
CRESCENT FINSTOCK LIMITED

25TH ANNUAL REPORT 2021-22

BOARD OF DIRECTORS & KMPs

Mr. Nitish Jain	Director
Mrs. Bharati Jain	Director
Mr. Chandramohan Jakhmola	Whole-time Director & CFO
Mr. John Antony D'souza	Independent Director
Mr. Ganesh Iyer	Independent Director
Mr. Shankarasubramaniam Iyer	Independent Director (Resigned w.e.f 27 th Nov, 2021)
Mr. Mehnuddin Khan	Company Secretary

AUDITORS

#M/s. Ashok Shetty & Co,
Chartered Accountants,
Mumbai.

Statutory Auditors

M/s. Mayank Arora & Co.,
Company Secretaries, Mumbai

Secretarial Auditors

M/s. Tasky Associates,
Chartered Accountants,
Mumbai.

Internal Auditors

REGISTERED OFFICE

A-12, Sneh Kunj CHS, Residential Plot no, 374,
Koparli Road, Near Ambaji Mandir,
GIDC, Vapi – 396195
Gujarat.

CORPORATE OFFICE

Kohinoor City Mall, First Floor,
Premier Road, Kurla West,
Mumbai – 400 070.

REGISTRAR AND TRANSFER AGENTS

Link.Intime India Pvt Ltd.
C – 101, 247 Park, L B S Marg,
Vikhroli West, Mumbai – 400 083.
Tel: 022 28515606/5644
Email Id: rnt.helpdesk@linkintime.co.in

CIN: U67190MH1999PTC118368
SEBI Registration No.: INR000004058
Email Id: crescentfinstock@yahoo.com / complianceatcrescent@gmail.com
Website: www.crescentfinstock.com

Notice is hereby given that the **Twenty Fifth Annual General Meeting** of the members of Crescent Finstock Limited will be held on Friday, September 30, 2022, at 3.00 p.m. through Video Conferencing ("VC")/Other Audio-Visual Means ("OAVM") in accordance with the applicable provisions of the Companies Act, 2013 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt:
 - a. the Audited Standalone Ind AS Financial Statements of the Company for the financial year ended 31st March 2022, together with the Reports of the Board of Directors and the Auditors thereon; and
 - b. the Audited Consolidated Ind AS Financial Statements of the Company for the financial year ended 31st March 2022, together with the Report of the Auditors thereon.
2. To appoint a Director in place of Mrs Bharati Jain (DIN 00507482), who retires by rotation under the provisions of Companies Act, 2013 and being eligible offers herself for re-appointment.

SPECIAL BUSINESS:

3. **RE-APPOINTMENT OF MR. CHANDRAMOHAN JAKHMOLA AS THE WHOLE-TIME DIRECTOR OF THE COMPANY:**

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 and 203 of the Companies Act, 2013 ("Act") read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) and enactment(s) thereof for the time being in force), the consent of the members be and is hereby accorded for the re-appointment of Mr Chandramohan Jakhmola (DIN: 008005196) as a Whole Time Director of the Company for the period of three years, with effect from 29th November 2022 with the terms and conditions including remuneration as set out in the Explanatory Statement annexed to the Notice convening this Annual General Meeting and as recommended by Nomination and Remuneration Committee ("Committee") and approved by the Board, with liberty to the Board of Directors (including Committee) to alter and vary the terms and conditions of the said re-appointment /remuneration in such manner as deemed fit necessary.

RESOLVED FURTHER that the terms of remuneration as set out in the Explanatory Statement of this Resolution shall be deemed to form part hereof and in the event of any inadequacy or absence of profits in any financial year or years, the remuneration comprising salary, perquisites and benefits approved herein be continued to be paid as minimum remuneration, subject to such other approvals as may be necessary;

RESOLVED FURTHER THAT Mr. Chandramohan Jakhmola (DIN: 008005196), Whole Time Director be entrusted with such powers and perform such duties as may from time to time be delegated / entrusted to him subject to the supervision and control of the Board.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, usual or expedient, to give effect to the aforesaid resolution."

4. **RE-APPOINTMENT OF MR. JOHN DSOUZA AS AN INDEPENDENT DIRECTOR OF THE COMPANY WITH EFFECT FROM OCTOBER 23, 2022:**

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed thereunder, read with Schedule IV to the Act, as amended from time to time Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), Mr. John Antony D'souza (DIN : 01877999), a non-executive Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for appointment, be and is hereby re-appointed as an Independent Director of the Company for the second term of 5 years with effect from October 23, 2022 to October 22, 2027;

RESOLVED FURTHER THAT the Board of Directors of the Company or a Committee thereof be and are hereby authorized to do all acts, deeds, matters and things as may be deemed necessary and/or expedient in connection therewith or incidental thereto, to give effect to the aforesaid Resolution."

5. APPROVAL OF RELATED PARTY TRANSACTIONS:

To consider and if thought fit, to pass the following resolution as an Social resolution:

“RESOLVED THAT pursuant to the provisions of Section 188 of the Companies Act, 2013 (“the Act”) and Regulation 23 of the LODR regulation 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), the Company’s Policy on “Materiality of Related Party Transactions and also on dealing with Related Party Transactions” subject to such other approvals, consents, permissions and sanctions of any authorities as may be necessary and subject to such conditions and modifications, as may be prescribed by any one of them while granting any such approvals, consents, permissions and/ or sanctions which may be agreed to by the Board of Directors of the Company, approval of the members of the Company be and is hereby accorded to the Audit Committee and the Board of Directors to authorize the management of the Company to enter into agreement(s) and/or transaction(s), as may be appropriate, with the following Related Parties as defined under Section 2(76) of the Act and Regulation 23 of LODR Regulation 2015 to sell, purchase, transfer or receipt of products, goods, materials, services or other obligations, if any, on such terms and conditions as may be mutually agreed upon between the Company and any of the Related Party, for the amount in aggregate not exceeding as mentioned against the name of each of the following Related Party during the period mentioned against the name of each Related Party:

Sr. No.	Name of Related Party	Relationship	Nature of Transaction(s)	Amount (Rs. In crores)		
				From April 01, 2022 till the date of 26 th AGM to be held in calendar year 2023	From April 01, 2022 till the date of 25 th Annual General Meeting	From 30 th September 2022 till the date of 26 th Annual General Meeting to be held in calendar year 2023
1	Doubledot Finance Limited	Subsidiary Company	Taking / Repayment of Loan	3	1	2
2	Doubledot Finance Limited	Subsidiary Company	Interest Payment	1	0.30	0.70

“RESOLVED FURTHER THAT consent of the Members of the Company be and is hereby accorded for ratification of the aforesaid related party transactions already entered into by Company, if any exceeding the threshold limits as specified in Rule 15(3) of the Companies (Meetings of Board and its Powers) Rules, 2014 and which are material in nature in terms of Regulation 23 (1) of LODR Regulation 2015.

“RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts and take all such steps as may be necessary, proper and expedient to give effect to this resolution.”

**By Order of the Board of Directors
For Crescent Finstock Limited**

**Mehnuddin Khan
Company Secretary**

Mumbai, August 12, 2022

Registered Office:
A/12, Sneha Kunj CHS, Residential Plot No.374,
Koparli Road, Near Ambaji Mandir, GIDC,
Vapi - 396195.
CIN: L51100GJ1997PLC032464
Website: www.crescentfinstock.com

Notes:

In view of the continuing outbreak of the COVID-19 pandemic and pursuant to General Circular Nos.14/2020, 17/2020 and 20/2020 dated April 8, 2020, April 13, 2020 and May 5, 2020, respectively, and clarification circular Nos.02/2021 dated January 13, 2021 and 02/2022 dated May 5, 2022 issued by the Ministry of Corporate Affairs ("MCA Circulars") and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13th May, 2022 issued by the Securities and Exchange Board of India ("SEBI Circular") and in compliance with the provisions of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the 25th AGM of the Company is being conducted through VC/OAVM Facility, which does not require physical presence of Members at a common venue. .

1. As per the provisions of Clause 3. A. II. of the General Circular No. 20/ 2020 dated May 5, 2020, the matters of Special Business as appearing at Item Nos. 3, 4 & 5 of the accompanying Notice, are considered to be unavoidable by the Board and hence, form part of this Notice.
2. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") setting out material facts concerning the business under Item Nos. 3 to 5 of the Notice, is annexed hereto. Further, the relevant details with respect to Item No. 3 pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director seeking re-appointment at this AGM are also annexed.
3. **PURSUANT TO THE PROVISIONS OF THE ACT, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS/HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. SINCE THIS AGM IS BEING HELD PURSUANT TO THE MCA CIRCULARS THROUGH VC/OAVM, THE REQUIREMENT OF PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, IN TERMS OF THE MCA CIRCULARS AND THE SEBI CIRCULAR, THE FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE FOR THIS AGM AND HENCE, THE PROXY FORM, ATTENDANCE SLIP AND ROUTE MAP OF AGM ARE NOT ANNEXED TO THIS NOTICE.**
4. Institutional Investors, who are Members of the Company, are encouraged to attend and vote at the AGM through VC/OAVM facility. Corporate Members intending to appoint their authorized representatives to attend the AGM through VC or OAVM and to vote thereat through remote e-Voting are requested to send a certified copy of the Board Resolution to the Scrutinizer by e-mail at cs@mavankarora.co.in with a copy marked to helpdesk.evoting@cdslindia.com and mehnuddin.khan@spjain.org.
5. In case of joint holders attending the AGM, only such joint holder who is higher in the order of names will be entitled to vote.
6. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
7. The Members can join the AGM in the VC/OAVM mode 30 minutes before and 15 minutes after the scheduled time of the commencement of the AGM by following the procedure mentioned in the Notice. The Members will be able to view the proceedings on Central Depository Services of India Limited's ("CDSL") e-Voting website at www.evotingindia.com. The facility of participation at the AGM through VC/OAVM will be made available to atleast 1,000 Members on a first come first served basis as per the MCA Circulars.
8. Further, due to non-availability of postal and courier services, on account of the threat posed by COVID-19 and in terms of the MCA Circulars and the SEBI Circular, the Company is sending this AGM Notice along with the Annual Report for FY22 in electronic form only to those Members whose e-mail addresses are registered with the Company/Depositories. The Notice convening the AGM and the Annual Report for FY22 has been uploaded on the website of the Company at www.crescentfinstock.com and may also be accessed from the relevant section of the websites of the Stock Exchange i.e. Metropolitan Stock Exchange of India Limited ("MSEI") at www.msei.in. The AGM Notice is also available on the website of CDSL at www.evotingindia.com.
9. The Register of Members and Share Transfer Books of the Company will remain closed from Saturday, September 24, 2022 to Friday, September 30, 2022, both days inclusive for the purpose of the Annual General Meeting.
10. As per Regulation 40 of the Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, Members holding shares in physical form are requested to consider converting their holdings to dematerialized form.
11. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, PAN, registering of nomination and power of attorney, Bank Mandate details such as name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DP in case the shares are held in electronic form and to the RTA in case the shares are held in physical form.
12. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned DP and holdings should be verified from time to time.
13. As per the provisions of Section 72 of the Act, the facility for making nominations is available for the Members in respect

of the shares held by them. Members, who have not yet registered their nomination, are requested to register the same by submitting Form No. SH-13. The said form can be downloaded from the Company's website www.crescentfinstock.com (under 'Investor Relations' section). Members are requested to submit the said form to their DP in case the shares are held in electronic form and to the RTA in case the shares are held in physical form.

14. The format of the Register of Members prescribed by the MCA under the Act, requires the Company/RTA to record additional details of Members, including their PAN details, e-mail address, bank details for payment of dividend, etc. A form for capturing additional details is available on the Company's website www.crescentfinstock.com (under 'Investor Relations' section). Members holding shares in physical form are requested to submit the filled in form to the Company or RTA in physical mode, after restoration of normalcy or in electronic mode to rnt.helpdesk@linkintime.co.in, as per instructions mentioned in the form. Members holding shares in electronic form are requested to submit the details to their respective DP only and not to the Company or RTA.
15. Members holding shares in physical form, in identical order of names, in more than one folio, are requested to send to the Company or RTA, the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members after making requisite changes.
16. Members desiring inspection of statutory registers during the AGM may send their request in writing to the Company at crescentfinstock@yahoo.com.
17. Members who wish to inspect the relevant documents referred to in the Notice can send an e-mail to crescentfinstock@yahoo.com up to the date of the AGM.
18. This AGM Notice is being sent by e-mail only to those eligible Members who have already registered their e-mail address with the Depositories/the DP/the Company's RTA/the Company or who will register their e-mail address with Link Intime India Private Limited, on or before 5:00 p.m. (IST) on Friday, September 2, 2022.
19. Process for registration of email id for obtaining Annual Report and user id/password for e-voting:
 - i) Physical Holding : Send a request to the Registrar and Transfer Agents of the Company, at rnt.helpdesk@linkintime.co.in or to the Company at complianceatcrescent@gmail.com providing 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) for registering email address.
 - ii) Demat Holding: Please contact your Depository Participant (DP) and register your email address in your demat account, as per the process advised by your DP.
20. Those Members who have already registered their e-mail addresses are requested to keep their e-mail addresses validated with their DP/RTA to enable servicing of notices/documents/Annual Reports and other communications electronically to their e-mail address in future.
21. Process and manner for Members opting for e-Voting is, as under:-
 - I. In compliance with the provisions of Sections 108 and other applicable provisions of the Act, read with Rule 20 of the Rules and Regulation 44 of the Listing Regulations, the Company is offering only e-Voting facility to all the Members of the Company and the business will be transacted only through the electronic voting system. The Company has engaged the services of CDSL for facilitating e-Voting to enable the Members to cast their votes electronically as well as for e- Voting during the AGM. Resolution(s) passed by Members through e-Voting is/are deemed to have been passed as if it/ they have been passed at the AGM.
 - II. Members are provided with the facility for voting through Voting system during the VC/OAVM proceedings at the AGM and Members participating at the AGM, who have not already cast their vote by remote e-Voting, are eligible to exercise their right to vote at the AGM.
 - III. Members who have already cast their vote by remote e-voting prior to the AGM will also be eligible to participate at the AGM but shall not be entitled to cast their vote again on such resolution(s) for which the Member has already cast the vote through remote e-Voting.
 - IV. Members of the Company holding shares either in physical form or electronic form as on the cut-off date of Friday, September 23, 2022, may cast their vote by remote e-Voting. The remote e-Voting period commences on Tuesday, September 27, 2022 at 9:00 a.m. (IST) and ends on Thursday, September 29, 2022 at 5:00 p.m. (IST). The remote e-Voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.
 - V. The instructions for Members attending the AGM through VC/OAVM are as under:
 - A. Log in Procedure

Members may attend the Meeting through VC/OAVM viz. Zoom App. by using the ID & Password which will be provided on email respectively through smart phone or laptop, connected through broadband.
 - B. Participants Connecting from Mobile Devices or Tablets or through Laptop via Mobile Hotspot may experience

Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

- C. Members are encouraged to submit their questions in advance with regard to the financial statements or any other matter to be placed at the AGM, from their registered e-mail address, mentioning their name, DP ID and Client ID number/folio number and mobile number, to reach the Company's e-mail address at crescentfinstock@yahoo.com before 3.00 p.m. (IST) on Sunday, September 25, 2022. Queries that remain unanswered at the AGM will be appropriately responded to by the Company at the earliest post the conclusion of the AGM.
- D. Members who would like to express their views/ask questions as a Speaker at the AGM may pre-register themselves by sending a request from their registered e-mail address mentioning their names, DP ID and Client ID/ folio number, PAN and mobile number to crescentfinstock@yahoo.com between Saturday, September 24, 2022 (9:00 a.m. IST) to Tuesday, September 27, 2022 (5:00 p.m. IST). Only those Members who have pre-registered themselves as speakers will be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
- E. Members who need assistance before or during the AGM, can contact the Company at crescentfinstock@yahoo.com or contact Mr. Mehnuddin Khan Company Secretary of the Company on 022 61887600.
- F. The remote e-voting period commences on Tuesday, September 27, 2022 (9:00 a.m. IST) and ends on Thursday, September 29, 2022 (5:00 p.m. IST). During this period, Members holding shares either in physical form or in dematerialized form, as on Friday, September 23, 2022 i.e. cut-off date, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Those Members, who will be present in the AGM through VC / OAVM facility and have not cast their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the AGM.

A. In case of members receiving e-mail:

- (i) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
- For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first-time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)
	<ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

- (xi) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xvii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Shareholders can also cast their vote using CDSL’s mobile app “m-Voting” available for Android, Apple and Windows based mobiles. The m-Voting app can be downloaded from the respective App Store. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
- (xix) Note for Non – Individual Shareholders and Custodians**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.
- B. In case of members receiving the physical copy:**
- a. Please follow all steps from sl. no. (i) To sl. no. (xvii) Above to cast vote.
 - b. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.

The voting rights of Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date of September 23, 2022.

Any person who acquires shares of the Company and becomes a Member of the Company after dispatch of the Notice and holding shares as of the cut-off date i.e. September 23, 2022, may obtain the login ID and password by sending a request at helpdesk.evoting@cdslindia.com or the Company/RTA.

A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date only shall be entitled to avail the facility of remote e-Voting, as well as voting at the meeting.

The Board of Directors has appointed Mr. Mayank Arora (FCS 10378) of M/s. Mayank Arora & Co., Company Secretaries as Scrutinizer to scrutinize the voting at the AGM and remote e-Voting process, in a fair and transparent manner.

The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting, by use of remote e-voting system for all those Members who are present during the AGM through VC/OAVM but have not cast their votes by availing the remote e-Voting facility. The remote e-Voting module during the AGM shall be disabled by CDSL for voting 15 minutes after the conclusion of the Meeting.

The Scrutinizer shall, after the conclusion of voting at the AGM, first count the votes cast during the AGM and, thereafter, unblock the votes cast through remote e-Voting and shall make, not later than 48 hours from the conclusion of the AGM, a Consolidated Scrutinizer’s Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same and declare the result of the voting forthwith.

The Results declared, alongwith the Scrutinizer’s Report, shall be placed on the Company’s website www.crescentfinstock.com and on the website of CDSL www.evotingindia.com, immediately after the declaration of the result by the Chairman or a person authorised by him in writing. The results shall also be immediately forwarded to the Stock Exchanges where the Company’s Equity Shares are listed viz. MSEI and be made available on their respective websites viz. www.msei.in.

ANNEXURE 1 - EXPLANATORY STATEMENT

As required by Section 102 of the Companies Act, 2013 (the "Act"), the following Explanatory Statement sets out all material facts relating to the business mentioned under Item No. 3, 4 & 5 of the accompanying Notice dated August 12, 2022:

ITEM NO. 3:

The Board of Directors of the Company ("the Board") at its meeting held on August 12, 2022 has recommended the re- appointment of Mr. Chandramohan Jakhmola (DIN: 008005196) as a Whole-time Director, for a period of 3 (three) years from 28th November, 2022, on terms and conditions including remuneration as recommended by the Nomination and Remuneration Committee of the Board and approved by the Board.

Mr. Chandramohan Jakhmola (DIN: 008005196) has vast experience in accounts and finance over 25+ years. He has been providing his invaluable guidance to the Company since 2007 and has been managing the financial operations of the Company. He possesses quick decision making and leadership skills. The Board of Directors is quite hopeful to utilize his expertise in the Company.

It is proposed to seek members' approval for the appointment of and remuneration payable to Mr. Chandramohan Jakhmola (DIN: 008005196) as a Whole-time Director of the Company, in terms of the applicable provisions of the Act.

The Board proposes the Special Resolution for approval by the Shareholders.

Except Mr. Chandramohan Jakhmola (DIN: 008005196) and his relatives, none of the Directors and Key Managerial Personnel of the Company and their respective relatives is, in any way, concerned or interested, in the Resolution set out at Item No. 3 of this Notice.

Further, the terms of his remuneration in his contract included payment of "Minimum Remuneration" to said Directors in the event of inadequacy or absence of profits, in any financial year or years during the currency of their tenure, comprising basic salary, performance linked incentive, contribution to Provident and other funds, perquisites, allowances and benefits etc., as under, subject to requisite approvals under the Act:

Remuneration :

A. Salary :

Upto Rs. 600000/- per annum such increments as may be decided by the Board from time to time.

B. Perquisites, allowances and benefits: Increment in salary, perquisites and allowances and remuneration by way of incentive/bonus/performance linked incentive, payable to Mr. Chandramohan Jakhmola (DIN: 008005196), as may be determined by the Board and/or the Nomination & Remuneration Committee of the Board, shall be in addition to the remuneration under (a) above. Expenses incurred for travelling, board and lodging including for Mr. Chandramohan Jakhmola (DIN: 008005196) and attendant(s) during business trips and provision of car(s) for use on Company's business and communication expenses at residence shall be reimbursed at actuals and not considered as perquisites. The overall remuneration payable every year to the Whole-time Directors by way of salary, perquisites and allowances, incentive/bonus/ performance linked incentive, remuneration based on net profits, etc., as the case may be, shall not exceed in the aggregate 5% (five percent) of the net profits of the Company as computed in the manner laid down in Section 198 of the Companies Act, 2013.

C. Performance linked incentive, as may be decided by the Board from time to time.

D. Commission : Nil

The term "Board" as mentioned above shall include any Committee of Directors authorised by the Board.

E. Contribution to Provident Fund or any other Funds as per rules of the Company.

F. Gratuity at the rate of 15 days salary for each completed year of service.

G. Encashment of unavailed leave.

H. The Board may, from time to time, increase, modify, vary or alter the salary (including salary range), perquisites, allowances, Performance Linked Incentive and other benefits subject to the overall ceiling prescribed under the Companies Act, 2013, or any statutory modifications thereto or re-enactments thereof.

I. In the event of inadequacy or absence of profits under Sections 197, 198 and other applicable provisions of the Companies Act, 2013 in any Financial Year or years, the Whole-time Director shall be entitled to such remuneration as he may be then drawing, as specified in paras A, B & C above, as minimum remuneration and be also entitled to perquisites mentioned in paras E, F and G above which shall not be included in the computation of the ceiling on minimum remuneration in terms of provisions of Section II of Part II of Schedule V to the Companies Act, 2013 or any statutory modifications thereto or re-enactments thereof.

Due to reasons beyond the control, the Company had inadequate profits for the FY 22 for the purpose of payment of Managerial Remuneration to the Whole-time Director, no increments were given to the Whole-time Director subsequent to his appointment (1st term) in the year 2017. The Company had to therefore pay the Minimum Remuneration to them, within the limits as approved by the Members, which exceeded the limits specified under Section 197 of the Companies Act, 2013 (Act) read with Schedule V thereto.

Further, the Company may seek requisite approval of the Central Government, Ministry of Corporate Affairs (MCA) to such payment of Minimum Remuneration to the Whole-time Director for above Financial Years, if applicable. Pursuant to the amended provisions of Section 197 (3) of the Act read with Schedule V thereto, if in any Financial Year, the Company has no profits or its profits are inadequate, it can pay remuneration to its Whole-time Director in accordance with the provisions of Schedule V to the Act i.e. not exceeding the limits specified under Item (A) of Section II of Part II of the said Schedule: provided that the remuneration in excess of above limits may be paid if the resolution passed by the Members is a Special Resolution.

In terms of Schedule V to the Companies Act, 2013, the relevant details are as under:

I. General Information:

1. Nature of Industry: Export.
2. Date or expected date of commencement of commercial production: The company commenced its business in 1997.
3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: Not Applicable.
4. Financial Performance based on given indicators:
(in Lacs)

Particulars	FY2021-22 (In Lakhs.)
Net Sales and Other Income	42.68
Profit Before Tax (PBT)	20.99
Profit After Tax (PAT)	20.99

5. Foreign investments or collaborations, if any: Not Applicable

6. Background Details:

A brief profile already given above.

He attended all the five Board Meetings of the Company held during the Financial Year ended 31st March 2021 and 31st March 2022.

Remuneration proposed: The approval is sought for aforementioned terms of the Remuneration as required under the provisions of the Companies Act, 2013.

7. Comparative Remuneration Profile with respect to industry, size of the Company, profile of the position and person : The executive remuneration in the Industry has increased manifold. The Nomination and Remuneration Committee of Directors of the Company constituted by the Board in terms of the Act and the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, perused remuneration of managerial persons prevalent in the industry and other companies comparable with the size of the Company, industry benchmarks in general, profile and responsibilities of aforesaid Managerial Personnel and other relevant factors while determining their remuneration at the time of his appointment in 2017.

8. Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any: Besides the remuneration proposed herein, Mr. Chandramohan Jakhmola (DIN: 008005196) not have any other pecuniary relationship with the Company. Mr. Chandramohan Jakhmola (DIN: 008005196) is not related to any other Directors or KMP of the Company.

Other Information:

Reasons of loss or inadequate profits :

During the year under review, the revenue from operations stands Nil for FY 2022 and FY 2021. The profit after tax attributable to shareholders is Rs. 20.99 lacs as compared to the loss of previous year Rs. 35.13 lacs. The Company has surrendered its membership as a trading / broking member with Bombay Stock Exchange in the mid of FY 2019. The Company has moved into export business, thus the focus is set to reach YoY growth and has given some hope of demand revival which remained muted in FY 22 on the account of closure of broking business and overall economy slow down post COVID 19 Pandemic. It is now expected that in FY 23 demand growth would be much healthier.

Despite the best efforts of the Senior Management, the financial performance of the Company was not as per the expectation and the Company had inadequate profits for the Financial Year 2021-22. However, it may be noted that the reasons for losses were beyond the control of the Company and those reasons cannot be attributed to laxity in the performance of the Management of the Company.

Steps taken or proposed to be taken for improvement and expected increase in productivity and profits in measurable terms :

The Company has entered into the export business.

(3) Expected increase in productivity and profits in measurable terms

The Company plans to increase its productivity by strengthening its marketing initiatives for new business.

The Board recommends the Resolutions at Sl. No. 3 of the Notice for approval of the Members by means of a Special Resolution.

Except Mr. Chandramohan Jakhmola (DIN: 008005196), none of the other Directors, Key Managerial Personnel of the Company and/or their relatives are in any way concerned or interested, financially or otherwise in the said Resolutions

ITEM NO. 4

The Members in AGM held in 2017 appointed Mr. John Antony Dsouza (DIN: 01877999) as an Independent Director to hold office for a term of 5 years w.e.f. 23rd October 2017. Accordingly, the tenure of Mr. John Antony Dsouza (DIN: 01877999), as an Independent Director is due for expire on 22nd October, 2022.

In terms of provisions of section 178 of the Companies Act, 2013, the Nomination and Remuneration Committee of the Company shall recommend to the Board of the Directors, the appointment/ reappointment of a Director. In terms of provisions of section 149(10) of the Companies Act, 2013, an independent director shall hold office for a term up to five consecutive years on the Board of a Company, but shall be eligible for reappointment on passing of a special resolution by the Shareholders of the Company and disclosure of such appointment in the Board's report. As per clause 7.2 (ii) of the Shareholders Agreement and clause 113(a)(iv) of the existing Articles of Association of the Company on 9| 'Composition of Directors', the Independent Directors shall be appointed by the Board of Directors of the Company, based on the nomination received from Nomination and Remuneration Committee of the Company, constituted by the Board, in accordance with Applicable Law and the Independent

Director(s) to be so appointed shall be persons of high standing, good repute and widely acknowledged as experts in their respective field, which the Board deems beneficial to the Company.

The Company has received the consent from Mr. John Antony Dsouza (DIN: 01877999) to act as the Director in the prescribed Form DIR-2 under Section 152(5) of the Act and Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014 along with the declaration on criteria of Independence as per Section 149(6) of the Act and also in compliance with the 'fit and proper' criteria prescribed under clause 5.3 of the Corporate Governance Guidelines issued by IRDAI. After taking into account the performance evaluation, during his first term of five years and considering the knowledge, acumen, expertise and experience in respective fields and the substantial contribution made by Mr. John Antony Dsouza (DIN: 01877999) during his tenure as an Independent Director since his appointment, the Nomination and Remuneration Committee at its meeting held on

12th August 2022 has considered, approved and recommended the re-appointment of Mr. John Antony Dsouza (DIN: 01877999) as an Independent Director for a second term of five years with effect from 23rd October 2022 to 22nd October 2027, to the Board of Directors for their approval. The Board of Directors at its meeting held on 12th August 2022 has approved the proposal for reappointment of John Antony Dsouza (DIN: 01877999) as a Whole-time Director for a second term of five consecutive years with effect from 23rd October, 2022.

The Board recommends the Resolution for approval of the Members as a Special Resolution as set out in the item no. 4 of the notice.

Except Mr. John Antony Dsouza (DIN: 01877999), being the appointee, no other Director or Key Managerial Personnel of the Company or their respective relatives is/ are concerned or interested, financially or otherwise, in the said Resolution.

ITEM NO. 5

As per business requirements in order to meet administrative expenses, the Company takes loans from Doubledot Finance Limited, a related party, the subsidiary Company of Crescent Finstock Limited.

Thus, in terms of Section 188 of the Companies Act, 2013 and/or Regulation 23 of the SEBI (LODR) Regulations, 2015, these transactions would require the approval of the members by way of a Special Resolution. All related party transactions of the Company and its Subsidiaries are at arm's length and in the ordinary course of business.

All are Related Parties of the Company within the meaning of Section 2(76) of the Companies Act, 2013 and/or Regulation 23 of the SEBI (LODR) Regulations, 2015. Regulation 23 of the Listing Regulations has been amended effective April 1, 2022 to provide that shareholders' approval should be obtained for related party transactions which, in a financial year, exceed the lower of (i) Rs 1,000 crore; or (ii) 10% of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity.

Thus, in terms of Section 188 of the Companies Act, 2013 and/or Regulation 23 of the SEBI (LODR) Regulations, 2015, these transactions would require the approval of the members by way of a Special Resolution. All related party transactions of the Company and its Subsidiaries are at arm's length and in the ordinary course of business.

Further, all related party transactions are undertaken after obtaining prior approval of the Audit Committee. All related party transactions have been unanimously approved by the Audit Committee after satisfying itself that the related party transactions are at arm's length and in the ordinary course of business. The Audit Committee of the Company reviews on a quarterly basis, the details of all related party transactions entered into by the Company during the previous quarter, pursuant to its approvals. The related party transactions between the Company and its Indian subsidiaries and between the Indian subsidiaries and their related parties are also approved by the audit committees of the respective subsidiaries (wherever applicable), consisting of the majority of independent directors. Further, the transactions entered earlier are being ratified in accordance with the approval of the Members of the Company.

The details as required under Regulation 23(4) of the Listing Regulations read with SEBI Circular bearing reference no. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021 and the material related party transactions for which the approval of the shareholders is being sought fall into the following two categories:-

Information pursuant to SEBI circular no SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021:

1. Transaction with Subsidiary:

1. Details of summary of information provided by the Management to the Audit Committee		
a.	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	Doubledot Finance Limited, Subsidiary Company
b.	Name of the director or key managerial personnel who is related, if any and nature of the relationship	Mr. Bharati Jain (Promoter)– Common Director Mr. Mehnuddin Khan is Company Secretary

c.	Nature, material terms, monetary value and particulars of contracts or arrangement	As mentioned in the resolution
d.	Value of Transaction	Amount mentioned in the resolution for corresponding period
e.	Percentage of annual consolidated turnover considering FY 2021-22 as the immediately preceding financial year	-
2.	Justification for the transaction	Loan taken for Business purpose and to meet its day to day expenses
3.	Details of transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:	N.A.
i.	details of the source of funds in connection with the proposed transaction	N.A.
ii.	where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments - nature of indebtedness; - cost of funds; and - tenure	N.A.
iii.	applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security	N.A.
iv.	the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	N.A.
4.	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through registered email address of the shareholder	N.A.
5.	Any other information that may be relevant	

2. Transaction with subsidiary/associate/Joint Venture of the subsidiary company: N.A

1.	Details of summary of information provided by the Management to the Audit Committee	
a.	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	N.A.
b.	Name of the director or key managerial personnel who is related, if any and nature of relationship	N.A.
c.	Nature, material terms, monetary value and particulars of contracts or arrangement	N.A.
d.	Value of Transaction	N.A.
e.	Percentage of annual consolidated turnover considering FY 2021-22 as the immediately preceding financial year	N.A.
2.	Justification for the transaction	N.A.
3.	Details of transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:	
i.	details of the source of funds in connection with the proposed transaction	N.A.

ii.	where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments - nature of indebtedness; - cost of funds; and - tenure	N.A.
iii.	applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security	N.A.
iv.	the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	N.A.
4.	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through registered email address of the shareholder	N.A.
5.	Any other information that may be relevant	

The monetary value of the transactions proposed is estimated on the basis of the Company's current transactions and future business.

The Board is of the opinion that the transactions referred in the resolution would be in the best interest of the Company. The Board accordingly recommends the Special Resolution at Item No. 5 of the accompanying notice for your approval.

Pursuant to Regulation 23(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as "the Listing Regulations") and/or Section 188 of the Companies Act, 2013, all related parties shall abstain from voting on such resolution.

None of the Directors, Key Managerial Personnel, their associates and their relatives are concerned or interested, financially or otherwise, in the resolutions set forth in Item No. 5 of this Notice, except to the extent of their shareholding in the Company, if any.

**By Order of the Board of Directors
For Crescent Finstock Limited**

**Mehnuddin Khan
Company Secretary**

Mumbai, August 12, 2022
Registered Office:
A/12, Sneh Kunj CHS, Residential Plot No.374,
Koparli Road, Near Ambaji Mandir, GIDC,
Vapi - 396195., Website:
www.crescentfinstock.com
CIN: L51100GJ1997PLC032464

Information pursuant to Regulations 26 and 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard- 2 on General Meetings, in respect of Directors seeking appointment / re-appointment at the Annual General Meeting

Name of the Director	Mrs. Bharati Jain	Mr. John Dsouza	Mr. ChandramohanJakhmola
Qualification & Experience	A Chartered Accountant from the ICAEW, after which she worked with E&Y and PWC England. She has immense knowledge and practical experience in Audit and Taxation. She is a key decision maker in making strategic and risk management activity in the business of the company.	Shri. John D'souza after his stint as Tax Accountant in abroad, he started as Tax practitioner in Mumbai for over 3 decades now. His experience and tax knowledge is very valuable to the company.	He is intermediate passed and has 2 decades of Industrial Experience and manages financial operations of the Company.
Date of birth	December 16, 1957	9 th August 1956	September 18, 1961
Date of Appointment /Re-Appointment	May 9, 1998	23 rd October 2022	November 23, 2022
Directorships held in other companies (as on 31st March, 2022)	Doubledot Finance Limited S P Jain School of Global Management Private Limited Classic Garden Private Limited SPJ Data & Analytics (OPC) Private Limited Netmoney Private Limited Positive Biosciences Limited	Doubledot Finance Limited Positive Biosciences Limited Net Classroom Private Limited	Net Classroom Private Limited
Chairmanship/ Membership of the Committees of the Board of Directors of other listed companies (as on 31st March, 2022)	None	None	None
Number of Shares held in the Company	9,86,414	Nil	Nil
Disclosure of relationships between directors inter-Se	Wife of Mr. Nitish Jain, Director of the Company	None	None
Debarred from holding the Office of Director by virtue of any SEBI order or any other such authority	No	No	No

DIRECTORS' REPORT

To the Members,

Your Directors present their 25th Annual Report of Crescent Finstock Limited (the Company) along with the audited financial statements for the financial year ended March 31, 2022. The consolidated performance of the Company and its subsidiaries has been referred to wherever required.

FINANCIAL SUMMARY OF THE COMPANY

A summary of the Standalone & Consolidated financial performance of your Company, for the financial year ended March 31, 2022, is as under:

Particulars	Standalone		(Rs. In lacs) Consolidated	
	2022	2021	2022	2021
Income				
Revenue from operations	0	0	3382.35	1547.51
Other Income	42.68	2.78	619.68	154.04
Total Income	42.68	2.78	4002.03	1701.55
Expenses				
Operating expenditure	14.58	31.55	3271.19	1404.32
Depreciation & amortization	-	-	19.99	21.34
Total expenses	14.58	31.55	3291.18	1425.66
Profit/(Loss) before Finance Cost & Tax	28.10	(28.77)	710.85	275.89
Finance Cost	7.11	6.35	48.49	44.70
Profit before Tax	20.99	(35.12)	662.37	231.19
Tax expenses	-	-	149.65	16.41
Profit/(Loss) for the year	20.99	(35.12)	512.73	214.78

DIVIDEND

Choose to retain earnings in order to fund new growth opportunities, your directors are unable to recommend any dividend for the year under review.

COMPANY'S PERFORMANCE

On Standalone basis, the revenue from operations is Rs. Nil in FY22 and FY21. The Profit for the year is Rs. 20.99 lacs as compared to the previous year loss of Rs. 35.12 lacs in FY21.

On a consolidated basis, the revenue from operations for FY22 is at Rs. 3382.35 lacs as compared to the previous year Rs. 1547.51 lacs in FY21. The Profit after tax attributable to shareholders is Rs. 512.73 lacs as compared to profit incurred in the previous year Rs. 214.78 lacs in FY 21.

RESERVES

No amount has been transferred to any reserves during the year under review.

CHANGE IN THE NATURE OF BUSINESS, IF ANY:

Your Company has entered into export business activities in order to grab new growth opportunities available in the field of exports of goods.

DETAILS OF SUBSIDIARY/JOINT VENTURES/ASSOCIATE COMPANIES AND FINANCIAL PERFORMANCE THEREOF:

The Company has 1 (one) Direct subsidiary and (2) two step down subsidiaries as on March 31, 2022. There are no associate companies or joint venture companies within the meaning of Section 2(6) of the Companies Act, 2013 ("Act"). There has been no material change in the business of the subsidiaries. Pursuant to the provisions of Section 129(3) of the Act, a statement containing the silent features of financial statements of the Company's subsidiaries in Form AOC-1 is attached to the financial statements of the Company.

Further, pursuant to the provisions of Section 136 of the Act, the financial statements of the Company, consolidated financial statements along with relevant documents and separate audited financial statements in respect of subsidiaries, are available on the website of the Company.

DEPOSITS:

The Company has not accepted any Deposits within the meaning of Section 73 of the Companies Act, 2013 and the rules made there under.

DIRECTORS' RESPONSIBILITY STATEMENT:

Pursuant to Section 134(5) of the Act, the Board of Directors, to the best of its knowledge and ability, confirm that:

- i. in the preparation of the annual accounts, the applicable accounting standards have been followed and there are no material departures;
- ii. they have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the loss of the Company for that period;
- iii. they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- iv. they have prepared the annual accounts on a going concern basis;
- v. they have laid down internal financial controls to be followed by the Company and such internal financial controls are adequate and operating effectively;
- vi. they have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

Based on the framework of internal financial controls and compliance systems established and maintained by the Company, the work performed by the internal, statutory and secretarial auditors and external consultants, including the audit of internal financial controls over financial reporting by the statutory auditors and the reviews performed by management and the relevant board committees, including the audit committee, the Board is of the opinion that the Company's internal financial controls were adequate and effective during FY 21-22.

FINANCIAL POSITION OF THE COMPANY WHICH HAVE OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR OF THE COMPANY TO WHICH THE FINANCIAL STATEMENTS RELATE AND THE DATE OF THE REPORT:

No material changes and commitments affecting the financial position of the Company occurred between the end of the financial year to which these financial statements relate and the date of this report.

In March 2020, the COVID-19 pandemic developed rapidly into a global crisis, forcing governments to enforce lock-downs of all economic activity. For the Company, the focus immediately shifted to ensuring the health and well-being of all employees, and on minimizing disruption to services for all our customers.

DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE:

No significant and material orders were passed by any regulators or courts or tribunals impacting the going concern status and the Company's operations in future.

STATUTORY AUDITORS:

M/s Ashok Shetty & Co., Chartered Accountants (ICAI Firm No. 117134W), the Statutory Auditors of the Company, hold office until the conclusion of Twenty Seventh AGM. Pursuant to Section 141 of the Act, the Auditors have represented that they are not disqualified and continue to be eligible to act as the Auditor of the Company.

The requirement to place the matter relating to appointment of auditors for ratification by Members at every AGM has been done away by the Companies (Amendment) Act, 2017 with effect from May 7, 2018. Accordingly, no resolution is being proposed for ratification of appointment of statutory auditors at the ensuing AGM. The Statutory Auditors were present in the last AGM.

AUDITOR'S REPORT AND SECRETARIAL AUDIT REPORT:

The Statutory auditor's report do not contain any qualifications, reservations or adverse remarks.

Secretarial Audit Report is attached to this report. The Secretarial Audit Report contains an observation for the year under review in regard with statutory compliances. The Board of directors of the Company has taken note of the same and shall ensure the statutory compliance are strictly complied within the timelines as prescribed under respective laws in future.

SHARE CAPITAL:

The Authorized Share Capital of the Company is Rs.8,00,00,000/- . The Issued, Subscribed and Paid up Capital of the Company was Rs.7,22,35,250/- as on March 31, 2022. There was no requirement of fresh capital infusion during the year under review.

a) Issue of equity shares with differential rights

The Company has not issued equity shares with differential rights during the year under review.

b) Issue of sweat equity shares

The Company has not issued sweat equity shares during the year under review.

c) Issue of employee stock options

The Company has not provided any stock option scheme to the employees during the year under review.

d) Provision of money by company for purchase of its own shares by employees or by trustees for the benefit of employees

This provision is not applicable to our Company.

EXTRACT OF THE ANNUAL RETURN:

Pursuant to Section 92(3) read with Section 134(3)(a) of the Act, the Annual Return as on March 31, 2022 is available on the Company's website at below link: <http://www.crescentfinstock.com/resource/Shareholders-Corner>

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO:

As the Company does not have any manufacturing activities, disclosure of Information in accordance with the provisions of the Act regarding Conservation of Energy and Technology absorption is not applicable to the Company
The Information Regarding Conservation of Energy & Technology Absorption is provided for in Annexure A.

Foreign Exchange Earnings and Outgo in FY 2021-22:

	Amount (Rs. In lakhs)
Total Foreign Exchange Inflow	NIL
Total Foreign Exchange outflow	NIL

CORPORATE SOCIAL RESPONSIBILITY (CSR):

The provisions of Corporate Social Responsibilities under section 135 of the Companies Act, 2013 are not applicable to the company.

DIRECTORS AND KEY MANAGERIAL PERSONS:**(A) Changes in Directors and Key Managerial Personnel during the Financial Year under review:**

Mr. Shankara Krishnamoorthy Iyer has tendered his resignation as the Independent Directors of the Company with effect from November 27, 2021. The Board places on record its appreciation for his invaluable contribution and guidance to the Company.

Mr. Bharati Jain retires by rotation at the forthcoming Annual General Meeting and being eligible, offers himself for re-

appointment.

Mr. Mehnuddin Khan has been appointed as a Company Secretary and Compliance Officer of the Company with effect from May

18, 2021

The Company has 5 (Five) Directors comprising of 1 (One) Whole-time Director, 2 (Two) Non-Executive Non-Independent Directors and 2(Two) Independent Directors as the date of this Report.

(B) Declaration by an Independent Director(s) and re- appointment, if any

The Independent Directors have submitted their disclosures to the Board that they fulfill all the requirements as stipulated in Section 149(6) of the Companies Act, 2013 so as to qualify themselves to be appointed as Independent Directors under the provisions of the Companies Act, 2013 and the relevant rules.

NUMBER OF MEETINGS OF THE BOARD OF DIRECTORS:

During the year under review, six (6) Board Meetings were convened and held, the details of which are given in the Corporate Governance Report. The intervening gap between the meetings was within the period prescribed under the Companies Act, 2013. The detailed information about composition, meetings and attendance are provided in the Corporate Governance Report.

BOARD EVALUATION:

The Board of Directors has carried out an annual evaluation of its own performance, board committees, and individual directors pursuant to the provisions of the Act, SEBI Listing Regulations and the Guidance Note on Board Evaluation issued by the Securities and Exchange Board of India on January 5, 2017.

The performance of the Board was evaluated by the Board after seeking inputs from all the directors on the basis of criteria such as the board composition and structure, effectiveness of board processes, information and functioning, etc.

The performance of the committees was evaluated by the Board after seeking inputs from the committee members on the basis of criteria such as the composition of committees, effectiveness of committee meetings, etc. In a separate meeting of independent directors, the performance of non-independent directors, the Chairman of the Company and the board as a whole was evaluated, taking into account the views of executive directors and non-executive directors.

The Board and the Nomination and Remuneration Committee reviewed the performance of individual directors on the basis of criteria such as the contribution of the individual director to the board and committee meetings like preparedness on the issues to be discussed, meaningful and constructive contribution and inputs in meetings, etc.

In the board meeting that followed the meeting of the independent directors and meeting of Nomination and Remuneration Committee, the performance of the board, its committees, and individual directors was also discussed.

Performance evaluation of independent directors was done by the entire board, excluding the independent director being evaluated.

AUDIT COMMITTEE:

The Company has duly constituted Audit Committee. The details as regard to the Composition, Meetings, attendance and other information are provided in the Corporate Governance Report.

DETAILS OF ESTABLISHMENT OF VIGIL MECHANISM FOR DIRECTORS AND EMPLOYEES:

The Company has established a vigil mechanism and oversees through the committee, the genuine concerns expressed by the employees and other Directors. The Company has also provided adequate safeguards against victimization of employees and Directors who express their concerns. The Company has also provided direct access to the chairman of the Audit Committee on reporting issues concerning the interests of co employees and the Company.

NOMINATION AND REMUNERATION COMMITTEE:

The Nomination and Remuneration Committee has considered the following factors while formulating the Policy:

- (i) The level and composition of remuneration is reasonable and sufficient to attract, retain and motivate Directors of the quality required to run the Company successfully;
- (ii) Relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
- (iii) Remuneration to Directors, Key Managerial Personnel and Senior Management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the Company and its goals.

POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION AND OTHER DETAILS:

The Company's policy on directors' appointment and remuneration and other matters provided in Section 178(3) of the Act has been disclosed in the Corporate Governance Report, which is a part of this report.

RISK MANAGEMENT:

The Board of Directors of the Company has formed a Risk Management Committee to frame, implement and monitor the risk management plan for the Company. The Committee is responsible for reviewing the risk management plan and ensuring its effectiveness. The Audit Committee has additional oversight in the area of financial risks and controls. The major risks identified by the businesses and functions are systematically addressed through mitigating actions on a continuing basis.

The development and implementation of risk management policy has been covered in the Management Discussion and Analysis, which forms part of this report.

POLICY ON PREVENTION, PROHIBITION AND REDRESSAL OF SEXUAL HARASSMENT AT WORKPLACE:

In terms of the provisions of the Sexual Harassment of Women at Work place Prevention, Prohibition and Redressal Act, 2013. The Company has formed Internal Compliance Committees at its Corporate Office at Mumbai, Maharashtra. The Board also has approved a policy for prevention of Sexual Harassment at Work place. There were no Complaints filed till date under the said policy.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186

Particulars of loans, guarantees and investments have been disclosed in the financial statements.

PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES:

The Related Party Transactions (RPTs) were entered in ordinary course of business on an arm's length basis and were in compliance with the provisions of Companies Act, 2013. The statement of RPT's were reviewed by the Audit Committee on a quarterly basis, omnibus approval of the Audit Committee was obtained for the RPT's of the repetitive nature. There are no material significant related party transactions made by the Company with Promoters, Directors, Key Managerial Personnel or other designated persons which may have potential conflict with the interest of the Company at large. Accordingly, particulars of contracts or arrangements with related parties referred to in Section 188(1) along with justification for entering into such contracts or arrangements in Form AOC-2 does not form part of the report. For details of the transaction with related party refer to Note no. 23 of the financial statements.

PARTICULARS OF EMPLOYEES

The Company has not employed any individual whose remuneration falls with the purview of the limits prescribed under the provisions of Section 197 of the Companies Act, 2013 read with Rule (5) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

ACKNOWLEDGEMENTS

Your Directors place on record their sincere thanks to bankers, business associates, consultants, and various Government Authorities for their continued support extended to your Company's activities during the year under review.

Your Directors also acknowledges gratefully the shareholders for their support and confidence reposed on your Company.

**For and on behalf of the Board of Directors of
Crescent Finstock Limited**

**Place: Mumbai
Date: May 30, 2022**

**Chandramohan Jakhmola
Whole-time Director
DIN: 08005196**

**John Dsouza
Director
DIN: 01877999**

ANNEXURE-A**CONSERVATION OF ENERGY**

<u>Sr No.</u>	<u>Particulars</u>	<u>Details</u>
1	the steps taken or impact on conservation of energy	NIL
2	the steps taken by the company for utilizing alternate sources of energy	NIL
3	the capital investment on energy conservation equipments	NIL

TECHNOLOGY ABSORPTION

<u>Sr No.</u>	<u>Particulars</u>	<u>Details</u>
1	the efforts made towards technology absorption	NIL
2	the benefits derived like product improvement, cost reduction, product development or import substitution	NIL
3	in case of imported technology (imported during the last three years reckoned from the beginning of the financial year)-	NIL
	(a) the details of technology imported	NIL
	(b) the year of import	NIL
	(c) whether the technology been fully absorbed	NIL
	(d) if not fully absorbed, areas where absorption has not taken place, and the reasons thereof	NIL
4	The expenditure incurred on Research and Development.	NIL

ANNEXURE-A**CONSERVATION OF ENERGY**

<u>Sr No.</u>	<u>Particulars</u>	<u>Details</u>
1	the steps taken or impact on conservation of energy	NIL
2	the steps taken by the company for utilizing alternate sources of energy	NIL
3	the capital investment on energy conservation equipments	NIL

TECHNOLOGY ABSORPTION

<u>Sr No.</u>	<u>Particulars</u>	<u>Details</u>
1	the efforts made towards technology absorption	NIL
2	the benefits derived like product improvement, cost reduction, product development or import substitution	NIL
3	in case of imported technology (imported during the last three years reckoned from the beginning of the financial year)-	NIL
	(a) the details of technology imported	NIL
	(b) the year of import	NIL
	(c) whether the technology been fully absorbed	NIL
	(d) if not fully absorbed, areas where absorption has not taken place, and the reasons thereof	NIL
4	The expenditure incurred on Research and Development.	NIL

FORM NO. MR-3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2022

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

To,
The Members,
CRESCENT FINSTOCK LIMITED
A/12, Sneh Kunj CHS, Residential Plot No.374
Koparli Road, Near Ambaji Mandir,
GIDC, Vapi
Gujarat- 396195

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate governance practice by **M/s. CRESCENT FINSTOCK 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 my opinion thereon.

Based on my examination as aforesaid and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2022, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Reserve Bank of India Act, 1934;
- (v) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment and Overseas Direct Investment (**not applicable to the Company during the Audit period**);
- (vi) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; (**not applicable to the Company during the Audit period**);
 - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Regulations, 2009, and The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 notified on 28th October 2014 (**not applicable to the Company during the Audit period**);
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (**not applicable to the Company during the Audit period**);
 - (f) The Securities and Exchange Board of India (Registrar to an Issue and Share Transfer Agents) Regulations, 1993; and
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 (**not applicable to the Company during the Audit period**); and
 - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 (**not applicable to the Company during the Audit period**);
- (vii) Other Laws applicable to the Company as per the representations made by the Company are as follows:
 - (a) The Shops & Establishment Act, 1948 and rules made thereunder;
 - (b) Finance Act, 2004;
 - (c) The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the rules made thereunder;
 - (d) Professional Tax Act, 1975.
 - (e) Negotiable Instruments Act, 1881.

In case of Direct and Indirect Tax Laws like Income Tax Act, Service Tax Act, Excise & Custom Acts I have relied on the Reports given by the Statutory Auditors of the Company.

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

- (a) Secretarial Standards issued by The Institute of Company Secretaries of India; and
- (b) The (Listing Obligation and Disclosure Requirements) Regulations, 2015.

During the financial year under review, the Company has generally complied with the provisions of the Companies Act, 2013, Companies Act, 1956, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to the following observations:

1. Observations made on SEBI regulations in our Secretarial Compliance Report dated 6th May, 2022 are as follows:

Sr. No.	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
1.	Trading Window Closure – SEBI (Prohibition of Insider Trading Regulation), 2015	Delay in intimation of Trading Window Closure for quarter ended December 31, 2021	There was a delay in intimation of Trading Window Closure for quarter ended December 31, 2021. The required intimation of Trading Window Closure was to be made end of the quarter however, the same was intimated on January 03, 2022 to the Stock Exchange.

As on March 31, 2022, the Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. During the year Mr. Shankarasubramaniam Krishnamoorthy Iyer resigned as Independent Director with effect from 27th November 2021 and Mr. Mehnuddin Khan was appointed as Company Secretary with effect from 18th May 2021.

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.

Majority decision is carried through while the dissenting members' views are captured and recorded as part of 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 were no instances of:

- I. Public / Rights / debentures / sweat equity.
- II. Buy-Back of securities.
- III. Major decisions taken by the Members in pursuance to Section 180 of the Companies Act, 2013.
- IV. Merger / amalgamation / reconstruction etc.
- V. Foreign technical collaborations

This report is to be read with my letter of even date which is annexed as **Annexure I** and form an integral part of this report.

For Mayank Arora & Co.

Mayank Arora
Proprietor
M. No- F10378
C.P. No. 13609
UDIN: F010378D000430215
P.R NO:-679/2020

Place: Mumbai
Date: 30/05/2022

ANNEXURE- I TO SECRETARIAL AUDIT REPORT

To,
The Members,
CRESCENT FINSTOCK LIMITED
A/12, Sneh Kunj CHS, Residential Plot No.374
Koparli Road, Near Ambaji Mandir,
GIDC, Vapi
Gujarat- 396195

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

1. Maintenance of secretarial record is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on my audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provided a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and Book of Accounts of the Company.
4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulation, standards is the responsibility of management. My examination was limited to the verification of procedures on the test basis.
6. The Secretarial audit report is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.
7. I have reported, in my audit report, only those non-compliance, especially in respect of filing of applicable forms/documents, which, in my opinion, are material and having major bearing on financials of the Company.

For Mayank Arora & Co.

Place: Mumbai
Date: 30/05/2022

Mayank Arora
Proprietor
M. No- F10378
C.P. No. 13609
UDIN: F010378D000430215
P.R NO:-679/2020

Form AOC-1

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

Statement containing salient features of the financial statement of subsidiaries/associate companies/joint ventures**Part "A": Subsidiaries**

(Amount in Rs.)

Sl. No.	Particulars	Details		Details
1.	Name of the subsidiary	Doubledot Finance Limited (Direct Subsidiary)	Positive Biosciences Limited (Step-Down Subsidiary)	Net Classroom Private Limited (Step-Down Subsidiary)
2.	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	April 1, 2021 to March 31, 2022	April 1, 2021 to March 31, 2022	April 1, 2021 to March 31, 2022
3.	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	NA	NA	NA
4.	Share capital	17,51,26,600	11,94,090	24,27,74,860
5.	Reserves & surplus	57,49,17,484	-2,88,82,688	14,24,72,378
6.	Total assets	75,69,32,041	6,24,70,280	38,65,79,457
7.	Total Liabilities	68,87,957	9,01,58,880	13,32,219
8.	Investments	60,60,49,037	98,000	38,05,39,853
9.	Turnover	32,15,60,099	3,10,30,076	NIL
10.	Profit before taxation	3,79,40,754	-1,16,69,564	3,78,67,165
11.	Provision for taxation	97,63,663	23,237	51,77,696
12.	Profit after taxation	2,81,77,091	-1,16,92,801	3,26,89,469
13.	Proposed Dividend	NIL	NIL	NIL
14.	% of shareholding	59.83%	52.76%	99.96%

Name of subsidiaries which are yet to commence operations - None

Name of subsidiaries which have been liquidated or sold during the year - None

Part "B": Associates and Joint Ventures - Not Applicable**For and on behalf of the Board****Crescent Finstock Limited**

Chandramohan Jakhmola
Wholtime Director & CFO
DIN:08005196

John Dsouza
Director
DIN :01877999

Mehnuddin Khan
Company Secretary &
Compliance Officer
Mem No. A40156

Corporate Governance Report

1. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

The Company's philosophy on Corporate Governance is aimed at ensuring that the objectives of the Company are well defined along with timely measurement and monitoring of the performance against those objectives. It envisages the attainment of a high level of transparency & accountability in the functioning of the Company and helps the management in the efficient conduct of the Company's affairs and in protecting the interest of various participants like shareholders, employees, lenders, clients, etc., and at the same time places due emphasis on compliance of various statutory laws.

2. BOARD OF DIRECTORS

i) Composition of the board of directors

The Board of Directors provides strategic direction and thrust to the operations of the Company. The Board of Directors of the Company has an optimum combination of Executive and Non-Executive Directors. As on 31st March, 2022, the Board of Directors comprised of total Five Directors out of which two are Non-Executive Independent Directors, two Non-Executive Non Independent Directors and one Executive Director. The Company complies with the norms prescribed under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time for the constitution of Board of Directors.

All Directors of the Company who were on the Board as on the date of the last Annual General Meeting held on September 30, 2021 attended the Annual General Meeting.

None of the Directors on the Board hold directorships in more than ten public companies. Further, none of them is a member of more than ten committees or chairman of more than five committees across all the public companies in which he or she is a Director. Necessary disclosures regarding Committee positions in other public companies as on March 31, 2022 have been made by the Directors. None of the Director except Mr. Nitish Jain and Mrs. Bharti Jain, are related to each other.

Independent Directors are non-executive directors as defined under Regulation 16(1)(b) of the SEBI Listing Regulations and Section 149(6) of the Act. The maximum tenure of independent directors is in compliance with the Act. All the Independent Directors have confirmed that they meet the criteria of independence as mentioned under Regulation 16(1)(b) of the SEBI Listing Regulations and Section 149(6) of the Act.

ii) Brief profile of the directors

1. NITISH JAIN - PROMOTER DIRECTOR

Mr. Nitish Jain is the son of Dr. Shashiichand Jain (Chairman Emeritus of DCW Limited) and grandson of the Late Shriyans Prasad Jain, parliamentarian, industrialist and philanthropist who was conferred the Padma Bhushan in 1988. He pursued his undergraduate degree from Sydenham College, Mumbai University, and an MBA from Cornell University, USA. He was Managing Director at DCW Limited and was a visionary in understanding the potential of the Iodised Salt business and had built the brand CAPTAIN COOK successfully. The Brand was later on acquired by the Multinationals who wanted to make sure that there is no serious threat to their business plans. He was actively involved in fund raising through Capital Markets. After the Salt business was sold off he had set his sights on the Stock Market. The foray into the Share broking business by Crescent Finstock Limited was entirely due to his initiative. However, in F.Y 2020-21 he forcefully surrendered the Company's registration as broking member (trading/clearing/self-clearing membership on the F & O/cash segment of the BSE Limited) of the Stock Exchange due to some inconsistency with net-worth eligibility criteria as prescribed by BSE to continue as a Broker. Due to increasing business opportunities in business with overseas markets, he has entered in export and import business.

2. BHARATI JAIN - PROMOTER DIRECTOR

Bharati Jain is a Chartered Accountant from the ICAEW, after which she worked with E&Y and PWC England. She has immense knowledge and practical experience in Audit and Taxation. She is a key decision maker in strategic and risk management activity in the business of the Company.

3. Mr. CHANDRAMOHAN JAKHMOLA - WHOLE-TIME DIRECTOR AND CHIEF FINANCIAL OFFICER

Mr. Chandramohan Jakhmola has 2 decades of Industrial Experience and manages financial operations of the Company. He has good business acumen, good administration, decision making and leadership skills.

4. JOHN DSOUZA - NON-EXECUTIVE INDEPENDENT DIRECTOR

Shri. John D'Souza after his stint as Tax Accountant in abroad, he started as Tax practitioner in Mumbai for over 3 decades now

5. GANESH SHIVARAMAKRISHNA IYER - NON-EXECUTIVE INDEPENDENT DIRECTOR

Mr. Ganesh Iyer is B.Com graduate and is Freelancer and independently doing the business as Agents and has very vast experience in Insurance Sector, both personal and corporates, mutual funds and other investment related portfolios. His expertise will be advantageous and beneficial to the Company in the long Run

iii) Attendance at the Board Meetings, Last Annual General Meeting and Directorship/Committee membership(s) of Directors:

Six (6) Board Meetings were held during the year and the gap between two meetings did not exceed one hundred and twenty days.

The said meetings were held on:

May 18, 2021, June 30, 2021, August 11, 2021, August 25, 2021, November 8, 2021 and February 14, 2022.

The Last Annual General Meeting of the Company was held on 30th Sep, 2021.

The necessary quorum was present for all the meetings.

The names and categories of the Directors on the Board, the number of Directorships and Committee Chairmanships/Memberships held by them in other public limited companies as on March 31, 2022 are given herein below. Other directorships do not include directorships of private limited companies, foreign companies and companies under Section 8 of the Act. For the purpose of determination of limit of the Board Committees, chairpersonship and membership of the Audit Committee and Stakeholders' Relationship Committee has been considered as per Regulation 26(1)(b) of SEBI Listing Regulations.

Name	Attendance at Board Meetings		No. of directorships in other public Companies (excluding this Company) Director*	Membership / Chairmanship of Committees (including this Company) **		Attendance at A.G.M. held on 30th September, 2021
	Held	Atten ded		Chairman	Member***	
Executive Director / Non -Executive Non- Independent Director/ Promoters						
Mr. Nitish Jain (Director - promoter)	6	6	1	-	1	Yes
Mrs. Bharati Jain (Director - promoter)	6	6	2	-	2	Yes
Mr. Chandramohan Jakhmola (Whole-Time Director)	6	6	1	-	1	Yes
Non- Executive / Independent Directors						
Mr. John Antony D'souza	6	6	3	4	2	Yes
GANESH SHIVARAMAKRISHNA IYER	6	6	0	0	1	Yes

*Excludes alternate directorships, directorships in private/foreign companies and interest in firms/other bodies.

** Includes memberships/Chairmanship of only audit and shareholders' grievances committee.

*** Membership does not includes chairmanship in the respective committee.

Chairmanship in

a) Disclosure of relationship between directors inter se:

Except Mr. Nitish Jain and Mrs. Bharati Jain (Promoter Directors) being husband and wife, none of the directors are related with each other.

b) Number of shares and convertible instruments held by Non-Executive Director:

As on 31st March, 2022, except for Mr. Nitish Jain and Mrs. Bharati Jain (Promoter Directors), who holds 1654126 and 986414 Shares, none of the Non-Executive Directors hold any share/convertible instruments in the Company.

c) Separate Meeting of Independent Directors:

As stipulated by the Code of Independent Directors under Schedule IV of the Companies Act, 2013 and Regulation 25(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a separate meeting of the Independent Directors of the Company was held on 14th February, 2022 to review the performance of Non-independent Directors (including the Chairman) and the Board as a whole and the flow of information between the Board and the Management of the Company.

All the Independent Directors of the company were present for the meeting.

d) Statement of Declaration by the Independent Directors / Director:

All Independent Directors have given declaration that they meet the Criteria of Independence, as laid down under Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Board of Directors, after due assessment of the veracity of declarations received from the Independent Directors to the extent possible, confirms that, Independent Directors fulfill the conditions specified in Regulation 25(8) of the aforesaid Regulations, and they are independent of the Management.

e) Directors Familiarization Programme:

The Company undertakes and makes necessary provision of an appropriate induction program for new Directors and ongoing training for existing Directors. The new directors are introduced to the company culture, through appropriate training programs. Such kind of training programs help to develop relationship of the directors with the company and familiarize them with company processes. The management provides such information and training either at the meeting of Board of Directors or at other occasions.

The induction process is designed to:

- build an understanding of the Company processes and
- fully equip Directors to perform their role on the Board effectively

Upon appointment, Directors receive a Letter of Appointment setting out in detail, the terms of appointment, duties, responsibilities and expected time commitments. The details of Director's induction and familiarization are available on the Company's website at www.crescentfinstock.com

f) Skill Matrix for the Directors:

The Board of Directors of the company comprises members who bring in required skills and expertise for the effective functioning of the Company, the Board and its Committees. The table below summarizes key skills and expertise the Board possesses;

SKILLS	SKILL DEFINITIONS
Strategy and Strategic Planning	Ability to identify and critically assess strategic opportunities and threats to the Company, vis-à-vis the Company's objectives and develop strategies for the Company's long term growth and sustainability
Business Acumen	Ability to drive success in the market and formulate policies for enhancing market share; ability to understand business environment and economic and regulatory conditions impacting Markets
Leadership	Understanding of operations and organizational processes; ability to develop talent and ensure succession planning; ability to bring about organizational change and improvement; ability to manage crisis

Industry Knowledge	Experience and Knowledge with respect to industry
Technology	Ability to anticipate changes in Technology; drive process innovation
Financial Skills	Expertise in financial management, capital allocation, financial reporting requirements, ability to evaluate merger / acquisition decisions and execute the same effectively, including integration of operations
Corporate Governance	Ability to maintain management accountability and formulate policies to safeguard interests of the Company and Shareholders; understanding of control environments and ability to ensure adherence to highest standards of Corporate Governance
Legal and Regulatory	Understanding of Legal and Regulatory Frameworks

These skills /competencies are broad based, encompassing several areas of expertise / experience. Each director may possess varied combination of skills /competencies within the described set of parameters and it is not necessary that all the Directors possess all the skills/ competencies listed therein. In the table below the specific areas of focus or expertise of individual board members have been highlighted.

Name of Directors	Skills/Competencies/Expertise							
	Strategy and Strategic Planning	Business Acumen	Leadership	Industry Knowledge	Technology	Financial Skills	Corporate Governance	Legal and Regulatory
Mr. Nitish Jain (Director - promoter)	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
Mrs. Bharati Jain (Director - promoter)	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
Mr. Chandramohan Jakhmola (Whole-Time Director)	Yes	Yes	Yes	Yes	No	Yes	Yes	Yes
Mr. John Antony D'souza (Independent Director)	Yes	Yes	Yes	Yes	No	Yes	Yes	Yes
GANESH SHIVARAMAK RISHNA IYER (Independent Director)	Yes	Yes	Yes	Yes	No	Yes	Yes	Yes

3. **COMMITTEES OF THE BOARD**

There are three Board Committees as on March 31, 2022, that has been formed considering the needs of the Company and best practices in Corporate Governance, details of which are as follows:

I. **AUDIT COMMITTEE**

A) **Terms of Reference**

- 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;

- Recommendation for appointment, remuneration and terms of appointment of auditors of the Company
- Approval of payment to statutory auditors for any other services rendered by the statutory auditors
- Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
 - a. Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub- Section 3 of Section 134 of the Companies Act, 2013;
 - b. Changes, if any, in accounting policies and practices and reasons for the same
 - c. Major accounting entries involving estimates based on the exercise of judgment by management
 - d. Significant adjustments made in the financial statements arising out of audit findings
 - e. Compliance with listing and other legal requirements relating to financial statements
 - f. Disclosure of any related party transactions
 - g. Qualifications in the draft audit report.
- Reviewing, with the management, the quarterly financial statements before submission to the board for approval;
- Review and monitor the auditor's independence and performance, and effectiveness of audit process;
- Approval or any subsequent modification of transactions of the Company with related parties
- Scrutiny of inter-corporate loans and investments
- Valuation of undertakings or assets of the Company, wherever it is necessary;
- Evaluation of internal financial controls and risk management systems;
- Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
- Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
- Discussion with internal auditors of any significant findings and follow up there on;
- To review the functioning of the Whistle Blower mechanism
- Reviewing the following information:
 - a. Management discussion and analysis of financial condition and results of operations;
 - b. Statement of significant related party transactions (as defined by the Audit Committee), submitted by management;
 - c. Management letters/letters of internal control weaknesses issued by the statutory auditors; and
 - d. Internal audit reports relating to internal control weaknesses

B) Composition, Name of Members and Chairperson

The Audit Committee presently comprises three members, out of which two members are Non-Executive and Independent Directors including the Chairman and one member is Executive Whole Time Director:

1. Mr. John D'souza, Chairman, Independent & Non-Executive Director
2. Mr. Chandramohan Jakhmola, Member, Independent & Non-Executive Director
3. Mr. Ganesh Shivaramakrishna Iyer, Member, Independent & Non-Executive Director

All members possess knowledge of corporate finance, accounts and corporate laws.

C) Meeting and Attendance during the year

During the year under review, the members met four (4) times on June 30, 2021, August 11, 2021, November 08, 2021 and February 14, 2022.

The attendance of each member at the meeting is given below:

Name of Member	Designation	No. of meetings held during the year	No. of meetings attended during the year	% of total Meetings attended during the year
Mr. John D'souza	Chairman	4	4	100
Mr. Ganesh Iyer	Member	4	4	100
Mr. Chandramohan Jakhmola (w.e.f 14.11.2022)**	Member	4	4	100
Mr. Shankrasubramaniam Iyer (Ceased to be director w.e.f 27.11.2021)*	Member	3	3	100

*During the year, Mr. Shankrasubramaniam Iyer, Independent Director and members of the Audit Committee resigned from the office of Director w.e.f 27th November, 2021.

** The Audit Committee was re-constituted at Board of Directors meeting held on 14th February, 2022 wherein Mr. Chandramohan Jakhmola, Whole-time Director of the Company were appointed as members of the Committee.

The Committee invites the Head of the Finance Department, the Internal & Statutory Auditors to participate in the meeting. The Company Secretary acts as the Secretary to the meeting.

The Chairman of the Committee was present at the last Annual General Meeting held on September 30, 2021.

D) Internal Auditors

The Company has appointed M/s. Tasky Associates., Chartered Accountants, as Internal Auditors of the Company to review the Internal Control Systems. The Report of the Internal Auditor along with their suggestions is submitted on a periodic basis before the Audit Committee for its consideration.

II. NOMINATION & REMUNERATION COMMITTEE

A) Terms of Reference

- To identify persons who are qualified to become Directors and who may be appointed in senior management in accordance with the criteria laid down and to recommend to the Board their appointment and/ or removal.
- To carry out evaluation of every Director's performance.
- To formulate the criteria for determining qualifications, positive attributes and independence of a Director, and recommend to the Board a policy, relating to the remuneration for the Directors, key managerial personnel and other employees.
- To formulate the criteria for evaluation of Independent Directors and the Board.
- To recommend/review remuneration of the Managing Director(s) and Whole-time Director(s) based on their performance and defined assessment criteria.
- To ensure relationship of remuneration to performance is clear and meets appropriate performance benchmarks.
- To carry out any other function as is mandated by the Board from time to time and/or enforced by any statutory notification, amendment or modification, as may be applicable.
- To perform such other functions as may be necessary or appropriate for the performance of its duties

B) Composition, Name of Members and Chairperson

The Nomination & Remuneration Committee presently comprises three members, out of which two members of the Nomination & Remuneration Committee including the Chairman are Non-Executive and Independent Directors and one member is Non-Executive Non-Independent Director.

1. Mr. John D'souza, Chairman, Independent & Non-Executive Director
2. Mrs. Bharati Jain, Member & Non-Executive Director
3. Mr. Ganesh Shivaramakrishna Iyer, Member, Independent & Non-Executive Director

members possess knowledge of corporate finance, accounts and corporate laws.

C) Meeting and Attendance during the year

During the year under review, the members met three (3) times on May 18, 2021, August 25, 2021, and

February 14, 2022. The attendance of each member at the meeting is given below:

Name of Member	Designation	No. of meetings held during the year	No. of meetings attended during the year	% of total Meetings attended during the year
Mr. John D'souza	Chairman	3	3	100
Mr. Ganesh Iyer	Member	3	3	100
Mr. Bharati Jain (w.e.f 14.02.2022)**	Member	1	1	100
Mr. Shankrasubramaniyam Iyer (Ceased to be director w.e.f 27.11.2021)*	Member	2	2	100

* During the year, Mr. Shankrasubramaniyam Iyer, Independent Director and members of the Audit Committee resigned from the office of Director w.e.f 27th November, 2021.

** The NRC Committee was re-constituted at Board of Directors meeting held on 14th February, 2022 wherein Mrs. Bharati Jain, Non-Executive Director of the Company was appointed as member of the Committee.

D) Remuneration Policy

1. The Whole-time Director of the Company is paid remuneration by way of salary, perquisites and allowances as approved by the shareholders in Annual General Meeting and payment in excess of the limits envisaged under Schedule V of the Companies Act, 2013.
2. Non-Executive & Independent Directors are paid sitting fees for attending Board and Audit Committee Meetings.

E) Details of Remuneration paid to all the Directors:

Name of Director	Fixed Salary	Commission	Sitting Fees	Total	Service Contract/ Notice Period
Mr. Chandramohan Jakhmola	1,69,172	-	-	1,69,172	Contractual
Mr. Nitish Jain	-	-	-	-	Retirement by rotation
Mrs. Bharti Jain	-	-	-	-	Retirement by Rotation
Mr. John D'souza	20,000	-	-	20,000	Contractual
Mr. Shankarasubramaniyam Iyer	10000	-	-	10000	Contractual
Mr. Ganesh Iyer	20000	-	-	20000	Contractual

III. Stakeholders Relationship Committee

The Committee is constituted in line with the provisions of Regulation 20 of SEBI Listing Regulations and Section 178 of the Act.

A) Terms of Reference of Stakeholders Relationship Committee:

To look into redressing shareholders and investors' complaints and to expedite the process of redressal of complaints like transfer of shares, non-receipt of balance sheet, non-receipt of declared dividends, etc. and carry out any other function as is mandated by the Board from time to time and / or enforced by any statutory notification, amendment or modification, as may be applicable.

B) Composition, name of Members and the Chairman

The Stakeholders Relationship Committee presently comprises three members:

1. Mr. John D'souza – Chairman, Independent & Non-Executive Director
2. Mrs. Bharti Jain – Member, Promoter Director
3. Mr. Nitish Jain – Member, Promoter Director

C) Meeting and Attendance during the year

During the year under review, the members met one (1) time on Feb 14th 2022.

The attendance of each member at the meeting is given below:

Name of Member	Designation	No. of meetings held during the year	No. of meetings attended during the year	% of total Meetings attended during the year
Mr. John D'souza	Chairman	1	1	100
Mr. Bharati Jain	Member	1	1	100
Mr. Nitish Jain	Member	1	1	100

D) Name & Designation of the Compliance Officer

Mr. Mehnuddin Khan, Company Secretary is the Compliance Officer of the Company.

E) Redressal of Complaints

Shareholders may send their complaint for redressal to the email ID: invgrievance_cfl@yahoo.in / crescentfinstock@yahoo.com

F) No. of Complaints received, resolved and pending during the financial year:

During the financial year, the Company has received NIL complaints from the shareholders. There was no pending complaint from any shareholder as on 31st March 2022.

IV. Separate meetings of the Independent Directors:

In compliance with the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a separate meeting of Independent Directors of the Company was held on February 14, 2022, inter alia, to discuss the following:

- To review the performance of non-independent directors and the Board as a whole;
- To review the performance of the Chairperson of the Company
- To assess the quality, quantity and timeliness of flow of information between the Company's management and the Board that is necessary for the Board to effectively and reasonably perform their duties

The Independent Directors have expressed their satisfaction over the performance of the other directors and the Board as whole. They have also expressed their satisfaction over the quality, quantity and flow of information between the Company management and the Board / Committees of the Board.

4. GENERAL BODY MEETINGS:

(A) Location and time, where the last three Annual General meetings were held:

Financial Year	Date	Location of the Meeting	Time
2021-22	September 30, 2021	Held through Vedio Conferencing / Other Audio Visual Means	3.00 p.m.
2020-21	September 30, 2020	Held through Vedio Conferencing / Other Audio Visual Means	3.00 p.m.
2019-20	September 30, 2019	Conference hall situated at Hotel Papon, Koparli road, GIDC, Vapi – 396 195.	11.00 a.m.

(B) Whether any special resolutions passed in the previous three Annual General Meetings:

All the resolutions, including special resolutions, set out in the respective notices were passed by the shareholders.

(C) Whether any special resolution passed last year through postal ballot and the person who conducted the postal ballot exercise:

During the year under review, no special resolutions were passed through the postal ballot.

(D) Whether any special resolution is proposed to be conducted through postal ballot and procedure for postal ballot:

No special resolutions are proposed to be passed through the Postal Ballot and any Special Resolutions proposed to be passed through Postal Ballot in the current year will be done in accordance with the provisions of the prescribed law.

5. DISCLOSURES

1. There are no materially significant related party transactions entered into by the Company with its directors or management, their subsidiaries or relatives that may have a potential conflict with the interests of the Company at large.
2. Transactions with the related parties are disclosed in Note No. 23 to the Accounts in the Annual Report.
3. During the year 2021-2022, there was no penalty, strictures imposed on the Company, by either the Stock Exchanges or SEBI or any other statutory authorities for non-compliance of any matter related to the Capital Markets.
4. The Company has complied with all the mandatory requirements of this clause. The extent of adoption of non-mandatory requirements has been stated separately in this Report.

6. CODE OF CONDUCT

The Board of Directors has adopted the Code of Conduct for all Board Members and Senior Management of the Company. The said Code of Conduct has been communicated to all Board Members and Senior Management and they have confirmed the compliance with the Code of Conduct. A declaration to that extent signed by Directors has been annexed to the Annual Report of the Company. The Code of Conduct has also been displayed on the website of the Company.

7. MEANS OF COMMUNICATION

The Quarterly, Half Yearly and Annual Results are regularly submitted to Metropolitan Stock Exchange of India Limited in accordance with the SEBI Listing Regulations and are published in newspapers Financial Express English nationwide and Gujarati. The website of the stock exchange is www.msei.in. The information regarding the performance of the Company is shared with the Shareholders vide the Annual Report.

The official news releases, including the quarterly and annual results are also posted on the Company's website www.crescentfinstock.com in 'Shareholder's Corner' section.

The Annual Report, Quarterly Results, Shareholding Pattern, Intimation of Board Meetings and other relevant information of the Company are posted in a timely manner through MSEI portals and the Company's website for investor information.

8. GENERAL SHAREHOLDERS INFORMATION

Annual General Meeting	Friday, September 30, 2022 at 3.00 p.m.
Venue	Video Conferencing ('VC') / Other Audio Visual Means ('OAVM')
Financial calendar (2021-2022)	April 1, 2021 to March 31, 2022
Book closure date	September 24, 2022 to September 30, 2022
Listing of equity shares on stock exchanges At	Metropolitan Stock Exchange of India Limited with effect from September 14, 2018.
Demat ISIN Number for NSDL & CDSL	INE147E01013
Market Price Data	The Company got listed its securities on the Metropolitan Stock Exchange of India Limited (MSEI) with effect from September 14, 2018 and since then the shares were traded only once on March 12, 2020 at Rs. 12 per share.
Registrar & Transfer Agent	M/s. LINK INTIME INDIA PVT. LTD. (M/s. Sharex Dynamic (India) Private Limited merged into M/s. Link Intime India Pvt. Ltd.) C - 101, 247 Park, L B S Marg, Vikhroli West, Mumbai - 400 083. Tel: 022 49186270/5644 Email id: mt.helpdesk@sharexindia.com
Dematerialization of shares and liquidity:	As on 31 st March 2022 about 74.28% of the Company's equity paid-up capital had been dematerialized.
Share transfer system	The shares of the Company can be transferred by converting their holding in dematerialized form and effecting the transfer in dematerialized mode.
Any query on Annual Report contact at corporate office	Mehnuddin Khan, Company Secretary Kohinoor City Mall, First Floor, Premier Road, Kurla West, Mumbai 400 070.

iv) SHAREHOLDING PATTERN

Categories of Equity Shareholders as on March 31, 2022:

Category	Number of equity shares	Percentage of holding
Promoters & Promoters Group	2640540	36.55%
Indian Public & others	2635448	36.48%
Mutual Fund	68588	0.95%
Corporate Bodies	119958	1.66
Banks, Financial Institutions	536530	7.43%
Insurance Companies	656559	9.09%
Central Govt/ State Govt.	0	0%
NRI's/OCBs/Foreign Nationals/FC/QFI	565902	7.83%
Grand Total	7223525	100%

v) **DISTRIBUTION OF SHAREHOLDING AS ON 31ST MARCH, 2022**

The distribution of shareholders as on March 31, 2022 is as follows:

Share of Nominal Value	Number of Holders	(%) of Holders	Total amount	% of Amt.
UPTO TO 5000	26281	99.87	17914400	24.80
5001 TO 10000	16	0.06	1044440	1.45
10001 TO 20000	7	0.03	920190	1.27
20001 TO 30000	1	0.00	250000	0.35
30001 TO 40000	1	0.00	395000	0.55
40001 TO 50000	0	0.00	0	0.00
50001 TO 100000	1	0.00	688370	0.95
100001 TO ABOVE	9	0.03	51022850	70.63
TOTAL	26316	100	72235250	100

vi) **Top ten equity shareholders of the Company as on March 31, 2022:**

Sr.No.	Name of the shareholder	No of equity shares held	Percentage of Holding
1	NITISH JAIN	1654126	22.90
2	BHARATI JAIN	986414	13.66
3	THE BANK OF NEW YORK MELLON	717625	9.93
4	LIFE INSURANCE CORPORATION OF INDIA	636928	8.82
5	DBMGOF (MAURITIUS) LIMITED	334512	4.63
6	THE HONGKONG AND SHANGHAI BANKING CORP.LTD.	326250	4.52
7	QUINCY OVERSEAS LIMITED	206375	2.86
8	NANDKISHOR CHATURVEDI	136525	1.89
9	GENERAL INSURANCE CORPORATION OF INDIA	103530	1.43
10	ADMINISTRATOR OF THE SPECIFIED UNDERTAKING OF THE UNIT TRUST OF INDIA - ASSET RECONSTRUCTION FUND	68837	0.95

DECLARATION REGARDING COMPLIANCE OF CODE OF CONDUCT BY BOARD MEMBERS AND SENIOR MANAGEMENT PERSONNEL

This is to confirm that the Company has adopted a Code of Conduct for its Board Members and all Senior Management Personnel. The Code of Conduct is posted on the Company's website.

I confirm that the Company has in respect of the financial year ended March 31, 2022, received a declaration of Compliance with the Code of Conduct from all the Members of the Board and Senior Management Personnel.

For the purpose of this declaration, Senior Management Team means the Members of the Management one level below the Board of Directors as on March 31, 2022.

Mumbai
August 9, 2022

Chandramohan Jakhmola
Whole-time Director

INDEPENDENT AUDITORS CERTIFICATE ON CORPORATE GOVERNANCE**To the Members of Crescent Finstock Limited**

1. The Corporate Governance Report prepared by Crescent Finstock Limited ("the Company"), contains details as stipulated in Regulations 17 to 27 and clauses (b) to (i) of regulation 46(2) and para C and D of Schedule V of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("the Listing Regulations") ('applicable criteria') with respect to Corporate Governance for the year ended March 31, 2022. This certificate is required by the Company for annual submission to the Stock exchange and to be sent to the shareholders of the Company.

Management's Responsibility

2. The preparation of the Corporate Governance Report is the responsibility of the Management of the Company including the preparation and maintenance of all relevant supporting records and documents. This responsibility also includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the Corporate Governance Report.
3. The Management along with the Board of Directors are also responsible for ensuring that the Company complies with the conditions of Corporate Governance as stipulated in the Listing Regulations, issued by the Securities and Exchange Board of India.

Auditor's Responsibility

4. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.
5. Pursuant to the requirements of the SEBI Listing Regulations, it is our responsibility to provide a reasonable assurance whether the Company has complied with the conditions of Corporate Governance as stipulated in SEBI Listing Regulations for the year ended 31 March, 2022.
6. We conducted our examination in accordance with the Guidance Note on Reports or Certificates for Special Purposes, Guidance Note on Certification of Corporate Governance, both issued by the Institute of Chartered Accountants of India ('ICAI') and the Standards on Auditing specified under Section 143(10) of the Companies Act, 2013, in so far as applicable for the purpose of this certificate. The Guidance Note on Reports or Certificates for Special Purposes requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.
7. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

Opinion

8. In our opinion, and to the best of our information and according to explanations given to us and the representation provided by the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above-mentioned SEBI Listing Regulations.
9. We state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Restriction on use

10. The certificate is addressed and provided to the members of the Company solely for the purpose to enable the Company to comply with the requirement of the SEBI Listing Regulations, and it should not be used by any other person or for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this certificate is shown or into whose hands it may come without our prior consent in writing.

**For Ashok Shetty & Co.
Chartered Accountants**

**Ashok Shetty
Partner
Mem. No. 102524
UDIN: 22102524AOPRUV8288**

**Date: August 09, 2022
Place: Mumbai**

MANAGEMENT DISCUSSION AND ANALYSIS:**ECONOMIC REVIEW****Global Economic Overview**

The global economy recovered strongly in FY 2021 even as new variants of the COVID-19 virus fueled additional waves of the pandemic. Robust policy support in advanced economies, availability of vaccines and relaxation of pandemic restrictions helped economies bounce back, collectively expanding world output by an estimated 6.1%¹

Global growth is projected at 6 percent in 2021, moderating to 4.4 per cent in 2022. The projections for 2021 and 2022 are stronger than in the October 2020 WEO. The upward revision reflects continued adaptation of economic activity to subdued mobility. High uncertainty surrounds this outlook, related to the path of the pandemic, the effectiveness of policy support to provide a bridge to vaccine-powered normalization, and the evolution of financial conditions.

COVID-19 is an evolving crisis that has already resulted in tens of thousands of job losses around the world and the near decimation of some sectors that are entirely reliant on human mobility. Its economic impact will depend on how efficiently countries are able to contain its spread.

Indian Economic Overview

After recording the strongest GDP rebound in the G20 in 2021, the Indian economy is progressively losing momentum as inflationary expectations remain elevated due to rising global energy and food prices, monetary policy normalizes and global conditions deteriorate. Real GDP is projected to grow by 6.9% in fiscal year (FY) 2022-23 and 6.2% in FY 2023-24, despite a pick-up of corporate investment facilitated by the Production-Linked Incentive Scheme. While inflation will gradually decline, the current account deficit will widen due to the surge in energy import costs.

INDUSTRY OVERVIEW

"In F.Y 2020-21 the Company had to surrender its registration as a broking member (trading/clearing/self-clearing membership on the F & O/cash segment of the BSE Limited) of the Bombay Stock Exchange, due to some inconsistency with an eligibility criteria in relation to Net Worth Computation format/formula as prescribed by Dr. L. C. Gupta Committee under SEBI Circular No. SEBI/HO/MIRSD/DOP/DIR/P/2019/14 dated January 11, 2019 and Exchange notice nos.20190116-32 dated January 16, 2019 and 20190325-9 dated March 25, 2019 to continue as a Broker.

The Company has entered into new business activities in order to grab business opportunities available in the field of exports and imports of goods. The main Object Clause of the Company to diversify its business activities in field of exports and imports of goods have already been approved and modified in Annual General Meeting of the Company which was held on 30th September, 2020. Exporting products can largely contribute to increasing our profits. This is mainly due to the foreign orders, as they are usually larger than those placed by the local buyers. While local customers buy a few products or a pallet, businesses abroad oftentimes order a container of products which inevitably leads to increased profits. Moreover, if our products are considered unique or innovative abroad, our profits can increase rapidly in no time. Further, as we all know that the export and import is ever-rising sector and presently there is gap in demand and supply in this sector in the market, hence the Company would like to capitalize this opportunity for the betterment of the Company as a whole.

Internal Controls

The Company has invested in ensuring that its internal audit and control systems are adequate and commensurate with the nature of business and the size of its operations. The internal control system is supplemented by internal audits, as well as regular reviews by the management.

Key Financial Ratios

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

Particulars	F.Y 2020-21	F.Y 2021-22	Reason for Variance over 25%
Debtors Turnover Ratio	Nil	Nil	N/A
Inventory Turnover Ratio	Nil	Nil	N/A
Interest Coverage Ratio	Nil	Nil	N/A
Net Profit Margin	Nil	Nil	N/A
Current Ratio	3.95%	1.27%	It has a larger proportion of short-term asset value relative to the value of its short-term liabilities
Return on Capital Employed	-1%	0.00%	N/A
Return on Net worth	0.69	(1.17)	Long Term Capital Gain incurred due to sale of investment in the equity of BSE limited

Risk and Concern

The financial sector is affected by a variety of factors linked to domestic economic progress and global developments. Any economic event happening across the globe can have a direct or indirect impact on the Company. Uncertainty in global markets, owing to a recessionary environment in advanced economies and increased strain in China and other emerging markets can result in volatile capital inflows and currency fluctuations. In India, the slow pace in implementation of economic reforms and important legislations can further delay growth. Any adverse change in the regulatory and policy environment in which the company operates could affect our business and financial condition. In the financial services industry, security and sanctity of client data is of utmost importance. A regular and continuous threat for firms is data theft via malicious malware and email. Technology has not only increased players, vendors and customers, but has added multiple threats to the businesses. Cyber-attacks are getting larger in scale and size, even to the extent of coordinated attacks from different geographies.

Material development in human resources / industrial relation front including no. of people employed

We continue to have cordial and harmonious relationship with our employees

INDEPENDENT AUDITOR'S REPORT

To the Members of Crescent Finstock Limited Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the standalone financial statements of **Crescent Finstock Limited** ("the Company"), which comprise the balance sheet as at 31st March 2022, and the Statement of Profit and Loss (including other comprehensive income), Statement of Changes in Equity and Statement of Cash Flows for the year then ended and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ('Act') in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, including Indian Accounting Standards (Ind-AS) specified under section 133 of the Act, of the state of affairs of the Company as at March 31, 2022 and its profit (including other comprehensive income) and its Cash Flow Statement and Changes in Equity for the year ended on that date.

Basis for Opinion

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

Information Other than the Financial Statements and Auditor's Report thereon

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Board's report including Annexure to Board's report but does not include the financial statements and our auditor's report thereon.

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

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

Responsibilities of Management and Those Charged with Governance for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance in accordance with the accounting principles generally accepted in India, including the accounting Standards specified under section 133 of the Act read with rule 7 of the Companies (Accounts) Rules, 2014 (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 financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

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

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion.

Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances.
- 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.

Report on Other Legal and Regulatory Requirements

1. As required by the **Companies (Auditor's Report) Order, 2020 ("the Order")**, issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the Annexure A, a statement on the matters specified in the paragraphs 3 and 4 of the order, to the extent applicable.
2. Further to our comments in Annexure A, as required by section 143(3) of the Act, based on our audit, we report to the extent applicable, that:
 - (1) 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.
 - (2) 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.
 - (3) The financial statements, dealt with by this Report are in agreement with the books of account.
 - (4) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014 (as amended).
 - (5) On the basis of the written representations received from the directors as on 31st March, 2022 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2022 from being appointed as a director in terms of Section 164 (2) of the Act.
 - (6) We also audited the internal financial controls with reference to the financial statements of the company as on 31st March, 2022 in conjunction with the audit of the financial statements of the company for the year ended on that date and our report dated 30-05-2022 as per Annexure B expressed unmodified opinion,
 - (7) 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:
 - (a) The Company does not have any pending litigations which would impact its financial position.
 - (b) The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - (c) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
 - (d) (i) The management has represented that, to the best of its knowledge and belief, other than as disclosed in the notes to the accounts, 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;

- (ii) The management has represented, that, to the best of it's knowledge and belief, other than as disclosed in the notes to the accounts, 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; and
 - (iii) Based on audit procedures which we considered reasonable and appropriate in the circumstances, nothing has come to their notice that has caused them to believe that the representations under sub-clause (i) and (ii) contain any material mis-statement.
 - (e) The company has not declared or paid any dividend during the year in contravention of the provisions of section 123 of the Companies Act, 2013.
- (8) With respect to the matter to be included in the Auditors' Report under Section 197(16) of the Act, in our opinion and according to the information and explanations given to us, the company has complied with the limit prescribed by section 197 for maximum permissible managerial remuneration.

For Ashok Shetty & Co Chartered Accountants
FRN: 117134W

CA Ashok R. Shetty Partner
M. No: 102524
UDIN: 22102524AJWUZY6508
Place: Mumbai
Date: 30-05-2022

Annexure A to the Independent Auditors Report of even date to the members of the Crescent Finstock Limited, on the financial statements for the year ended 31st March, 2022.

Report as required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013 (Refer to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date) With reference to the Annexure A referred to in the Independent Auditors' Report to the members of the Company on the financial statements for the year ended March 31, 2022, we report the following:

- i) **In respect of Property, Plant & Equipment:**
- (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant & Equipment.
 - (B) the company is not having any intangible asset. Therefore, the provisions of Clause (i)(a)(B) of paragraph 3 of the order are not applicable to the company.
 - (b) In our opinion Property, Plant and Equipment have been physically verified by the management at reasonable intervals. No material discrepancies were noticed on such verification during the year.
 - (c) The company does not hold any immovable properties (in the nature of "property, Plant & Equipment") which are not in the name of the company. Accordingly, the provisions of clause (i)(c) of paragraph 3 of the Order are not applicable.
 - (d) The company has not revalued its Property, Plant and Equipment during the year. Therefore, the provisions of Clause (i)(d) of paragraph 3 of the order are not applicable to the company.
 - (e) 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. Therefore, the provisions of Clause (i)(e) of paragraph 3 of the order are not applicable to the company.
- ii) **In respect of Inventory:**
- (a) In our opinion, the management has conducted physical verification of inventory at reasonable intervals during the year and no material discrepancies between physical inventory and book records were noticed on physical verification.
 - (b) During any point of time of the year, the company has not been sanctioned any working capital limits, from banks or financial institutions on the basis of security of current assets. Therefore, the provisions of Clause (ii)(b) of paragraph 3 of the order are not applicable to the company.
- iii) During the year, the company has not made any investments in, provided any guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or any other parties. Therefore, the provisions of clause 3(iii) of the said Order are not applicable to the company.
- iv) The company has not made any loans, investments, guarantees and security on which provisions of section 185 and 186 of the Companies Act 2013 are applicable. Therefore, the provisions of clause 3(iv) of the said order are not applicable to the company.
- v) The Company has not accepted any deposits from the public within the meaning of Sections 73 to 76 of the Act and the Companies (Acceptance of Deposit) Rules, 2014 (as amended). Accordingly, the provisions of clause 3(v) of the order are not applicable to the Company.
- vi) As explained to us, the Central Government of India has not specified the maintenance of cost records under sub-section (1) of Section 148 of the Act for any of the activities carried on by the company. Accordingly, the provisions of clause (vi) of paragraph 3 of the order are not applicable.
- vii) (a) The Company is generally regular in depositing undisputed statutory dues including Provident Fund, Employee State Insurance, Income-Tax, Sales Tax, Wealth Tax, Service Tax, Duty of Customs, Duty of Excise, Value Added Tax, GST, Cess and other statutory dues with the appropriate authorities to the extent applicable to it. There are no undisputed amounts payable in respect of the above were in arrears as at March 31, 2022 for a period of more than six months from the date on when they became payable.
- (b) According to the information and explanation given to us, there are not any statutory dues referred in sub-clause (a) which have not been deposited on account of any dispute. Therefore the provisions of clause (vii) (b) of paragraph 3 of the order are not applicable to the Company.
- viii) In our opinion and according to the information and explanations given to us, there is no transaction 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) In our opinion and according to the information and explanations given to us, the Company has not defaulted in repayment of any loan or other borrowings or any interest due thereon to any lender.
- (b) In our opinion and according to the information and explanations given to us, the company has not been a declared wilful defaulter by any bank or financial institution or other lender.
- (c) In our opinion and according to the information and explanations given to us, the loans were applied for the purpose for which the loans were obtained.
- (d) In our opinion and according to the information and explanations given to us, there are no funds raised on short term basis which have been utilised for long term purposes.
- (e) In our opinion and according to the information and explanations given to us, the company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures.
- (f) In our opinion and according to the information and explanations given to us, the company has not raised loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies.

- x) (a) The Company has not raised money by way of initial public offer or further public offer (including debt instruments). Therefore, the provisions of Clause (x)(a) of paragraph 3 of the order are not applicable to the Company.
(b) In our opinion and according to the information and explanations given to us, the company has not made any preferential allotment or private placement of shares during the year and the requirements of section 42 and section 62 of the Companies Act, 2013 have not been commented upon.
- xi) (a) We have not noticed any case of fraud by the company or any fraud on the Company by its officers or employees during the year. The management has also not reported any case of fraud during the year.
(b) During the year, 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) As auditor, we did not receive any whistle-blower complaint during the year.
- xii) The Company is not a Nidhi Company. Therefore, the provisions of clause (xii) of the paragraph 3 of the order are not applicable to the Company.
- xiii) As per the information and explanations received by us, all transactions with the related parties are in compliance with section 177 and 188 of Companies Act, 2013 and the details have been disclosed in the Financial Statements as required by the applicable accounting standards.
- xiv) The company has complied with the provisions of the section 138 of the Companies Act, 2013, related to appointment of internal auditor of the company.
- xv) Based upon the audit procedures performed and the information and explanations given by the management, the company has not entered into any non-cash transactions with directors or persons connected with him. Accordingly, the provisions of clause (xv) of the Order are not applicable to the Company and hence not commented upon.
- xvi) (a) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.
(b) The company has not conducted any Non-Banking Financial or Housing Finance activities during the year.
(c) The company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India.
(d) As per the information and explanations received, the group does not have any CIC as part of the group.
- xvii) The company has not incurred cash losses in the financial year and in the immediately preceding financial year.
- xviii) There has been no resignation of the previous statutory auditors during the year.
- xix) On the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements, the auditor's knowledge of the Board of Directors and management plans, we are of the opinion that no material uncertainty exists as on the date of the audit report that company is capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date.
- xx) There is no liability of the company under the provisions of section 135 of the Companies Act, relating to Corporate Social Responsibility. Therefore, the provisions of Clause (xx) of paragraph 3 of the order are not applicable to the Company.
- xxi) The company has made investments in its subsidiary company i.e. Doubledot Finance Limited. Therefore, the company has prepared the consolidated financial statements.

For Ashok Shetty & CO
Chartered Accountants
FRN: 117134W

CA Ashok R. Shetty
Partner
M. No.: 102524
UDIN: 22102524AJWUZY6508
Place: Mumbai
Date: 30-05-2022

Independent Auditors Report on the Internal Financial Controls with reference to the financial statements under clause (i) of subsection 3 of section 143 of the Companies Act, 2013 (the Act).

In conjunction with our audit of the financial statements of **Crescent Finstock Limited** (the Company), as at and for the year ended 31st March, 2022, we have audited the internal financial controls with reference to the financial statements of the Company as at 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 financial control with reference to financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

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

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

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

Meaning of Internal Financial Controls with reference to Financial Reporting

A company's internal financial control with reference to 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 with reference to 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, to the best of our information and according to the explanations given to us, 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, 2022, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For Ashok Shetty & Co

Chartered Accountants

FRN: 117134W

CA Ashok R. Shetty

Partner

UDIN: 22102524AJWUZY6508

M.No.: 102524

Place: Mumbai

Date: 30-05-2022

Crescent Finstock Limited**BALANCE SHEET as at 31st March, 2022**

(In ₹ Thousands)

	Note No.	As at 31.03.2022	As at 31.03.2021	
Assets				
Non-current assets				
(a)	Property, Plant and Equipment	4	31.18	31.18
(b)	<u>Financial Assets</u>			
(i)	Investments	5	3,11,837.12	3,14,374.51
(c)	Current Tax assets (net)	8	2,592.73	2,549.26
	Total Non-current assets		3,14,461.03	3,16,954.95
Current assets				
(a)	<u>Financial Assets</u>	6		
(i)	Trade receivables	6.1	-	-
(ii)	Cash and cash equivalents	6.2	2,776.59	2,712.45
(iii)	Other financial assets	6.3	263.54	287.49
(b)	Other current assets	7	1.30	19.15
	Total Current assets		3,041.43	3,019.09
	Total assets		3,17,502.46	3,19,974.04
Equity and liabilities				
Equity				
(a)	Equity Share capital	10	72,235.25	72,235.25
(b)	Other Equity	9	2,32,708.65	2,32,753.55
	Total equity		3,04,943.90	3,04,988.80
Liabilities				
Non-current liabilities				
(a)	<u>Financial liabilities</u>			
(i)	Long-term borrowings	11	11,781.91	12,165.84
(b)	Provisions	12	7.64	442.53
	Total Non-current liabilities		11,789.55	12,608.37
Current liabilities				
(a)	<u>Financial liabilities</u>			
(i)	Trade payables	13	-	-
(ii)	Other financial liabilities	14	-	-
(b)	Provisions	15	0.08	4.28
(c)	Other current liabilities	16	768.93	2,372.59
	Total Current liabilities		769.01	2,376.87
	Total liabilities		12,558.56	14,985.24
	Total equity and liabilities		3,17,502.46	3,19,974.04

Significant accounting policies 3

The accompanying notes are an integral part of these standalone financial statements.

As per our attached report of even date

For Ashok Shetty & Co.
Chartered Accountants
FRN No. 117134W

For and on behalf of the Board
Crescent Finstock Limited

CA Ashok R Shetty

Partner
Membership No.: 102524
Place : Mumbai
Date: 30th May,2022

Chandramohan

jakhmola
Wholetime Director &
CFO
DIN - 08005196

John Dsouza

Director
DIN - 01877999

Mehnuddin Khan

Company Secretary &
Compliance Officer
Mem No.A40156

CRESCENT FINSTOCK LIMITED
STATEMENT OF PROFIT AND LOSS for the year ended 31st March, 2022

(In ₹ Thousands except equity share and per equity share data)

Particulars	Note No.	Year ended 31.03.2022	Year ended 31.03.2021
CONTINUING OPERATIONS			
Income			
Revenue from operations	17	-	-
Other income	18	4,267.53	277.81
Total Income		4,267.53	277.81
Expenses			
Employee benefit expenses	19	205.94	1,396.23
Finance cost	20	710.91	634.84
Depreciation and amortization	21	-	-
Other expenses	22	1,251.79	1,759.23
Total expenses		2,168.63	3,790.29
Profit / (Loss) before tax		2,098.89	(3,512.48)
Tax expense	8		
- Current tax		-	-
- Deferred Tax Expenses		-	-
Total tax expensed from continuing operation		-	-
Profit / (Loss) for the year		2,098.89	(3,512.48)
OTHER COMPREHENSIVE INCOME:			
(A) Items that will not be reclassified to profit or loss, net of tax			
i) Fair value gains on Equity Instruments, net of tax		(2,536.52)	1,218.72
ii) Actuarial gain/(loss) on gratuity and leave encashment, net of tax		392.73	42.92
(B) Items that will be reclassified to profit or loss, net of tax			
Other Comprehensive Income / (Loss) for the year		(2,143.79)	1,261.63
Total Comprehensive Income / (Loss) for the year		(44.89)	(2,250.85)
Earnings per share			
Basic & Diluted	26	0.29	(0.49)
Face value per share		10/-	10/-
Significant accounting policies	3		

The accompanying notes are an integral part of these standalone financial statements.

As per our attached report of even date

For Ashok Shetty & Co.
Chartered Accountants
FRN No. 117134W

For and on behalf of the Board
Crescent Finstock Limited

Partner
Membership No.: 102524
Place : Mumbai
Date: 30th May,2022

Chandramohan jakhmola Wholetime Director & CFO DIN - 08005196	John Dsouza Director DIN - 01877999	Mehnuddin Khan Company Secretary & Compliance Officer Mem No.A40156
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Crescent Finstock Limited
CASH FLOW STATEMENT for the year ended 31st March, 2022

(In ₹ Thousands)

Particulars	31st March, 2022		31st March, 2021	
A. Cash flow from operating activities				
Net Profit before tax/(Loss)		2,098.89		(3,512.48)
Adjustments for:				
Depreciation				
(Profit)/Loss on sale of Investments	(4,050.22)			
Interest income on Fixed Deposits	(144.63)		(159.24)	
Interest income on Income Tax Refund	(38.15)			
Provision for Leave Encashment & Gratuity	36.76		85.84	
Dividend from investments	(34.53)		(75.53)	
Interest expense	683.16		634.84	
		(3,547.60)		485.90
Operating Profit/(Loss) before working capital changes		(1,448.71)		(3,026.59)
Changes in working capital:				
Adjustments for (increase) / decrease in operating assets:				
Trade receivables	-		-	
Other financial assets / other assets	23.95		41.17	
Other current assets	17.85		(12.28)	
Adjustments for increase / (decrease) in operating liabilities:				
Trade payables	-		17.00	
Other current liabilities	(1,603.66)		452.79	
Other Financial liability	-		361.35	
Provisions	(83.12)		(38.17)	
		(1,644.98)		821.87
Cash from/ (used in) operations		(3,093.69)		(2,204.72)
Less: Taxes paid		(43.48)		(18.89)
Net cash from / (used in) operating activities		(3,137.17)		(2,223.61)
B. Cash flow from investing activities				
Dividend from investments		34.53		75.53
Interest income		182.78		159.24
Sale of BSE shares		4,051.10		-
Net cash (used in) / from investing activities		4,268.40		234.77
C. Cash flow from financing activities				
Interest expense		(683.16)		(634.84)
Repayment of Borrowing		(383.93)		2,570.76
Net cash from financing activities		(1,067.09)		1,935.93
Net cash flows during the year		64.14		(52.91)
Net increase/(decrease) in cash and cash equivalents		64.14		(52.91)
Cash and cash equivalents (opening balance)		2,712.45		2,765.36
Cash and cash equivalents (closing balance)		2,776.59		2,712.45

The accompanying notes are an integral part of these standalone financial statements.

Notes to cash flow statement:

Cash flow statement has been prepared under the Indirect Method as

As per our attached report of even date

For Ashok Shetty & Co.
Chartered Accountants
FRN No. 117134W

For and on behalf of the Board
Crescent Finstock Limited

CA Ashok R Shetty

Chandramohan
jakhmola

John Dsouza

Mehnuddin Khan

Partner

Wholetime Director
& CFO

Director

Company Secretary
& Compliance
Officer

Membership No.: 102524

DIN - 08005196

DIN - 01877999

Mem No.A40156

Place : Mumbai

Date: 30th May,2022

1. Company Overview

Crescent Finstock Limited (the 'Company') is domiciled in India. The Company's registered office is at A/12, Sneh Kunj CHS, Residential Plot No..374, Koparli Road, Near Ambaji Mandir, GIDC, Vapi, Gujarat - 396195. The Company's Company Information Number (CIN) is L51100GJ1997PLC032464.

The Company's equity shares were listed on Vadodara Stock Exchange till it was derecognized on 9 November 2015. The company is presently listed with Metropolitan Stock Exchange of India Ltd with effect from 14th September, 2018. The Company is a stock broker member of Bombay Stock Exchange (BSE) dealing in only cash segment – equity.

These Ind-AS compliant Standalone Financial Statements were approved by the Board of Directors on May 30, 2022.

2. Basis of Preparation

2.1. Statement of compliance and Basis of Preparation

These financial statements of the Company have been prepared in accordance with the Indian Accounting Standard (herein after referred to as the Ind AS) as notified by Ministry of Corporate Affairs pursuant to Section 133 of the Companies Act, 2013 ("the Act") read with Rule 4 of the Companies (Indian Accounting Standards) Rules, 2015 as amended and the relevant provisions of the Act.

During the previous year company has adopted all the Ind AS standards and the adoption was carried out in accordance with *IndAS 101, First Time Adoption Of Indian Accounting Standards*. The Transition was carried out from Indian Accounting Principles generally accepted in India as prescribed under section 133 of the Act, read with Rules 7 of the Companies (Accounts) Rules, 2014 (IGAAP), which was the previous GAAP. Detailed description about first time adoption of IND AS compliant financial statements has been given in Note No 31.

The financial statements have been prepared on accrual basis using the historical cost measurement along with other permissible measurement basis.

The accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

2.2. Functional and presentation currency

The financial statements are presented in Indian Rupees (INR), which is Company's functional currency. All amounts disclosed in the financial statements and notes have been rounded off to the nearest rupee as per the requirement of Schedule III of the Companies Act, 2013, unless otherwise indicated. ₹

2.3. Use of judgments and estimates

The preparation of the financial statements in conformity with Ind AS requires management to make certain estimates, judgments and assumptions. These affect the application of accounting policies, the reported amounts of assets and liabilities, the disclosures of contingent assets and liabilities at the reporting date of the financial statements and reported amounts of income and expenses during the period. Accounting estimates could change from period to period and the actual results could differ from those estimates. These are reviewed by the management on an on-going basis and appropriate changes in estimates are made prospectively as management becomes aware of changes in circumstances surrounding the estimates. Changes in estimates are reflected in the financial statements in the period in which changes are made and, if material, their effects are disclosed in the notes to the financial statements.

The management believes that the estimates used in preparation of these financial statements are just, prudent and reasonable.

3. Significant Accounting Policies

The Company has consistently applied the following accounting policies to all periods presented in these financial statements.

3.1 Property, plant and equipment

The Company has applied for the one time transition exemption of considering the carrying cost on the transition date i.e. April 1, 2015 as the deemed cost under IND AS. Hence regarded thereafter as historical cost.

All the items of property, plant and equipment are stated at cost less depreciation and impairment, if any. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

When significant parts of property, plant and equipment are required to be replaced at intervals, the company derecognizes the replaced part and recognizes the new part with its own associated useful life and it is depreciated accordingly. Likewise, when a major inspection is performed, its cost is recognized in the carrying amount of the plant and equipment. All others repairs and maintenance cost are recognized in the statement of profit and loss as incurred.

Subsequent cost are included in the asset's carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item that will flow to the company and the cost of the items can be measured reliably. Expenses directly related to construction activity or incidental thereto, are allocated to fixed assets at the time of completion of the project.

Notes to the Standalone Financial Statements for the year ended 31st March 2022

The charge in respect of periodic depreciation is derived after determining an estimate of an asset's expected useful life and the expected residual value at the end of its life. The useful lives and residual values of company's assets are determined by management at the time the asset is acquired and the assets residual values, useful lives and method of depreciation are reviewed at each financial year end and adjusted prospectively, if appropriate. The lives are based on historical experience with similar assets as well as anticipation of future events, which may impact their life, such as changes in technology.

Depreciation on Property, Plant and Equipment, other than Freehold Land is provided over the useful life of the asset as specified in schedule II to the Companies Act, 2013. Property, Plant and Equipment which are added / disposed off during the year, depreciation is provided on pro rata basis with reference to the month of addition and deletion. Assets to be disposed off are reported at the lower of the carrying value or the fair value less cost to sell.

The estimated useful lives of assets are as follows:

Office Equipment	05 Years
Furniture and Fixtures	10 Years
Vehicles	08 Years

The residual values are not more than 5% of the original cost of the asset. The assets residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period.

In case of pre-owned assets, the useful life is estimated on a case to case basis.

Gains and losses on disposals are determined by comparing proceeds with carrying amount. These are included in the Statement of Profit and Loss.

3.2 Borrowing Costs

Borrowing costs that are attributable to the acquisition, construction or production of qualifying assets are capitalized as a part of such assets till such time as the assets are ready for their intended use or sale. All other borrowing costs are recognized as expense in the period in which they are incurred.

3.3 Investments in subsidiaries, joint ventures and associates:

Investments in subsidiaries, joint ventures and associates are recognized at cost as per Ind AS 27. Except where investments accounted for at cost shall be accounted for in accordance with Ind AS 105, Non-current Assets Held for Sale and Discontinued Operations, when they are classified as held for sale.

3.4 Cash and cash equivalent:

For the purpose of presentation in the statement of cash flows, cash and cash equivalent comprise cash on hand, bank balances and demand deposit with the bank which are short term, highly liquid investment that are readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value.

3.5 Revenue recognition:

(i) Rendering of services

Revenue for the sale of service is recognized in the accounting period in which the services are rendered as per terms of the contract.

(ii) Other income

Other income is comprised primarily of interest income and dividend income. Interest income is recognized using the effective interest method. Dividends are recognized in the Statement of Profit and Loss only when the right to receive payment is established.

3.6 Lease

Operating Lease

As a lessee:

Leases in which a significant portion of the risks and rewards of ownership are not transferred to the Company, as lessee, are classified as operating leases. Payments made under operating leases are charged to the Statement of Profit and Loss on a straight-line basis over the period of the lease unless the payments are structured to increase in line with expected general inflation to compensate for the Company's expected inflationary cost increases.

3.7 Income tax

Income tax expense comprises of current and deferred tax. It is recognised in profit or loss except to the extent that it relates to items recognized directly in equity, in which case it is recognised directly in Other Comprehensive income.

i. Current tax

Current tax comprises the expected tax payable or recoverable on the taxable income or loss for the year and any adjustment to the tax payable or recoverable in respect of previous years. The amount of current tax payable or recoverable is the best estimate of the tax amount

Notes to the Standalone Financial Statements for the year ended 31st March 2022

expected to be paid or received that reflects uncertainty related to income taxes, if any. It is measured using tax rates enacted or substantively enacted at the reporting date.

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

ii. Deferred tax

Deferred tax is recognized in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes.

Deferred tax assets are recognized for unused tax losses, unused tax credits and deductible temporary differences to the extent that it is probable that future taxable profits will be available against which they can be used. Future taxable profits are determined based on business plans of the Company and the reversal of temporary differences. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realised; such reductions are reversed when the probability of future taxable profits improves. Unrecognized deferred tax assets are reassessed at each reporting date and recognized to the extent that it has become probable that future taxable profits will be available against which they can be used. ⁽¹¹⁾Deferred tax is measured at the tax rates that are expected to be applied to temporary differences when they reverse, using tax rates enacted or substantively enacted at the reporting date. ⁽¹²⁾The measurement of deferred tax reflects the tax consequences that would follow from the manner in which the Company expects, at the reporting date, to recover or settle the carrying amount of its assets and liabilities. ⁽¹³⁾

3.8 Operating Cycle

Based on the nature of activities of the Company, the Company has determined its operating cycle as 12 months for the purpose of classification of its assets and liabilities as current and non-current.

3.9 Provisions

A provision is recognized when the Company has a present legal or constructive obligation as a result of past events and it is probable that an outflow of resources will be required to settle the obligation in respect of which a reliable estimate can be made. Provisions are not discounted to their present value and are determined based on the best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates.

Contingent Liabilities are disclosed in respect of possible obligations that arise from past events but their existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or where any present obligation cannot be measured in terms of future outflow of resources or where a reliable estimate of the obligation cannot be made.

3.10 Earning Per Share:

Basic earnings per share is computed by dividing the profit / (loss) after tax (including the post-tax effect of extraordinary items, if any) by the weighted average number of equity shares outstanding during the year.

Diluted earnings per share

Diluted earnings per share adjusts the figures used in the determination of basic earnings per share to take into account:

- the after income tax effect of interest and other financing costs associated with dilutive potential equity shares, and
- the weighted average number of additional equity shares that would have been outstanding assuming the conversion of all dilutive potential equity shares.

3.11 Derecognition of financial instruments

The company derecognizes a financial asset when the contractual rights to the cash flows from the financial asset expire or it transfers the financial asset and the transfer qualifies for derecognition under IndAS 109. A financial liability (or a part of a financial liability) is derecognized from the Company's Balance Sheet when the obligation specified in the contract is discharged or cancelled or expires.

3.12 Employee benefits

(i) Gratuity

The Company provides for gratuity, a defined benefit retirement plan ('the Gratuity Plan') covering eligible employees. The Gratuity Plan provides a lump-sum payment to vested employees at retirement, death, incapacitation or termination of employment, of an amount based on the respective employee's salary and the tenure of employment with the Company.

Liabilities with regard to the Gratuity Plan are determined by actuarial valuation, performed by an independent actuary, at each balance sheet date.

Notes to the Standalone Financial Statements for the year ended 31st March 2022

The Company recognizes the net obligation of a defined benefit plan in its balance sheet as an asset or liability. Gains and losses through re-measurements of the net defined benefit liability/(asset) are recognized in other comprehensive income.

(ii) Provident Fund

Eligible employees of the Company receive benefits from a provident fund, which is a contribution plan. Both the eligible employee and the company make monthly contributions to the provident fund plan equal to a specified percentage of the covered employee's salary.

Short-term obligations

Liabilities for wages and salaries, including non-monetary benefits that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are recognised in respect of employees' services up to the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled.

iii. Compensated absences:-

The company has a policy on compensated absences which are both accumulating and non-accumulating in nature. The expected cost of accumulating compensated absence is determined by actuarial valuation performed by an independent actuary at each balance sheet date using project unit credit method on the additional amount expected to be paid / availed as a result of the unused entitlement that has accumulated at the balance sheet date. Expenses on non-accumulating compensated absences is recognised in the period in which it is occur.

3.13 Financial instruments- Investment and other financial assets

Particulars	Initial recognition	Subsequent recognition
Non-derivative financial instruments		
a) Financial assets	At fair value including directly attributable transaction costs	At amortised cost: if it is held within business model where purpose is to hold asset for contractual cash flows that are solely payments of principal and interest on principal outstanding.
b) Financial assets	At fair value including directly attributable transaction costs	At fair value through other comprehensive income: if it is held within business model where purpose is to hold asset for contractual cash flows that are solely payments of principal and interest on principal outstanding and also selling financial assets.
c) Financial assets	At fair value excluding directly attributable transaction costs	At fair value through statement of profit and loss: if financial asset is not classified in any of the above categories.
d) Financial liabilities	At fair value including directly attributable transaction costs	At amortised cost: using effective interest method except certain items.
Share capital		
	Ordinary shares classified as equity.	Incremental costs directly attributable to the issuance of new ordinary shares are recognized as a deduction from equity, net of any tax effects.

Derecognition of financial instruments: A financial asset is derecognised by the Company only when:

- It expires; or
- the Company has transferred the rights to receive cash flows from the financial asset; or
- if the Company has not retained control of the financial asset; or
- the Company has transferred substantially all risks and rewards of ownership of the financial asset.

Any gain or loss on derecognition is recognised in statement of profit and loss including cumulative gain or loss in case of financial assets subsequently valued at fair value through other comprehensive income. In case of financial assets subsequently fair valued through profit or loss gain or loss is presented on a net basis.

3.14 Measurement of Fair Value

Company's accounting policies and disclosures require the measurement of fair values, for both financial and non- financial assets and liabilities.

When one is available, the Company measures the fair value of an instrument using the quoted price in an active market for that instrument. A market is regarded as active if transactions for the asset or liability take place with sufficient frequency and volume to provide pricing information on an ongoing basis.

If there is no quoted price in an active market, then the Company uses valuation techniques that maximise the use of relevant observable inputs and minimise the use of unobservable inputs. The chosen valuation technique incorporates all of the factors that market participants would take into account in pricing a transaction.

The Company regularly reviews significant inputs and valuation adjustments. In determining the fair value of its financial instruments, the Company uses a variety of methods and assumptions that are based on market conditions and risks existing at each reporting date. All methods of assessing fair value result in general approximation of value, and such value may never actually be realized. When measuring the fair value of an asset or a liability, the Company uses observable market data as far as possible.

3.15 Impairment

i. Financial assets:

The Company recognizes loss allowances using the expected credit loss (ECL) model for the financial assets which are not fair valued through profit or loss. For all financial assets, expected credit losses are measured at an amount equal to the 12-month ECL, unless there has been a significant increase in credit risk from initial recognition in which case those are measured at lifetime ECL. The amount of expected credit losses (or reversal) that is required to adjust the loss allowance at the reporting date to the amount that is required to be recognised is recognized as an impairment gain or loss in profit or loss.

ii. Non-financial assets:

Property, plant and equipment

Property, plant and equipment are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the CGU to which the asset belongs.

If such assets are considered to be impaired, the impairment to be recognized in the Statement of Profit and Loss is measured by the amount by which the carrying value of the assets exceeds the estimated recoverable amount of the asset. An impairment loss is reversed in the statement of profit and loss if there has been a change in the estimates used to determine the recoverable amount. The carrying amount of the asset is increased to its revised recoverable amount, provided that this amount does not exceed the carrying amount that would have been determined (net of any accumulated amortization or depreciation) had no impairment loss been recognized for the asset in prior years.

Crescent Finstock Limited

Notes to financial statements for the year ended 31st March,2022

NOTE 4: Property, Plant and Equipment

Year ended March 31, 2022

(In ₹ Thousands)

Particulars	GROSS CARRYING VALUE				ACCUMULATED DEPRECIATION				NET CARRYING VALUE	
	As at 01.04.2021	Additions	Deletion /Adjustments	Closing as at 31.03.2022	Upto 31.03.2021	For the year	Deletion /Adjustments	Closing as at 31.03.2022	As at 31.03.2022	As at 31.03.2021
Furniture and Fittings	287.85			287.85	273.46			273.46	14.39	14.39
Office Equipments	339.96			339.96	323.17			323.17	16.79	16.79
	627.81			627.81	596.63			596.63	31.18	31.18

Year ended March 31, 2021

(In ₹ Thousands)

Particulars	GROSS CARRYING VALUE				ACCUMULATED DEPRECIATION				NET CARRYING VALUE	
	As at 01.04.2020	Additions	Deletion /Adjustments	Closing as at 31.03.2021	Upto 31.03.2020	For the year	Deletion /Adjustments	Closing as at 31.03.2021	As at 31.03.2021	As at 31.03.2020
Furniture and Fittings	287.85			287.85	273.46	-		273.46	14.39	14.39
Office Equipments	339.96			339.96	323.17	-		323.17	16.79	16.79
	627.81	-	-	627.81	596.63	-	-	596.63	31.18	31.18

Note: During the year, no depreciation is charged because all the assets are depreciated upto their residual value.

Crescent Finstock Limited

Notes to financial statements for the year ended 31st March, 2022

(In ₹ Thousands)

	As at 31.03.2022	As at 31.03.2021
Non-current assets		
Financial Assets		
5 Investments		
i. Investments in Subsidiaries		
Non-trade in Equity Shares (Unquoted) - at cost		
10,477,727 (31.03.2021: 10,477,727) Equity Shares in Doubledot Finance Ltd of Rs 10/- each fully paid up	3,11,837.12	3,11,837.12
ii. Non-trade in Equity Shares (Quoted) - at Fair Value through OCI		
Nil (31.03.2021: 4,443) Equity Shares in BSE Ltd of Rs 2/- each fully paid up	-	2,537.40
	3,11,837.12	3,14,374.51
6 Financial Assets		
6.1 Trade Receivables		
Unsecured, Considered Good and less than Six months	-	-
	-	-
6.2 Cash and cash equivalents		
Balance that meet the definition of cash and cash equivalent as per Ind AS 7 - Statement of Cash Flows		
Cash on hand	0.43	2.92
Balances with Bank - in current account	401.16	334.53
- in deposits accounts with original maturities of less than 12 months	2,375.00	2,375.00
	2,776.59	2,712.45
	2,776.59	2,712.45
6.3 Other financial assets		
Interest Accrued but not due	128.96	152.90
Deposits	134.59	134.59
	263.54	287.49
7 Other current assets		
Prepaid expenses	1.30	1.01
Balances with statutory/Government Authorities	-	0.34
Advances recoverable in cash or kind or for value to be received	-	17.79
	1.30	19.15

Crescent Finstock Limited

Notes to financial statements for the year ended 31st march, 2022

(In ₹ Thousands)

8 Income Taxes & deferred tax

8.1 Income Tax recognised in Profit or loss:

Particulars	Year ended March 31, 2022	Year ended March 31, 2021
Current Tax		
In respect of the current year	-	-
In respect of earlier years	-	-
Deferred Tax		
	-	-
Total tax expense recognised in the current year relating to continuing operations	-	-

8.2 Reconciliation of tax expense with the effective tax

Particulars	Year ended March 31, 2022	Year ended March 31, 2021
Profit / (loss) before tax	2,098.89	(3,512.48)
Applicable tax rate	22%	22%
Computed tax expense	461.76	(772.75)
Exempt income		-
Expenses disallowed		-
Tax loss not recognised	(461.76)	772.75
Tax credit not recognised		-
Deferred tax asset recognised		-
Tax expenses as per Statement of Profit and Loss	-	-

8.3 Unrecognised tax losses / tax credits / temporary difference

Particulars	Year ended March 31, 2022	Year ended March 31, 2021
Unrecognised deferred tax assets		
Unused tax losses		-
Fixed assets impact		-
	-	-

Unused tax credit

*Deferred Tax Assets are not recognised as there are no major foreseeable profits.

8.4 Deferred tax liabilities

(a) The balance comprises temporary differences attributable to :

Particulars	Year ended March 31, 2022	Year ended March 31, 2021
(i) Deferred tax liabilities	-	-
(ii) Deferred tax assets	-	-
Net deferred tax liabilities/(assets)	-	-

(b) Movement in deferred tax liabilities:

Particulars	Year ended March 31, 2022	Year ended March 31, 2021
Net deferred tax liability/(asset) asset at the beginning	-	-
Fixed Asset impact	-	-
Impact of current year loss	-	-
Closing balance	-	-

8.5 Current Tax Liabilities

Particulars	Year ended March 31, 2022	Year ended March 31, 2021
Taxes paid less provision there against	-	-
	-	-

8.6 Current Tax Assets

Particulars	As at March 31, 2022	As at March 31, 2021
Taxes paid less provision there against	2,592.73	2,549.26
	2,592.73	2,549.26

Crescent Finstock Limited

Note 9

STATEMENT OF CHANGES IN EQUITY for the year ended 31st March, 2022

For the year ended 31.03.2022

Particulars	Equity share capital	Securities Premium	General Reserve	Retained earnings	(In ₹ Thousands)	
					Other Comprehensive Income	Total
Balance as at 1st April, 2021	72,235.25	1,97,766.92	40,402.97	(8,642.07)	3,225.73	2,32,753.55
Changes during the year						
Total comprehensive income for the year				2,098.89	(2,143.79)	(44.89)
Balance as at 31.03.2022	72,235.25	1,97,766.92	40,402.97	(6,543.17)	1,081.94	2,32,708.65

For the year ended 31.03.2021

Particulars	Equity share capital	Securities Premium	General Reserve	Retained earnings	Total	
					Other Comprehensive Income	Total
Balance as at 1st April, 2020	72,235.25	1,97,766.92	40,402.97	(5,129.58)	1,964.09	2,35,004.40
Changes during the year	-					
Total comprehensive income for the year				(3,512.48)	1,261.63	(2,250.85)
Balance as at 31.03.2021	72,235.25	1,97,766.92	40,402.97	(8,642.07)	3,225.73	2,32,753.55

Nature of reserves:

Retained earnings: Profits incurred by the Company till 31st March, 2022

As per our attached report of even date

Crescent Finstock Limited
Notes to financial statements for the year ended 31st March, 2022

(In ₹ Thousands except equity share)

Note 10: Equity Share Capital:

Authorised Capital as at:	As at 31.03.2022		As at 31.03.2021			
	Number of shares	Amount	Number of shares	Amount		
Authorised:						
Equity shares of ₹ 10/- each	80,00,000	80,000	80,00,000	80,000		
TOTAL	80,00,000	80,000	80,00,000	80,000		
For the year ended 31st March, 2022	Balance as at 01.04.2021		changes in equity share capital during the year		Balance as at 31.03.2022	
	Number of shares	Amount	Number of shares	Amount	Number of shares	0
Issued, subscribed and fully paid up:						
Equity shares of ₹ 10/- each	72,23,525	72,235	-	-	72,23,525	72,235
TOTAL	72,23,525	72,235	-	-	72,23,525	72,235
For the year ended 31st March, 2021	Balance as at 01.04.2020		changes in equity share capital during the year		Balance as at 31.03.2021	
	Number of shares	Amount	Number of shares	Amount	Number of shares	0
Issued, subscribed and fully paid up:						
Equity shares of ₹ 10/- each	72,23,525	72,235	-	-	72,23,525	72,235
TOTAL	72,23,525	72,235	-	-	72,23,525	72,235

(a) Rights, preferences and restrictions attached to equity shares:

The Company has only one class of shares referred to as equity shares having a par value of ₹ 10/- per share. Each holder of equity shares is entitled to one vote per share. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts in the proportion of equity shares held.

(b) Details of equity shares held by each shareholder holding more than 5% equity shares in the Company:

Shareholder	As at 31.03.2022		As at 31.03.2021	
	Number of Equity Shares held	% Holding	Number of Equity Shares held	% Holding
Mr. Nitish Jain	16,54,126	22.89%	16,54,126	22.89%
Mrs. Bharati Jain	9,86,414	13.66%	9,86,414	13.66%
The Bank of New York Mellon	7,17,625	9.94%	7,17,625	9.94%
Life Insurance Corporation of India	6,36,928	8.82%	6,36,928	8.82%

(c) Shareholding pattern of promoters

(i) Shares held by promoters at the end of the year 31st March 2022

Promoter Name	No. of Shares	% of total shares	% Change during the year
<u>Equity Shares</u>			
Nitish jain	16,54,126	22.89%	0%
Bharati Jain	9,86,414	13.66%	0%
Total of Promoter's Equity Shares	26,40,540	36.55%	

(ii) Shares held by promoters at the end of the year 31st March 2021

Promoter Name	No. of Shares	% of total shares	% Change during the year
<u>Equity Shares</u>			
Nitish jain	16,54,126	22.89%	0%
Bharati Jain	9,86,414	13.66%	0%
Total of Promoter's Equity Shares	26,40,540	36.55%	

Crescent Finstock Limited

Notes to financial statements for the year ended 31st March, 2022

Non current liabilities

	As at 31.03.2022	As at 31.03.2021
11 Non current Borrowings		
Unsecured		
Loans from Subsidiary Company - Doubledot Finance Limited	11,781.91	12,165.84
	11,781.91	12,165.84
12 Provisions - non current		
Provision for Gratuity	2.28	358.94
Provision for Leave Encashment	5.36	83.59
	7.64	442.53
Current liabilities		
13 Trade payables		
Trade payables	-	-
	-	-
14 Other current financial liabilities		
Expenses payables	-	-
	-	-
15 Provisions - current		
Provision for Gratuity	0.02	3.48
Provision for Leave Encashment	0.06	0.81
	0.08	4.28
16 Other Current Liabilities		
Statutory dues payable	31.43	33.98
Others payables	737.50	2,338.60
	768.93	2,372.59

Crescent Finstock Limited**Notes to financial statements for the year ended 31st March, 2022**

	(In ₹ Thousands)	
	Year ended 31.03.2022	Year ended 31.03.2021
17 Revenue from operations		
Sale of Services		
Brokerage	-	-
	-	-
18 Other income		
Dividend from:		
Equity	34.53	75.53
- Investments measured at fair value through profit & loss		
Interest income from:		
- Fixed Deposits	144.63	159.24
Profit on sale of Investments	4,050.22	-
Miscellaneous income	38.15	43.04
	4,267.53	277.81
19 Employee benefit expenses		
Salaries and bonus (net of recovery)	169.17	1,310.40
Gratuity and Other funds	36.76	85.84
	205.94	1,396.23
20 Finance Cost		
Interest expenses		
- on unsecured loan	683.16	634.18
Bank charges	27.75	0.66
	710.91	634.84
21 Depreciation and amortization expense		
Depreciation on tangible assets	-	-
	-	-
22 Other expenses		
Payment to auditor (as audit fees)	50.00	50.00
Rates & Taxes	8.40	620.25
Rent Expenses	88.80	66.00
Travelling and conveyance	-	8.62
Communication expenses	6.80	4.75
Legal and professional charges	302.62	234.90
Printing and stationery	1.90	-
Advertisement expenses	125.83	107.52
Director Sitting Fees	59.00	35.00
Listing charges	64.90	55.00
Share accounting charges	200.94	205.60
Transaction charges	61.17	57.88
Demat charges	19.50	22.01
Subscriptions	-	118.00
Miscellaneous expenses	261.93	173.71
	1,251.79	1,759.23
Details of payment to auditor		
As auditor :		
Audit fee	50.00	50.00
Other certifications	-	-
	50.00	50.00

Crescent Finstock Limited
Notes to the financial statements as at 31st March 2022

(In ₹ Thousands)

Note 23

RELATED PARTY DISCLOSURES

As per Accounting Standard 18, the disclosures of transactions with the related parties are given below:

i) Name of Director & Key Management Personnel	
Chandramohan Jakhmola	Whole Time Director & CFO
Nitish Jain	Non Executive Director
Bharati Jain	Non Executive Director
John D'souza	Non Executive - Independent Director
K S Iyer	Non Executive - Independent Director
Ganesh Iyer	Non Executive - Independent Director
Mehnuddin Khan	Company Secretary
ii) Subsidiaries	
Doubledot Finance Limited	Subsidiary
Netclassroom Private Limited	Step - down Subsidiary
Positive Biosciences Limited	Step - down Subsidiary

Transactions with Related Parties during the years

Party Name	Nature of Transactions	2021-2022	2020-2021
		Amount (Rs.)	Amount (Rs.)
Chandramohan Jakhmola	Remuneration	169.17	696.48
John D'souza	Sitting Fees	20.00	15.00
KS Iyer	Sitting Fees	10.00	10.00
Ganesh Iyer	Sitting Fees	20.00	10.00
Doubledot Finance Limited	Loan Taken	700.00	2,050.00
	Loan Given	1,698.78	50.00
	Interest Paid (Net of TDS)	614.85	570.76

Balance with related parties as at 31st March, 2022

Party Name	Nature of Transactions	2021-2022	2020-2021
		Amount (Rs.)	Amount (Rs.)
Doubledot Finance Limited	Investment	3,11,837.12	3,11,837.12
	Loan	11,781.91	12,165.84

Note 24

Managerial Remuneration

Chandramohan Jakhmola

	2021-22	2020-21
	Amount (Rs.)	Amount (Rs.)
Chandramohan Jakhmola	169.17	696.48

As the future liability for gratuity and leave encashment is provided on an actual basis for the Company as a whole the amount pertaining to the directors is not ascertainable and, therefore, not included above

No Commission is payable to the Directors and hence, the computation of Net Profit under Section 349 of the Companies Act, 1956 is not given.

Note 25

Financial Ratios

The following are analytical ratio for the year ended March,31, 2021 and March,31, 2022

Ratio	Methodology	For Year ended 31 March,2022	For Year ended 31 March,2021	% Variance	Reasons for Variance
Current Ratio	Current assets over current liabilities	3.95	1.27	211.37%	It has a Larger proportion of Short term asset value relative to the value of its Short-term liabilities.
Debt equity ratio	Debt over total shareholders' equity	0.04	0.04	-3.14%	NA
Debt service coverage ratio	EBITDA over Interest on loan & principle repayment during the year	-0.88	-4.98	-82.25%	Due to Insufficient cash availability or cash generation against the requirement.
Return on equity (in %)	PAT over Equity	0.69%	-1.15%	-159.76%	The Increase is mainly on account of gain on sale of investment
Inventory Turnover Ratio	Cost of Goods Sold over average Inventory	-	-	0.00%	NA
Trade receivables turnover ratio	Revenue from operations over average trade receivables	-	-	0.00%	NA
Trade payables turnover ratio	Purchases over Average Trade Payables	-	-	0.00%	NA
Net Working capital turnover ratio	Revenue from operations over average working capital	-	-	0.00%	NA
Net profit %	Net profit after tax over revenue	-	-	0.00%	NA
EBITDA %	EBITDA over Revenue	-	-	0.00%	NA
EBIT %	EBIT over Revenue	-	-	0.00%	NA
Return on capital employed %	EBIT over Equity and Debt	-0.47%	-1.00%	-52.87%	Due to decrease in certain employee benefits expenses
Return on Investment %	NPAT over Cost of Investment	0.67%	-1.12%	-160.24%	The Increase is mainly on account of gain on sale of investment

Notes to the Standalone Financial Statements for the year ended 31st March 2022

26 Hierarchy for fair value estimation:

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

- Level 1 hierarchy includes methods and input that use active quoted prices depending upon type of instrument. The quoted prices are derived from platforms like stock exchange etc. Management has used closing prices and values of closing NAV's as applicable in case of financial instruments \ covered under this level.
- Under level 2 the fair value of the financial instruments that are not traded in any active market are determined using appropriate valuation techniques with the use of observable market data without relying much on the estimates that are entity specific. The inputs under this level are always observable.
- In case of level 3 if one or more of the significant inputs are not derived on the basis of observable market data then fair value estimations derived with such inputs are included in level 3.
- The Company follows a policy to recognise transfers between the levels only at the end of reporting period and accordingly there are no transfers between levels during the year. The information based on the above levels is tabulated here below.

Financial assets and liabilities measured at fair values as at 31.03.2022

Particulars	Note reference	Level 1	Level 2	Level 3	Total
Financial assets measured at fair value					
Investments in Equity Instruments	5.ii	-	-	-	-
Total		-	-	-	-
Financial liabilities measured at fair value					
Not applicable		-	-	-	-
Total		-	-	-	-

Financial assets and liabilities measured at fair values as at 31.03.2021

(In ₹ Thousands)

Particulars	Note reference	Level 1	Level 2	Level 3	Total
Financial assets measured at fair value					
Investments in Equity Instruments	5.ii	2,537.40	-	-	2,537.40
Total		2,537.40	-	-	2,537.40
Financial liabilities measured at fair value					
Not applicable		-	-	-	-
Total		-	-	-	-

Notes to the Standalone Financial Statements for the year ended 31st March 2022

Fair value of financial assets and liabilities measured at amortised cost (In ₹ Thousands)

Particulars	As at 31.03.2022		As at 31.03.2021	
	Carrying amount	Fair value	Carrying amount	Fair value
Financial assets at amortised cost				
Investments	3,11,837.12	3,11,837.12	3,11,837.12	3,11,837.12
Cash and cash equivalents	2,776.59	2,776.59	2,712.45	2,712.45
Trade receivables	-	-	-	-
Other financial assets	275.39	275.39	306.63	306.63
Total	3,14,889.91	3,14,889.91	3,17,393.60	3,17,393.60
Financial liabilities at amortised cost				
Trade payables	378.08	378.08	360.55	360.55
Other current financial liabilities	415.01	415.01	2,016.32	2,016.32
Total	793.08	793.08	2,376.87	2,376.87

The carrying amount of cash and cash equivalent and other current financial liabilities is considered to be the same as their fair value because of their short-term nature. The financial assets and liabilities that are measured at fair value, the carrying amounts are equal to their fair value.

27 Financial risk management:

The Company's overall risk management policy seeks to minimise potential adverse effect on the financial performance of the Company.

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in loss to the Company and arises mainly from the Company's investment in mutual fund units. The Company invests in mutual fund scheme from reputed fund houses only and hence do not expect to incur any material credit losses.

Liquidity risk is the risk that the Company will face difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. In view of nominal amount of financial liabilities as at the year end and sufficient cash and cash equivalents available, the Company do not expect to face any liquidity risk.

28 Earnings per share (EPS):

The following reflects the profit and share data used in EPS computations:

(In ₹ Thousands except equity share)

Particulars	Year ended 31.03.2022 (Rs.)	Year ended 31.03.2021 (Rs.)
Profit / (loss) from continuing operations attributable to equity shareholders	2,098.89	(3,512.48)
Weighted average number of equity shares basic and diluted (nos.)	72,23,525	72,23,525
Basic and diluted earnings per share	0.29	(0.49)
Nominal value of equity share	10.00	10.00

Notes to the Standalone Financial Statements for the year ended 31st March 2022

29 Segment Reporting

During the year, no reportable segment was identified. Therefore, Segment Reporting as per Ind AS 108 – Operating Segments is not applicable.

30. Defined Contribution Plan and Defined Benefit Plan

A. Defined Contribution Plan-

There are no contributions to defined contribution plans.

B. Defined Benefits Plan

(i) Leave Encashment

As per Actuarial Valuation as on 31st March, 2022 and 31st March, 2021 and recognised in the financial statements in respect of Employee Benefit Schemes:

Amount recognized in the Balance Sheet

((In ₹ Thousands)

	As at	As at
Particulars	31.03.2022	31.03.2021
Present value of plan liabilities	5.42	84.40
Fair value of plan assets	-	-
Unfunded plans	-	-
Net plan liability/ (Asset)*	5.42	84.40

Amount recognised in the Statement of Profit and Loss as Employee Benefit Expenses

	31-03-22	31-03-21
Service Cost	5.42	41.17
Past service cost	-	-
Net Interest Cost	5.49	5.89
Net actuarial (gain) / loss recognized in the period	-46.21	-10.15
Expense recognized in the Income Statement	-35.30	36.91

Change in plan assets

	31-03-22	31-03-21
Fair value of plan assets at the beginning of the period	-	-
Actual return on plan assets	-	-
Employer contribution	-	-
Benefits paid	-	-
Fair value of plan assets at the end of the period	-	-

Change in Net Defined Benefit Obligation

	31-03-22	31-03-21
Net defined benefit liability at the start of the period	84.40	85.66
Service Cost	5.42	41.17
Past service cost	-	-
Net Interest cost (Income)	5.49	5.89
Actuarial (gain)/loss	-46.21	-10.15
Contribution paid to the Fund	-	-
Benefit paid directly by the enterprise	-43.68	-38.17
Net defined benefit liability at the end of the period	5.42	84.40

Notes to the Standalone Financial Statements for the year ended 31st March 2022

Bifurcation of PBO at the end of year in current and non-current.

	31-03-22	31-03-21
Current liability (Amount due within one year)	0.06	0.81
Non-Current liability (Amount due over one year)	5.36	83.51
Total PBO at the end of year	5.42	84.40

Expected contribution for the next Annual reporting period

The expected contributions for Defined Benefit Plan for the next financial year will be in line with FY 2021-22.

Sensitivity Analysis of the defined benefit obligation

Sensitivities due to change in discount rates, salary increase, mortality, withdrawals are not material & hence impact of change not calculated.

Sensitivities as to rate of inflation, rate of increase of pensions in payment, rate of increase of pensions before retirement & life expectancy are not applicable being a lump sum benefit on retirement.

(ii) Gratuity

The Company provides for gratuity for employees in India as per the Payment of Gratuity Act, 1972. Employees who are in continuous service for a period of 5 years are eligible for gratuity. The amount of gratuity payable on retirement/termination is the employees last drawn basic salary per month computed proportionately for 15 days salary multiplied for the number of years of service.

Amount recognized in the Balance Sheet

(In ₹ Thousands)

	31-03-22	31-03-21
Present Value of the obligation at end	2.30	362.41
Fair value of plan assets	-	-
Unfunded liability recognized in Balance Sheet	2.30	362.41

Amount recognised in the Statement of Profit and Loss as Employee Benefit Expenses

	31-03-22	31-03-21
Service Cost	2.30	14.25
Past Service Cost	-	-
Net Interest Cost	23.56	24.52
Expense recognized in the Income Statement	25.86	38.77

Other Comprehensive Income (OCI)

	31-03-22	31-03-21
Actuarial gain / (loss) for the year on PBO	-346.53	-32.77
Actuarial gain / (loss) for the year on Asset	-	-

Change in plan assets

	31-03-22	31-03-21
Fair value of plan assets at the beginning of the period	--	--
Actual return on plan assets	--	--
Employer contribution	--	--
Benefits paid	--	--
Fair value of plan assets at the end of the period	--	--

Change in Net Defined Benefit Obligation

	31-03-22	31-03-21
Net defined benefit liability at the start of the period	362.41	356.41
Service Cost	2.30	14.25
Past Service Cost	-	-
Net Interest cost (Income)	23.56	24.52
Actuarial (gain)/ loss	-346.53	-32.77
Contribution paid to the Fund	-	-
Benefit paid directly by the enterprise	-39.44	-
Net defined benefit liability at the end of the period	2.30	362.41

Bifurcation of PBO at the end of year in current and non current

	31-03-22	31-03-21
Current liability (Amount due within one year)	0.02	3.48
Non-Current liability (Amount due over one year)	2.28	358.94
Total PBO at the end of year	2.30	362.41

Expected contribution for the next Annual reporting period

The expected contributions for Defined Benefit Plan for the next financial year will be in line with FY 2021-22.

Sensitivity Analysis of the defined benefit obligation.

Sensitivities due to change in discount rates, salary increase, mortality, withdrawals are not material & hence impact of change not calculated.

Sensitivities as to rate of inflation, rate of increase of pensions in payment, rate of increase of pensions before retirement & life expectancy are not applicable being a lump sum benefit on retirement.

31 Figures regrouping & reclassification:

Figures for the previous year have been regrouped/ reclassified, wherever necessary.

32 Notes on First Time adoption of Ind-AS:

For the purposes of transition to Ind AS, the Company has followed the guidance prescribed in Ind AS 101 - First Time adoption of Indian Accounting Standard, with April 1, 2016 as the transition date and IGAAP as the previous GAAP.

The transition to Ind AS has resulted in changes in the presentation of the financial statements, disclosures in the notes thereto and accounting policies and principles. The accounting policies set out in Note 3 have been applied in preparing the standalone financial statements for the year ended March 31, 2022 and the comparative information. An explanation of how the transition from previous GAAP to Ind AS has affected the Company's Balance Sheet, Statement of Profit and Loss, and exemptions on first time adoption of Ind AS availed in accordance with Ind AS 101 are as under:

32.1 Exemptions availed on first time adoption of Ind-AS 101:

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

A. Deemed cost :

The Company has opted paragraph D 5 and D 7 and accordingly considered the fair value of Property, Plant and equipment and Investment properties as deemed cost as at the transition date.

B. Investment in Subsidiaries, Joint Ventures and Associates :

The Company has opted para D 14 and D 15 and accordingly considered the previous GAAP carrying amount of Investments as deemed costs as at the transition date.

C. Designation of previously recognized equity instruments :

Paragraph D19B of Ind AS 101 gives an option to the entity to designate an equity instrument as at fair value through other comprehensive income on the basis of the facts and circumstances that exists at the date of transition to Ind AS. The Company has opted to apply this exemption for its investment in Equity Shares.

D. Business combination exemption

The Company has applied the exemption as provided in Ind AS 101 on non-application of Ind AS 103, "Business Combinations" to business combinations consummated prior to April 1, 2016 (the "Transition Date"), pursuant to which goodwill/capital reserve arising from a business combination has been stated at the carrying amount prior to the date of transition under Indian GAAP. The Company has also applied the exemption for past business combinations to acquisitions of investments in subsidiaries / associates / joint ventures consummated prior to the Transition Date.

**For and on behalf of the Board
Crescent Finstock Limited**

Chandramohan Jakhmola
Wholetime Director & CFO
DIN:08005196

John Dsouza
Director
DIN :01877999

Mehnuddin Khan
Company Secretary &
Compliance Officer
Mem No. A40156

INDEPENDENT AUDITOR'S REPORT

To the Members of Crescent Finstock Limited Report on the Audit of the Consolidated Financial Statements

Opinion

We have audited the accompanying consolidated financial statements of Crescent Finstock Limited (hereinafter referred to as the 'Holding Company') and its subsidiaries (Holding Company and its subsidiaries together referred to as "the Group"), its associates and jointly controlled entities, which comprise the consolidated Balance Sheet as at March 31, 2022, and the consolidated statement of Profit and Loss, (the consolidated statement of changes in equity) and the consolidated cash flows Statement for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group, its associates and jointly controlled entities as at March 31, 2022, of consolidated profit/loss, (consolidated changes in equity) and its consolidated cash flows for the year then ended.

Basis for Opinion

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

Information Other than the Financial Statements and Auditor's Report thereon

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Board's report including Annexure to Board's report but does not include the financial statements and our auditor's report thereon.

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

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

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

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these consolidated financial statements that give a true and fair view of the financial position, financial performance in accordance with the accounting principles generally accepted in India, including the accounting Standards specified under section 133 of the Act read with rule 7 of the Companies (Accounts) Rules, 2014 (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 financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

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

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion.

Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if,

individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances.
- 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.

Report on Other Legal and Regulatory Requirements

1. As required by section 143(3) of the Act, based on our audit, we report to the extent applicable, that:
 - (1) 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.
 - (2) 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.
 - (3) The financial statements, dealt with by this Report are in agreement with the books of account.
 - (4) In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014 (as amended).
 - (5) On the basis of the written representations received from the directors as on 31st March, 2022 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2022 from being appointed as a director in terms of Section 164 (2) of the Act.
 - (6) We also audited the internal financial controls with reference to the financial statements of the company as on 31st March, 2022 in conjunction with the audit of the financial statements of the company for the year ended on that date and our report dated 30-05-2022 as per Annexure B expressed unmodified opinion,
 - (7) 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:
 - (a) The Company does not have any pending litigations which would impact its financial position.
 - (b) The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - (c) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
 - (d)
 - (i) The management has represented that, to the best of its knowledge and belief, other than as disclosed in the notes to the accounts, 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;

- (ii) The management has represented, that, to the best of it's knowledge and belief, other than as disclosed in the notes to the accounts, 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; and
 - (iii) Based on audit procedures which we considered reasonable and appropriate in the circumstances, nothing has come to their notice that has caused them to believe that the representations under sub-clause (i) and (ii) contain any material mis-statement.
- (e) The company has not declared or paid any dividend during the year in contravention of the provisions of section 123 of the Companies Act, 2013.
- (8) With respect to the matter to be included in the Auditors' Report under Section 197(16) of the Act, in our opinion and according to the information and explanations given to us, the company has complied with the limit prescribed by section 197 for maximum permissible managerial remuneration.

For Ashok Shetty & Co
Chartered Accountants
FRN: 117134W

CA Ashok R. Shetty
Partner
M. No: 102524
UDIN: 22102524AJWVXE7015
Place: Mumbai
Date: 30-05-2022

Annexure A to the Independent Auditors Report of even date to the members of Crescent Finstock Limited, on the financial statements for the year ended 31st March, 2022

Independent Auditors Report on the Internal Financial Controls with reference to the financial statements under clause (i) of subsection 3 of section 143 of the Companies Act, 2013 (the Act).

In conjunction with our audit of the financial statements of **Crescent Finstock Limited** (the Company), as at and for the year ended 31st March, 2022, we have audited the internal financial controls with reference to the financial statements of the Company as at 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 financial control with reference to financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

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

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

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

Meaning of Internal Financial Controls with reference to Financial Reporting

A company's internal financial control with reference to 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 with reference to 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, to the best of our information and according to the explanations given to us, 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, 2022, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For Ashok Shetty & Co

Chartered Accountants

FRN: 117134W

CA Ashok R. Shetty

Partner

UDIN: 22102524AJWVXE7015

M. No.: 102524

Place: Mumbai

Date: 30-05-2022

Crescent Finstock Limited

CONSOLIDATED BALANCE SHEET as at 31st March, 2022

		(In ₹ Lakhs)		
	Note No.	As at 31.03.2022	As at 31.03.2021	
Assets				
Non-current assets				
(a)	Property, Plant and Equipment	4	27.38	33.64
(b)	Goodwill		1,184.85	1,184.85
(c)	<u>Financial Assets</u>			
	(i) Investments	5	5,080.18	4,495.12
	(ii) Loans	6	1.32	0.84
	(iii) Other financial assets	5		
(e)	Deferred Tax assets (net)	7.4	540.22	552.82
(f)	Current Tax assets (net)	7.6	25.93	25.49
(c)	Other non-current assets		-	-
	Total Non-current assets		6,859.87	6,292.76
Current assets				
(a)	Inventories	8	1,195.74	1,015.89
(b)	<u>Financial Assets</u>	9		
	(i) Trade receivables	9.1	17.77	40.38
	(ii) Cash and cash equivalents	9.2	162.61	109.23
	(iv) Loans	9.3	-	-
	(iii) Other financial assets	9.4	40.18	34.05
(c)	Other current assets	10	118.71	79.73
	Total Current assets		1,535.00	1,279.27
	Non-current assets held for sale		-	-
	Total assets		8,394.87	7,572.03
Equity and liabilities				
Equity				
(a)	Equity Share capital	11	722.35	722.35
(b)	Other Equity	11.1	4,078.24	3,591.74
(c)	Non controlling interest		3,292.77	2,972.97
	Total equity		8,093.36	7,287.06
Liabilities				
Non-current liabilities				
(a)	<u>Financial liabilities</u>			
	(i) Long-term borrowings			
(b)	Provisions	12	66.14	78.98
	Total Non-current liabilities		66.14	78.98
Current liabilities				
(a)	<u>Financial liabilities</u>			
	(i) Borrowings	13	30.84	-
	(i) Trade payables	14	161.33	180.38
	(ii) Other financial liabilities	15	11.47	10.46
(b)	Provisions	16	3.35	1.68
(b)	Current Tax liabilities	7.5	-	-
(c)	Other current liabilities	17	28.38	13.47
	Total Current liabilities		235.37	205.99
	Total liabilities		301.51	284.96
	Total equity and liabilities		8,394.87	7,572.03
	Significant accounting policies	3		

The accompanying notes are an integral part of these consolidated financial statements.

As per our attached report of even date

For Ashok Shetty & Co
Chartered Accountants
FRN No. 117134W

CA Ashok R Shetty
Partner
Membership No.: 102524
Place : Mumbai
Date: 30/05/2022

For and on behalf of the Board
Crescent Finstock Limited

Chandramohan
Jakhmola **John Dsouza**
Wholetime Director &
CFO Director
DIN - 08005196 DIN-01877999

Mehnuddin Khan
Company Secretary
& Compliance Officer
Mem No.A40156

Crescent Finstock Limited
CONSOLIDATED STATEMENT OF PROFIT AND LOSS for the year ended 31st March, 2022

(In ₹ Lakhs except equity share & per equity share data)

Particulars	Note No.	Year ended 31.03.2022	Year ended 31.03.2021
CONTINUING OPERATIONS			
Income			
Revenue from operations	18	3,382.35	1,547.51
Other income	19	619.68	154.04
Total Income		4,002.03	1,701.55
Expenses			
Cost of material consumed	20	2,636.89	892.84
Employee benefit expenses	21	210.09	176.16
Finance cost	22	48.49	44.70
Depreciation and amortization	23	19.99	21.34
Other expenses	24	424.20	335.32
Total expenses		3,339.66	1,470.36
Profit / (Loss) before tax		662.37	231.19
Tax expense	7.6		
- Current tax	7.1	137.05	40.87
- Deferred Tax Expenses	7.1	12.60	-24.46
Total tax expensed from continuing operation		149.65	16.41
Profit / (Loss) for the year		512.73	214.78
OTHER COMPREHENSIVE INCOME:			
(A) Items that will not be reclassified to profit or loss, net of tax			
i) Fair value gains on Equity Instruments, net of tax		226.14	632.47
ii) Actuarial gain/(loss) on gratuity and leave encashment, net of tax		19.40	-30.72
(B) Items that will be reclassified to profit or loss, net of tax			
Other Comprehensive Income / (Loss) for the year		245.54	601.76
Total Comprehensive Income / (Loss) for the year		758.27	816.54
Net Profit attributable to:			
a) Owners of the Company		348.24	134.54
b) Non Controlling Interest		164.48	80.24
Other Comprehensive Income attributable to:			
a) Owners of the Company		138.26	364.74
b) Non Controlling Interest		107.29	237.02
Total Comprehensive Income attributable to:			
a) Owners of the Company		486.50	499.27
b) Non Controlling Interest		271.77	317.26
Earnings per share			
Basic & Diluted		7.10	2.97
Face value per share		10/-	10/-

Significant accounting policies

3

The accompanying notes are an integral part of these standalone financial statements.

As per our attached report of even date

For Ashok Shetty & Co
Chartered Accountants
FRN No. 117134W

For and on behalf of the Board
Crescent Finstock Limited

CA Ashok R Shetty
Partner
Membership No.: 102524
Place : Mumbai
Date: 30/05/2022

Chandramohan Jakhmola
Wholetime Director & CFO
DIN - 08005196

John Dsouza
Director
DIN-01877999

Mehnuddin Khan
Company Secretary & Compliance
Officer
Mem No.A40156

Crescent Finstock Limited
CONSOLIDATED CASH FLOW STATEMENT for the year ended 31st March, 2022

(In ₹ Lakhs)

Particulars	31st March 2022		31st March 2021	
A. Cash flow from operating activities				
Net profit before tax		662.37		241.49
Adjustments for:				
Depreciation	19.99		21.34	
(Profit)/Loss on sale of Investments	-414.91		-38.11	
Interest income	-45.64		-17.68	
Provisions for Gratuity & Leave Salary	36.76		0.86	
Dividend from investments	-9.06		-4.24	
Interest expense	48.01		44.66	
Excess Provision writeoff	-		0.29	
		-364.86		7.14
Operating loss before working capital changes		297.52		248.63
Changes in working capital:				
Adjustments for (increase) / decrease in operating assets:				
Trade receivables	22.61		9.04	
Other financial assets / other assets	-6.11		1.68	
Other current assets	-38.98		19.29	
Inventories	-179.85		46.09	
Adjustments for increase / (decrease) in operating liabilities:				
Trade payables	-19.05		3.72	
Short-term Borrowings	30.84			
Other current liabilities	14.91		45.46	
Other Financial liability	1.01		-2.08	
Short-term provisions	1.67		2.23	
Long-term provisions	-30.20		2.11	
Provision	-		-0.38	
		-203.14		127.17
Cash from/ (used in) operations		94.37		375.79
Less: Taxes paid		-137.48		-40.92
Net cash from / (used in) operating activities		-43.11		334.87
B. Cash flow from investing activities				
Purchase of fixed assets		-13.72		-
Purchase of investments		-2,313.23		-1,068.46
Fair Value Gain / Loss on sale of current financial investment				1,099.73
Proceeds from sale of investments		2,381.56		-389.65
Proceeds of loans recovered		-0.48		-26.55
Dividend from investments		9.06		4.24
Interest income		33.31		17.68
Net cash (used in) / from investing activities		96.49		-363.01
C. Cash flow from financing activities				
Increase/(Decrease) in borrowings		-		25.71
Net cash from financing activities		-		25.71
Net cash flows during the year		53.38		-2.43
Net increase/(decrease) in cash and cash equivalents		53.38		-2.43
Cash and cash equivalents (opening balance)		109.23		111.67
Cash and cash equivalents (closing balance)		162.61		109.23

The accompanying notes are an integral part of these consolidated financial statements.

Notes to cash flow statement:

Cash flow statement has been prepared under the Indirect Method as set out in Indian Accounting Standard (Ind AS 7) "Cash Flow Statement".

As per our attached report of even date

For Ashok Shetty & Co
Chartered Accountants
FRN No. 117134W

For and on behalf of the Board
Crescent Finstock Limited

CA Ashok R Shetty
Partner
Membership No.: 102524
Place : Mumbai
Date: 30/05/2022

Chandramohan Jakhmola
Wholetime Director & CFO
DIN - 08005196

John Dsouza
Director
DIN-01877999

Mehnuddin Khan
Company Secretary
& Compliance
Officer
Mem No.A40156

1. Company Overview

Crescent Finstock Limited (the 'Company') is domiciled in India. The Company's registered office is at A/12, Sneh Kunj CHS, Residential Plot No..374, Koparli Road, Near Ambaji Mandir, GIDC, Vapi, Gujarat - 396195. The Company's Company Information Number (CIN) is L51100GJ1997PLC032464.

The Company's equity shares were listed on Vadodara Stock Exchange till it was derecognized on 9 November 2015. The company is presently listed with Metropolitan Stock Exchange of India Ltd with effect from 14th September, 2018. The Company is a stock broker member of Bombay Stock Exchange (BSE) dealing in only cash segment – equity.

These Ind-AS compliant Consolidated Financial Statements were approved by the Board of Directors on May 30, 2022.

2. Basis of Preparation

2.1. Statement of compliance and Basis of Preparation

The consolidated financial statements have been prepared on the historical cost basis except for the following assets and liabilities which have been measured at fair value amount:

Certain financial assets and liabilities (including derivative instruments),
Defined benefit plan's - plan assets and
Equity settled share based payments

The consolidated financial statements of the Group 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.

These consolidated financial statements are the Group's first Ind AS consolidated financial statements. The figures for the previous period have been restated, regrouped and reclassified wherever required to comply with the requirement of Ind AS and Schedule III.

The Company's consolidated financial statements are presented in Indian Rupees (Rs.).

2.2. Principal of Consolidation

The consolidated financial statements relate to Crescent Finstock Limited ('the Company') and its subsidiary company. The consolidated financial statements have been prepared on the following basis:

(a) The financial statements of the Company and its subsidiary are combined on a line by line basis by adding together like items of assets, liabilities, equity, incomes, expenses and cash flows, after fully eliminating intra-group balances and intra-group transactions.

(b) Profits or losses resulting from intra-group transactions that are recognised in assets, such as inventory and property, plant & equipment, are eliminated in full.

(c) Offset (eliminate) the carrying amount of the parent's investment in the subsidiary and the parent's portion of equity of the subsidiary.

(d) Non-Controlling Interest's share of profit / loss of consolidated subsidiary for the year is identified and adjusted against the income of the group in order to arrive at the net income attributable to shareholders of the Company.

(e) Non-Controlling Interest's share of net assets of consolidated subsidiary is identified and presented in the Consolidated Balance Sheet separate from liabilities and the equity of the Company's shareholders.

2.3. Use of judgments and estimates

The preparation of the financial statements in conformity with Ind AS requires management to make certain estimates, judgments and assumptions. These affect the application of accounting policies, the reported amounts of assets and liabilities, the disclosures of contingent assets and liabilities at the reporting date of the financial statements and reported amounts of income and expenses during the period. Accounting estimates could change from period to period and the actual results could differ from those estimates. These are reviewed by the management on an on-going basis and appropriate changes in estimates are made prospectively as management becomes aware of changes in circumstances surrounding the estimates. Changes in estimates are reflected in the financial statements in the period in which changes are made and, if material, their effects are disclosed in the notes to the financial statements.

The management believes that the estimates used in preparation of these financial statements are just, prudent and reasonable.

3. Other Significant Accounting Policies

These are set out under "Significant Accounting Policies" as given in the Company's standalone financial statements.

Crescent Finstock Limited
Notes to consolidated financial statements for the year ended 31st March 2022
NOTE 4: Property, Plant and Equipment

Year ended March 31, 2021

(₹ in Lakhs)

Particulars	GROSS CARRYING VALUE				ACCUMULATED DEPRECIATION				NET CARRYING VALUE	
	As at 01.04.2020	Additions	Deletion /Adjustments	Closing as at 31.03.2021	Upto 31.03.2020	For the year	Deletion /Adjustments	Closing as at 31.03.2021	As at 31.03.2021	Upto 31.03.2020
Computer hardware	52.00	-	-	52.00	47.82	0.76		48.58	3.42	4.18
Electric Fittings	8.52	-	-	8.52	8.30			8.30	0.22	0.22
Plant & Machinery	0.96	-	-	0.96	0.32	0.06		0.38	0.58	0.64
Motor Vehicles	134.75	-	-	134.75	96.22	16.44	-	112.65	22.09	38.53
Furniture and Fittings	63.98	-	-	63.98	53.99	4.02		58.01	5.97	9.99
Office Equipments	22.38	-	-	22.38	20.95	0.07		21.02	1.36	1.43
	282.59	-	-	282.59	227.60	21.34	-	248.94	33.64	54.99

Year ended March 31, 2022

(₹ in Lakhs)

Particulars	GROSS CARRYING VALUE				ACCUMULATED DEPRECIATION				NET CARRYING VALUE	
	As at 01.04.2021	Additions	Deletion /Adjustments	Closing as at 31.03.2022	Upto 31.03.2021	For the year	Deletion /Adjustments	Closing as at 31.03.2022	As at 31.03.2022	Upto 31.03.2021
Computer hardware	52.00	2.97	-	54.97	48.58	0.97		49.55	5.42	3.42
Electric Fittings	8.52	-	-	8.52	8.30			8.30	0.22	0.22
Plant & Machinery	0.96	-	-	0.96	0.38	0.06		0.44	0.52	0.58
Motor Vehicles	134.75	10.75	-	145.50	112.65	15.40	-	128.05	17.45	22.09
Furniture and Fittings	63.98	-	-	63.98	58.01	3.49		61.50	2.48	5.97
Office Equipments	22.38	-	-	22.38	21.02	0.07		21.09	1.29	1.36
	282.59	13.72	-	296.31	248.94	19.99	-	268.93	27.38	33.64

Crescent Finstock Limited
Notes to consolidated financial statements for the year ended 31st March, 2022

(₹ in Lakhs)

		As at 31.03.22	As at 31.03.21
Non-current assets			
5	Financial Assets		
	Investments		
	i. Investments in Subsidiaries		
	Non-trade in Equity Shares (Unquoted) - at cost		
	10,477,727 (31.03.2021: 10,477,727) Equity Shares in Doubledot Finance Ltd of Rs 10/- each fully paid up	3,118.37	3,118.37
	51,000 Positive Biosciences Limited of Rs 10/- each	5.10	5.10
	12,000 Positive Biosciences Limited of Rs 10/- each at premium of Rs 1729/- each	208.68	208.68
	2,42,67,486 Netclassroom Private Limited of Rs 10/- each	2,426.75	2,426.75
	9800 shares of Sanger genomics Private Limited	0.98	0.98
	Less: Consolidation Adjustment	-3,118.37	-3,118.37
	Non-trade in Preference Shares (Unquoted) - at cost		
	2,14,61,580 Shares Positive Biosciences Limited at Face Vale 10/-each	2,146.16	2,146.16
	Less: Consolidation Adjustment	-4,786.69	-4,786.69
	Total	0.98	0.98
	Non-trade in Equitiy Shares (Quoted) - at Fair Value through OCI		
	ii. Equity Share - Nil (31.03.2021: 4,443) Equity Shares in BSE Ltd of Re 1/- each fully paid up	-	25.37
	Non-trade in units of Mutual Funds (Unquoted) - at Fair Value		
	iii. -Urban Infrastructure Opportunities Fund		
	250 Units of Rs 23,930/- (P.Y. Rs.27,430) each fully Paid up & 20 units of Rs 43,930/- (P.Y. Rs.47,430) each at a premium of Rs 20,000/- each fully paid up	59.83	68.58
		8.79	9.49
	Units 35954 (31.03.2021: 29381) of HDFC Liquid fund	1,504.57	1,188.63
	White Oak India-Equity Fund	971.10	823.96
	Alchemy Capital Management - Equity Fund	-	553.40
	Motilal Asset management Fund - Equity Fund	51.68	134.24
	India Business Exc Fund III	234.53	210.35
	India Reality Exc Fund III	102.81	138.11
	Insider Shadow Fund	159.53	128.97
	Blended Rangoli Fund	268.85	189.39
	Total	3,361.67	3,445.12
	iv. Debentures (Unquoted)		
	IIFL Real Estate Fund-Series 2	167.68	209.63
	IIFL Special Opportunities Fund - Series 5	271.30	293.75
	IIFL Multi Strategy Fund Series 2	166.13	-
	Shambhavi Trade - NCD (95 units @ 32394/- each)	-	30.77
	v. Casagrand Millenia Pvt Ltd	90.00	189.50
	vi. Orios Fund-Fund II	300.00	300.00
	vii. Northern Arc Investment Management Private Limited	722.42	-
	Total	1,717.53	1,023.65
	Total of Investment	5,080.18	4,495.12
Current assets			
6	Financial Assets		
	Loans - Non Current		
	Loan to Subsidiary & Holding Company		
	Crescent Finstock Limited (Holding Company)	117.82	121.66
	Less: Inter Company Adjustments	-117.82	-121.66
	Loan to Other	1.32	0.84
	Total	1.32	0.84

Crescent Finstock Limited

Notes to consolidated financial statements for the year ended 31st March, 2022

(₹ in Lakhs)

7 Income Taxes & deferred tax

7.1 Income Tax recognised in Profit or loss:

Particulars	Year ended March 31, 2022	Year ended March 31, 2021
Current Tax		
In respect of the current year	135.53	40.87
In respect of earlier years	1.52	-
	<u>137.05</u>	<u>40.87</u>
Deferred Tax		
In respect of the current year	12.60	-24.46
MAT credit	-	-
	<u>12.60</u>	<u>-24.46</u>
Total tax expense recognised in the current year relating to continuing operations	<u>149.65</u>	<u>16.41</u>

7.2 Reconciliation of tax expense with the effective tax

Particulars	Year ended March 31, 2022	Year ended March 31, 2021
Profit / (loss) before tax	662.37	231.19
Applicable tax rate	0.22	0.22
Computed tax expense	145.72	50.86
Exempt income		
Expenses disallowed		
Tax loss not recognised	-8.67	-9.99
Tax credit not recognised		
Deferred tax asset recognised	12.60	-24.46
Tax expenses as per Statement of Profit and Loss	<u>149.65</u>	<u>16.41</u>

7.3 Unrecognised tax losses / tax credits / temporary difference

Particulars	As at March 31, 2022	As at March 31, 2021
Unrecognised deferred tax assets		
Unused tax losses		-
Fixed assets impact		-
	<u>-</u>	<u>-</u>

Unused tax credit

*Deferred Tax Assets are not recognised as there are no major foreseeable profits.

7.4 Deferred tax liabilities

(a) The balance comprises temporary differences attributable to :

Particulars	As at March 31, 2022	As at March 31, 2021
(i) Deferred tax liabilities		
Difference in fixed assets base	-11.89	-6.89
Unrealised fair value gain on investments	-	-
	<u>-11.89</u>	<u>-6.89</u>
(ii) Deferred tax assets		
MAT Credit Entitlement	-	-
Tax Losses	527.47	545.07
Provision for Gratuity and Leave Encashment	0.86	0.86
	<u>528.33</u>	<u>545.93</u>
Net deferred tax liabilities/(assets)	<u>-540.22</u>	<u>-552.82</u>

(b) Movement in deferred tax liabilities:

Particulars	Year ended March 31, 2022	Year ended March 31, 2021
Net deferred tax liability/(asset) asset at the beginning	-552.82	-938.82
Opening Balance Reversed	24.73	410.46
Charged on Fair value gain on investments		
Fixed asset impact	-12.13	-6.86
Impact of current year loss		-17.60
MAT Credit Entitlement		
Net deferred tax liability/(asset) asset at the end	<u>-540.22</u>	<u>-552.82</u>

7.5 Current Tax Liabilities

Particulars	As at March 31, 2022	As at March 31, 2021
Taxes paid less provision there against		-
	<u>-</u>	<u>-</u>

7.6 Current Tax Assets

Particulars	As at March 31, 2022	As at March 31, 2021
Taxes paid less provision there against	25.93	25.49
	<u>25.93</u>	<u>25.49</u>

8	Inventories		
	Stock in trade		
	Stock of Equity Shares	718.61	758.44
	Stock of Units of Mutual Fund	469.27	218.17
	Stock of Testing Material	6.14	37.57
	Stock of Export Sales	1.71	1.71
		1,195.74	1,015.89
9			
	9.2 Cash and cash equivalents		
	Balance that meet the definition of cash and cash equivalent as per Ind AS 7 - Statement of Cash Flows		
	Cash on hand	0.16	0.18
	Balances with Bank - in current account	138.70	85.30
	- in deposits accounts with original maturities of less than 12 months	23.75	23.75
		162.61	109.23
		162.61	109.23
	9.3 Loans - current		
	Unsecured, Considered good		
	Loans to Employees	-	-
		-	-
	9.4 Other financial assets		
	Interest Accrued but not due	20.40	12.27
	Deposits	19.78	21.78
		40.18	34.05
10			
	Other current assets		
	Prepaid expenses	2.61	2.09
	Balances with statutory/Government Authorities-Deposits	52.20	67.07
	Advances recoverable in cash or kind or for value to be received	-	0.18
	Deposit with others	0.25	-
	Other Receivables	6.39	13.31
	Less : Intercompany	-1.95	-17.31
	MAT Credit	59.20	14.39
		118.71	79.73

Crescent Finstock Limited**Notes to consolidated financial statements for the year ended 31st March, 2022**

(In ₹ Lakhs except equity share)

Note 11: Equity Share Capital:**Authorised Capital as at:****As at 31.03.22****As at 31.03.21**

	As at 31.03.22		As at 31.03.21	
	Number of	Number of	Number of	Number of
Authorised:				
Equity shares of ₹ 10/- each	80,00,000	800	80,00,000	800
TOTAL	80,00,000	800	80,00,000	800

For the year ended 31st March, 2022**Balance as at 01.04.2021****changes in equity share capital during the year****Balance as at 31.03.2022**

	Balance as at 01.04.2021		changes in equity share capital during the year		Balance as at 31.03.2022	
	Number of	Number of	Number of	Number of	Number of	Number of
Issued, subscribed and fully paid up:						
Equity shares of ₹ 10/- each	72,23,525	722	-	-	72,23,525	722
TOTAL	72,23,525	722	-	-	72,23,525	722

(a) Rights, preferences and restrictions attached to equity shares:

The Company has only one class of shares referred to as equity shares having a par value of ₹ 10/- per share. Each holder of equity shares is entitled to one vote per share. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts in the proportion of equity shares held.

(b) Details of equity shares held by each shareholder holding more than 5% equity shares in the Company:

Shareholder	As at 31.03.22		As at 31.03.21	
	Number of Equity Shares held	% Holding	Number of Equity Shares held	% Holding
Mr. Nitish Jain	16,54,126	22.89%	16,54,126	22.89%
Mrs. Bharati Jain	9,86,414	13.66%	9,86,414	13.66%
The Bank of New York Mellon	7,17,625	9.94%	7,17,625	9.94%
Life Insurance Corporation of India	6,36,928	8.82%	6,36,928	8.82%

(c) Shareholding pattern of promoters**(i) Shares held by promoters at the end of the year 31st March 2022**

Promoter Name	No. of Shares	% of total shares	% Change
<u>Equity Shares</u>			
Nitish jain	16,54,126	22.89%	0%
Bharati Jain	9,86,414	13.66%	0%
Total of Promoter's Equity Shares	26,40,540	36.55%	

(ii) Shares held by promoters at the end of the year 31st March 2021

Promoter Name	No. of Shares	% of total shares	% Change
<u>Equity Shares</u>			
Nitish jain	16,54,126	22.89%	0%
Bharati Jain	9,86,414	13.66%	0%
Total of Promoter's Equity Shares	26,40,540	36.55%	

Crescent Finstock Limited**CONSOLIDATED STATEMENT OF CHANGES IN EQUITY for the year ended 31st March, 2022**

(In ₹ Lakhs)

Note No.11.1**For the year ended 31.03.2022**

Particulars	Equity share	Capital Reserve	Securities	General	Statutory	Retained	Other	Total
Balance as at 1st April, 2021	722.35	58.25	1,977.67	780.06	726.72	-327.73	376.78	3,591.74
Changes during the year	-							
Total comprehensive income for the year						348.24	138.26	486.50
Transfer to Statutory Reserve as per Sec					57.28	-57.28		-
Balance as at 31.03.2022	722.35	58.25	1,977.67	780.06	784.00	-36.76	515.04	4,078.24

Note No.11.1**For the year ended 31.03.2021**

Particulars	Equity share	Capital Reserve	Securities	General	Statutory	Retained	Other	Total
Balance as at 1st April, 2020	722.35	58.25	1,977.67	780.06	663.84	-399.38	12.05	3,092.47
Changes during the year	-							
Total comprehensive income for the year						134.54	364.74	499.27
Transfer to Statutory Reserve as per Sec					62.88	-62.88		-
Balance as at 31.03.2021	722.35	58.25	1,977.67	780.06	726.72	-327.73	376.78	3,591.74

Non current liabilities			
12	Provisions - non current		
	Provision for Gratuity	29.23	28.48
	Provision for Leave Encashment	34.75	48.35
	Other Provision	2.15	2.15
		66.14	78.98
13	Current liabilities		
	Short term borrowings		
	Unsecured		
	Loans from Directors and Relatives	30.84	-
	Loans from Subsidiary- Doubledot Finance Limited	117.82	121.66
	Liability component of compound financial instruments - 3% non-cumulative redeemable preference shares	688.10	640.10
	Less: Intercompany	-805.92	-761.76
		30.84	-
Current liabilities			
14	Trade payables		
	Trade payables (refer note 25 for details of dues to MSME & others)	161.33	180.38
		161.33	180.38

Additional Information on Trade Payables - As on 31.03.2022

Particulars	Outstanding for following periods from due date of payments					Total
	Less than 6 months	6 months - 1 year	1 year - 2 years	2 year - 3 years	More than 3 years	
MSME	-	-	-	-	-	-
Other	71.43	27.51	25.80	4.79	31.80	161.33
Disputed Dues - MSME	-	-	-	-	-	-
Disputed Dues - Others	-	-	-	-	-	-
Total	71.43	27.51	25.80	4.79	31.80	161.33

Additional Information on Trade Payables - As on 31.03.2021

Particulars	Outstanding for following periods from due date of payments					Total
	Less than 6 months	6 months - 1 year	1 year - 2 years	2 year - 3 years	More than 3 years	
MSME	-	-	-	-	-	-
Other	32.69	1.74	139.42	-	6.53	180.38
Disputed Dues - MSME	-	-	-	-	-	-
Disputed Dues - Others	-	-	-	-	-	-
Total	32.69	1.74	139.42	-	6.53	180.38

15	Other current financial liabilities		
	Expenses payables	7.36	7.34
	Other Payables	4.12	3.12
	Less : Intercompany Adjustment	-	-
		11.47	10.46
16	Provisions - current		
	Provision for Gratuity	1.92	1.24
	Provision for Leave Encashment	1.34	0.44
	Other Provisions	0.09	-
		3.35	1.68
17	Other Current Liabilities		
	Statutory dues payable	10.40	6.36
	Other Payables	19.93	24.42
	Less : Intercompany Adjustment	-1.95	-17.31
		28.38	13.47

Crescent Finstock Limited
Notes to financial statements for the year ended 31st March, 2022

(₹ in Lakhs)

	PARTICULARS	Year ended 31.03.2022	Year ended 31.03.2021
18	Revenue from operations		
	Sale of products		
	Traded Equity Shares	1,189.94	378.50
	Traded Units of Mutual Funds	1,882.11	965.74
	Traded Testing Materials	310.30	203.26
	Total	3,382.35	1,547.51
19	Other income		
	Dividend from:		
	- Investments measured at fair value through profit & loss	23.00	14.39
	Interest income from:		
	- Fixed Deposits	1.45	1.59
	- Loans	6.91	6.38
	- Bonds	85.04	53.40
	- Investment	59.35	15.20
	- Others	-	0.89
	Profit on sale of Investments	414.91	38.11
	Interest on Income Tax Refund	22.51	-
	Miscellaneous income	13.35	30.43
	Less: Inter Company Adjustments	-6.83	-6.34
	Total	619.68	154.04
20	Cost of material consumed		
	Stock of Equity Shares		
	Opening Stock	758.44	617.65
	Add: Purchases	692.63	340.10
	Less: Closing Stock	718.61	758.44
		732.46	199.31
	Stock of units of Mutual Fund		
	Opening Stock	218.17	407.27
	Add: Purchases	2,090.32	480.46
	Less: Closing Stock	469.27	218.17
		1,839.22	669.56
	Stock of Fabric Garments		
	Opening Stock	1.71	-
	Add: Purchases	-	1.71
	Less: Closing Stock	1.71	1.71
	Consumables and Stores consumed	65.21	23.97
	Less: Inter Company Adjustments	-	-
	Total	2,636.89	892.84
21	Employee benefit expenses		
	Salaries and bonus (net of recovery)	200.70	167.56
	Contribution to provident fund and other funds	7.92	7.50
	Staff welfare expenses	1.47	1.10
	Total	210.09	176.16
22	Finance Cost		
	Interest expenses		
	- on unsecured loan	6.83	6.34
	Less: Inter Company Adjustments	-6.83	-6.34
	Interest on liability component of preference shares	48.01	44.66
	Less: Inter Company Adjustments	-	-
	Bank charges	0.38	0.04
	Other	0.10	-
	Total	48.49	44.70

23	Depreciation and amortization expense		
	Depreciation on tangible assets	19.99	21.34
	Amortization of intangible assets	-	-
	Total	19.99	21.34
24	Other expenses		
	Payment to auditor (refer foot note)	1.45	1.49
	Rates & Taxes	11.41	14.59
	Rent Expenses	5.68	5.20
	Bad Debts	3.50	0.80
	Travelling and conveyance	5.56	6.28
	Communication expenses	6.04	6.10
	Lab testing expenses	163.09	99.68
	Legal and professional charges	40.69	21.89
	Management Fee- Investment	30.54	24.41
	Director Sitting Fees	2.04	0.65
	Advertisement expenses	1.26	1.08
	Software expenses	1.82	1.10
	ROC fees expenses	0.17	0.01
	Business promotion expenses	0.99	2.10
	Printing and stationery	22.88	13.28
	Courier charges	3.18	5.26
	Foreign exchange loss	4.00	1.59
	Vehicle running expenses	12.91	11.01
	Repairs & maintenance	0.13	0.10
	Listing charges	0.65	0.55
	Share accounting charges	2.01	2.06
	Transaction charges	0.61	0.58
	Demat charges	0.19	0.22
	Subscriptions	-	1.18
	Miscellaneous expenses	32.33	53.67
	Statutory Filing Fees	0.28	0.67
	Commission Expenses	0.33	-
	Computer Expenses	0.03	0.12
	Insurance charges	1.11	1.15
	Training and conference expenses	0.00	0.04
	Donation	36.00	16.00
	Recovery Charges	6.27	4.08
	Loss on Investments	27.03	-
	Premium Paid on Investment	-	38.40
	Total	424.20	335.32

Crescent Finstock Limited
Notes to the financial statements as at 31st March 2022

(In ₹ Lakhs)

Note 25

RELATED PARTY DISCLOSURES

As per Accounting Standard 18, the disclosures of transactions with the related parties are given below:

i) Name of Director & Key Management Personnel	
Chandramohan Jakhmola	Whole Time Director & CFO
Nitish Jain	Non Executive Director (Promoter)
Bharati Jain	Non Executive Director (Promoter)
John D'souza	Non Executive - Independent Director
K S Iyer	Non Executive - Independent Director
Ganesh Iyer	Non Executive - Independent Director
Mehnuddin Khan	Company Secretary
Alwyn D'souza	Director In Subsidiary
Sridhar Iyer	Non Executive - Independent Director in Subsidiary
Riyazuddin Khan	Non Executive - Independent Director in Subsidiary
Rajagopalan Sourirajan	Director In Subsidiary
Rohit Sawant	Director In Subsidiary
Jyoti Shah	Company Secretary In Subsidiary
Jatinder Pal Singh Dua	Director In Subsidiary
Priyanka Resham Madurkar	CFO in Subsidiary
Pritika Surana	Company Secretary In Subsidiary
ii) Subsidiaries	
Doubledot Finance Limited	Subsidiary
Netclassroom Private Limited	Step - down Subsidiary
Positive Biosciences Limited	Step - down Subsidiary

Transactions with Related Parties during the years

Party Name	Nature of Transactions	2021-2022	2020-2021
		Amount (Rs.)	Amount (Rs.)
Chandramohan Jakhmola	Remuneration	1.69	6.96
Alwyn D'souza	Remuneration	31.18	24.88
Moin Khan	Remuneration	6.31	-
Rajagopalan Sourirajan	Remuneration	1.05	-
Jyoti Shah	Remuneration	0.14	-
Pritika Surana	Remuneration	1.60	-
Priyanka	Remuneration	0.37	-
Jatinder Pal Singh Dua	Remuneration	22.92	-
John D'souza	Sitting Fees	1.00	0.30
Ganesh Iyer	Sitting Fees	0.60	0.10
K S Iyer	Sitting Fees	0.10	0.10
Sridhar Iyer	Sitting Fees	0.20	0.15
Riyazuddin Khan	Sitting Fees	0.05	-
Balance with related parties as at 31st March, 2022			
Nitish jain	Loan	30.84	-

Notes to the financial statements as at 31st March 2022

Note 26 : Financial Ratios

Sr.No.	Ratio	Methodology	For Year ended 31 March,2022	For Year ended 31 March,2021	% Variance	Reasons for Variance
1	Current Ratio	Current assets over current liabilities	6.52	6.21	5.01%	NA
2	Debt equity ratio	Debt over total shareholders' equity	-	-	-	NA
3	Debt service coverage ratio	EBITDA over Interest	2.32	3.21	-27.78%	Due to lower EBITDA as compare to last year.
4	Return on equity (in %)	PAT over Equity ¹	6.34%	2.95%	114.94%	The increase is mainly on account of gain on sale of investment & increase in dividend income.
5	Trade receivables turnover ratio	Revenue from operations over average trade receivables	116.34	34.47	237.52%	It indicates that a company's collection of accounts receivable is efficient.
6	Trade payables turnover ratio	Purchases of Consumables & Store over Average Trade Payables	0.38	0.13	187.11%	Due to reduction in accounts payable as on 31.03.2022
7	Net Working capital turnover ratio	Revenue from operations over average working capital	2.85	1.36	109.38%	The company is able to generate a larger amount of sales.
8	Net profit %	Net profit after tax over revenue	15.16%	13.88%	9.22%	NA
9	EBITDA %	EBITDA over Revenue	3.29%	9.25%	-64.48%	Due to Increase in cost of goods sold as compare to previous year.
10	EBIT %	EBIT over Revenue	2.70%	7.87%	-65.76%	Due to Increase in cost of goods sold as compare to previous year.
11	Return on capital employed %	EBIT over Equity ¹ and Debt	1.12%	1.67%	-32.88%	Due to increase in cost of material consumed , Return on capital employed has been reduced.

Notes:

1 Equity includes Minority Interest

27 Enterprises consolidated as Subsidiary in accordance with Indian Accounting Standard 110-Consolidated Financial Statements

Name of the Enterprise	Country of Incorporation	Proportion of Ownership Interest
Doubledot Finance Limited	India	59.83%
Netclassroom Private Limited	India	59.83%
Positive Biosciences Limited	India	31.57%

28 Additional information, as required under Schedule III to the Companies Act, 2013, of Enterprises consolidated as Subsidiary

(In ₹ Lakhs)

Name of the Enterprise	Net Assets, ie, Total Assets minus Total Liabilities		Share in Profit or Loss		Share in Other Comprehensive Income		Share in Total Comprehensive Income	
	As % of consolidated Net Assets	Amt (Rs.)	As % of consolidated Profit or Loss	Amt (Rs.)	As % of consolidated OCI	Amt (Rs.)	As % of consolidated TCI	Amt (Rs.)
Parent								
Crescent Finstock Limited	15.27%	1,235.68	0.26 %	20.99	(0.26 %)	(21.44)	(0.01 %)	(0.45)
Subsidiary								
Doubledot Finance Limited	32.05%	2,593.99	3.48%	281.77	1.50%	121.70	4.99%	403.48
Netclassroom Private Limited	47.60%	3,852.47	4.04%	326.89	1.79%	145.13	5.83%	472.02
Positive Biosciences Limited	5.08%	411.22	(1.44%)	(116.93)	0.00%	0.15	(1.44%)	116.78
	100%	8,093.36	6.34%	512.73	3.03%	245.54	9.37%	758.27

29 Hierarchy for fair value estimation:

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

- Level 1 hierarchy includes methods and input that use active quoted prices depending upon type of instrument. The quoted prices are derived from platforms like stock exchange etc. Management has used closing prices and values of closing NAV's as applicable in case of financial instruments \ covered under this level.
- Under level 2 the fair value of the financial instruments that are not traded in any active market are determined using appropriate valuation techniques with the use of observable market data without relying much on the estimates that are entity specific. The inputs under this level are always observable.

Notes to the Consolidated Financial Statements for the year ended 31st March 2022

- In case of level 3 if one or more of the significant inputs are not derived on the basis of observable market data then fair value estimations derived with such inputs are included in level 3.
- The Company follows a policy to recognise transfers between the levels only at the end of reporting period and accordingly there are no transfers between levels during the year. The information based on the above levels is tabulated here below.

Financial assets and liabilities measured at fair values as at 31.03.2022

(In ₹ Lakhs)

Particulars	Note reference	Level 1	Level 2	Level 3	Total
Financial assets measured at fair value through Other Comprehensive Income					
Investments in Equity Shares		-	-	-	-
Financial assets measured at fair value through Profit & Loss					
Investments in Mutual Fund & Other	5	4,620.59	-	-	4,620.59
Total		4,620.59	-	-	4,620.59
Financial liabilities measured at fair value					
Not applicable		-	-	-	-
Total		-	-	-	-

Financial assets and liabilities measured at fair values as at 31.03.2021

(In ₹ Lakhs)

Particulars	Note reference	Level 1	Level 2	Level 3	Total
Financial assets measured at fair value through Other Comprehensive Income					
Investments in Equity Shares	5	25.37	-	-	25.37
Financial assets measured at fair value through Profit & Loss					
Investments in Mutual Fund & other fund	5	3,445.12	-	-	3,445.12
Total		3,470.49	-	-	3,470.49
Financial liabilities measured at fair value					
Not applicable		-	-	-	-
Total		-	-	-	-

Fair value of financial assets and liabilities measured at amortised cost

(In ₹ Lakhs)

Particulars	As at 31.03.2022		As at 31.03.2021		As at 31.03.2020	
	Carrying amount	Fair value	Carrying amount	Fair value	Carrying amount	Fair value
Financial assets at amortised cost						
Investments	459.59	459.59	1024.63	1024.63	633.62	633.62
Cash and cash equivalents	162.61	162.61	109.23	109.23	111.66	111.66
Loan	-	-	-	-	-	-
Trade receivables	17.77	17.77	40.38	40.38	49.42	49.42
Other financial assets	40.18	40.18	34.05	34.05	42.45	42.45
Total	680.15	680.15	1,208.29	1,208.29	837.15	837.15

Financial liabilities at amortised cost						
Borrowings	30.84	30.84	-	-	-	-
Trade payables	161.33	161.33	180.38	180.38	180.26	180.26
Other current financial liabilities	11.47	11.47	10.46	10.46	18.39	18.39
Total	203.64	203.64	190.84	190.84	198.65	198.65

The carrying amount of cash and cash equivalent and other current financial liabilities is considered to be the same as their fair value because of their short-term nature. The financial assets and liabilities that are measured at fair value, the carrying amounts are equal to their fair value.

30 Financial risk management:

The Company's overall risk management policy seeks to minimise potential adverse effect on the financial performance of the Company.

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in loss to the Company and arises mainly from the Company's investment in mutual fund units. The Company invests in mutual fund scheme from reputed fund houses only and hence do not expect to incur any material credit losses.

Liquidity risk is the risk that the Company will face difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. In view of nominal amount of financial liabilities as at the year end and sufficient cash and cash equivalents available, the Company do not expect to face any liquidity risk.

31 Earnings per share (EPS):

The following reflects the profit and share data used in EPS computations:

(In ₹ Lakhs except equity share and EPS)

Particulars	Year ended	Year ended
	31.03.2022 (₹)	31.03.2021 (₹)
Profit / (loss) from continuing operations attributable to equity shareholders	512.73	214.78
Weighted average number of equity shares basic and diluted (nos.)	7,223,525	7,223,525
Basic and diluted earnings per share	7.10	2.97
Nominal value of equity share	10.00	10.00

32 Segment Reporting

During the year, no reportable segment was identified. Therefore, Segment Reporting as per Ind AS 108 – Operating Segments is not applicable.

33 Defined Contribution Plan and Defined Benefit Plan

A. Defined Contribution Plan - There are no contributions to defined contribution plans.

B. Defined Benefit Plan

Defined Benefits Plan

(i) Leave Encashment

As per Actuarial Valuation as on 31st March, 2022 and 31st March, 2021 and recognised in the financial statements in respect of Employee Benefit Schemes:

Amount recognized in the Balance Sheet

(In ₹ Lakhs)

	As at	As at
Particulars	31.03.2022	31.03.2021
Present value of plan liabilities	36.09	48.36
Fair value of plan assets	-	-
Unfunded plans	-	0.43
Net plan liability/ (Asset)*	36.09	48.79

Amount recognised in the Statement of Profit and Loss as Employee Benefit Expenses

(In ₹ Lakhs)

	31-03-22	31-03-21
Service Cost	6.95	6.05
Past service cost	-	-
Net Interest Cost	3.30	1.12
Net actuarial (gain) / loss recognized in the period	(19.99)	29.41
Expense recognized in the Income Statement	(9.73)	36.58

Change in plan assets

(In ₹ Lakhs)

	31-03-22	31-03-21
Fair value of plan assets at the beginning of the period	-	-
Actual return on plan assets	-	-
Employer contribution	-	-
Benefits paid	-	-
Fair value of plan assets at the end of the period	-	-

Change in Net Defined Benefit Obligation

(In ₹ Lakhs)

	31-03-22	31-03-21
Net defined benefit liability at the start of the period	48.79	16.35
Service Cost	6.95	6.05
Past service cost	-	-
Net Interest cost (Income)	3.30	1.12
Actuarial (gain)/loss	(19.99)	29.41
Contribution paid to the Fund	-	-
Benefit paid directly by the enterprise	(2.97)	(4.14)
Net defined benefit liability at the end of the period	36.09	48.79

Bifurcation of PBO at the end of year in current and non current.

(In ₹ Lakhs)

	31-03-22	31-03-21
Current liability (Amount due within one year)	1.34	0.44

Non-Current liability (Amount due over one year)	34.75	48.35
Total PBO at the end of year	36.09	48.79

Expected contribution for the next Annual reporting period

The expected contributions for Defined Benefit Plan for the next financial year will be in line with FY 2019-20.

Sensitivity Analysis of the defined benefit obligation

Sensitivities due to change in discount rates, salary increase, mortality, withdrawals are not material & hence impact of change not calculated.

Sensitivities as to rate of inflation, rate of increase of pensions in payment, rate of increase of pensions before retirement & life expectancy are not applicable being a lump sum benefit on retirement

(ii) Gratuity

The Company provides for gratuity for employees in India as per the Payment of Gratuity Act, 1972. Employees who are in continuous service for a period of 5 years are eligible for gratuity. The amount of gratuity payable on retirement/termination is the employees last drawn basic salary per month computed proportionately for 15 days salary multiplied for the number of years of service.

Amount recognized in the Balance Sheet

(In ₹ Lakhs)

	31-03-22	31-03-21
Present Value of the obligation at end	31.16	29.72
Fair value of plan assets	-	-
Unfunded liability recognized in Balance Sheet	31.16	29.72

Amount recognised in the Statement of Profit and Loss as Employee Benefit Expenses

(In ₹ Lakhs)

	31-03-22	31-03-21
Service Cost	2.93	2.97
Past Service Cost	-	-
Net Interest Cost	2.00	1.81
Expense recognized in the Income Statement	4.93	4.78

Other Comprehensive Income (OCI)

(In ₹ Lakhs)

	31-03-22	31-03-21
Actuarial gain / (loss) for the year on PBO	(0.59)	1.30
Actuarial gain / (loss) for the year on Asset	-	-

Change in plan assets

(In ₹ Lakhs)

	31-03-22	31-03-21
Fair value of plan assets at the beginning of the period	--	--

Actual return on plan assets	--	--
Employer contribution	--	--
Benefits paid	--	--
Fair value of plan assets at the end of the period	--	--

Change in Net Defined Benefit Obligation

(In ₹ Lakhs)

	31-03-22	31-03-21
Net defined benefit liability at the start of the period	29.72	26.31
Service Cost	2.93	2.97
Past Service Cost	--	--
Net Interest cost (Income)	2.00	1.81
Actuarial (gain)/ loss	0.59	1.30
Contribution paid to the Fund		
Benefit paid directly by the enterprise	(4.08)	(2.67)
Net defined benefit liability at the end of the period	31.16	29.72

Bifurcation of PBO at the end of year in current and non current

(In ₹ Lakhs)

	31-03-22	31-03-21
Current liability (Amount due within one year)	1.92	1.24
Non-Current liability (Amount due over one year)	29.23	28.48
Total PBO at the end of year	31.16	29.72

Expected contribution for the next Annual reporting period

The expected contributions for Defined Benefit Plan for the next financial year will be in line with FY 2021-22

Sensitivity Analysis of the defined benefit obligation.

Sensitivities due to change in discount rates, salary increase, mortality, withdrawals are not material & hence impact of change not calculated. Sensitivities as to rate of inflation, rate of increase of pensions in payment, rate of increase of pensions before retirement & life expectancy are not applicable being a lump sum benefit on retirement

34 Figures regrouping & reclassification:

Figures for the previous year have been regrouped/ reclassified, wherever necessary.

35 Notes on First Time adoption of Ind-AS:

For the purposes of transition to Ind AS, the Company has followed the guidance prescribed in Ind AS 101 - First Time adoption of Indian Accounting Standard, with April 1, 2016 as the transition date and IGAAP as the previous GAAP.

The transition to Ind AS has resulted in changes in the presentation of the financial statements, disclosures in the notes thereto and accounting policies and principles. The accounting policies set out in Note 3 have been applied in preparing the consolidated financial statements for the year ended March 31, 2022 and the comparative information. An explanation of how the transition from previous GAAP to Ind AS has affected the Company's Balance Sheet, Statement of Profit and Loss, and exemptions on first time adoption of Ind AS availed in accordance with Ind AS 101 are as under:

35.1 Exemptions availed on first time adoption of Ind-AS 101:

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

A. Deemed cost :

The Company has opted paragraph D 5 and D 7 and accordingly considered the fair value of Property, Plant and equipment and Investment properties as deemed cost as at the transition date.

B. Investment in Subsidiaries, Joint Ventures and Associates :

The Company has opted para D 14 and D 15 and accordingly considered the previous GAAP carrying amount of Investments as deemed costs as at the transition date.

C. Designation of previously recognized equity instruments :

Paragraph D19B of Ind AS 101 gives an option to the entity to designate an equity instrument as at fair value through other comprehensive income on the basis of the facts and circumstances that exists at the date of transition to Ind AS. The Company has opted to apply this exemption for its investment in Equity Shares.

D. Business combination exemption

The Company has applied the exemption as provided in Ind AS 101 on non-application of Ind AS 103, "Business Combinations" to business combinations consummated prior to April 1, 2018 (the "Transition Date"), pursuant to which goodwill/capital reserve arising from a business combination has been stated at the carrying amount prior to the date of transition under Indian GAAP. The Company has also applied the exemption for past business combinations to acquisitions of investments in subsidiaries / associates / joint ventures consummated prior to the Transition Date.

Secretarial Audit Report

FORM NO. MR-3

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

FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2022

To,

The Members,

DOUBLEDOT FINANCE LIMITED

No.645, Annasalai, Thousand Lights,
2nd Floor, Chennai-6.

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate governance practice by **M/s. DOUBLEDOT FINANCE 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 my opinion thereon.

Based on my verification of the Company's Books, Papers, Minutes 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 financial year ended 31st March, 2022, generally complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

I have examined the books, papers, minute books, forms and returns filed and other records maintained by **M/s DOUBLEDOT FINANCE LIMITED** ("the Company") for the financial year ended on 31st March, 2022, according to the provisions of:

(i) The Companies Act, 2013 (the Act) and the rules made thereunder for specified sections notified and came into effect from 12th September, 2013 and sections and Rules notified and came into effect from 1st April, 2014;

(ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;

(iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder; **(not applicable to the Company during the Audit period);**

(iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment and Overseas Direct Investment **(not applicable to the Company during the Audit period);**

(v) The Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):- **(not applicable to the Company during the Audit period);**

(vi) Other Laws specifically applicable to the Company as per the representations made by the Company are as follows:

- a. The Shops & Establishment Act, 1948 and rules made thereunder;
- b. Professional Tax Act, 1975;
- c. The Reserve Bank Act, 1934
- d. Non-Banking Financial Company - Non Systematically Important Non-Deposit taking Company (Reserve Bank) Directions, 2016.

In case of Direct and Indirect Tax Laws like Income Tax Act, Service Tax Act, Excise & Custom Acts I have relied on the Reports given by the Statutory Auditors of the Company.

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

- a. Secretarial Standards issued by The Institute of Company Secretaries of India; and
- b. The (Listing Obligation and Disclosure Requirements) Regulations, 2015
(The Company is unlisted companies hence listing regulations are not applicable).

During the financial year under review, the Company has generally complied with the provisions of the Companies Act, 2013, Companies Act, 1956, Rules, Regulations, Guidelines, Standards, etc. mentioned above

I further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. No changes took place in composition of the Board of Directors of the Company.

During the year Mr. Ganesh Iyer, Independent Director resigned with effect from 7th March 2022. Mr. Riyazuddin Kalimullah was appointed as Independent Directors with effect from 8th March 2022; within 3 months from vacancy in the board.

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.

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

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

Date: 28/05/2022
Place: Mumbai

For Mayank Arora & Co.

Mayank Arora
Proprietor
M. No- F10378
C.P. No. 13609
UDIN: F010378D000430490
P.R NO:-679/2020

Annexure A

To,
The Members,
DOUBLEDOT FINANCE LIMITED
No.645, Annasalai, Thousand Lights,
2nd Floor, Chennai-6

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

1. Maintenance of secretarial record is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on my audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provided a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and Book of Accounts of the Company.
4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulation, standards is the responsibility of management. My examination was limited to the verification of procedures on the test basis.
6. The Secretarial audit report is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.
7. I have reported, in my audit report, only that non-compliance, especially in respect of filing of applicable forms/documents, which, in my opinion, are material and having major bearing on financials of the Company.

Date: 28/05/2022
Place: Mumbai

For Mayank Arora & Co.

Mayank Arora
Proprietor
M. No- F10378
C.P. No. 13609
UDIN: F010378D000430490
P.R NO:-679/2020

Secretarial Audit Report

FORM NO. MR-3

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

FOR THE FINANCIAL YEAR ENDED 31ST March, 2022

To,

The Members,

NET CLASSROOM PRIVATE LIMITED

No.J. 49, Kamber Street,
Thirunagar Jafferkhanpet
Chennai 600083

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate governance practice by **M/s. NET CLASSROOM PRIVATE LIMITED** (hereinafter called "the Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts / statutory compliances and expressing our opinion thereon.

Based on my verification of the Company's Books, Papers, Minutes 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 financial year ended 31st March, 2022, generally complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

We have examined the books, papers, minute books, forms and returns filed and other records maintained by **M/s. NET CLASSROOM PRIVATE LIMITED** ("the Company") for the financial year ended on 31st March, 2022, according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment and Overseas Direct Investment;
- (iii) Other Laws specifically applicable to the Company as per the representations made by the Company are listed in **Annexure I** and forms an integral part of this report.

In case of Direct and Indirect Tax Laws like Income Tax Act, Service Tax Act, Excise & Custom Acts we have relied on the Reports given by the Statutory Auditors of the Company.

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

- a. Secretarial Standards issued by The Institute of Company Secretaries of India; and
- b. The (Listing Obligation and Disclosure Requirements) Regulations, 2015- **Not Applicable**

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

As per section 203(4) of the Companies Act, 2013, If the office of any whole-time key managerial personnel is vacated, the resulting vacancy shall be filled-up by the Board at a meeting of the Board within a period of six months from the date of such vacancy. Ms. Pritika Surana had resigned from the post of whole-time Company Secretary w.e.f. 31st July, 2021 and Ms. Jyoti Shah was appointed as a whole-time company secretary w.e.f. 8th March, 2022.

We further report that:

The Company has complied with composition of Board of Directors as per the requirements of Companies Act, 2013. The changes in the composition of Board took place during the year under review were carried out in compliance of the provisions of Act.

Adequate notice is given to all the directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance or convened on a shorter notice with requisite consent, and a system exist for seeking and obtaining further information and clarification on the agenda item before the meeting and for meaningful participation at the meeting.

We further report that there are adequate system and process in the company commensurate with the size and operation of the company to monitor and ensure compliance with applicable law, rules, regulation, and guidelines.

We further report that during the audit period, there was no instance of:

- i. Public/Right/Debenture/ Sweat Equity.
- ii. Buy- Back of Securities.
- iii. Foreign Technical Collaboration.

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

**For Mayank Arora & Co.
Company Secretaries**

**Date: 28/05/2022
Place: Mumbai
UDIN: F010378D000436001**

**Mayank Arora
Proprietor
C.P. No. 13609
PR No: 679/2020**

Other Laws applicable to the Company

(A) Commercial Laws

- (i) Indian Contract Act 1872
- (ii) Limitation Act 1963
- (iii) Information Technology Act 2000
- (iv) The Competition Act 2002
- (v) Income Tax Act 1961
- (vi) Goods and Service Tax Act

(B) Immovable and Intellectual Property Laws

- (i) Bombay/Indian Stamp Act 1899
- (ii) Registration Act 1908
- (iii) Trademark Law
- (iv) Patents Law
- (v) Copyrights Law
- (vi) Rent Act 1977

(C) Labour Laws

- (i) The Maternity Benefit Act 1961
- (ii) Prevention of Sexual Harassment at Workplace Act 2013
- (iii) Workmen's Minimum House Rent Allowance Act, 1983
- (iv) Child labour (Prohibition & regulation) Act, 1986

(D) Others

- (i) Shops & Establishments Act

**For Mayank Arora & Co.
Company Secretaries**

**Date: 28/05/2022
Place: Mumbai
UDIN: F010378D000436001**

**Mayank Arora
Proprietor
C.P. No. 13609
PR No: 679/2020**

To,
The Members,
NET CLASSROOM PRIVATE LIMITED
No.J. 49, Kamber Street,
Thirunagar Jafferkanpet
Chennai 600083

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

1. Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provided a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Book of Accounts of the Company.
4. Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulation, standards is the responsibility of management. Our examination was limited to the verification of procedures on the test basis.
6. The Secretarial audit report is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.
7. We have reported, in our audit report, only those non-compliance, especially in respect of filing of applicable forms/documents, which, in our opinion, are material and having major bearing on financials of the Company.

For Mayank Arora & Co.
Company Secretaries

Date: 28/05/2022
Place: Mumbai
UDIN: F010378D000436001

Mayank Arora
Proprietor
C.P. No. 13609
PR No: 679/2020

Secretarial Audit Report

FORM NO. MR-3

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

FOR THE FINANCIAL YEAR ENDED 31ST March, 2022

To,

The Members,

POSITIVE BIOSCIENCES LIMITED

645 Anna Salai

Thousand Lights,

Chennai Tn 600006

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate governance practice by **M/s. POSITIVE BIOSCIENCES LIMITED** (hereinafter called "the Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts / statutory compliances and expressing our opinion thereon.

Based on my verification of the Company's Books, Papers, Minutes 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 financial year ended 31st March, 2022, generally complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

We have examined the books, papers, minute books, forms and returns filed and other records maintained by **M/s. POSITIVE BIOSCIENCES LIMITED** ("the Company") for the financial year ended on 31st March, 2022, according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment and Overseas Direct Investment;
- (iii) Other Laws specifically applicable to the Company as per the representations made by the Company are listed in **Annexure I** and forms an integral part of this report.

In case of Direct and Indirect Tax Laws like Income Tax Act, Service Tax Act, Excise & Custom Acts we have relied on the Reports given by the Statutory Auditors of the Company.

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

- a. Secretarial Standards issued by The Institute of Company Secretaries of India; and
- b. The (Listing Obligation and Disclosure Requirements) Regulations, 2015- **Not Applicable**

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

1. *As required under Section 203 of the Companies Act 2013 read with Rule 8 and Rule 8A of the Companies (Appointment of and Remuneration of Managerial Personnel) Rules, 2014, with effect from 25th August, 2021 the Company has appointed a Whole Time Director.*
2. *As required under section 149 of the Companies Act, 2013, the Company had appointed one more Additional Director (Independent Director) of the Company with effect from 25th May, 2021.*
3. *As required under Section 203 of the Companies Act 2013 read with Rule 8 and Rule 8A of the Companies (Appointment of and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed Company Secretary with effect from 2nd August, 2021.*
4. *In Annual Report of the Company, the Company missed to give explanation or comments by the Board on disclaimers/Comments/Remarks made by the Company Secretary in Practice in his Secretarial Audit Report as required under Section 134 (f).*

We further report that:

The Company has complied with composition of Board of Directors as per the requirements of Companies Act, 2013. The changes in the composition of Board took place during the year under review were carried out in compliance of the provisions of Act.

Adequate notice is given to all the directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance or convened on a shorter notice with requisite consent, and a system exist for seeking and obtaining further information and clarification on the agenda item before the meeting and for meaningful participation at the meeting.

We further report that there are adequate system and process in the company commensurate with the size and operation of the company to monitor and ensure compliance with applicable law, rules, regulation, and guidelines.

We further report that during the audit period, there was no instance of:

- i. Public/Right/Debenture/ Sweat Equity.
- ii. Buy- Back of Securities.
- iii. Foreign Technical Collaboration.

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

**For Mayank Arora & Co.
Company Secretaries**

**Date: 28/05/2022
Place: Mumbai
UDIN: F010378D000430776**

**Mayank Arora
Proprietor
C.P. No. 13609
PR No: 679/2020**

Other Laws applicable to the Company

(A) Commercial Laws

- (i) Indian Contract Act 1872
- (ii) Limitation Act 1963
- (iii) Information Technology Act 2000
- (iv) The Competition Act 2002
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- (iv) Child labour (Prohibition & regulation) Act, 1986

(D) Others

- (i) Shops & Establishments Act

**For Mayank Arora & Co.
Company Secretaries**

**Date: 28/05/2022
Place: Mumbai
UDIN: F010378D000430776**

**Mayank Arora
Proprietor
C.P. No. 13609
PR No: 679/2020**

To,
The Members,
POSITIVE BIOSCIENCES LIMITED
645 Anna Salai
Thousand Lights,
Chennai Tn 600006

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

1. Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provided a reasonable basis for our opinion.
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6. The Secretarial audit report is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.
7. We have reported, in our audit report, only those non-compliance, especially in respect of filing of applicable forms/documents, which, in our opinion, are material and having major bearing on financials of the Company.

For Mayank Arora & Co.
Company Secretaries

Date: 28/05/2022
Place: Mumbai
UDIN: F010378D000430776

Mayank Arora
Proprietor
C.P. No. 13609
PR No: 679/2020