who wish to receive dividend in a bank account other than the one registered with the depository participants for shares held in demat form and with the Company's RTA for shares held in physical form, may notify their depository participants and the Company or its RTA, respectively, about any change in the bank account details. Further, pursuant to Regulation 43A of SEBI Listing Regulations, 2015, a Dividend Distribution Policy was adopted by the Company covering, inter alia, the parameters for declaration of dividend, utilization of retained earnings, procedure for dividend declaration etc.

#### **19. Reconciliation of Share Capital Audit**

As stipulated by SEBI, a qualified Practising Company Secretary carries out audit to reconcile the total admitted capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and the total issued and listed capital. This audit is carried out every quarter and the Report thereon is submitted to the Stock Exchange, where shares of the Company are listed. The audit confirms that the total Listed and Paid-up Capital is in agreement with the aggregate of the total number of shares in dematerialised form (held with NSDL and CDSL) and total number of shares in physical form.

#### **20. Secretarial Standards issued by The Institute of Company Secretaries of India (ICSI)**

The Institute of Company Secretaries of India (ICSI), one of the premier professional bodies in India, has issued Secretarial Standards on Board Meetings and General Meetings. Further, pursuant to Section 118(10) of the Companies Act, 2013, every company shall observe secretarial standards specified by ICSI with respect to Board and General Meetings. The Company confirms that it has duly adhered to the said Secretarial Standards.

#### **21. Secretarial Audit & Secretarial Compliance Report**

The Secretarial Auditor appointed by the Company, undertook the Secretarial Audit of records and documents in accordance with Section 204 of the Companies Act, 2013 and the Rules made thereunder. The Secretarial Audit Report confirms that the Company has complied inter alia with all the applicable provisions of the Companies Act, 2013 and the Rules made thereunder, Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder, Secretarial Standards issued by The Institute of Company Secretaries of India (Secretarial Standards with respect to Meetings of Board of Directors (SS-1) and General Meetings (SS-2) issued by The Institute of Company Secretaries of India), Securities Contracts (Regulation) Act, 1956 and all

the Regulations and Guidelines of the Securities and Exchange Board of India (SEBI) as applicable to the Company, including the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, SEBI (Prohibition of Insider Trading) Regulations, 2015, the SEBI (Registrars to an Issue and Share Transfer Agents) Regulations, 1993. The Secretarial Audit Report for the financial year ended March 31, 2023 is provided in the Annual Report. In addition to the Secretarial Audit Report, SEBI vide its Circular dated 8th February 2019 has mandated on annual basis a review by the company secretary in practice on compliance of SEBI Regulations and circulars/ guidelines issued thereunder and to submit a compliance report to the Company within 60 days of the end of the financial year, which was carried out by M/s. N . Jhunjhunwala & Associates , Practising Company Secretary and their report shall be submitted to Stock Exchange in stipulated time and shall be uploaded on company's website at [www.chitrakutholdings.com](http://www.chitrakutholdings.com)

## 22. Disclosures

i. There are no materially significant related party transactions of the Company which have potential conflict with the interest of the Company at large. Transactions with Related Parties are disclosed in Note No. the Notes to the Financial Statement for the year 2022-23.

No penalties or strictures have been imposed on the Company by Stock Exchanges or SEBI or any statutory authority on any matter related to capital markets for non-compliance by the Company during the last three years.

Your Company is fully compliant with the corporate governance requirements specified in Regulations 17 to 27 and clauses (b) to (i) of subregulation (2) of Regulation 46 of the Listing Regulations, as applicable and compliance reports on Corporate Governance in the requisite formats have been submitted to the concerned stock exchanges.

- i. The company has in place the Whistle Blower Policy and no personnel has been denied access to the Audit Committee.
- ii. The Company has complied with all the applicable mandatory requirements.
- iii. In the preparation of the financial statements, the Company has followed Indian Accounting Standards (Ind AS) notified by the Ministry of Corporate Affairs. The financial statements have also been prepared in accordance with the relevant presentation requirements of the Companies Act, 2013, as amended. The significant accounting policies, which are consistently applied, have been set out in the Notes to the Financial Statements.
  - a. Total fees for all services paid by the Company, on a consolidated basis, to the statutory auditors and entities in the network firm/network entity .
- iv. During the year the Company has not raised any funds through preferential allotment or qualified institutional placement as specified in Regulation 32(7A) of SEBI (LODR) Regulations, 2015, as amended from time to time.
- v. All the recommendations/ suggestions made by the Committees of Board of Directors, which is mandatorily required during the financial year 2022-23 were accepted by the Board of Directors.

## 23. Discretionary Requirements

- a. Chairman of the Board: Whether Non-Executive Chairman is entitled to maintain a Chairman's office at the Company's expense and also allowed reimbursement of expenses incurred in performance of his duties - Not Applicable.
- b. Shareholder rights: A half-yearly declaration of financial performance including summary of the significant events in last six-months, may be sent to each household of shareholders. Since quarterly, half-yearly and annual results of the Company are published in a leading English daily newspaper having a nationwide circulation and a Bengali daily newspaper (having circulation in State of West Bengal) and regularly hosted on Company's website, these are not sent individually to the shareholders of the Company. There is no declaration/publication of second half yearly results as the audited annual results are taken on record by the Board and then communicated to the shareholders through the Annual Report. The Annual Report of the Company for the financial year 2022-23 shall be mailed to the Members, whose e-mail addresses are available with the depositories or are obtained directly from the Members, as per Section 136 of the Companies Act, 2013 and Rule 11 of the Companies (Accounts) Rules, 2014. For other Members, who have not registered their e-mail addresses, the Annual Report shall be sent at their registered address. If any Member wishes to get a duly printed copy of the Annual Report, the Company shall send the same, free of cost, upon receipt of request from the Member. The Company communicates with shareholders through e-mail, telephone etc. However, while complying the same, relevant guidelines issued by MCA/SEBI shall be considered.
- c. Modified opinion(s) in audit report: Company may move towards a regime of unmodified financial statements. It is always the Company's endeavor to present unmodified financial statements. There is no audit modification in the Company's financial statements for the year ended on March 31, 2023.
- d. Reporting of Internal Auditor: The Internal Auditor may report directly to the Audit Committee. The Internal Auditor of the Company is a permanent invitee to the Audit Committee Meetings and regularly attends the Meetings for reporting audit findings to the Audit Committee.

## 24. Web links to Company policies and programmes

The Company's policies and programmes as prescribed under the SEBI (LODR) Regulations are available at the Company's website at [www.chitrakutholdings.com](http://www.chitrakutholdings.com):

- a. Code For Fair Disclosure Of Unpublished Price Sensitive Information
- b. Code of Conduct
- c. Policy for Determining Material Subsidiaries
- d. Policy on Determination of Materiality
- e. Policy on preservation of documents including archival
- f. Policy on Related Party Transaction/s
- g. Whistle Blower Policy
- h. Familiarisation Programme



**Declaration on Code of Conduct**

To The Members,

Chitrakut Holdings Limited

8/1, Middleton Row, 3<sup>rd</sup> Floor,

Kolkata -700016

Pursuant to regulation 34(3) OF Securities & Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulation ,2015 I Rajendra Kumar Saraogi , Executive Director of Chitrakut Holdings Limited ,declare that all the Board Members and Senior Executives of the Company have affirmed their compliance with the Code of Conduct and Ethics during the Financial Year 2022-23.

*Rajendra Kumar Saraogi*

Place : Kolkata

Dated : 30<sup>th</sup> May,2023

Rajendra Kumar Saraogi

Whole Time Director

**N. JHUNJHUNWALA & ASSOCIATES**  
Company Secretaries

DIAMOND CITY WEST,  
18, HO CHI MINH SARANI,  
TOWER-5, FLAT-5G,  
KOLKATA – 700 061  
PH.: 9831282412

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

**FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH, 2023**

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

To  
The Members,  
Chitrakut Holdings Limited

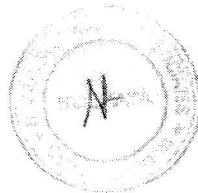
I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by M/s Chitrakut Holdings Limited (hereinafter called "the Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

**Auditor's responsibility**

My responsibility is to express an opinion on the compliance of the applicable laws and maintenance of records based on audit. I have conducted the audit in accordance with the applicable Auditing Standards issued by The Institute of Company Secretaries of India. The Auditing Standards require that the Auditor shall comply with statutory and regulatory requirements and plan and perform the audit to obtain reasonable assurance about compliance with applicable laws and maintenance of records.

Based on the verification of the 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 31st March, 2023 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2023, to the extent applicable, according to the provisions of:



## **N. JHUNJHUNWALA & ASSOCIATES**

Company Secretaries

DIAMOND CITY WEST,  
18, HO CHI MINH SARANI,  
TOWER-5, FLAT-5G,  
KOLKATA – 700 061  
PH.: 9831282412

- i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- ii) The Securities Contracts (Regulation) Act, 1956 and Rules made thereunder;
- iii) The Depositories Act, 1996 and Regulations and Bye-laws framed thereunder;
- iv) Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder;
- v) The following Regulations and Guidelines prescribed under the Securities & Exchange Board of India Act, 1992 ("SEBI Act"), to the extent applicable:
  - a) SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 2011
  - b) SEBI (Prohibition of Insider Trading) Regulations, 1992
  - c) SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009
  - d) SEBI (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999
  - e) SEBI (Issue and listing of Debt securities) Regulations, 2008
  - f) SEBI (Registrars to an Issue and Share Transfer Agents) Regulations, 1993
  - g) The SEBI (Delisting of Equity Shares) Regulations, 2009
  - h) The SEBI (Buyback of Securities) Regulations, 1998
- vi) Rules, Regulations and Guidelines issued by the Reserve Bank of India as are applicable to Non-Deposit taking Non-Banking Financial Companies with classification as a 'Loan Company'; which are specifically applicable to the Company.

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

- a) Secretarial Standards issued by The Institute of Company Secretaries of India.
- b) The Securities and Exchange Board of India (Listing Obligations And Disclosure Requirements) Regulations, 2015 and amendments made thereunder ("the Listing Regulations")

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

1. I further report that

- a) 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.



## **N. JHUNJHUNWALA & ASSOCIATES**

Company Secretaries

DIAMOND CITY WEST,  
18, HO CHI MINH SARANI,  
TOWER-5, FLAT-5G,  
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PH.: 9831282412

- b) 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.
- c) None of the directors in any meeting dissented on any resolution and hence there was no instance of recording any dissenting member's view in the minutes.

I further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I further report that during the audit period there was no other event/action having major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards etc. referred to above.

This report is to be read with my letter of even date which is annexed as **Annexure – 1** which forms an integral part of this report.

**For N.JHUNJHUNWALA & ASSOCIATES**  
COMPANY SECRETARIES

**CS NAVNEET JHUNJHUNWALA**  
PROPRIETOR  
FCS-6397

C. P. No.: 5184

P.R.Certificate No.:2457/2022

Place: KOLKATA  
Date : 26.05.2023  
UDIN: F006397E000385380



**Annexure – 1**

To,  
The Members,  
Chitrakut Holdings Limited

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

1. It is management's responsibility to identify the Laws, Rules, Regulations, Guidelines and Directions which are applicable to the Company depending upon the industry in which it operates and to comply and maintain those records with same in letter and in spirit. My responsibility is to express an opinion on those records based on my audit.
2. I have followed the audit practices and process 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 process and practices I followed provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, I have obtained the Management's Representation about the compliance of Laws, Rules, Regulations, Guidelines and Directions and happening events, etc.
5. 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.
6. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

**For N.JHUNJHUNWALA & ASSOCIATES**  
COMPANY SECRETARIES



**CS NAVNEET JHUNJHUNWALA**  
PROPRIETOR  
FCS-6397  
C. P. No.: 5184  
P.R.Certificate No.:2457/2022

Place: KOLKATA  
Date : 26.05.2023  
UDIN: F006397E000385380



## INDEPENDENT AUDITORS' REPORT

To  
The Members of  
**CHITRAKUT HOLDINGS LIMITED**

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

#### Opinion

We have audited the accompanying Ind AS Financial Statements of **CHITRAKUT HOLDINGS LIMITED** ("the Company"), which comprise the Balance Sheet as at March 31, 2023, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows for the year then ended, and notes to the Ind AS financial statements including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "Ind AS financial statements").

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

#### Basis for opinion

We conducted our audit in accordance with the standards on auditing specified under section 143 (10) of the 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 Act and the rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the code of ethics.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the Ind AS financial statements.

#### Key Audit Matters

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



## **Other Information**

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Report on Corporate Governance but does not include the Ind AS financial statements and our auditor's report thereon. The above mentioned other information are expected to be made available to us after the date of this auditor's report.

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

In connection with our audit of the Ind AS financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the Ind AS financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

When we read the other information, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance.

## **Management's responsibility for the Financial Statements**

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

In preparing the Ind AS 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 Ind AS 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.

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

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of section 143(11) of the Act, we report in "Annexure A", a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143(3) of the Act, we report that:
  - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
  - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
  - (c) The Balance Sheet, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows dealt with by this report are in agreement with the books of account;
  - (d) In our opinion, the aforesaid Financial Statements comply with the Ind AS prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended;
  - (e) On the basis of the written representations received from the directors as on March 31, 2023 taken on record by the board of directors, none of the directors is disqualified as on March 31, 2023 from being appointed as a director in terms of Section 164 (2) of the Act;
  - (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".
  - (g) In our opinion and according to the information and explanations given to us, the remuneration paid by the Company to its directors during the year under report is in accordance with the provisions of Section 197 of the Act read with Schedule V to the Act.
3. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us;
  - i. The Company does not have any pending litigations which would impact its Financial Statements;
  - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses; and



- iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.
- iv. (a) The Management has represented that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities (“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 have been received by the Company from any person(s) or entity(ies), including foreign entities (“Funding Parties”), with the understanding, whether recorded in writing or otherwise, that the Company shall, 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 are 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) and (b) above, contain any material misstatement.
- v. The Company has not declared nor paid any dividend during the year. Hence, reporting the compliance with section 123 of the Act is 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.

For RANJIT JAIN & CO.  
Chartered Accountants  
Firm Registration No. 322505E

CA. Rajiv Jain  
Partner  
Membership No. 061650  
UDIN- 23061650BGULLI7637

Place: Kolkata  
Date : 30<sup>th</sup> May, 2023



## **Annexure -A to the Independent Auditors' Report**

Referred to in paragraph 1 under the heading 'Report on Other Legal & Regulatory Requirement' of our report of even date to the Financial Statements of the Company for the year ended March 31, 2023:

Based on the audit procedures performed for the purpose of reporting a true and fair view on the Ind AS financial statements of the Company and taking into consideration the information, explanations and written representation given to us by the management and the books of account and other records examined by us in the normal course of audit, we report that:

- i. (a) (A) The company has maintained reasonable records showing full particulars, quantitative details and situation of Property, Plant and Equipment.  
(B) The Company does not have any Intangible Assets as on 31<sup>st</sup> March 2023 nor at any time during the financial year ended 31<sup>st</sup> March 2023. Accordingly, reporting under clause 3(i)(a)(B) of the Order is not applicable to the Company.
- (b) The Company has a program of verification to cover all the items of Property, Plant and Equipment in a phased manner which, in our opinion, is reasonable having regard to the size of the company and the nature of its assets. Pursuant to the program, certain Property, Plant and Equipment were physically verified by the management during the year. According to the information and explanation given to us, no material discrepancies were noticed on such verification.
- (c) According to the information and explanation received by us, as the company owns no immovable properties under Property, Plant & Equipment, the requirement on reporting whether title deeds of immovable properties held in the name of the company is not applicable.
- (d) The Company has not revalued its Property, Plant and Equipment (including Right of Use assets) during the year. Further the Company does not have any Intangible Asset.
- (e) According to the information and explanations given to us and on the basis of our examination of the records of the Company, no proceedings have been initiated or are pending against the Company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.
- ii. (a) The management has conducted physical verification in respect of finished goods, stores, spare parts and raw materials at reasonable intervals. In our opinion the frequency of verification, coverage and procedure of such verification by the management is appropriate. No material discrepancies have been noticed on physical verification of stocks as compared to book records.  
(b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not been sanctioned any working capital limits from banks or financial institution on the basis of security of current assets during the financial year. Accordingly, reporting under clause 3(ii)(b) of the Order is not applicable to the Company.



iii. (a) The Company is a Non-Banking Finance Company and its principal business is to give loans. 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 and the terms and conditions of the grant of all loans provided during the year are, prima facie, not prejudicial to the Company's interest.

According to the information and explanations given to us and on the basis of our examination of the records of the Company, during the year the company has not provided any guarantees, security or advances in the nature of loans or guarantee to companies, firms, Limited Liability Partnership and other parties.

(c) The Company is a Non-Banking Financial Company ('NBFC'), registered under provisions of the Reserve Bank of India Act, 1934 and rules made thereunder and is regulated by various regulations, circulars and norms issued by the Reserve Bank of India including Master Circular - Prudential norms on Income Recognition, Asset Classification and Provisioning pertaining to Advances. In respect of loans and advances in the nature of loans granted by the Company, we report that the schedule of repayment of principal and payment of interest has been stipulated and the repayments/receipts of principal and interest are regular.

(d) The Company, being a NBFC, registered under provisions of RBI Act, 1934 and rules made thereunder, in pursuance of its compliance with provisions of the said Act/Rules, particularly, the Income Recognition, Asset Classification and Provisioning Norms, monitors and report total amount overdue including principal and/or payment of interest by its customers for more than 90 days. 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.

(f) The Company is a Non-Banking Finance Company and its principal business is to give loans. Accordingly, the provision of clause 3(iii)(e) of the Order is not applicable to it.

(g) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has granted loans or advances in the nature of loans either repayable on demand or without specifying any terms or period or repayment to following parties:

Particulars	Amount (Rs. Lacs)		
	All parties	Promoters	Related parties
Aggregate of loans / advances in nature of loan	2061.22	--	81.31
- Repayable on demand			
- Aggregate does not specify any terms or period of repayment	--	--	--
Percentage of loans / advances in nature of loan to the total loans	96.20%	--	3.80%



- iv. According to the information and explanation given to us, the company has complied with requirements of section 185 and 186 in respect of loans, investments, guarantees or security made by it during the year under audit.
- v. The Company is a Non-Banking Finance Company registered with the Reserve Bank of India to which the provisions of sections 73 to 76 of the Act and the relevant rules made there under are not applicable. Accordingly, reporting under clause (v) of paragraph 3 of the Order is not applicable.
- vi. To the best of our knowledge and belief, the Central Government has not specified maintenance of cost records under sub-section (1) of Section 148 of the Act, in respect of Company's products/ services. Accordingly, the provisions of clause 3(vi) of the Order are not applicable.
- vii. (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company is generally regular in depositing undisputed statutory dues including Goods and Services Tax, provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues, as applicable, with the appropriate authorities. Further, no undisputed amounts payable in respect thereof 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 and the records of the company examined by us, there are no dues in respect of Goods and Services Tax, provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues that have not been deposited with the appropriate authorities on account of any dispute.
- viii. According to the information and explanation given to us, company has no transactions, not recorded in the books of account have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961).
- ix. (a) According to the information and explanations and as verified from books of accounts the company has not defaulted in repayment of loans or interest thereon to any lender.
- (b) According to the information and explanation provided to us, Company is not declared wilful defaulter by any bank or financial institution or other lender.
- (c) According to the records of the company, the company has not obtained any term loan hence, reporting under clause 3(ix)(c) of the Order is not applicable to the Company.
- (d) According to the information and explanations given to us, and the procedures performed by us, and on an overall examination of the financial statements of the company, we report that no funds has been raised on short-term basis by the company during the year. Accordingly, reporting under clause 3(ix)(d) of the Order is not applicable to the Company.
- (e) The Company did not have any subsidiary or joint venture during the year. According to the information and explanations give to us and on an overall examination of the financial statements of the company, we report that the company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiary/subsidiaries or associates.





- (f) The Company did not have any subsidiary or joint venture during the year. According to the information and explanations given to us and procedures applied by us, we report that the company has not raised loans during the year on the pledge of securities held in its subsidiary or associate company/companies.
- x. (a) According to the records of the company, The Company has not raised any money by way of initial public offer or further public offer including debt instruments) during the year. Accordingly, paragraph 3 (x)(a) of the order is not applicable.
- (b) According to the records of the company, The Company has not raised any money by way of 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 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 fraud on or by the company, noticed or reported during the year, nor we have been informed of such case by the management.
- (b) According to the information and explanation given to us, no report under sub-section (12) of section 143 of the Companies Act has been filed by the auditors in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government;
- (c) According to the information and explanation given to us, no whistle-blower complaints, received during the year by the company;
- xii. In our opinion and to the best of our information & explanations provided by the management, Company is not a Nidhi company, accordingly provisions of the Clause 3(xii) of the Order is not applicable to the company.
- xiii. According to the information and explanations given to us and based on our examination of the records of the company, transactions with the related parties are in compliance with section 177 and 188 of the Act. Where applicable, the details of such transactions have been disclosed in the IND AS Financial Statements as required by the applicable accounting standards.
- xiv. (a) In our opinion, the Company has an internal audit system commensurate with the size and nature of its business.
- (b) We have considered the Internal Audit Reports of the Company issued till date, for the period under audit.
- xv. According to the information and explanations given to us, we are of the opinion that the company has not entered into any non-cash transactions with directors or persons connected with him and accordingly, the provisions of clause 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 registration has been obtained by the Company.
- (b) The Company has not conducted any Non-Banking Financial or Housing Finance activities without having a valid Certificate of Registration (CoR) from the Reserve Bank of India as per the Reserve Bank of India Act, 1934.
- (c) the company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly, the reporting under Clause 3(xvi)(c) of the Order is not applicable to the Company.
- (d) As informed by the Company, the Group to which the Company belongs has no CIC as part of the Group.
- xvii. The Company has not incurred cash losses during the financial year and in the immediately preceding financial year.
- xviii. There has been no resignation of the statutory auditors during the year and accordingly, the provisions of clause 3(xviii) of the Order is not applicable.
- xix. On the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that company is incapable 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. The provisions of section 135 towards corporate social responsibility are not applicable on the company. Accordingly, the provisions of clause 3(xx) of the Order is not applicable
- xxi. The Company did not have any subsidiary, associate or joint venture during the year. Accordingly, reporting under clause 3(xxi) of the Order is not applicable to the Company.

For RANJIT JAIN & CO.  
Chartered Accountants  
Firm Registration No. 322505E

Place: Kolkata  
Date : 30<sup>th</sup> May, 2023

CA. Rajiv Jain  
Partner  
Membership No. 061650  
UDIN-23061650BGULLI7637



## **Annexure B" to the Independent Auditor's Report of even date on the Ind AS Financial Statements of CHITRAKUT HOLDINGS LIMITED**

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

We have audited the internal financial controls over financial reporting of **CHITRAKUT HOLDINGS LIMITED** ("the Company") as of March 31, 2023 in conjunction with our audit of the Ind AS Financial Statements of the Company for the year ended on that date.

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

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

#### **Auditors' Responsibility**

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

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

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





## Meaning of Internal Financial Controls Over Financial Reporting

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

## 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 respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 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.

For RANJIT JAIN & CO.  
Chartered Accountants  
Firm Registration No. 322505E

Place: Kolkata  
Date : 30<sup>th</sup> May, 2023

CA. Rajiv Jain  
Partner  
Membership No. 061650  
UDIN- 23061650BGULLI7637

# CHITRAKUT HOLDINGS LIMITED

CIN: L51909WB1988PLC044765

Balance Sheet as at 31st March, 2023

(₹ in Lacs)

	Note No.	As at 31.03.2023	As at 31.03.2022
<b>ASSETS</b>			
<b>1 FINANCIAL ASSETS</b>			
a Cash and Cash Equivalents	1	24.99	14.98
b <u>Receivables:</u>			
Trade Receivables	2	6.54	4.39
c Loans	3	2,029.91	1,928.79
d Investments	4	214.54	202.91
e Other Financial Assets	5	77.08	138.54
<b>2 NON FINANCIAL ASSETS</b>			
a Current Tax Assets (Net)	6	16.78	20.67
b Investments	7	45.61	45.61
d Property, Plant & Equipment	8	1.96	2.54
e Other Non- Financial Assets	9	0.95	1.79
<b>Total Assets</b>		<b>2,418.36</b>	<b>2,360.21</b>
<b>LIABILITIES AND EQUITY</b>			
<b>I LIABILITIES</b>			
<b>1 FINANCIAL LIABILITIES</b>			
a Borrowings (Other than Debt Securities)	10	49.98	39.20
<b>2 NON FINANCIAL LIABILITIES</b>			
a Deferred Tax Liabilities (Net)	11	12.95	9.57
b Other Non-Financial Liabilities	12	7.62	1.21
<b>II EQUITY</b>			
a Equity Share Capital	13	732.00	732.00
b Other Equity	14	1,615.81	1,578.23
<b>Total Liabilities and Equity</b>		<b>2,418.36</b>	<b>2,360.21</b>

Significant Accounting Policies : Note A & B

The accompanying notes 1 to 41 are an integral part of the Financial Statements

As per our report of even date annexed

For RANJIT JAIN & CO.

Chartered Accountants

Firm Registration No. 322505E

CA. Rajiv Jain

Partner

Membership No. 061650

UDIN-23061650BGULLI7637

Place: Kolkata

Dated: The 30th Day of May, 2023

For and on behalf of the Board of Directors

R.K.Saraogi

Whole Time Director

DIN: 00007503

Arihant Jain

CFO

AFPPJ5934E

K.C.Saraogi

Director

DIN: 00007512

Monica Tekriwal

Company Secretary

AJGPT2408J

**CHITRAKUT HOLDINGS LIMITED**

CIN: L51909WB1988PLC044765

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

(₹ in Lacs)

	Particulars	Note No.	2022-23	2021-22
I	<b>Revenue from Operations</b>			
i	Interest Income	15	64.41	20.46
ii	Dividend Income	16	1.29	1.98
iii	Sale of products (including Excise Duty)	17	68.25	34.43
	<b>Total Revenue from Operations</b>		<b>133.96</b>	<b>56.87</b>
II	Other Income	18	10.20	0.78
III	<b>Total Income (I+II)</b>		<b>144.15</b>	<b>57.65</b>
IV	<b>EXPENSES</b>			
i	Finance Costs	19	3.15	1.35
ii	Impairment on Financial Instruments	20	14.22	0.01
iii	Purchase of stock-in-trade	21	1.09	12.62
iv	Changes in Inventories of Finished Goods, Stock-In-Trade and Work-in-Progress	22	61.46	(11.06)
v	Employee Benefits Expense	23	7.80	17.70
vi	Depreciation, Amortisation and Impairment	24	0.58	0.43
vii	Other Expenses	25	13.08	7.24
	<b>Total Expenses (IV)</b>		<b>101.38</b>	<b>28.29</b>
V	<b>Profit/(Loss) before Exceptional Items and Tax (III - IV)</b>		<b>42.78</b>	<b>29.37</b>
VI	Exceptional Items		-	-
VII	<b>Profit/(Loss) before Tax (V - VI)</b>		<b>42.78</b>	<b>29.37</b>
VIII	Tax Expense:			
	Current Tax	26	13.46	10.06
	Deferred Tax		0.35	0.17
IX	<b>Profit/(Loss) for the period from continuing operations (VII - VIII)</b>		<b>28.97</b>	<b>19.14</b>
X	Profit/(loss) from discontinued operations		-	-
XI	Tax Expense of discontinued operations		-	-
XII	Profit/(loss) from discontinued operations(After tax) (X-XI)		-	-
XIII	<b>Profit/(loss) for the period (IX+XII)</b>		<b>28.97</b>	<b>19.14</b>
XIV	<b>Other Comprehensive Income</b>			
a.i	Items that will not be reclassified to profit or loss	27	11.63	33.23
a.ii	Income tax relating to items that will not be reclassified to profit or loss		(3.02)	(8.64)
	<b>Other Comprehensive Income for the period (Net of Tax) (XIV)</b>		<b>8.61</b>	<b>24.59</b>
XV	<b>Total Comprehensive Income for the period (XIII + XIV)</b>		<b>37.58</b>	<b>43.73</b>
XVI	<b>Earnings Per Share</b>	28		
i	Basic (Equity Share Face Value ₹ 10/- each)		0.40	0.26
ii	Diluted (Equity Share Face Value ₹ 10/- each)		0.40	0.26

Significant Accounting Policies : Note A & B

The accompanying notes 1 to 41 are an integral part of the Financial Statements

As per our attached report of even date

For and on behalf of the Board of Directors

For RANJIT JAIN & CO.

Chartered Accountants

Firm Registration No. 322505E

R.K.Saraogi

Whole Time Director

DIN: 00007503

K.C.Saraogi

Director

DIN: 00007512

CA. Rajiv Jain

Partner

Membership No. 061650

UDIN-23061650BGULLI7637

Arihant Jain

CFO

AFPPJ5934E

Monica Tekriwal

Company Secretary

AJGPT2408J

Place: Kolkata

Dated: The 30th Day of May, 2023

# CHITRAKUT HOLDINGS LIMITED

CIN: L51909WB1988PLC044765

## Statement of Change in Equity for the year ended 31st March, 2023

<b>A. <u>Equity Share Capital</u></b>	<b>(₹ in Lacs)</b>
<b>(1) Current Reporting Period</b>	
Balance at the beginning of the reporting period i.e. 1st April 2022	732.00
Changes in Equity Share Capital due to prior period errors	-
Restated Balance at the beginning of the Current Reporting Period	732.00
Changes in Equity Share Capital during the year	-
Balance at the end of the current reporting period i.e. 31st March 2023	732.00
<b>(2) Previous Reporting Period</b>	
Balance at the beginning of the reporting period i.e. 1st April 2021	732.00
Changes in Equity Share Capital due to prior period errors	-
Restated Balance at the beginning of the Current Reporting Period	732.00
Changes in Equity Share Capital during the year	-
Balance at the end of the current reporting period i.e. 31st March 2022	732.00

### **B. Other Equity**

#### **(1) Previous Reporting Period**

				<b>Other Comprehensive Income</b>	
	<b>Reserve Fund</b>	<b>Retained Earnings</b>	<b>Securities Premium</b>	<b>Equity Instrument through Other Comprehensive Income</b>	<b>Total</b>
<b><u>Balance at the beginning of the reporting period i.e. 1st April 2021</u></b>	154.94	514.18	860.00	5.38	1,534.50
Profit/(Loss) for the Year	-	19.14		-	19.14
Fair value change of Investments (net of deferred tax)	-	-		24.59	24.59
Transfer to/ (from) Retained Earnings	4.00	(4.00)		-	-
<b><u>Balance at the end of the reporting period i.e. 31st March 2022</u></b>	<b>158.94</b>	<b>529.32</b>	<b>860.00</b>	<b>29.96</b>	<b>1,578.23</b>

# CHITRAKUT HOLDINGS LIMITED

CIN: L51909WB1988PLC044765

## Statement of Change in Equity for the year ended 31st March, 2023

(2) Current Reporting Period

(₹ in Lacs)

			Other Comprehensive Income		Total
	Reserve Fund	Retained Earnings	Securities Premium	Equity Instrument through Other Comprehensive Income	
<b>Balance at the beginning of the reporting period i.e. 1st April 2022</b>	158.94	529.32	860.00	29.96	1,578.23
Profit/ (Loss) for the Year	-	28.97	-	-	28.97
Fair value change of Investments (net of deferred tax)	-	-	-	8.61	8.61
Transfer to/ (from) Retained Earnings	6.00	(6.00)	-	-	-
<b>Balance at the end of the reporting period i.e. 31st March 2023</b>	<b>164.94</b>	<b>552.29</b>	<b>860.00</b>	<b>38.57</b>	<b>1,615.81</b>

The accompanying notes are an integral part of the Financial Statements

As per our Report annexed of even date

For and on behalf of the Board of Directors

For RANJIT JAIN & CO.

Chartered Accountants

Firm Registration No. 322505E

CA. Rajiv Jain

Partner

Membership No. 061650

UDIN-23061650BGULLI7637

R.K.Saraogi

Whole Time Director

DIN: 00007503

K.C. Saraogi

Director

DIN: 00007512

Place: Kolkata

Dated: The 30th Day of May, 2023

Arihant Jain

CFO

AFPPJ5934E

Monica Tekriwal

Company Secretary

AJGPT2408J

**CHITRAKUT HOLDINGS LIMITED**

CIN: L51909WB1988PLC044765

**Cash Flow Statement for the year ended 31st March, 2023**

	<u>2022-23</u> <u>(₹ in Lacs)</u>	<u>2021-22</u> <u>(₹ in Lacs)</u>
<b>A. CASH FLOW FROM OPERATING ACTIVITIES</b>		
Net Profit Before Tax & Extraordinary Items	42.78	29.37
<u>Adjustment for :</u>		
Depreciation & Amortization Expenses	0.58	0.43
Sundry Balances Written off	-	0.50
Profit on Sale Of Fixed Asset	(0.73)	-
Interest on Financing	3.15	1.34
Impairment on Financial Instrument	14.22	0.01
<b>Operating Profit before Working Capital Adjustment</b>	<b>60.00</b>	<b>31.64</b>
<u>Changes in Working Capital</u>		
(Increase)/Decrease in Trade Receivables	(2.15)	(4.39)
(Increase)/Decrease in Loans	(115.34)	(14.59)
(Increase)/Decrease in Other Financial Asset	61.46	(11.56)
(Increase)/Decrease in Current Tax Asset	3.88	1.25
(Increase)/Decrease in Other Non-Financial Assets	0.85	(0.51)
Increase/(Decrease) in Other Financial Liabilities	-	-
Increase/(Decrease) in Other Non-Financial Liabilities	6.41	(2.26)
<b>Cash Generated from Operation</b>	<b>15.12</b>	<b>(0.42)</b>
Less: Payment of Taxes	13.46	10.06
<b>Net cash flow from operating activities (A)</b>	<b>1.67</b>	<b>(10.48)</b>
<b>B. CASH FLOW FROM INVESTING ACTIVITIES</b>		
Purchase of Investments	-	(21.50)
Purchase of Fixed Asset	0.72	(0.24)
<b>Net cash realised from Investing Activities (B)</b>	<b>0.72</b>	<b>(21.74)</b>
<b>C. CASH FLOW FROM FINANCING ACTIVITIES</b>		
Increase/(Decrease) in Borrowings	10.77	39.20
Interest on Financing	(3.15)	(1.34)
<b>Net cash realised from financing activities (C)</b>	<b>7.62</b>	<b>37.87</b>
<b>Net increase/(Decrease) in cash and cash equivalent</b>	<b>10.01</b>	<b>5.64</b>
Opening Cash & Cash Equivalent	14.98	9.34
Closing Cash & Cash Equivalent	<b>24.99</b>	<b>14.98</b>
<b><u>CLOSING CASH &amp; CASH EQUIVALENT</u></b>		
Cash at Bank	9.75	5.16
Cheque in Hand	1.43	-
Cash in Hand	13.81	9.81
	<b>24.99</b>	<b>14.98</b>
	(0)	(0)

As per our attached report of even date

For RANJIT JAIN &amp; CO.

Chartered Accountants

Firm Registration No. 322505E

CA. Rajiv Jain

Partner

Membership No. 061650

UDIN-23061650BGULLI7637

Place: Kolkata

Dated: The 30th Day of May, 2023

For and on behalf of the Board of Directors

R.K.Saraogi

Whole Time Director

DIN: 00007503

K.C.Saraogi

Director

DIN: 00007512

Arihant Jain

CFO

AFPPJ5934E

Monica Tekriwal

Company Secretary

AJGPT2408J

# CHITRAKUT HOLDINGS LIMITED

## Notes to Financial Statements as on and for the year ended 31st March, 2023

### A. CORPORATE INFORMATION

Chitrakut Holdings Limited having its registered office at 1/1 Camac Street, 3<sup>rd</sup> Floor, Kolkata 700016 is a Non Banking Finance Company (Reg. with RBI) and is engaged in Loan Financing and Investment Shares and Securities.

### B. SIGNIFICANT ACCOUNTING POLICIES

#### B.1 Basis of Preparation

The financial statements of the Company have been prepared to comply with the Indian Accounting standards ('Ind AS'), including the rules notified under the relevant provisions of the Companies Act, 2013. Upto the year ended March 31, 2019, the Company has prepared its financial statements in accordance with the requirement of Indian Generally Accepted Accounting Principles (GAAP), which includes Standards notified under the Companies (Accounting Standards) Rules, 2006 and considered as "Previous GAAP."

The financial statements have been prepared on a historical cost convention on the accrual basis, except for the following assets and liabilities which have been measured at fair value.

- a. Certain financial assets at fair value (refer accounting policy regarding financial instruments).

These financial statements are the Company's first Ind AS financial statements.

The financial statements are presented in Indian Rupees (₹ Lakhs).

#### B.2 Summary of Significant Accounting Policies

##### a) Impairment of non-current assets

An asset is considered as impaired when at the date of Balance Sheet there are indications of impairment and the carrying amount of the asset or where applicable the cash generating unit to which the asset belongs exceeds its recoverable amount (i.e. the higher of the net asset selling price less cost to sell and value in use). The carrying amount is reduced to the recoverable amount and the reduction is recognised as an impairment loss in the statement of Profit and Loss. The impairment loss recognised in the prior accounting period is reversed if there has been a change in the estimate of recoverable amount. Post impairment, depreciation is provided on the revised carrying value of the impaired asset over its remaining useful life.

##### b) Cash and Cash equivalents

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

For the purpose of the statement of cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above, net of outstanding bank overdrafts as they are considered an integral part of the Company's cash management.

##### c) Employee Benefits

Payment of Gratuity Act is not applicable to the company as numbers of employees are less than the minimum required for applicability of Gratuity Act.

##### d) Tax Expenses

The tax expense for the period comprises of current and deferred tax. Tax is recognised in Statement of Profit & Loss, except to the extent that it relates to items recognised in the

# CHITRAKUT HOLDINGS LIMITED

## Notes to Financial Statements as on and for the year ended 31st March, 2023

comprehensive income or directly in equity respectively. In which case, the tax is also recognised in other comprehensive income or equity.

### Current Tax

Current tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities, based on tax rates and laws that are enacted or substantively enacted at the balance sheet date.

### Deferred Tax

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit.

Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period. The carrying amount of deferred tax liabilities and assets are reviewed at the end of each reporting period.

### e) Financial Instruments – Initial recognition, subsequent measurement and impairment

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

### Financial Assets Initial Recognition and Measurement

All financial assets are recognised initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset. Financial assets are classified, at initial recognition, as financial assets measured at fair value or as financial assets measured at amortised cost.

### Financial Assets – Subsequent Measurement

For the purpose of subsequent measurement financial assets are classified in two broad categories:-

- a) Financial Assets at fair value
- b) Financial assets at amortised cost

Where assets are measured at fair value, gains and losses are either recognised entirely in the statement of profit and loss (i.e. fair value through profit or loss) or recognised in other comprehensive income (i.e. fair value through other comprehensive income)

A financial asset that meets the following two conditions is measured at amortised cost (net of any write down for impairment) unless the asset is designated at fair value through profit or loss under the fair value option.

- a) Business Model Test: The objective of the Company's business model is to hold the financial asset to collect the contractual cash flow (rather than to sell the instrument).
- b) Cash Flow Characteristics Test: The contractual terms of the financial asset give rise on specified dates to cash flow that are solely payments of principal and interest on the principal amount outstanding.



# CHITRAKUT HOLDINGS LIMITED

## Notes to Financial Statements as on and for the year ended 31st March, 2023

A financial asset that meets the following two conditions is measured at fair value through other comprehensive income unless the asset is designated at fair value through profit or loss under the fair value option.

- a) Business Model Test: The financial asset is held within a business model whose objective is achieved by both collecting contractual cash flow and selling financial assets.
- b) Cash Flow characteristics Test: The contractual terms of the financial asset give rise on specified dates to cash flow that are solely payments of principal and interest on the principal amount outstanding.

Even if an instrument meets the two requirements to be measured at amortised cost or fair value through other comprehensive, a financial asset is measured at fair value through profit or loss if doing so eliminates or significantly reduces a measurement or recognition inconsistency (sometimes referred to as an accounting mismatch) that would otherwise arise from measuring assets or liabilities or recognising the gains and losses on them on different bases. All other financial assets are measured at fair value through profit or loss.

All equity instruments are measured at fair value in the balance sheet, with value changes recognised through other comprehensive income, except for those equity instruments for which the entity has elected to present value changes in the statement of profit and loss.

### Financial Assets - De-recognition

A financial asset (or where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised (i.e. removed from the Company's statement of financial position) when:

- a) The rights to receive cash flows from the asset have expired or
- b) The Company has transferred its rights to receive cash flow from the asset or has assumed an obligation to pay the received cash flow in full without material delay to a third party under a pass-through arrangement and either i) the company has transferred substantially all the risks and rewards of the asset, or ii) the company has neither transferred nor retained substantially all the risks and rewards of the assets, but has transferred control of the asset.

When the company has transferred its rights to receive cash flow from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Company continues to recognise the transferred to recognise the transferred asset to the extent of the Company's continuing involvement. In that case, the company also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Company has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying of the asset and the maximum amount of consideration that the company could be required to repay.

### Financial Liabilities - Initial Recognition and Measurement

The financial liabilities are recognised initially at fair value and in the case of loans and borrowings and payables, net of directly attributable transaction costs. The Company's financial liabilities include trade and other payable, loans and borrowings including bank overdrafts.

# CHITRAKUT HOLDINGS LIMITED

## Notes to Financial Statements as on and for the year ended 31st March, 2023

### Financial Liabilities – Subsequent Measurement

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

#### Financial liabilities at fair value through profit or loss

Financial Liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss.

Gains or losses on liabilities held for trading are recognised in the statement of profit and loss.

Financial liabilities designated upon initial recognised at fair value through profit or loss are designated at the initial date of recognition and only if the criteria in Ind AS 109 as satisfied.

#### Financial Liabilities – Loans and Borrowings

After initial recognition, interest bearing loans and borrowings are subsequently measured at amortised cost using Effective Interest Rate (EIR) Method. Gains and losses are recognised in profit and loss when the liabilities are de-recognition as well as through the EIR amortisation process. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation includes as finance costs in the statement of profit and loss.

#### Financial Liabilities – De-recognition

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

#### f) Revenue Recognition and Other Income

##### Sale of Shares & Securities

Income from Sale of Shares is recognised on the date of transaction.

##### Interest income

For all financial instruments measured at amortised cost, interest income is recorded using the effective interest rate (EIR). EIR is the rate that exactly discounts the estimated future cash payments or receipts over the expected life of the financial instrument or a shorter period, where appropriate to the net carrying amount of the financial asset. Interest income is included in the other income in the statement of profit and loss.

#### g) Provisions, contingent liabilities, contingent assets and commitments

Provisions are recognised when the company has a present obligations (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligations and a reliable estimate can be made of the amount of the obligations. If the effect of the time value of money is material, provisions are discounted using equivalent period government securities interest rate. Unwinding of the discount is recognised in the statement of Profit and loss as a finance cost. Provisions are reviewed at each balance sheet date and are adjusted to reflect the current best estimate.

# CHITRAKUT HOLDINGS LIMITED

## Notes to Financial Statements as on and for the year ended 31st March, 2023

Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle or a reliable estimate of the amount cannot be made. Information on contingent liability is disclosed in the Notes to be Financial Statements.

Contingent assets are not recognised. However when the realisation of income is virtually certain, then the related asset is no longer a contingent asset, but it is recognised as an asset.

### h) Current and Non-current Classification

A liability is classified as current when it is :

- a) Expected to be settled in normal operating cycle
- b) Held primarily for the purpose of trading
- c) Due to be settled within twelve months after the reporting period or
- d) There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period

All other liabilities are classified as non-current

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash or cash equivalents. Deferred tax assets and liabilities are classified as non-current assets and liabilities. The company has identified twelve months as its normal operating cycle.

### i) Fair Value Measurement :

The company measures financial instruments at fair value at each balance sheet date.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either.

- a) In the principal market for the asset or liability or
- b) In the absence of a principal market, in the most advantageous market for the asset or liability.

The principal or the most advantageous market must be accessible by the company. The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of non-financial asset takes into account a market participants ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole.

- a) Level 1 - Quoted (unadjusted) market prices in active markets for identical assets or liabilities.

# CHITRAKUT HOLDINGS LIMITED

## Notes to Financial Statements as on and for the year ended 31st March, 2023

- b) Level 2 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable.
- c) Level 3 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

For assets and liabilities that are recognised in the financial statements on a recurring basis, the company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

j) Offsetting Financial Instruments

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

### B.3 Significant Accounting Judgement, Estimates and Assumptions

The preparation of the financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets, and liabilities and the accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future period. The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below. The company based its assumptions and estimates on parameters available when the financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising that are beyond the control of the company. Such changes are reflected in the assumptions when they occur.

#### Contingencies

Management has estimated the possible outflow of resources at the end of each annual reporting period, if any, in respect of contingencies / claim / litigations against the company as it is not possible to predict the outcome of pending matters with accuracy.

#### Impairment of Financial Assets

The impairment provisions for financial assets are based on assumptions about risk of default and expected loss rates. The Company uses judgement in making these assumptions and selecting the inputs to the impairment calculation, based on Company's past history, existing market conditions as well as forward looking estimates at the end of each reporting period.

#### Impairment of Non-Financial Assets

The Company assesses at each reporting date whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or Cash Generating Units (CGU) fair value less costs of disposal and its value in use. It is

# CHITRAKUT HOLDINGS LIMITED

## Notes to Financial Statements as on and for the year ended 31st March, 2023

determined for an individual asset, unless the asset does not generate cash inflows that are largely independent to those from other assets or groups of assets. Where the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less cost of disposal recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used. These calculations are corroborated by valuation multiples or other available fair value indicators.

### Fair Value Measurement of Financial Instruments

When the fair value of financial assets and financial liabilities recorded in the balance sheet cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques including the Discounted Cash flow (DCF) model. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgement is required in establishing fair values. Judgements include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions about these factors could affect the reported fair value of financial instruments.

# CHITRAKUT HOLDINGS LIMITED

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Notes on Financial Statements for the year ended 31st March, 2023

	<u>As at</u> <u>31.03.2023</u> <u>(₹ in Lacs)</u>	<u>As at</u> <u>31.03.2022</u> <u>(₹ in Lacs)</u>
<b>1</b>		
<b><u>Cash and Cash Equivalents</u></b>		
i Cash on hand	13.81	9.81
ii Balances with Banks -- In Current Accounts	9.75	5.16
iii Cheque in Hand	1.43	-
	<u>24.99</u>	<u>14.98</u>
<b>2</b>		
<b><u>Receivables</u></b>		
i <u>Trade Receivables</u>		
a Receivables considered good - Secured	-	-
b <u>Receivables considered good - Unsecured</u>		
From Others	2.49	-
From Related Parties	4.05	4.39
c Receivables which have significant increase in Credit Risk	-	-
d Receivables - credit impaired	-	-
	<u>Total - Gross</u>	<u>4.39</u>
Less: Impairment loss allowance	-	-
	<u>Total - Net</u>	<u>4.39</u>
# For Ageing schedule - Note No 31		
<b>3</b>		
<b><u>Loans</u></b>		
i <b>At amortised cost</b>		
a <u>Loans repayable on Demand</u>		
To Related Parties (Unsecured)	81.32	-
To Others		
Unsecured - Considered good	1,762.77	1,773.76
Unsecured - Considered doubtful	298.44	253.44
	<u>Total - Gross</u>	<u>2,027.20</u>
Less: Impairment loss allowance	112.63	98.41
	<u>Total - Net (i)</u>	<u>1,928.79</u>
<b>(A) Secured/Unsecured:</b>		
(a) Secured	-	-
(b) Unsecured	2,142.53	2,027.20
	<u>Total (A) - Gross</u>	<u>2,027.20</u>
Less: Impairment loss allowance	112.63	98.41
	<u>Total (A) - Net</u>	<u>1,928.79</u>

# CHITRAKUT HOLDINGS LIMITED

CIN: L51909WB1988PLC044765

## Notes on Financial Statements for the year ended 31st March, 2023

	<u>As at</u> <u>31.03.2023</u> <u>(₹ in Lacs)</u>	<u>As at</u> <u>31.03.2022</u> <u>(₹ in Lacs)</u>
<b>(B) (i) Loans in India</b>		
(a) Private Sector	2,142.53	2,027.20
<b>Total (B) (i) - Gross</b>	<u>2,142.53</u>	<u>2,027.20</u>
Less: Impairment loss allowance *	112.63	98.41
<b>Total (B) (i) - Net</b>	<u>2,029.91</u>	<u>1,928.79</u>
<b>(ii) Loans outside India</b>	-	-
Less: Impairment loss allowance	-	-
<b>Total (B) (ii) - Net</b>	<u>-</u>	<u>-</u>
<b>Total (B) (i+ii)</b>	<u>2,029.91</u>	<u>1,928.79</u>
<b>(C) Stage wise break up of loans</b>		
a Low Credit Risk (Stage 1)	1,762.77	1,773.76
b Significant increase in Credit Risk (Stage 2)	211.59	177.18
c Credit impaired (Stage 3)	86.86	76.26
	<u>2,061.22</u>	<u>2,027.20</u>
ii At fair value through other comprehensive income	-	-
iii At fair value through profit or loss	-	-
iv At fair value designated at fair value through profit or loss	-	-
<b>Total (i+ii+iii+iv)</b>	<u>2,029.91</u>	<u>1,928.79</u>

\* The management of the company has considered Loan given to "7" parties amounting to Rs. 86.86 Lacs as Non-Performing Assets as the interest and principal is not received and a provision of 100% has been made as per RBI guidelines.

\* The management of the company has considered Loan given to "10" parties amounting to Rs. 211.58 Lacs as Non-Performing Assets as the interest and principal is not received and a provision of 10% has been made as per RBI guidelines.

\* This amounts includes Rs. 4.61 Lacs (P.Y 4.39 Lacs) as provision on Standard Asset @ 0.25% as per RBI Guidelines

# Disclosure regarding Loans & Advances to Related Parties Refer Note No.32

# **CHITRAKUT HOLDINGS LIMITED**

**CIN: L51909WB1988PLC044765**

**Notes on Financial Statements for the year ended 31st March, 2023**

	<b><u>As at</u></b> <b><u>31.03.2023</u></b> <b><u>(₹ in Lacs)</u></b>	<b><u>As at</u></b> <b><u>31.03.2022</u></b> <b><u>(₹ in Lacs)</u></b>
<b>5</b>		
<b><u>Other Financial Assets</u></b>		
(Unsecured, considered good)		
Inventories (Refer Note No. 29)	77.08	138.54
	<u>77.08</u>	<u>138.54</u>
<b>6</b>		
<b><u>Current Tax Assets (Net)</u></b>		
Balance with Income Tax Authorities	16.78	20.67
	<u>16.78</u>	<u>20.67</u>
<b>7</b>		
<b><u>Investment Property</u></b>		
<b><u>At Amortized Cost</u></b>		
Property at 64B, Ballygunge Circular Road, Kolkata	45.61	45.61
	<u>45.61</u>	<u>45.61</u>
<b>9</b>		
<b><u>Other Non-Financial Assets</u></b>		
<b><u>(Unsecured Considered Good)</u></b>		
<b><u>Advances</u></b>		
To Service Provider	0.05	-
To Staff	0.00	
To Others	0.11	1.01
Security Deposit	0.78	0.78
	<u>0.95</u>	<u>1.79</u>



# CHITRAKUT HOLDINGS LIMITED

CIN: L51909WB1988PLC044765

Notes on Financial Statements for the year ended 31st March, 2023

		<u>As at</u> <u>31.03.2023</u> <u>(₹ in Lacs)</u>		<u>As at</u> <u>31.03.2022</u> <u>(₹ in Lacs)</u>	
<b>4</b>	<b><u>Investments</u></b>				
<b>I</b>	<b><u>At fair value through other comprehensive income</u></b>				
<b>(A)</b>	<b><u>Equity Instruments:</u></b>				
		<u>No. of</u>	<u>No. of</u>		
		<u>Shares</u>	<u>Shares</u>		
i	<u>(Quoted, Non trade Investments)</u>				
	Reliance InfraLtd. (Formerly Reliance Energy)	250	0.36	250	0.28
	DSQ Software Ltd.	5,000	0.05	5,000	0.05
	Mishka Finance & Trading Ltd.	52,500	0.53	52,500	0.53
	Pine Animation Ltd.	30,000	0.30	30,000	0.30
	Unitech Limited	10,000	0.12	10,000	0.20
	<b>Total (i)</b>	<b>97,750</b>	<b>1.35</b>	<b>97,750</b>	<b>1.36</b>
ii	<u>(UnQuoted, Non trade Investments)</u> <u>In Other Companies*</u>				
	Arch Enclave Pvt. Ltd.	2,500	12.50	2,500	12.50
	Aryadeep Conclave Pvt. Ltd.	50,000	5.50	50,000	5.50
	Limton Electro Optics Pvt. Ltd.	32,000	4.80	32,000	4.80
	Sistema Shyam Teleservices Ltd.	20,644	0.48	20,644	0.48
	<b>Total (ii)</b>	<b>1,05,144</b>	<b>23.28</b>	<b>1,05,144</b>	<b>23.28</b>
	<b>Total A (i + ii)</b>	<b>2,02,894</b>	<b>24.63</b>	<b>2,02,894</b>	<b>24.63</b>
<b>B)</b>	<b><u>Investment in Mutual Fund</u></b>				
	Reliance Top 200 Fund- Growth Plan	3,51,754.823	189.91	3,51,754.823	178.27
		<b>3,51,754.823</b>	<b>189.91</b>	<b>3,51,754.823</b>	<b>178.27</b>
	<b>Total Gross I=(A+B)</b>	<b>5,54,648.823</b>	<b>214.54</b>	<b>5,54,648.823</b>	<b>202.91</b>

# CHITRAKUT HOLDINGS LIMITED

CIN: L51909WB1988PLC044765

Notes on Financial Statements for the year ended 31st March, 2023

		<u>As at</u> <u>31.03.2023</u> <u>(₹ in Lacs)</u>		<u>As at</u> <u>31.03.2022</u> <u>(₹ in Lacs)</u>
<b>II</b>	<b>i</b> Investment outside India	-	-	-
	<b>ii</b> Investment in India	5,54,648.823	214.54	5,54,648.823
	<b>Total Gross II</b>	<u>5,54,648.823</u>	<u>214.54</u>	<u>5,54,648.823</u>
<b>III</b>	Less: Allowance for Impairment Loss	-	-	-
<b>IV</b>	<b>Total Net IV = I - III</b>	<u>5,54,648.823</u>	<u>214.54</u>	<u>5,54,648.823</u>

\* Investments are valued at book value calculated on the basis of latest audited financial statements as available with the management.

Cost of quoted investments	<u>139.14</u>	<u>139.14</u>
Aggregate cost of unquoted investments	<u>23.28</u>	<u>23.28</u>
Aggregate cost of investments	162.42	162.42

**CHITRAKUT HOLDINGS LIMITED****CIN: L51909WB1988PLC044765****Notes on Financial Statements for the year ended 31st March, 2023****8 Property, Plant & Equipment**

(₹ in Lacs)

PARTICULARS	GROSS BLOCK				DEPRECIATION				NET BLOCK	
	As at 01.04.2022	Addition	Disposal/ Deduction	As at 31.03.2023	As at 01.04.2021	For the Year	Adjustment for Disposal	As at 31.03.2023	As at 31.03.2023	As at 31.03.2022
Furniture & Fixtures	3.33	-	-	3.33	2.99	0.07	-	3.06	0.26	0.33
Computers & Printers	2.91	1.33	-	4.23	2.65	0.39	-	3.03	1.20	0.26
Plant & Machinery	5.45	-	5.45	-	4.00	0.13	4.13	-	-	1.45
Office Equipment	10.06	-	-	10.06	9.57	-	-	9.57	0.50	0.50
<b>Total</b>	<b>21.75</b>	<b>1.33</b>	<b>5.45</b>	<b>17.62</b>	<b>19.21</b>	<b>0.58</b>	<b>4.13</b>	<b>15.66</b>	<b>1.96</b>	<b>2.54</b>
<b>Previous Year</b>	<b>21.50</b>	<b>0.24</b>	<b>-</b>	<b>21.75</b>	<b>18.78</b>	<b>0.43</b>	<b>-</b>	<b>19.21</b>	<b>2.54</b>	<b>-</b>

# For Property, Plant and Equipment and Intangible Assets existing as on 1st April 2018, i.e. the date of transition to Ind AS for the company, the company has elected to continue with the carrying values under previous GAAP for all the items of property, plant and equipment. The same election has been made in respect of intangible assets also as per the option available under para D7AA of Ind AS 101 "First Time Adoption".

# CHITRAKUT HOLDINGS LIMITED

CIN: L51909WB1988PLC044765

## Notes on Financial Statements for the year ended 31st March, 2023

### 13 Equity Share Capital

	<u>2022-23</u>		<u>2021-22</u>	
	<u>No. of Shares</u>	<u>(₹ in Lacs)</u>	<u>No. of Shares</u>	<u>(₹ in Lacs)</u>
<b>a</b> <u>Authorised Share Capital</u>				
Ordinary Equity Shares of ₹ 10/- each with voting rights	73,50,000	735.00	73,50,000	735.00
	<u>73,50,000</u>	<u>735.00</u>	<u>73,50,000</u>	<u>735.00</u>
<b>b</b> <u>Issued Share Capital</u>				
Ordinary Equity Shares of ₹ 10/- each with voting rights	73,19,998	732.00	73,19,998	732.00
	<u>73,19,998</u>	<u>732.00</u>	<u>73,19,998</u>	<u>732.00</u>
<b>c</b> <u>Subscribed and Paid-up Share Capital</u>				
Ordinary Equity Shares of ₹ 10/- each with voting rights	73,19,998	732.00	73,19,998	732.00
	<u>73,19,998</u>	<u>732.00</u>	<u>73,19,998</u>	<u>732.00</u>
<b>d</b> <u>Reconciliation of the number of shares at the beginning and at the end of the year</u>				
	<u>2022-2023</u>		<u>2021-2022</u>	
<u>Equity Shares</u>	<u>No. of Shares</u>	<u>(₹ in Lacs)</u>	<u>No. of Shares</u>	<u>(₹ in Lacs)</u>
At the beginning of the year	73,19,998	732.00	73,19,998	732.00
Issued during the year	-	-	-	-
Outstanding at the end of the year	<u>73,19,998</u>	<u>732.00</u>	<u>73,19,998</u>	<u>732.00</u>

### **e** Rights Attached to the Shares

The company has only one class of shares having par value of ₹ 10/- per share. Each holder of equity shares is entitled to one vote per share.

# **CHITRAKUT HOLDINGS LIMITED**

**CIN: L51909WB1988PLC044765**

## **Notes on Financial Statements for the year ended 31st March, 2023**

**f** Details of the Shareholder holding shares more than 5 %

Name of the Shareholder	As at 31st March 2023		As at 31st March 2022	
	No. of Shares	% of holding	No. of Shares	% of holding
Larry Dealers Private Limited	4,16,666	5.69%	4,16,666	5.69%
Netikta Vyaapar Private Limited	6,50,000	8.88%	6,50,000	8.88%
Bipasha Vyaapar Private Limited	5,50,000	7.51%	5,50,000	7.51%

**g** Details of Promoters holding shares at the end of the year

Shares held by Promoters as at the end of the year 31.03.2023				<u>% Changes during the year</u>
S.No.	Promoter Name	No of Shares	% of Total Shares	
1	BIMALA DEVI JAIN	1,43,400	1.96	-
2	DILIP KUMAR SARAOGI	60,000	0.82	-
3	KAILASH CHAND SARAOGI	2,88,000	3.93	-
4	MAHENDRA KUMAR JAIN	1,48,800	2.03	-
5	MAHENDRA KUMAR JAIN	1,45,400	1.99	-
6	MEENA DEVI JAIN	91,000	1.24	-
7	NAMITA JAIN	1,43,600	1.96	-
8	NEELAM JAIN	1,00,000	1.37	-
9	PRADIP KUMAR SARAOGI	70,000	0.96	-
10	PREM LATA DEVI JAIN	75,000	1.02	-
11	RAJENDRA KUMAR SARAOGI	1,73,000	2.36	-
12	RATAN DEVI JAIN	1,48,000	2.02	-
13	SHREE CHAND SARAOGI	65,100	0.89	-
		<b>16,51,300</b>	<b>22.56</b>	

# CHITRAKUT HOLDINGS LIMITED

CIN: L51909WB1988PLC044765

Notes on Financial Statements for the year ended 31st March, 2023

Shares held by Promoters as at the end of the year 31.03.2022				<u>% Changes</u> <u>during the</u> <u>year</u>
S.No.	Promoter Name	No of Shares	% of Total Shares	
1	BIMALA DEVI JAIN	1,43,400	1.96	-
2	DILIP KUMAR SARAOGI	60,000	0.82	-
3	KAILASH CHAND SARAOGI	2,88,000	3.93	-
4	MAHENDRA KUMAR JAIN	1,48,800	2.03	-
5	MAHENDRA KUMAR JAIN	1,45,400	1.99	-
6	MEENA DEVI JAIN	91,000	1.24	-
7	NAMITA JAIN	1,43,600	1.96	-
8	NEELAM JAIN	1,00,000	1.37	-
9	PRADIP KUMAR SARAOGI	70,000	0.96	-
10	PREM LATA DEVI JAIN	75,000	1.02	-
11	RAJENDRA KUMAR SARAOGI	1,73,000	2.36	-
12	RATAN DEVI JAIN	1,48,000	2.02	-
13	SHREE CHAND SARAOGI	65,100	0.89	-
		<b>16,51,300</b>	<b>22.56</b>	

# **CHITRAKUT HOLDINGS LIMITED**

**CIN: L51909WB1988PLC044765**

## **Notes on Financial Statements for the year ended 31st March, 2023**

	<u>As at</u> <u>31.03.2023</u> <u>(₹ in Lacs)</u>	<u>As at</u> <u>31.03.2022</u> <u>(₹ in Lacs)</u>	
<b>10</b>	<b><u>Borrowings (Other than Debt Securities)</u></b>		
<b>I</b>	<b><u>At amortised cost</u></b>		
	<b><u>Loan repayable on demand</u></b>		
a	Loans from related parties	49.98	39.20
		49.98	39.20
	Less: Interest accrued and due on Borrowings	-	-
	<b>Total I=(a+b)</b>	49.98	39.20
<b>II</b>	<b><u>Borrowings in India</u></b>		
i	Borrowings in India	49.98	39.20
ii	Borrowings outside India	-	-
	<b>Total II=(i+ii)</b>	49.98	39.20
<b>11</b>	<b><u>Deferred Tax Liabilities (Net)</u></b>		
	On account of unabsorbed Depreciation	(0.60)	(0.96)
	Financial assets - Investments at FVTOCI	13.55	10.53
		12.95	9.57
<b>12</b>	<b><u>Other Non-Financial Liabilities</u></b>		
	Security Deposit	5.25	-
	Statutory Dues Payable	0.88	0.56
	Salary Payable	0.30	
	Income Tax Payable	0.36	0.36
	Liabilities for Expenses	0.83	0.29
		7.62	1.21
<b>14</b>	<b><u>Other Equity</u></b>		
a	<b><u>Reserve Fund</u></b>		
	Balance at the beginning of the year	158.94	154.94
	Addition during the year	6.00	4.00
	Balance at the at the end of the year	164.94	158.94
b	<b><u>Securities Premium</u></b>		
	Balance at the beginning of the year	860.00	860.00
	Addition during the year	-	-
	Balance at the at the end of the year	860.00	860.00

# **CHITRAKUT HOLDINGS LIMITED**

**CIN: L51909WB1988PLC044765**

## **Notes on Financial Statements for the year ended 31st March, 2023**

	<b><u>As at</u></b> <b><u>31.03.2023</u></b> <b><u>(₹ in Lacs)</u></b>	<b><u>As at</u></b> <b><u>31.03.2022</u></b> <b><u>(₹ in Lacs)</u></b>
<b>c</b> <b><u>Retained Earnings</u></b>		
Balance at the beginning of the year	529.32	514.18
Fair value change of Investments (net of deferred tax)	-	-
Restated balance at the beginning of the year	529.32	514.18
Profit / (Loss) for the year	28.97	19.14
Transfer to Reserve Fund	(6.00)	(4.00)
Transfer from Other Comprehensive Income	-	-
Balance at the at the end of the year	552.29	529.32
<b>d</b> <b><u>Other Comprehensive Income</u></b>		
Balance at the beginning of the year	29.96	5.38
Addition during the year	8.61	24.59
Transfer to Retained Earnings	-	-
Balance at the at the end of the year	38.57	29.96
Total Other Equity (a+b+c+d)	1,615.81	1,578.23



**CHITRAKUT HOLDINGS LIMITED**

CIN: L51909WB1988PLC044765

**Notes on Financial Statements for the year ended 31st March, 2023**

	<u>2022-23</u> <u>(₹ in Lacs)</u>	<u>2021-22</u> <u>(₹ in Lacs)</u>
<b>I <u>Revenue From Operations</u></b>		
<b>15 <u>Interest Income</u></b>		
<b>On Financial Assets measured at Amortised Cost</b>		
Interest on Loans	64.41	20.46
	<u>64.41</u>	<u>20.46</u>
<b>16 <u>Dividend Income</u></b>		
Dividend from shares lying as Inventories	1.29	1.98
	<u>1.29</u>	<u>1.98</u>
<b>17 <u>Sales of Products</u></b>		
Sales of Shares & Sec.	68.25	34.43
	<u>68.25</u>	<u>34.43</u>
<b>18 <u>Other Income</u></b>		
Speculation Profit	-	0.21
Rent	8.75	-
Interest on IT Refund	-	0.56
Profit on Sale of Fixed Asset	0.73	-
Miscellaneous Income	-	0.00
Liabilities No Longer Required W/Off	0.31	-
Income from Maintenance Charges	0.41	-
	<u>10.20</u>	<u>0.78</u>
<b>19 <u>Finance Costs</u></b>		
<b>A <u>On Financial liabilities measured at Amortised Cost</u></b>		
i Interest on borrowings		
From Related Parties	3.15	1.34
ii Other Interest	-	0.01
	<u>3.15</u>	<u>1.35</u>
<b>20 <u>Impairment on Financial Instruments</u></b>		
<b>A <u>On Financial Instruments measured at Amortised Cost</u></b>		
Loans	14.22	0.01
<b>B <u>On Financial Instruments measured at fair value through OCI</u></b>		
Investments	-	-
	<u>14.22</u>	<u>0.01</u>
<b>21 <u>Purchase of Stock in Trade</u></b>		
Purchases of Shares & Sec.	1.09	12.62
	<u>1.09</u>	<u>12.62</u>

**CHITRAKUT HOLDINGS LIMITED****CIN: L51909WB1988PLC044765****Notes on Financial Statements for the year ended 31st March, 2023**

	<u>2022-23</u> <u>(₹ in Lacs)</u>	<u>2021-22</u> <u>(₹ in Lacs)</u>
<b>22 <u>Changes in Inventories of Stock-In-Trade</u></b>		
Opening Stock in trade	138.54	127.49
Less: Closing Stock in trade	77.08	138.54
	<u>61.46</u>	<u>(11.06)</u>
<b>23 <u>Employee Benefits Expense</u></b>		
Salary & bonus	7.80	17.70
	<u>7.80</u>	<u>17.70</u>
# Salary & Bonus include ₹ 1.20 Lacs (P.Y. ₹ 1.20 Lacs) paid to Whole Time Director towards managerial remuneration.		
<b>24 <u>Depreciation and Amortisation Expense</u></b>		
Depreciation of Tangible Assets	0.58	0.43
	<u>0.58</u>	<u>0.43</u>
<b>25 <u>Other Expenses</u></b>		
Rates & Taxes	1.05	0.05
Rent	0.12	0.14
<u>Payment to Auditors</u>		
For Statutory Audit	0.20	0.24
Communication Expenses	0.15	0.43
Printing & Stationery	0.08	0.21
Professional Fees	1.30	2.12
Repair & Maintenance	1.84	1.01
Listing Fee	1.22	0.86
Commission Paid	3.50	-
Advertisement & Publicity	0.22	0.21
Sebi Settlement Fee	1.30	-
Miscellaneous Expenses	2.10	1.99
	<u>13.08</u>	<u>7.24</u>
<b>26 <u>TAX EXPENSE</u></b>		
Income Tax for earlier year	0.46	5.41
<u>Current Tax</u>		
Provision for Income Tax	13.00	4.65
	<u>13.46</u>	<u>10.06</u>

**CHITRAKUT HOLDINGS LIMITED**

**CIN: L51909WB1988PLC044765**

**Notes on Financial Statements for the year ended 31st March, 2023**

	<u>2022-23</u> <u>(₹ in Lacs)</u>	<u>2021-22</u> <u>(₹ in Lacs)</u>
<b>26.1</b> <u>The income tax expenses for the year can be reconciled to the accounting profit as follows:</u>		
	<u>2022-23</u> <u>(₹ in Lacs)</u>	<u>2021-22</u> <u>(₹ in Lacs)</u>
Profit before tax	42.78	29.37
Applicable Tax Rate	0.26	0.26
<b>27</b> <b><u>OTHER COMPREHENSIVE INCOME</u></b>		
<b><u>Items that will not be reclassified to profit or loss</u></b>		
Fair value change of Investments	11.63	33.23
Tax expense on the above	(3.02)	(8.64)
	<u>8.61</u>	<u>24.59</u>
<b>28</b> <b><u>Earning per Shares</u></b>		
Nominal Value of Equity Shares (₹)	10.00	10.00
a) Profit / (Loss) for the period	28.97	19.14
b) Weighted Average Number of Equity Shares	73,19,998	73,19,998
Basic EPS (a/b)	0.40	0.26
c) Weighted Average Number of Equity Shares	73,19,998	73,19,998
Diluted EPS (a/c)	0.40	0.26

**CHITRAKUT HOLDINGS LIMITED**

CIN: L51909WB1988PLC044765

**Notes on Financial Statements for the year ended 31st March, 2023****NOTE NO. 29****INVENTORIES****At Fair Value**

A) <u>Shares (Quoted) Fully Paid up</u>	<u>2022-23</u>		<u>2021-22</u>	
	<u>Qty.</u>	<u>(₹ in Lacs)</u>	<u>Qty.</u>	<u>(₹ in Lacs)</u>
Apollo Tyres	1,000	3.20	1,000	1.91
Bhel	500	0.35	500	0.25
Bhel(Bonus)	250	0.18	250	0.12
EIH Ltd.	727	1.20	727	1.12
GAIL	3,000	3.15	3,000	4.67
GAIL (Bonus)	1,500	1.58	-	-
GMR Infra	3,500	1.42	3,500	1.29
GMR Power And Urban Infra Ltd.	350	0.06	350	0.12
Happiest Minds Technologies	430	3.30	430	4.54
HDIL	1,000	0.03	1,000	0.08
IDFC First Bank	7,500	4.13	7,500	2.98
IOC (Bonus)	4,200	3.27	2,800	3.33
ITC	1,000	3.84	1,000	2.51
IVRCL	250	0.00	250	0.00
IVRCL (Bonus)	250	0.00	250	0.00
Jai Balaji Sponge Ltd.	2,000	0.91	-	-
Jaiprakash Associates	2,750	0.19	2,750	0.23
Jaiprakash Associates (Bonus)	750	0.05	750	0.06
Lanco Infratech Ltd.	500	0.01	500	0.01
ONGC	2,500	3.78	2,500	4.10
Piramal Enterprise Limited ^	14	0.09	14	0.31
Piramal Pharma ^	56	0.04	-	-
RBL Bank	1,000	1.41	1,000	1.30
Reliance Capital	850	0.07	850	0.14
Reliance Communications	1,250	0.01	1,250	0.03
Reliance Home Finance Limited	850	0.02	850	0.03
Royal Orchid Hotel	2,000	5.45	2,000	2.45
Sail	2,500	2.07	2,500	2.46
SBI (New FV Re 1/-)	4,000	20.95	4,000	19.74
Shree Renuka Sugar	1,000	0.44	1,000	0.36
SPML Infra Ltd.	3,000	0.51	3,000	1.73
Suzlon	6,250	0.49	6,250	0.57
Tata Motors	1,000	4.21	1,000	4.34
UB Holdings	500	0.05	500	0.05
Zensar Technologies	1,150	3.16	1,150	4.23
<b>Total (A)</b>	<b>59,377</b>	<b>69.61</b>	<b>54,421</b>	<b>65.04</b>
<b>B) <u>In Mutual Fund</u></b>				
Nifty Bees	4,000.000	7.48	4,000.000	7.55
Nippon India Low Duration Fund-G	-	-	2,164.652	65.95
<b>Total (B)</b>	<b>4,000.000</b>	<b>7.48</b>	<b>6,164.652</b>	<b>73.50</b>
<b>Total (A+B)</b>	<b>63,377.000</b>	<b>77.08</b>	<b>60,585.652</b>	<b>138.54</b>

# CHITRAKUT HOLDINGS LIMITED

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Notes on Financial Statements for the year ended 31st March, 2023

## 30 Other Regulatory Information

- i) Company has no immovable property as on the balance sheet date.
- ii) The company has not revalued its Property, Plant and Equipment during the year.
- iii) The company has granted Loans to related parties -Refer Note No 32
- iv) The Company do not have any Benami property, where any proceeding has been initiated or pending against the Company for holding any Benami property.
- v) The Company do not have any borrowings from banks or financial institutions and has not been declared a wilful defaulter.
- vi) The Company do not have any transactions with struck off companies.
- vii) The Company do not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory
- viii) The Company have not traded or invested in Crypto currency or Virtual Currency during the financial year.
  
- ix) The Company do not have any subsidiary company as defined under clause (87) of section 2 of the Companies Act 2013.
- x) 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 that the Intermediary shall:
  - 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
- xi) 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.
- xii) 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.
- xiii) Disclosures under Section 186(4) of the Companies Act 2013 - NIL



**CHITRAKUT HOLDINGS LIMITED**

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Notes on Financial Statements for the year ended 31st March, 2023

**Note No. 32****Loan to Related Parties**

(₹ in Lacs)

Type of Borrower	Amount of loan or advance in the nature of loan outstanding		Percentage to the total Loans and Advances in the nature of loans	
	2022-2023	2021-2022	2022-2023	2021-2022
Promoters	-	-	0.00%	0.00%
Directors	-	-	0.00%	0.00%
KMPs	-	-	0.00%	0.00%
Related Party	81.32	-	3.80%	0.00%
	81.32	-		

## **CHITRAKUT HOLDINGS LIMITED**

CIN: L51909WB1988PLC044765

Notes on Financial Statements for the year ended 31st March, 2023

### **33 CAPITAL MANAGEMENT**

For the purpose of the Company's capital management, capital includes issued equity capital and all other equity reserves attributable to the equity holders of the Company. The primary objective of the Company's capital management is to maximise the shareholder value.

The Company manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants.

To maintain or adjust the capital structure, the Company may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares.

The Company monitors capital using a gearing ratio, which is net debt divided by total capital plus net debt.

The gearing ratio at end of the reporting period was as follows:

(₹ in Lakhs)

Particulars	As at 31.03.2023	As at 31.03.2022
Gross Debt	49.98	39.20
Cash and Marketable Securities	24.99	14.98
Net Debt (A)	24.99	24.23
Total Equity (As per Balance Sheet) (B)	732.00	732.00
Net Gearing (A/B)	0.03	0.03

### **34 FINANCIAL INSTRUMENTS**

#### **i Valuation**

All financial instruments are initially recognized and subsequently re-measured at fair value as described below:

a) The fair value of investment in quoted Equity Shares is measured at quoted price or NAV or cost as available with the management.

b) The fair value of the remaining financial instruments is determined using discounted cash flow analysis.



## CHITRAKUT HOLDINGS LIMITED

CIN: L51909WB1988PLC044765

Notes on Financial Statements for the year ended 31st March, 2023

Fair Valuation Measurement Hierarchy:

(₹ in Lakhs)

Particulars	As at 31.03.2023			As at 31.03.2022		
	Carrying Amount	Level of input used in		Carrying Amount	Level of input used in	
		Level 1	Level 2		Level 1	Level 2
<b>Financial Assets</b>						
<b>At Amortised Cost</b>						
Cash and Cash Equivalents	24.99		-	14.98		
Bank balances other than Cash and Cash Equivalents	-		-	-		
Trade Receivables	6.54		-	4.39		
Loans-	1,762.77	211.59	86.86	1,773.76	177.18	76.26
Investments	-		-	-		-
Other Financial Assets	77.08		-	138.54		-
<b>At FVTOCI</b>						
Derivative Financial Instruments	-		-	-		
Investments	214.54		-	202.91		
Other Financial Assets	-		-	-		
<b>Financial Liabilities</b>						
<b>At Amortised Cost</b>						
Payables						
Trade Payables						
Borrowings (Other than Debt Securities)	49.98			39.20		
Deposits						
Other Financial Liabilities						
<b>At FVTPL</b>						
Derivative Financial Instruments	-	-	-	-	-	-

Note:

Level 1 : Level 1 hierarchy includes financial instruments measured using quoted prices. This includes listed equity instruments, mutual funds, bonds that have quoted price. The fair value of all equity instruments which are traded in the stock exchanges is valued using the closing price as at the reporting period.

Level 2 : The fair value of financial instruments that are not traded in an active market is determined using book value calculated on the basis of latest audited financial statements as available with the management or are valued at cost as no information is available with the management.

## CHITRAKUT HOLDINGS LIMITED

CIN: L51909WB1988PLC044765

Notes on Financial Statements for the year ended 31st March, 2023

ii **Foreign Currency Risk : N.A.**

iii **Interest Rate Risk:**

The following table shows exposure of the Company's borrowings to interest rate changes at the end of the reporting period:

(₹ in Lakhs)

Particulars	As at 31.03.2023	As at 31.03.2022
Term Loans from Bank	-	-
Loan repayable on demand from Bank	-	-
Loan repayable on demand from Others	49.98	39.20
Total	49.98	39.20

iv **Credit Risk:**

Credit risk is the risk that a customer or counterparty to a financial instrument fails to perform or pay the amounts due, causing financial loss to the company. Credit risk arises from company's activities in investments and outstanding receivables from customers.

The Company has a prudent and conservative process for managing its credit risk arising in the course of its business activities. Dues from customers to whom sales are made on credit are generally recovered within credit days allowed to the customer.

Following provides exposure to credit risk

(₹ in Lakhs)

Particulars	As at 31.03.2023	As at 31.03.2022
Trade Receivables	6.54	4.39
Other Receivables	-	-
Total	6.54	4.39

v **Liquidity Risk:**

Liquidity risk arises from the Company's inability to meet its cash flow commitments on time. Prudent liquidity risk management implies maintaining sufficient stock of cash and marketable securities (₹ 24.99 Lacs as on 31st March 2023; ₹ 14.98 Lacs as on 31st March 2022). Company accesses financial markets to meet its liquidity requirements.

The Company's liquidity is managed centrally with operating units forecasting their cash and liquidity requirements. Treasury pools the cash surpluses from across the different operating units and then arranges to either fund the net deficit or invest the net surplus in the market.

**CHITRAKUT HOLDINGS LIMITED****CIN: L51909WB1988PLC044765****Notes on Financial Statements for the year ended 31st March, 2023****35 Maturity Analysis of Assets and Liabilities**

The table below shows an analysis of assets and Liabilities according to when they are expected to be recovered or settled:-

(₹' in Lakhs)

	As at 31.03.2023			As at 31.03.2022		
	Upto 12 months	More than 12 months	Total	Upto 12 months	More than 12 months	Total
<b>ASSETS</b>						
<b>1 FINANCIAL ASSETS</b>						
a Cash and Cash Equivalents	24.99	-	24.99	14.98	-	14.98
b Bank balances other than Cash and Cash Equivalents	-	-	-	-	-	-
c Derivative Financial Instruments	-	-	-	-	-	-
d <u>Receivables:</u>						
i Trade Receivables	6.54	-	6.54	4.39	-	4.39
e Loans	1,844.09	185.82	2,029.91	1,773.76	155.03	1,928.79
f Investments	-	214.54	214.54	-	202.91	202.91
g Other Financial Assets	77.08	-	77.08	138.54	-	138.54
<b>2 NON FINANCIAL ASSETS</b>						
a Current Tax Assets (Net)	16.78	-	16.78	20.67	-	20.67
b Investments	-	45.61	45.61	-	45.61	45.61
c Property, Plant & Equipment	-	1.96	1.96	-	2.54	2.54
d Other Non- Financial Assets	0.95	-	0.95	1.79	-	1.79
<b>Total Assets</b>	<b>1,970.43</b>	<b>447.93</b>	<b>2,418.36</b>	<b>1,954.13</b>	<b>406.08</b>	<b>2,360.21</b>

**CHITRAKUT HOLDINGS LIMITED****CIN: L51909WB1988PLC044765****Notes on Financial Statements for the year ended 31st March, 2023**

	As at 31.03.2023			As at 31.03.2022		
	Upto 12 months	More than 12 months	Total	Upto 12 months	More than 12 months	Total
<b>LIABILITIES</b>						
<b>1 FINANCIAL LIABILITIES</b>						
a Derivative Financial Instruments	-	-	-	-	-	-
b Payables						
i Trade Payables						
ii Other Payables						
c Borrowings (Other than Debt Securities)	49.98	-	49.98	39.20	-	39.20
d Deposits		-	-		-	-
e Other Financial Liabilities		-	-		-	-
<b>2 NON FINANCIAL LIABILITIES</b>						
a Deferred Tax Liabilities (Net)	-	12.95	12.95	-	9.57	9.57
b Provisions	-	-	-		-	-
c Other Non-Financial Liabilities	7.62	-	7.62	1.21	-	1.21
<b>Total Liabilities</b>	<b>57.59</b>	<b>12.95</b>	<b>70.54</b>	<b>40.41</b>	<b>9.57</b>	<b>49.98</b>

# CHITRAKUT HOLDINGS LIMITED

## NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2023

36 The Company has complied with the prudential norms as per NBFC's (Reserve Bank) Directions 1998 with regard to Income Recognition, Assets Classification, Accounting Standard and Provision for Bad & Doubtful Debts as applicable to it. Schedule in terms of Paragraph 13 of Non-Banking Financial (Non-Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2007 is annexed hereto separately.

37 **Related Party Disclosure :**

Related party disclosures as required by Ind AS-24 – 'Related Party Disclosure' are given below:

Key Management Personnel (KMP) : Mr. Rajendra Kumar Saraogi (Whole-time Director), Mr. Kailash Chand Saraogi ,Ms Ruchi Jain (CFO) and Ms Nitu Goel (Company Secretary) resigned w.e.f. 07.09.2021.

**b) Transaction with Related Parties**

(Amount in ₹ Lacs)

Name of the Party	Relation	Nature of Transaction	Volume of Transaction		Outstanding as on	
			2022-23	2021-22	31.03.2023	31.03.2022
Ganeshmal Mohanlal	Associate	Rent Given	0.12	0.14	---	---
Rajendra Kumar Saraogi	Whole-time Director	Managerial Remuneration	1.20	1.20	--	--
Ruchi Jain resigned on 01.06.2022)	CFO	Remuneration	2.00	12.00	---	---
Nitu Goel) resigned on 07.09.2021.	Company Secretary	Remuneration	--	0.90	--	--
Monica Tekriwal (appointed on 01.06.2022)	Company Secretary	Remuneration	1.60	--	--	--
Arihant Jain (appointed on 31.05.2022)	CFO	Remuneration	1.00	--	03.0 (Cr)	--
Sunshine Fintrade Private Limited	KMP Having significant Influence	Loan Given Loan Repaid Interest Recevd. Loan Taken Loan Repaid	102.00 4.95 0.41 -- 8.05	-- -- -- 8.05	81.32(Dr)	8.05 (Cr)
G.M. Holdings Private Limited	KMP Having significant Influence	Loan Taken Loan Repaid Interest Paid	81.00 85.00 2.29	31.14 --	29.21(Cr)	31.14(Cr)
Nirmaldeep Resources Limited	KMP Having significant Influence	Loan Taken Loan Repaid Interest Paid	20.00 -- 0.86	-- --	20.78 (Cr)	--

38 Management has determined that there were no balances outstanding as at the beginning of the year and no transactions entered with Micro, Small and Medium Enterprises as defined under Micro, Small and Medium Enterprises Development Act, 2006, during the current year, based on the information available with the Company as at March 31, 2023.

# CHITRAKUT HOLDINGS LIMITED

## NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2023

39 During the year 2020-2021, due to the COVID-19 pandemic and other economic conditions, most of the loan parties have requested for Interest waiver. Management after considering the whole situation had decided to grant their requests and allow interest waiver for the year subject to them agreeing to refund the loan amount in tranches within a period of three years beginning 01.04.2021. The management is of the view that if such relaxation is not granted to the loan parties, it would result in a huge NPA and finally bad debts which would go against the interests of the company, hence some relaxation needs to be given to keep the parties afloat as also to provide them opportunity to recover from their financial crisis thereby enabling them to repay the dues.

### 40 Analytical Ratios

As per the Schedule III of Companies Act, 2013 requirements, following ratios are to be disclosed along with explanation for those ratios having variance of more than 25% as compared to preceding year.

Particulars	As at 31.03.23	As at 31.03.22	% change	Reasons for variance
Capital to risk-weighted assets ratio (CRAR)	N.A.	N.A.	N.A.	
Tier I CRAR	N.A.	N.A.	N.A.	
Tier II CRAR	N.A.	N.A.	N.A.	
Liquidity Coverage Ratio	N.A.	N.A.	N.A.	

41 Previous Year figures have been regrouped and/or rearranged wherever considered necessary.

As per our report of even date.

For RANJIT JAIN & CO.

Chartered Accountants

Firm Registration No. 322505E

\_\_\_\_\_  
R.K.Saraogi

Whole Time Director

DIN: 00007503

\_\_\_\_\_  
K.C.Saraogi

Director

DIN: 00007512

CA. Rajiv Jain

Partner

Membership No. 061650

UDIN-23061650BGULLI7637

\_\_\_\_\_  
Arihant Jain

CFO

AFPPJ5934E

\_\_\_\_\_  
Monica Tekriwal

Company Secretary

AJGPT2408J

Place: Kolkata

Dated: The 30th Day of May, 2023

# CHITRAKUT HOLDINGS LTD.

Annexure to the

Balance sheet of a Non - Deposit taking Non-Banking Financial Company

Disclosure as required in terms of paragraph 18 of Master Direction - Non-Banking Financial Company -Non-Systemically Important Non-Deposit taking Company (Reserve Bank) Directions, 2016

( ₹ in lakhs )

	Particulars		
	<u>Liabilities Side :</u>		
(1)	Loans and advances availed by the NBFC inclusive of interest accrued thereon but not paid :	Amount Outstanding	Amount Overdue
	(a) Debentures : Secured	Nil	Nil
	: Unsecured	Nil	Nil
	( Other than falling within the meaning of public deposits )		
	(b) Deferred Credits	Nil	Nil
	(c) Term Loans	Nil	Nil
	(d) Inter-corporate loans and borrowing	49.99	Nil
	(e) Commercial Paper	Nil	Nil
	(f) Other Loans	Nil	Nil
	Assets side		
		Amount Outstanding	
(2)	Break-up of Loans and Advances including bills receivables [ Other than those included in (4) below ] :		
	(a) Secured	Nil	
	(b) Unsecured	2029.90	
(3)	Break up of Leased Assets and stock on hire and hypothecation loans counting towards AFC activities :		
	(i) Lease assets including lease rentals under sundry debtors.		
	(a) Financial Lease	Nil	
	(b) Operating Lease	Nil	
	(ii) Stock on hire including hire charges under sundry debtors :		
	(a) Assets on hire	Nil	
	(b) Repossessed Assets.	Nil	
	(iii) Other loans counting towards AFC activities		
	(a) Loans where assets have been repossessed	Nil	
	(b) Loans other than (a) above	Nil	

(4)	<p>Break - up of Investments :</p> <p>Current Investments :</p> <p>1 <u>Quoted</u> :</p> <p>(i) Shares : (a) Equity 69.61 (b) Preference Nil</p> <p>(ii) Debentures and Bonds Nil</p> <p>(iii) Units of Mutual funds 7.48</p> <p>(iv) Government Securities Nil</p> <p>(v) Others Nil</p> <p>2 <u>Unquoted</u> :</p> <p>(I) Shares : (a) Equity Nil (b) Preference Nil</p> <p>(ii) Debentures and Bonds Nil</p> <p>(iii) Units of Mutual funds Nil</p> <p>(iv) Government Securities Nil</p> <p>(v) Others Nil</p> <p><u>Long Term Investment</u> :</p> <p>1 <u>Quoted</u> :</p> <p>(i) Share : (a) Equity 1.35 (b) Preference Nil</p> <p>(ii) Debentures and Bonds Nil</p> <p>(iii) Units of mutual funds Nil</p> <p>(iv) Government Securities Nil</p> <p>(v) Others Nil</p> <p>2 <u>Unquoted</u> :</p> <p>(i) Shares : (a) Equity 23.28 (b) Preference Nil</p> <p>(ii) Debentures and Bonds Nil</p> <p>(iii) Units of Mutual funds 189.91</p> <p>(iv) Government Securities Nil</p> <p>(v) Others 45.61</p>			
(5)	Borrower group-wise classification of assets financed as in (2) and (3) above			
		Amount net of provisions		
		Secured	Unsecured	Total
	1. Related Parties			
	(a) Subsidiaries	Nil	Nil	Nil
	(b) Companies in the same group	Nil	81.31	81.31
	(c) Other related parties	Nil	Nil	Nil
	2. Other than related parties	Nil	1948.59	1948.59
	Total	Nil	2029.90	2029.90



(6) Investor group-wise classification of all investments (current and long term) in shares and securities (both quoted and unquoted) :		
Category	Market Value / Break up or fair value or NAV	Book Value ( Net of Provisions )
1. Related Parties		
(a) Subsidiaries	Nil	Nil
(b) Companies in the same group	Nil	Nil
(c) Other related parties	Nil	Nil
2. Other than related parties		
Quoted Shares	70.96	70.96
Unquoted Shares	23.28	23.28
Units of Mutual Funds	197.39	197.39
Others (Property)	45.61	45.61
Total	337.24	337.24
(7) Other Information		
	Particulars	Amount
( i )	Gross Non-Performing Assets	298.44
	(a) Related parties	-
	(b) Other than related parties	298.44
( ii )	Net Non-Performing Assets	185.81
	(a) Related parties	-
	(b) Other than related parties	185.81
( iii )	Assets acquired in satisfaction of debt	Nil

Notes :

1 As defined in Paragraph 2(1)(xii) of the Non-Banking Financial Companies Acceptance of Public Deposits (Reserve Bank ) Directions, 1998.

2 Provisioning norms shall be applicable as prescribed in the Non-Banking Financial (Non Deposit Accepting or Holding ) Companies Prudential Norms (Reserve Bank) Directions, 2007.

3 All Accounting Standards and Guidance Notes issued by ICAI are applicable including for valuation of investments and other assets as also assets acquired in satisfaction of debt. However, market value in respect of quoted investments and break up / fair value / NAV in respect of unquoted investment should be disclosed irrespective of whether they are classified as long term or current in column (4) above.

For RANJIT JAIN & CO.  
Chartered Accountants  
Firm Registration No. 322505E

For and on behalf of the Board of Directors

CA. Rajiv Jain  
Partner  
Membership No. 061650  
UDIN-23061650BGULLI7637

R.K.Saraogi  
Whole Time Director  
DIN: 00007503

K.C.Saraogi  
Director  
DIN: 00007512

Place: Kolkata  
Dated: The 30th Day of May, 2023

Arihant Jain  
CFO  
AFPPJ5934E

Monica Tekriwal  
Company Secretary  
AJGPT2408J

**ANNEXURE TO THE NOTICE FOR THE 35<sup>TH</sup> ANNUAL GENERAL MEETING OF THE  
COMPANY TO BE HELD ON 28<sup>TH</sup> DAY OF SEPTEMBER, 2023**

Name & Registered Address  
of Sole/First named Member:

Joint Holders Name (If any) :

Folio No. / DP ID & Client ID :

No. of Equity Shares Held :

Dear Shareholder,

**Subject: Process and manner for availing E-voting facility:**

Pursuant to 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 of the SEBI (Listing Obligations and Disclosure Requirements) Rules 2015, the Company is pleased to provide E-voting facility to the members to cast their votes electronically on all resolutions proposed to be considered at the Annual General Meeting (AGM) to be held on Thursday, the 28<sup>th</sup> day of September, 2023 at 01:00 P.M. (IST) at its Registered office, 1/1 Camac Street, 3rd Floor, Suite No 7, Kolkata 700016 and at any adjournment thereof.

The Company has engaged the services of National Securities Depository Limited (NSDL) to provide the e-voting facility. The e-voting facility is available at the link <https://www.evoting.nsdl.com>.

The Electronic Voting Particulars are set out below:

<b>EVEN (Electronic Voting Event Number)</b>	<b>USER - ID</b>	<b>PASSWORD</b>
<b>126029</b>		

The E-voting facility will be available during the following voting period:

<b>Remote e-Voting start on</b>	<b>Remote e-Voting end on</b>
<b>25<sup>th</sup> September, 2023 at 9:00 A.M. (IST)</b>	<b>27<sup>th</sup> September, 2023 at 5:00 P.M. (IST)</b>

Please read the instructions mentioned in the Notice of the AGM before exercising your vote.

By Order of the Board

Place: Kolkata  
Date: 04.09.2023

Rajendra Kumar Saraogi  
(Whole Time Director &  
Compliance Officer)

Encl: AGM Notice / Attendance Slip / Proxy Form / Annual Report

## NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 35<sup>th</sup> Annual General Meeting (AGM) of the members of CHITRAKUT HOLDINGS LIMITED ("the Company") will be held on Thursday, the 28th day of September, 2023 at 01:00 P.M. (IST) at its Registered office, 1/1 Camac Street, 3rd Floor, Suite No 7, Kolkata 700016 to transact the following businesses

### ORDINARY BUSINESS

1. To consider and adopt the Audited Annual Financial Statement of the Company for the financial year ended 31<sup>st</sup> March, 2023 together with the Reports of the Auditors and the Board of Directors thereon and to consider and if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** the Directors' Report and the Audited Annual Financial Statement for the financial year ended 31<sup>st</sup> March, 2023 along with the Auditors' Report thereon are hereby considered, approved and adopted."

2. To appoint a Director in place of Mr. Kailash Chand Saraogi (DIN: 00007512) who retires by rotation and, being eligible, offers himself for reappointment.

Therefore, the shareholders are requested to consider and if thought fit, to pass with or without modifications the following resolution as Ordinary Resolution:

**"RESOLVED THAT** pursuant to Section 152 of the Companies Act, 2013, approval of the Board be and is hereby accorded for re-appointment of Mr. Kailash Chand Saraogi (DIN: 00007512), who shall retire by rotation at the ensuing Annual General Meeting and be re-appointed as Director of the company."

### NOTES:

1. 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.
2. 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.

3. 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.
4. The Register of Members and the Share Transfer Books of the Company will remain closed from 22<sup>nd</sup> September, 2023 to 28<sup>th</sup> September, 2023 (both days inclusive).
5. The Ministry of Corporate Affairs ("MCA") has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by Companies and has issued a circular on April 21, 2011 stating that the service of document by a Company can be made through electronic mode. Electronic copy of the Annual Report for the FY 2022-23 is being sent to all the members whose email id's are registered with the Company/Depository Participants. Members who have not yet registered their email addresses are requested to register the same with their DPs, in case the shares are held by them in electronic form and with the Company/ Niche Technologies Pvt Ltd., the Registrar and Share Transfer Agent in case the shares are held by them in physical form.
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. to 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 dematerialised 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 their 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.
10. Members holding shares in the same name under different Ledger Folios are requested to apply for consolidation of such Folios and send the relevant share certificates to Niche Technologies Pvt. Ltd. for their doing the needful.
11. Members are requested to notify change in address, if any, immediately to Niche Technologies Pvt. Ltd. quoting their folio numbers.
12. The Notice of the 35<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. Members may also note that the Notice of the 35<sup>th</sup> AGM and the Annual Report 2023 will be available on the Company's website, www.chitrakutholdings.com. The Notice can also be accessed from the websites of the Stock Exchanges where the shares are listed, viz [www.mseil.in](http://www.mseil.in) and

www.cse-india.com. The said Notice is also available on the website of NSDL at www.evoting.nsdl.com.

13. 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.
14. 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.
15. Additional information, as required under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of director seeking appointment / reappointment are given hereunder :

Name	Mr. Kailash Chand Saraogi	
DIN	00007512	
Age	78 Years	
Qualification	B.Com Hons	
Experience	More than 50 years	
Expertise in specific functional Area	Working in the Finance market and Capital Market more than 50 years	
Terms and Conditions of Appointment/ Reappointment along with details of remuneration sought to be paid	Not Applicable	
Remuneration Last drawn (including sitting fee, if any) as per last audited Balance sheet as on 31 <sup>st</sup> March 2023	NIL	
Date of first appointment on the Board	13.11.1997	
Relationship with other Directors / KMP	--	
Directorship held in other Companies	8 (Eight)	
	G.M. HOLDINGS PVT LTD	Director
	SARAOGI DEVELOPERS PRIVATE LIMITED	-do-
	GOODWIN MARKETING PVT LTD	-do-
	ALMIGHTY FINANCE & INVESTMENT PRIVATE LIMITED	-do-
	NIRMAL DEEP RESOURCES LTD	-do-
	SUNSHINE FINTRADE PVT LTD	-do-

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	288000

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

The remote e-voting period begins on Monday 25<sup>th</sup> September, 2023 at 09:00 A.M. and ends on Wednesday, 27<sup>th</sup> September, 2023 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Thursday, 21<sup>st</sup> September, 2023, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 21<sup>st</sup> September, 2023.

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

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

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





##### **A) Login method for e-Voting for Individual shareholders holding securities in demat mode**

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the " <b>Beneficial Owner</b> " icon under " <b>Login</b> " which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on " <b>Access to e-Voting</b> " under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of



	<p>NSDL for casting your vote during the remote e-Voting period If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select <b>“Register Online for IDeAS Portal”</b> or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p> <ol style="list-style-type: none"> <li>2. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>3. Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.  <b>NSDL Mobile App is available on</b></li> </ol> <div style="text-align: center;">   </div> <div style="display: flex; justify-content: space-around; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> <li>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> <li>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the</li> </ol>

	<p>system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</p> <p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33



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

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

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

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

4. Your User ID details are given below :

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

5. Password details for shareholders other than Individual shareholders are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
  - c) How to retrieve your 'initial password'?

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

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

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

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

## General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [rohitsinghi.rs@gmail.com](mailto:rohitsinghi.rs@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution/ Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on : 022 - 4886 7000 and 022 - 2499 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager, NSDL at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to [info@chitrakuthodlings.com](mailto:info@chitrakuthodlings.com)
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to [info@chitrakuthodlings.com](mailto:info@chitrakuthodlings.com). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.

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

Place: Kolkata  
Date: 04.09.2023

By Order of the Board

Rajendra Kumar Saraogi  
(Whole Time Director & Compliance Officer)

Dear Shareholder(s),

Sub: Service of Documents through Electronic Mode

Your Company is making an effort to build a greener world and we request your support. You are requested to subscribe to a soft copy of the Company's various documents like Notices of Meetings, Annual Reports and other shareholder communication by registering your email id with your Depository Participant (DP)/Company, if you have not already done so. You are also requested to keep your DP/Company informed of any change in your email id. With this one small action, you could leave a greener legacy for future generations. We look forward to your support.

Thanking you,

Yours sincerely

For CHITRAKUT HOLDINGS LIMITED

Rajendra Kumar Saraogi  
(Whole Time Director & Compliance Officer)

-----Cut Here-----

## ATTENDANCE SLIP

DPID* :	FOLIO NO. :
CLIENT ID. * :	NO. OF SHARES HELD :

I/We hereby record my/our presence at 35th Annual General Meeting of the Company held at 1/1 Camac Street, 3<sup>rd</sup> Floor, Suite No.7 Kolkata 700016 at 01.00 P.M. on Thursday, the 28<sup>th</sup> Day of September, 2023.

NAME(S) OF THE MEMBER(S)	
SIGNATURE OF THE MEMBER(S)	

\_\_\_\_\_  
Full Name of proxy (Block Letters)

\_\_\_\_\_  
Members / proxy's Signature

## PROXY FORM

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

CIN : L51909WB1988PLC044765  
Name of the Company : CHITRAKUT HOLDINGS LIMITED  
REGISTERED OFFICE : 1/1 Camac Street, 3<sup>rd</sup> Floor, Suite No.7 Kolkata 700016

Name of the Member (s).....  
Registered Address .....  
.....  
.....  
Email ID. ....  
Folio No./Client ID. ....  
DP ID .....

I/We being the member of .....shares of the above name company, hereby appoint .

Name .....  
Address .....  
Email ID. ....  
Signature .....

Or Failing him/her,

Name .....  
Address .....  
Email ID. ....  
Signature .....

Or Failing him/her,

Name .....  
Address .....  
Email ID. ....  
Signature .....

As my/our proxy to attend and vote (on a pole) for me/us and on my/our behalf at the 35th Annual General Meeting of the Company, to be held on Thursday, September 28, 2023 at 1/1 Camac Street, 3rd Floor, Suite No.7 Kolkata 700016 and at any adjournment thereof in respect of such resolutions as are indicated below :



# Chitrakut Holdings Ltd.

1/1, Camac Street, 3rd Floor, Suite No. 7  
Kolkata - 700016  
Tel. : (033) 4003 8921  
E-mail : info@chitrakutholdings.com  
Website : www.chitrakutholdings.com  
CIN: L51909WB1988PLC044765

Resolution No.	Resolution	Vote (Optional)	
		For	Against
<b>ORDINARY RESOLUTION</b>			
1.	Adoption of Audited Annual Financial Statement of the Company for the financial year ended 31 <sup>st</sup> March, 2023 together with the Reports of the Auditors and the Board of Directors thereon		
2.	Re-Appointment of Director in place of Mr. Kailash Chand Saraogi (DIN 00007512) who retires by rotation and, being eligible, offers himself for reappointment.		

Signed this ..... Day of ..... 2023.

Signature of the Shareholder : .....

Signature of 1<sup>st</sup> Proxy holder (s) : .....

Affix  
Revenue  
Stamp

**NOTE :** This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, at CHITRAKUT HOLDINGS LIMITED, 1/1 Camac Street, 3rd Floor, Suite No.7 Kolkata 700016 not less than FORTY EIGHT HOURS before commencement of the meeting.

Notes:

- 1) This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
- 2) A proxy need not be a member of the Company and shall prove his identity at the time of attending the Meeting. 3) A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or Member.
- 4) This is only optional. Please put a 'X' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your proxy will be entitled to vote (on poll) at the Meeting in the manner he/she thinks appropriate.
- 5) Appointing a proxy does not prevent a member from attending the Meeting in person if he / she so wishes. When a member appoints a proxy and both the Member and proxy attend the Meeting, the proxy will stand automatically revoked.
- 6) In the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.
- 7) This form of proxy shall be signed by the appointer or his attorney duly authorised in writing, or if the appointer is a body corporate, be under its seal or be signed by an officer or an attorney duly authorised by it.
- 8) This form of proxy will be valid only if it is duly completed in all respects, properly stamped and submitted as per the applicable law. Incomplete form or form which remains unstamped or inadequately stamped or form upon which the stamps have not been cancelled will be treated as invalid.
- 9) Undated proxy form will not be considered valid.
- 10) If Company receives multiple proxies for the same holdings of a member, the proxy which is dated last will be considered valid; if they are not dated or bear the same date without specific mention of time, all such multiple proxies will be treated as invalid.

