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# **ANNUAL REPORT**

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**2022-23**

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## **CORPORATE INFORMATION**

### **BOARD OF DIRECTORS**

Mr. Kamlesh Jhaveri	- Whole Time Director (Executive)
Mr. Bhaderesh Jhaveri	- Director (Non Executive)
Mrs. Rupal Jhaveri	- Woman Director (Non Executive)
Mr. Ashesh Trivedi	- Independent Director
Mr. Satish Trivedi	- Independent Director
Mr. Vikram Gohil	- Chief Financial Officer
Mr. Nevil Sheth	- Company Secretary and Compliance Officer (Appointed w.e.f. June 29, 2023)

### **COMMITTEES OF THE BOARD**

#### **Audit Committee**

Mr. Ashesh Trivedi	- Chairman
Mr. Bhaderesh Jhaveri	- Member
Mr. Satish Trivedi	- Member

#### **Nomination and Remuneration Committee**

Mr. Bhaderesh Jhaveri	- Chairman
Mr. Ashesh Trivedi	- Member
Mr. Satish Trivedi	- Member

#### **Stakeholders' Relationship Committee**

Mr. Ashesh Trivedi	- Chairman
Mr. Bhaderesh Jhaveri	- Member
Mr. Kamlesh Jhaveri	- Member

### **AUDITORS**

M/S. MARKS & CO., Chartered Accountants  
(Firm Registration No. 136479W)

### **SECRETARIAL AUDITOR**

Mrs. Heena Patel  
Membership No. ACS No. 40323; COP No. 16241

### **REGISTERED OFFICE**

301 Payal Tower –II, Sayajigunj, Vadodara Gujarat -390 020  
Website: [www.jhavericommodity.com](http://www.jhavericommodity.com)  
Email : [companysecretary@jhaveritrade.com](mailto:companysecretary@jhaveritrade.com)  
Phone : +91 265 2226201

### **BANKERS**

HDFC Bank Limited

### **REGISTRARS AND TRANSFER AGENTS**

M/s. MCS share Transfer Agents Limited  
1st Floor, Neelam Apartment, 88 Sampatrao Colony,  
Above Chhapanbhog , Alkapuri, Vadodara, Gujarat - 390 007

As on July 26, 2023

## JHAVERI CREDITS AND CAPITAL LIMITED

### NOTICE OF 29<sup>TH</sup> ANNUAL GENERAL MEETING

Notice is hereby given that the **29<sup>th</sup> Annual General Meeting** of the members of **Jhaveri Credits and Capital Limited** ('the Company') will be held on **Friday, August 25, 2023** at **04:00 p.m.**, (IST) through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"), to transact the following businesses:-

#### ORDINARY BUSINESSES:

1. To receive, consider, approve and adopt the audited standalone financial statement of the Company for the financial year ended March 31, 2023 and the reports of the Board of Directors and Auditors thereon and in this regard, to consider and if thought fit, to pass the following resolution, with or without modification(s), as an **Ordinary Resolution**:

**"RESOLVED THAT** the audited standalone financial statement of the Company for the financial year ended March 31, 2023 and the reports of the Board of Directors and Auditors thereon, as circulated to the members, be and are hereby considered, Approved and Adopted"

2. To appoint Mrs. Rupal Jhaveri (DIN: 09456794), who retires by rotation as a Director of the Company and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mrs. Rupal Jhaveri (DIN: 09456794), who retires by rotation at this meeting, be and is hereby appointed as a Director of the Company."

3. To consider re-appointment of the Statutory Auditors and fix their remuneration and if thought fit, to pass the following Resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and based on the recommendation of the Audit Committee, and the Board of Directors of the Company, M/s. MARKS & CO., Chartered Accountants, (Firm Registration No. 136479W) be and are hereby re-appointed as the Statutory Auditors of the Company, to hold office for their second term of 1 (one) year from the conclusion of this Annual General Meeting (the "AGM") till the conclusion of 30<sup>th</sup> Annual General Meeting (the "AGM") of the Company, at such remuneration as shall be fixed by the Board of Directors of the Company."

By order of the Board of Director

Date: July 26, 2023

Place: Vadodara

**Kamlesh Jhaveri**

Whole time Director

Registered Office:

301, Payal Towers-II, Sayajigunj, Vadodara-390020

CIN:L65910GJ1993PLC020371

Website:www.jhavericommodity.com

Email: companysecretary@jhaveritrade.com

Phone: 0265-2226201/ 6161268

**NOTES:**

- 1) The Ministry of Corporate Affairs ("MCA") has, vide its circular dated May 5, 2022, read together with circulars dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 8, 2021, December 14, 2021 and December 28, 2022 (collectively referred to as "MCA Circulars"), permitted convening the General Meeting ("Meeting") through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM"), without physical presence of the members at a common venue. In accordance with the MCA Circulars and applicable provisions of the Companies Act, 2013 ("the Act") read with Rules made thereunder and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the AGM of the Company is being held through VC / OAVM. The deemed venue for the AGM shall be the Registered Office of the Company.
- 2) Generally, a member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the company. Since this AGM is being held through VC / OAVM pursuant to the MCA Circulars, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence, the Proxy Form and Attendance Slip including Route Map are not annexed to this Notice.
- 3) The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
- 4) 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 Companies Act, 2013.

**ELECTRONIC DISPATCH OF ANNUAL REPORT AND PROCESS FOR REGISTRATION OF E-MAIL ID FOR OBTAINING COPY OF ANNUAL REPORT:**

- 5) In compliance with the aforesaid MCA and SEBI Circulars notice of the AGM along with the Annual Report 2022-23 is being sent only through electronic mode to those members whose email addresses are registered with the Company/ Depositories. Therefore, those Members, whose email address is not registered with the Company or with their respective Depository Participant/s, and who wish to receive the Notice and all other communication sent by the Company, from time to time, please update your email address through your respective Depository Participant/s. Members may note that the notice and Annual Report 2022-23 is also be available on the Company's website [www.Jhavericommodity.com](http://www.Jhavericommodity.com) websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited and on the website of NSDL [www.evoting.nsdl.com](http://www.evoting.nsdl.com)
- 6) Members holding shares in dematerialised mode are requested to register/update their e-mail addresses with the relevant Depository Participants. In case of any queries/difficulties in registering the e-mail address, Members may write to [www.Jhavericommodity.com](http://www.Jhavericommodity.com).

**PROCEDURE FOR REMOTE E-VOTING AND E-VOTING DURING THE AGM:**

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- 7) Pursuant to Section 108 of the Act, Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of Listing Regulations, the Company is pleased to provide the facility to Members to exercise their right to vote on the resolution proposed to be passed at AGM by electronic means.
- 8) The Members, whose names appear in the Register of Members/list of Beneficial Owners as on **Friday, August 18, 2023, i.e. cut-off date**, are entitled to vote on the Resolutions set forth in this Notice. A person who is not a Member as on the cut-off date should treat this Notice of AGM for information purpose only.
- 9) Members may cast their votes on electronic voting system from any place (remote e-voting). **The remote e-voting period will commence at 9:00 a.m. on Tuesday, August 22, 2023 and will end at 5:00 p.m. on Thursday, August 24, 2023.** In addition, the facility for voting through electronic voting system shall also be made available during the AGM. Members attending the AGM who have not cast their vote by remote e-voting shall be eligible to cast their vote through e-voting during the AGM. Members who have voted through remote e-voting shall be eligible to attend the AGM, however, they shall not be eligible to vote at the meeting. Members holding shares in physical form are requested to access the remote e-voting facility provided by the Company through NSDL e-voting system at <https://www.evoting.nsdl.com/>.
- 10) The details of the process and manner for remote e-voting are explained herein below:

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

In terms of SEBI Circular No. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020 on “e-voting facility provided by Listed Companies”, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

### A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in Demat mode

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<p>A. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <p>B. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>C. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is</p>

	<p>available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <p>D. Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p><b>NSDL Mobile App is available on</b></p> <p> App Store  Google Play</p> <div style="display: flex; justify-content: space-around;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>A. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</p> <p>B. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of <b>e-Voting service provider i.e. NSDL</b>. Click on <b>NSDL</b> to cast your vote.</p> <p>C. If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></p> <p>D. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. <b>NSDL</b> where the e-Voting is in progress.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>

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

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

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

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

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

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

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****



<p>c) For Members holding shares in Physical Form.</p>	<p>EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***</p>
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- E. Password details for shareholders other than Individual shareholders are given below:
- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
  - c) How to retrieve your 'initial password'?
    - If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
    - If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
- F. If you are unable to retrieve or have not received the " Initial password" or have forgotten your password:
- a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
- G. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
- H. Now, you will have to click on "Login" button.
- I. After you click on the "Login" button, Home page of e-Voting will open.

**Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.**

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

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

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

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

**c) The Instructions for members for e-voting on the day of the AGM are as under:**

- 1) The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.

- 2) Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
- 3) Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
- 4) The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

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

**11) Instructions for Shareholders attending the AGM through VC/OAVM are as under:**

Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM link" placed under "Join General meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

Members are encouraged to join the Meeting through Laptops for better experience.

Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

Members can post questions through Q& A feature available in the VC. Members can exercise these options once the floor is open for shareholder queries.

Members, who need assistance before or during the AGM, may Send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or use Toll free no.: 1800 1020 990 and 1800 22 44 30;

**PROCEDURE TO ASK QUESTIONS/SEEK CLARIFICATIONS WITH RESPECT TO ANNUAL REPORT:**

- 12) As the AGM is being conducted through VC/OAVM, for the smooth conduct of proceedings of the AGM, Members are encouraged to express their views/ send their queries in advance mentioning their name, demat account number/folio number, e-mail id, mobile number at [companysecretary@jhaveritrade.com](mailto:companysecretary@jhaveritrade.com). Questions/queries received by the Company till 5:00 p.m. on Friday, August 18, 2023 shall only be considered and responded during the AGM.
- 13) The Company reserves the right to restrict the number of questions and number of speakers, as appropriate for smooth conduct of the AGM.

**GENERAL INFORMATION:**

## JHAVERI CREDITS AND CAPITAL LIMITED

- 14) It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
- 15) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
- 16) The voting rights shall be as per the number of equity shares held by the Member(s) as on Friday, August 18, 2023 being the cut-off date. Members are eligible to cast vote electronically only if they are holding shares as on that date.
- 17) The requirement to place the matter relating to appointment of auditors for ratification by members at every Annual General Meeting is done away with vide notification dated May 7th, 2018 issued by Ministry of Corporate Affairs, New Delhi. Accordingly, no resolution is proposed for ratification of appointment of Auditors. Subject to requirement of provisions of Companies Act, 2013, M/s MARKS & Co., Chartered Accountants, Ahmedabad having Firm Registration No. 136479W, have been Reappointed as Statutory Auditors of company at 29th Annual General Meeting held on August 25, 2023 for a period of one year from the conclusion of this Annual General Meeting (the "AGM") till the conclusion of 30<sup>th</sup> AGM of the Company. They are eligible for reappointment and they have given their confirmation that they are not disqualified from continuing as Auditors of the Company
- 18) The Company has appointed Mrs. CS Heena Patel,, Practicing Company Secretary (ACS 40323 and CP No. 16241), to act as the Scrutinizer, to scrutinize the entire e-voting process in a fair and transparent manner. The Members desiring to vote through remote e-voting are requested to refer to the detailed procedure given hereinafter.
- 19) The results of the electronic voting shall be declared to the Stock Exchanges after the conclusion of AGM. The results along with the Scrutinizer's Report shall also be placed on the website of the Company at [www.jhavericommodity.com](http://www.jhavericommodity.com).

### PROCEDURE FOR INSPECTION OF DOCUMENTS:

- 20) The results of the electronic voting shall be declared to the Stock Exchanges after the conclusion of AGM. The results along with the Scrutinizer's Report shall also be placed on the website of the Company at [www.jhavericommodity.com](http://www.jhavericommodity.com).
- 21) All documents referred to in the accompanying Notice shall be open for inspection at the Registered Office of the Company during business hours on all working days except Sunday and Holidays, up to and including the date of the Annual General Meeting of the Company.
- 22) During the AGM, the Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Act and the Register of Contracts or arrangements in which Directors are interested under Section 189 of the Act shall be available for inspection upon login at NSDL e-voting system at <https://www.evoting.nsdl.com>.
- 23) In terms of Section 152 of the Act, Mrs. Rupal Jhaveri (DIN: 09456794) Director of the Company is liable to retire by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.
- 24) Pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and Secretarial Standard on General Meetings issued by The Institute of Company

## JHAVERI CREDITS AND CAPITAL LIMITED

Secretaries of India, Details of Directors retiring by rotation / seeking appointment / re-appointment at this Meeting are provided in the "Annexure A" to the Notice.

- 25) The Securities and Exchange Board of India (SEBI) vide its circular dated April 20, 2018 has mandated registration of Permanent Account Number (PAN) and Bank Account Details for all securities holders. Members holding shares in physical form are therefore, requested to submit their PAN and Bank Account Details to RTA / Secretarial Department of the Company by sending a duly signed letter along with self-attested copy of PAN Card and original cancelled cheque through e-mail at companysecretary@jhaveritrade.com. The original cancelled cheque should bear the name of the Member. In the alternative Members are requested to submit a copy of bank passbook/statement attested by the bank. Members holding shares in demat form are requested to submit the aforesaid information to their respective Depository Participant.

### Contact Details:

Company	<b>Jhaveri Credits and Capital Limited</b> 301, Payal Towers-II, Sayajigunj, Vadodara-390020 CIN : L65910GJ1993PLC020371 Website : www.jhavericommodity.com Email : companysecretary@jhaveritrade.com Phone : 0265-2226201/ 6161268
Registrar and Share Transfer Agent	<b>MCS Share Transfer Agent Limited</b> 1 <sup>st</sup> Floor, Neelam Apartment, 88 Sampatrao Colony, Above Chhapanbhog , Alkapuri, Vadodara, Gujarat - 390 007 Contact: +91 265 2350490 Email : mcsLtdbaroda@gmail.com
E-voting Agency	<b>National Securities Depository Limited</b> Phone : 1800 1020 990 and 1800 22 44 30 E-mail : evoting@nsdl.co.in Website: www.evoting.nsdl.com
Scrutinizer	<b>Mrs. Heena Patel, Practicing Company Secretary</b> Membership No. ACS 40323 and CP No. 16241 Email : Heenapatelcs@gmail.com

By order of the Board of Director

Date: July 26, 2023  
Place: Vadodara

**Kamlesh Jhaveri**  
Whole time Director

Registered Office:  
301, Payal Towers-II, Sayajigunj, Vadodara-390020  
CIN:L65910GJ1993PLC020371 | Phone: 0265-  
2226201/6161268  
Website:www.jhavericommodity.com  
Email: companysecretary@jhaveritrade.com

**ANNEXURE TO THE NOTICE****Annexure-A****Details of Directors Retiring by Rotation/Seeking Appointment/ Re-Appointment at the Meeting**

<b>Mrs. Rupal Kamlesh Jhaveri</b>	
Age	51 years
Qualifications	Bachelor of Commerce (B.Com)
Experience (including expertise in specific functional area) / Brief Resume	Mrs. Rupal Jhaveri is a commerce graduate, having share market and finance background with practical experience of about more than 20 years.
Terms and Conditions of appointment	Mrs. Rupal Jhaveri appointed as Non Executive Director, liable to retire by rotation
Remuneration Last Drawn	NIL
Remuneration proposed to be paid	NIL
Date of first appointment on the Board	January 07, 2022
Shareholding in the Company as on March 31, 2023	NIL
Relationship with other Directors / Key Managerial Personnel	Spouse of Kamlesh Jhaveri, Whole time Director of the Company
Number of meetings of the Board attended during the year	10
Directorships of other Boards as on March 31, 2023	NIL
Membership / Chairmanship of Committees of other Boards as on March 31, 2023	NIL

**DIRECTOR'S REPORT**

To,  
The Members of  
**JHAVERI CREDITS AND CAPITAL LIMITED**

Your Directors have pleasure in presenting the **29<sup>th</sup> Annual Report** of **Jhaveri Credits and Capital Limited** ('The Company') along with the Audited Financial Statements for the financial year ended March 31, 2023 (FY 2022-23).

**FINANCIAL HIGHLIGHTS**

The Audited Financial Statements of the Company as on March 31, 2023, are prepared in accordance with the relevant applicable Ind AS and Regulation 33 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and the provisions of the Companies Act, 2013 ("Act").

(₹ in Lakhs)

Particulars	Year ended March 31, 2023	Year ended March 31, 2022
<b>Income</b>		
Income from Operations	1161.99	905.63
Other Income	18.31	53.14
<b>Total Income</b>	<b>1180.30</b>	<b>958.77</b>
<b>Expenses</b>		
Purchases of stock - in-trade and investment	1050.18	1083.91
Change in inventories of stock in trade	0.00	(245.22)
Finance Costs	24.43	20.27
Fees and Commission Expenses	3.95	4.80
Employee Benefits Expenses	4.13	8.32
Depreciation, amortization and impairment	0.12	0.16
Other expenses	15.54	53.17
<b>Total Expenses</b>	<b>1098.35</b>	<b>925.42</b>
<b>Profit/(Loss) before Exceptional Items &amp; Tax Expenses</b>	<b>81.94</b>	<b>33.35</b>
Exceptional Items	0.00	0.00
<b>Profit/(loss) before tax</b>	<b>81.94</b>	<b>33.35</b>
<b>Tax Expense</b>		
Current Tax	4.45	6.17
Deferred Tax	(0.86)	0.06
Adjustment of tax relating to earlier periods	(0.21)	(0.04)
<b>Profit/(Loss) for the period</b>	<b>78.56</b>	<b>27.16</b>
Other comprehensive income	0.00	0.00
<b>Total Other Comprehensive Income</b>	<b>0.00</b>	<b>0.00</b>
<b>Total Comprehensive Income for the period</b>	<b>78.56</b>	<b>27.16</b>
Paid up equity share capital (Face Value ₹ 10 per share)	646.33	646.33
<b>Earnings Per Equity Share (Basic and Diluted) (in ₹)</b>	<b>1.22</b>	<b>0.42</b>

**STATE OF COMPANY'S AFFAIRS**

During the year under review, the Company achieved revenue of ₹ 1180.30 lakhs and net profit of ₹ 78.56 lakhs on a standalone basis.

## **JHAVERI CREDITS AND CAPITAL LIMITED**

The company manages the affairs by business operations and is hopefully to carry on further. The promoters of the company have entered into SPA agreement with Mr. Vishnukumar Patel of ahemedabad, to sale their holding on February 27, 2023. Mr. Vishnukumar Patel has assigned the open offer approval process from SEBI / BSE to M/s. Kunvarji Finstock Private Limited as Merchant Banker.

The management has carried out the stake holder interest safely so far and will safeguard the same in time to come. The investment management during the year under review have proved rewarding above marginal costing. The management is optimistic to have better future of stake holder in time to come.

### **DIVIDEND**

Your Directors do not recommend any dividend for the year ended on March 31, 2023.

### **TRANSFER TO RESERVES**

The Board of Directors of the Company has not transferred any amount to the Reserves for the year under review.

### **DETAILS OF SUBSIDIARIES, JOINT VENTURES OR ASSOCIATE COMPANIES**

The Company does not have any Subsidiary, Joint Venture or Associate Company.

### **MATERIAL CHANGES BETWEEN THE DATE OF BOARD REPORT AND END OF FINANCIAL YEAR**

There have been no material changes and commitments, affecting the 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.

### **SHARE CAPITAL**

The Authorised Capital of the Company is ₹ 10,00,00,000/- divided into 70,00,000 Equity Shares and 30,00,000 Preference shares as on March 31, 2023 and The Paid-up Share Capital of the Company as on March 31, 2023 is ₹ 6,46,33,000/- divided into 64,63,300 Equity Shares of ₹ 10 each fully paid up.

### **ANNUAL RETURN**

The Annual Return of the Company as on March 31, 2023 is available on the Company's website and can be accessed at [www.jhavericommodity.com](http://www.jhavericommodity.com).

### **DIRECTORS' RESPONSIBILITY STATEMENT**

As stipulated in Section 134(3)(c) read with sub-section (5) of the Companies Act, 2013, to the best of their knowledge and ability state that:

- a) In the preparation of annual accounts for the year ended March 31, 2023, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;
- b) The Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2023 and of the profit or loss of the Company for the year ended on that period;



- c) The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) The Directors have prepared the annual accounts on a going concern basis;
- e) The Directors have laid down the internal financial controls to be followed by the Company and that such Internal Financial Controls are adequate and are operating effectively; and
- f) The Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

### **DIRECTORS AND KEY MANAGERIAL PERSONNEL**

As of March 31, 2023, your Company's Board had five members comprising of one Executive Director, One Non-Executive and Non-Independent Directors and Two Non-Executive Independent Directors. The Board has one woman Director.

In accordance with the provisions of Section 152 of the Act, read with rules made thereunder and Articles of Association of the Company, Mrs. Rupal Jhaveri (DIN: 09456794) retires by rotation at the ensuing AGM and being eligible offers herself for re-appointment.

#### **Key Managerial Personnel**

The following have been designated as the Key Managerial Personnel of the Company pursuant to Sections 2(51) and 203 of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014:

Mr. Kamlesh J. Jhaveri – Whole-time Director

Mr. Vikram P. Gohil – CFO

Mr. Bhavesh Nagar – Company Secretary & Compliance officer\*

Mr. Nevil Sheth – Company Secretary & Compliance officer\*\*

(\*Resigned w.e.f November 30, 2022)

(\*\*Appointed w.e.f May 29, 2023)

The members of the Board of Directors of the Company are of proven competence and integrity. Besides having financial literacy, experience, leadership qualities and the ability to think strategically, the Directors have a significant degree of commitment to the Company and devote adequate time for the meetings, preparation and attendance.

Brief details of Directors proposed to be appointed / re-appointed as required under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are provided in the Notice of Annual General meeting.

#### **Policy on Directors' Appointment and Remuneration**

The Nomination and Remuneration Policy for Directors, Key Managerial Personnel and other employees sets out the guiding principles for the Nomination and Remuneration Committee for recommending to the Board the remuneration of the Directors, Key Managerial Personnel and other employees of the Company. The policy is available on the Company's website at [http://www.jhavericommodity.com/download/Statutory/Nomination&RemunerationPolicy\\_JCCL.pdf](http://www.jhavericommodity.com/download/Statutory/Nomination&RemunerationPolicy_JCCL.pdf)

## JHAVERI CREDITS AND CAPITAL LIMITED

### Independent Directors

The Company has received declarations from all the Independent Directors of the Company confirming that a) they meet the criteria of independence prescribed under the Act and the Listing Regulations and b) they have registered their names in the Independent Directors' Databank. The Board is of the opinion that all the Independent Directors of the Company strictly adhere to corporate integrity, possesses requisite expertise, experience and qualifications to discharge the assigned duties and responsibilities as mandated by the Companies Act, 2013 and Listing Regulations diligently.

The Policy for selection of Directors and determining Directors' independence sets out the guiding principles for the Nomination and Remuneration Committee for identifying persons who are qualified to become Directors and to determine the independence of Directors, in case of their appointment as Independent Directors of the Company. The Policy also provides for the factors in evaluating the suitability of individual Board members with diverse background and experience that are relevant for the Company's operations. The said policy is put up on the Company's website and can be accessed at [http://www.jhavericommodity.com/download/Statutory/T&CofAppointmentofIDs\\_JCCL.pdf](http://www.jhavericommodity.com/download/Statutory/T&CofAppointmentofIDs_JCCL.pdf)

The Board is of the opinion that all the Independent Directors of the Company strictly adhere to corporate integrity, possesses requisite expertise, experience and qualifications to discharge the assigned duties and responsibilities as mandated by the Companies Act, 2013 and Listing Regulations diligently.

### MEETINGS OF THE BOARD OF DIRECTORS

During the year under review, Board met 10 (Ten) times i.e. April 02, 2022, May 19, 2022, June 02, 2022, August 02, 2022, August 25, 2022, November 10, 2022, December 02, 2022, January 12, 2023, February 02, 2023 and March 02, 2023.

The details of attendance of Directors at the board Meetings and at the last Annual General Meeting, held on September 22, 2022, are as under:

Name of Director(s)	Number of Board Meetings held and attended during FY 2022-23	
	Held during the tenure	Attended
Mr. Kamlesh Jhaveri	10	10
Mr. Bhaderesh Jhaveri	10	10
Mrs. Rupal Jhaveri	10	10
Mr. Ashesh Trivedi	10	10
Mr. Satish Trivedi	10	10

### INTERNAL FINANCIAL CONTROLS

The Company has in place adequate internal financial controls with reference to financial statements. During the year, such controls were tested and no reportable material weaknesses in the design or operation were observed.

### LOANS, GUARANTEES AND INVESTMENTS

The Company has no Loans, Guarantee given and/or Investments made under section 186 of the Companies Act, 2013 for the financial year ended March 31, 2023:

### AUDITORS AND AUDITORS' REPORT

**Statutory Auditors**

M/s. Marks & Co., Chartered Accountants was appointed as Auditors of the Company for a term of 5 (five) consecutive years, at the AGM held on September 15, 2018. The Auditors have confirmed that they are not disqualified from continuing as Auditors of the Company. The Board of Directors recommends to appoint M/s. Marks & Co., Chartered Accountants (Firm Registration No. 139476W) as Statutory Auditor of the Company for second term of next 1 (one) year.

**Auditors Report**

M/s. Marks & Co, Chartered Accountants, Ahmadabad having Firm Registration No. 139476W, conducted statutory audit of Company for financial year ended on March 31, 2023, Independent Auditors Report forms part of financial statement aspart of Annual Report. There are no qualifications or adverse remarks in the Auditors' Report which require any clarification/ explanation. The Notes on financial statements are self-explanatory, and needs no further explanation.

These financial statements for the year ended March 31, 2023, are prepared in accordance with IND-AS.

**Disclosure of total fees paid to Statutory Auditor**

Total fees for all services paid by the Company to statutory auditors of the Company during the year ended March 31, 2023, are ₹ 0.45 lakh.

**Secretarial Auditors**

The Board of Directors of the Company had appointed Ms. CS Heena Patel, Practicing Company Secretary, to conduct Secretarial Audit for the financial year 2022-23. Secretarial Audit Report is annexed herewith as **Annexure- I** to this report. Secretarial Audit Report has qualification during the period of report and Management's Explanation on the Secretarial Auditor's Qualification is as following:

The Company has not submitted information required under Regulation 46 of SEBI (LODR) Regulations 2015 on BSE Listing Centre and the Company has not maintain Structured Digital Database (SDD) pursuant to provisions of Regulation 3(5) and 3(6) of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.

In respect of the above qualification, Management's Explanation is as under:

The Company has submitted information required under Regulation 46 of SEBI (LODR) Regulations 2015 on BSE Listing Centre and the Company was in the process of purchasing designated software and implementing a Structural digital database tool for monitoring the UPSI for the year 2022-23. The company has implemented a Structural digital database tool for monitoring the UPSI w.e.f April 01, 2023

**SECRETARIAL STANDARDS**

During the year under review, the company has complied with the applicable secretarial standards i.e. SS-1 and SS-2, relating to the "meeting of the Board of Directors" and "General Meetings", issued by the "Institute of Company Secretaries of India", have been duly followed by the company.

**Composition, Meetings and Attendance of the Audit Committee**

During the year, the Board has reconstituted the Audit Committee and Nomination and Remuneration committee due to appointment of directors.

## JHAVERI CREDITS AND CAPITAL LIMITED

The Company's Audit Committee comprises of following Directors for the year 2022-23. The table sets out the composition of the Committee:

Sr. No.	Name	DIN	Designation	Category of the Director
1	Ashesh Trivedi	00278869	Chairman	Independent Director
2	Bhaderesh Jhaveri	00266287	Member	Non Executive - Non Independent Director
3	Satish Trivedi	02112215	Member	Independent Director

All the recommendations made by the Audit Committee were accepted by the Board. During the Financial Year 2022-23, Four (4) meetings of the Audit Committee were held on May 19, 2022, August 02, 2022, November 10, 2022 and January 12, 2023. The intervening gap between two meetings did not exceed one hundred and twenty days.

The details of the Audit Committee meetings attended by its members during the financial year 2022-23 are given below:

Sr. No.	Name	Designation	Number of Meetings held during FY 2022-23	
			Held during the tenure	Attended
1.	Ashesh Trivedi	Chairman	4	4
2.	Bhaderesh Jhaveri	Member	4	4
3.	Satish Trivedi	Member	4	4

### Composition, Meetings and Attendance of the Nomination and Remuneration Committee

The Company's Nomination and Remuneration Committee comprises of following Non-executive Directors. The table sets out the composition of the Committee:

Sr. No.	Director	DIN	Designation	Category of the Director
1	Bhaderesh Jhaveri	00266287	Chairman	Non Executive - Non Independent Director
2	Ashesh Trivedi	00278869	Member	Independent Director
3	Satish Trivedi	02112215	Member	Independent Director

During the Financial Year 2022-23, Two (2) meetings of the Nomination and Remuneration Committee were held on May 19, 2022, and March 02, 2023.

The details of the Nomination and Remuneration Committee meetings attended by its members during the financial year 2022-23 are given below:

Sr. No.	Name	Designation	Number of Meetings held during FY 2022-23	
			Held during the tenure	Attended
1.	Bhaderesh Jhaveri	Chairman	2	2
2.	Ashesh Trivedi	Member	2	2
3.	Satish Trivedi	Member	2	2

The Nomination and Remuneration Committee among its members shall prepares the matters pertaining to the nomination and remuneration of Board members, the appointment and remuneration of the whole time director and other executives of the company as well as the remuneration schemes of the key managerial personnel.

**Composition, Meetings and Attendance of the Stakeholders' Relationship Committee**

The Company's Stakeholders' Relationship Committee comprises of following Directors. The table sets out the composition of the Committee:

Sr. No.	Name	DIN	Designation	Category of the Director
1	Ashesh Trivedi	00278869	Chairman	Independent Director
2	Bhaderesh Jhaveri	00266287	Member	Non Executive - Non Independent Director
3	Kamlesh Jhaveri	00266242	Member	Whole- Time Director

During the Financial Year 2022-23 Four (4) meetings of the Stakeholders' Relationship Committee were held on May 19, 2022, August 02, 2022, November 10, 2022 and January 12, 2023.

The details of the Stakeholders' Relationship Committee meetings attended by its members during the financial year 2022-23 are given below:

Sr. No.	Name	Designation	Number of Meetings held during FY 2022-23	
			Held during the tenure	Attended
1.	Ashesh Trivedi	Chairman	4	4
2.	Bhaderesh Jhaveri	Member	4	4
3.	Kamlesh Jhaveri	Member	4	4

**Meeting of Independent Directors**

Meeting of the Independent Directors of the Company was held on March 02, 2023 wherein all the independent directors were present.

**RELATED PARTY TRANSACTIONS**

There were no materially significant related party transactions entered into between the Company, Directors, management or their relatives. Hence, disclosure in Form AOC-2 is not provided. All the contracts / arrangements / transactions entered into by the Company with the related parties during the financial year 2022-23 were in the ordinary course of business and on arm's length basis as disclosed in the financial statements. The details of related party disclosure form a part of notes to the financial statements provided in the annual report.

**ANNUAL EVALUATION OF DIRECTORS, COMMITTEES AND BOARD**

A formal evaluation mechanism has been adopted for evaluating the performance of the Board, the Committees thereof and individual Directors. The evaluation is based on criteria which include, among others, providing strategic perspective, integrity and maintenance of confidentiality and independence of judgment, attendance, time devoted and preparedness for the Meetings, quality, quantity and timeliness of the flow of information between the Board Members and the Management, contribution at the Meetings, effective decision making ability, monitoring the corporate governance practices, role and effectiveness of the Committees and effective management of relationship with stakeholders Pursuant to the provisions of the Companies Act, 2013 and the Listing Regulations, the Board has carried out an annual evaluation of its own performance, performance of its directors individually and the committees of the Board and the same is reviewed by the Nomination and Remuneration Committee.

**CORPORATE SOCIAL RESPONSIBILITY (CSR)**

## **JHAVERI CREDITS AND CAPITAL LIMITED**

Provisions of the Section 135 of the Companies Act, 2013 and the Rules framed thereunder are not applicable to the Company. Hence CSR report is not required to be annexed.

### **DEPOSITS**

During the year under review, your Company has not accepted deposits covered under Section 73 of the Companies Act, 2013

### **PARTICULARS OF EMPLOYEES AND OTHER ADDITIONAL INFORMATION**

The information required pursuant to Section 197 of the Companies Act, 2013 read with rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are provided separate annexure forming part of this Report as Annexure II.

The statement containing particulars of employees as required under Section 197 of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 will be provided upon request. In terms of Section 136 of the Companies Act, 2013, the Report and Accounts are being sent to the members and others entitled thereto, excluding the information on employees particulars which is available for inspection by the members at the Registered office of the Company during business hours on working days of the company up to the date of ensuing Annual General Meeting. If any member is interested in inspecting the same, such member may write to the company secretary in this regard.

### **VIGIL MECHANISM & WHISTLE BLOWER POLICY**

The Company has a Vigil mechanism & Whistle blower policy under which the employees are free to report violations of applicable laws and regulations. The reportable matters may be reported to the Vigilance & Ethics Officer which operates under the supervision of the Audit Committee, as protected disclosures through an e-mail, or dedicated telephone line or a written letter. Employees may also report directly to the Chairman of the Audit Committee. The said Policy is available on the website of the Company at [http://www.jhavericommodity.com/download/Statutory/WhistleBlowerPolicy\\_JCCL.pdf](http://www.jhavericommodity.com/download/Statutory/WhistleBlowerPolicy_JCCL.pdf)

### **MANAGEMENT DISCUSSION & ANALYSIS REPORT**

This Annual Report contains a separate section on the Management Discussion and Analysis as Annexure- III, which forms part of the Director's Report.

### **CORPORATE GOVERNANCE**

In order to comply with Regulation 27(2) SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 read with Regulation 15 of Chapter IV SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, the Paid-up capital of the Company is ₹ 6,46,33,000/- viz. not exceeding ₹ 10 crore and the Net worth is ₹ 8,26,30,000/- viz. less than ₹ 25 Crore as on the last day of the previous financial year i.e. March 31, 2023. Therefore it is not required to submit Corporate Governance Report.

As stipulated in the Regulation 15 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015, the Company does not require comply with Regulation 17 to Regulation 27 of the said regulation as Paid-up Capital does not exceed ₹ 10 Crores or net worth does not exceed ₹ 25 Crores which is specified in Regulation 15 and hence did not need to obtain Corporate Governance Certificate.

### **CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO**

**A. Conservation of Energy**

Being a responsible Company, Jhaveri's daily operations are not energy-intensive. The Company follows energy efficient practices to contribute its bit in energy conservation.

**i) Steps taken or impact on conservation of energy:**

The Company believes that energy conservation is a collective effort and works towards ensuring implementation of energy efficient techniques by the staff by providing training and conducting awareness programmes.

**ii) Steps taken for utilization of alternate sources of energy:**

1. The Company follows energy-efficient techniques like limiting the use of artificial lights and encouraging use of natural light as much as possible.
2. The Company uses energy efficient CFL or LED lights in place of regular bulbs to save energy.
3. The Staff has been advised to use hibernation mode on Computers when it is not in use.
4. All the employees are trained of the energy-saving features of appliances and other electronics like the printers and air-conditioners.
5. The company ensures to replace the outdated electronic equipment with certified energy efficient ones.

**iii) Capital investment on energy conservation equipments:**

No significant capital investment is made on energy consumption equipment which can be quantified.

**B. Technology absorption**

Operations of the company do not involve any kind of special technology and there was no expenditure on research & development during this financial year.

- |   |   |                |
|---|---|----------------|
| i) Efforts made towards technology absorption   | : | Not Applicable |
| ii) Benefits derived  | : | Not Applicable |
| iii) Details of Technology Imported in last three years                                       |   |                |
| a) Details of Technology imported   | : | Not Applicable |
| b) Year of import   | : | Not Applicable |
| c) whether the technology been fully absorbed   | : | Not Applicable |
| d) if not fully absorbed, areas where absorption has not taken place, and the reasons thereof | : | Not Applicable |
| iv) Expenditure incurred on Research and Development  | : | Not Applicable |

**C. Foreign Exchange Earnings and Outgo**

During the Financial Year, the foreign exchange earned in terms of actual inflows was NIL, whereas the foreign exchange in terms of actual outflows was NIL.

**PREVENTION OF SEXUAL HARASSMENT OF WOMEN AT WORKPLACE**

## **JHAVERI CREDITS AND CAPITAL LIMITED**

In accordance with the requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013 ("POSH Act") and Rules made thereunder, the Company has formed Internal Committee for various workplaces to address complaints pertaining to sexual harassment in accordance with the POSH Act. The Company has a policy for prevention of Sexual Harassment, which ensures a free and fair enquiry process with clear timelines for resolution. There were no cases/complaints filed during the year under POSH Act.

### **PREVENTION OF INSIDER TRADING**

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

### **INSURANCE**

The assets of your Company have been adequately insured.

### **RISK MANAGEMENT POLICY**

The Board of Directors of the Company has put in place a Risk Management Policy which aims at enhancing shareholders' value and providing an optimum risk-reward trade off. The risk management approach is based on a clear understanding of the variety of risks that the organisation faces, disciplined risk monitoring and measurement and continuous risk assessment and mitigation measures.

### **PROCEEDINGS INITIATED/PENDING AGAINST YOUR COMPANY UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016**

There are no proceedings initiated/ pending against your Company under the Insolvency and Bankruptcy Code, 2016 which materially impact the Business of the Company.

### **LISTING**

The Equity shares of the company are listed on Bombay Stock Exchange Limited and Company has paid Annual Listing Fees up to the Year 2023-24.

### **WEBSITE**

As per Regulation 46 of SEBI (LODR) Regulations, 2015, the Company has maintained a functional website namely "www.jhavericommodity.com" containing basic information about the Company. The website of the Company is also containing information like Policies, Shareholding Pattern, Financial Results and information of the designated officials of the Company who are responsible for assisting and handling investor grievances for the benefit of all stakeholders of the Company, etc.

### **GENERAL**

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

1. Details relating to deposits covered under Chapter V of the Act.



## **JHAVERI CREDITS AND CAPITAL LIMITED**

2. Issue of equity shares with differential rights as to dividend, voting or otherwise.
3. Issue of shares (including sweat equity shares) to employees of the Company under any scheme save and except ESOS referred to in this Report.
4. Fraud reported by the Auditors to the Audit Committee or the Board of Directors of the Company
5. The Company does not have any scheme of provision of money for the purchase of its own shares by employees or by trustees for the benefit of employees.
6. Payment of remuneration or commission from any of its holding or subsidiary companies to the Managing Director of the Company.
7. Change in the nature of business of the Company.
8. Instances of transferring the funds to the Investor Education and Protection Fund.
9. Under Corporate Insolvency Resolution Process under the Details of any application filed for corporate insolvency and Bankruptcy Code, 2016.
10. Maintenance of Cost Records specified by the Central Government under Section 148 of the Companies Act, 2013
11. The requirement to disclose the details of difference between amount of the valuation done at the time of onetime settlement and the valuation done while taking loan from the Banks or Financial Institutions along with the reasons thereof.
12. There have been no significant material orders passed by the Regulators or Courts or Tribunals which would impact the going concern status of the Company and its future operations

### **ACKNOWLEDGEMENT**

Your Directors wish to express their grateful appreciation to the continued co-operation received from the Banks, Government Authorities, Customers, Vendors and Shareholders during the year under review. Your Directors also wish to place on record their deep sense of appreciation for the committed service of the Executives, staff and members of the Company.

**For and on behalf of the Board of Directors**

**Date:** July 26, 2023

**Place:** Vadodara

**Kamlesh Jhaveri**

Chairman & Whole time Director

DIN: 00266242

**CEO and CFO Certification**

The Whole Time Director (WTD) and the Chief Financial Officer (CFO) of the Company give annual certification on financial reporting and internal controls to the Board in terms of Regulation 17(8) of the Listing Regulations, copy of which is attached to this Report. The WTD and the CFO also give quarterly certification on financial results while placing the financial results before the Board in terms of Regulation 33(2) of the Listing Regulations.

**Certificate on Compliance with Code of Conduct**

I hereby confirm that the Company has obtained from all the members of the Board and Senior Management Personnel, the affirmation that they have complied with the 'Code of Conduct' in respect of the financial year 2022-23.

**Kamlesh Jhaveri**

Whole time Director

DIN: 00266242

Date : July 26, 2023

Place : Vadodara

**SECRETARIAL AUDIT REPORT**

FOR THE FINANCIAL YEAR ENDED ON MARCH 31, 2023

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

To,  
The Members,  
**Jhaveri Credits And Capital Limited**

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practice by Jhaveri Credits And Capital 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 audit period covering the financial year ended on 31<sup>st</sup> March, 2023, complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

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

1. The Companies Act, 2013 (the Act) and the rules made thereunder
2. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
3. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
4. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment and Overseas Direct Investment and External Commercial Borrowings.
5. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act').
  - A. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - B. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - C. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
  - D. The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
  - 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;

## **JHAVERI CREDITS AND CAPITAL LIMITED**

- F. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- G. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009. - Not Applicable to the Company during the Audit Period; and
- H. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018. - Not Applicable to the Company during the Audit Period;

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. ('Listing Regulations').
  - 1. During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards etc. mentioned above except non-submission of the information required under Regulation 46 of SEBI (LODR) Regulations 2015 on BSE Listing Centre.
  - 2. Further, as per representation of management letter, considering its nature of business, process and location, the following Acts are specifically applicable to the Company. There are adequate systems and processes in the company to monitor and ensure compliance.
    - 1. Forward Contracts(Regulation) Act, 1952
    - 2. Forward Contracts(Regulation) Rule, 1954
    - 3. By-laws of MCX and NCDX issued from time to time

### **I further report that;**

During the year under review, the Board of Directors of the Company was constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. During the year under review, the shareholders at Annual General Meeting held on 22<sup>nd</sup> September, 2022, inter alia, approved (i) Regularization the Appointment of Additional Director, Mrs. Rupal Kamlesh Jhaveri (DIN: 09456794), by appointing her as a Director of the Company.(ii) To Regularize the Appointment of Additional Independent Director, Mr. Satish Chimanlal Trivedi (DIN: 02112215), by appointing him as an Independent Director of the Company.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least 7 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, if any, 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 except the Company has not maintain Structured Digital Database (SDD) pursuant to provisions of Regulation 3(5) and 3(6) of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (PIT Regulations).

I further report that during the audit period, the Company has taken approval for-

## **JHAVERI CREDITS AND CAPITAL LIMITED**

- (i) The Borrowing Limits of the Company Under Section 180(1)(C) and 180(1)(a) of the Companies Act, 2013 not exceeding a sum of ₹ 120/- Crores (Rupees One Hundred Twenty Crores Only).
- (ii) The limits of Loans and/or Investments and/or Guarantees Under Section 186 of The Companies Act, 2013 which shall not exceed a sum of ₹ 120/- Crores (Rupees One Hundred Twenty Crores only).

### **Heena Patel**

Practising Company Secretary

ACS No. 40323; COP No. 16241

PR No. 2315/2022

UDIN: A040323E000515325

Date : June 28, 2023

Place: Vadodara

Note: This report is to be read with our letter of even date which is annexed as Annexure-1 and forms an integral part of this report.

**Annexure-I**

To,  
The Members,  
**Jhaveri Credits And Capital Limited**

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

1. Maintenance of secretarial record is the responsibility of the management of the company. My responsibility is to express an opinion on these secretarial records based on my audit.
2. I have followed the audit practices and the processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and the practices, I followed provided a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Wherever required, I have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

**Heena Patel**

Practising Company Secretary  
ACS No. 40323; COP No. 16241  
PR No. 2315/2022  
UDIN: **A040323E00051532**

Date : June 28, 2023  
Place: Vadodara

**STATEMENT OF DISCLOSURE OF REMUNERATION**

[Pursuant To Section 197 of The Companies Act, 2013 Read With Rule 5 (1) of The Companies (Appointment And Remuneration of Managerial Personnel) Rules, 2014]

- A. The percentage increase in remuneration of each Director, Chief Financial Officer and Company Secretary during the financial year 2022-23, ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2022-23 and the comparison of remuneration of each Key Managerial Personnel (KMP) against the performance of the Company are as under:

<b>Name of Director/KMP &amp; Designation</b>	<b>Remuneration paid (₹ in lakhs)</b>	<b>% increase in Remuneration</b>	<b>Ratio of Remuneration of each director to median remuneration of employees</b>	<b>Comparison of the remuneration of the KMP against the performance of the Company.</b>
Kamlesh J. Jhaveri (Whole time Director)	-	-	-	-
Vikram Gohil (Chief Finance Officer)	2.88	-	1.15 : 1	-
Bhavesh Nagar <sup>1</sup> (Company Secretary)	2.12	-	0.85 : 1	-

<sup>1</sup> Resigned w.e.f. November 30, 2022

- B. The median remuneration of the employees of the Company during the financial year 2022-23 was Rs 2.05 lakhs
- C. There was no percentage increase in the median remuneration of employees in financial year 2022-23
- D. Comparison of the remuneration of Key Managerial Personnel against the performance of the Company: There was no increase in total remuneration of Key Managerial Personnel in financial year 2022-23
- E. The key parameters for the variable component of remuneration availed by the Directors are considered by Board of Director based on recommendations of the Nomination and Remuneration Committee as per the remuneration policy for Directors, key Managerial Personnel, and other employees
- F. The ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year – Not Applicable
- G. It is hereby affirmed that the remuneration paid is as per the Remuneration Policy for Directors, Key Managerial Personnel and other Employees.

**For and on behalf of the Board of Directors**

**Date:** July 26, 2023  
**Place:** Vadodara

**Kamlesh Jhaveri**  
Whole time Director  
DIN: 00266242

**CEO / CFO CERTIFICATE**

To,  
The Board of Directors  
**Jhaveri Credits and Capital Limited**

1. We have reviewed financial statements and the cash flow statement of Jhaveri Credits and Capital Limited (“the Company”) for the year ended March 31, 2023 and to the best of our knowledge and belief:
  - a) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - b) these statements together present a true and fair view of the Company’s affairs and are in compliance with existing accounting standards, applicable laws and regulations.
2. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violation of the Company’s Code of Conduct.
3. We accept responsibility for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of Company’s internal control systems pertaining to financial reporting. We have not come across any reportable deficiencies in the design or operation of such internal controls.
4. We have indicated to the Auditors and the Audit Committee that:
  - a) there are no significant changes in internal controls over financial reporting during the year;
  - b) there are no significant changes in accounting policies during the year; and
  - c) there are no instances of significant fraud of which we have become aware.

**Date** : July 26, 2023  
**Place** : Vadodara

**Kamlesh Jhaveri**  
Whole Time Director

**Vikram Gohil**  
Chief Financial Officer



**MANAGEMENT DISCUSSION AND ANALYSIS REPORT BUSINESS STRUCTURE AND DEVELOPMENT**

The company's long standing as commodity broker discontinued during later 2020. The covid 19 given a break through to diversify the services as advisory in mutual funds and stock specific and partial venture of own funds to have fair earning of effort with secure stock of the company's funds.

**THE BUSINESS**

The company assessment of performance for the year ended March 31, 2023 and outlook in current year based on current business environment seems to be hopeful and positive. The economy of India will have least damage of world economies crises and wars. The stability of government will play a vital support to business in our country. The global rating agencies review in the progressive business movement and economy with higher and higher ratios. The visible barometer 'stock exchange index' is slowly, but steady, growing on higher and higher level week to week since 2022.

**COMPANY PERFORMANCE**

During the year company reported revenue of ₹ 1180.30 Lakhs as to ₹ 958.77 lakhs of previous year about 23.10% higher. The management continuous efforts to safe secure the business investment and manage above marginal costing has proved with positive results despite the market conditions. The profit before tax for the year 2022-23 is ₹ 81.94 lakhs as compared to ₹ 33.35 lakhs of ₹ 2021-22.

**DISCUSSION ON FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE**

The company's financial discipline has protected against speculative gambling of casual surplus funds of the company. The planning of long term and short term projection has safeguarded any severe damage to funds and investment of the company. The close watch over by management expertise and timely action has resulted in positive growth. The static operational cost is also a basic supporting line for present and future growth of the company.

**OPPORTUNITIES, THREATS AND FUTURE OUTLOOK**

The economy and political situation at world level and neighbouring country is not good and the danger of wars is hanging at global level. However, the Indian economy will be affected the least in all this controversy. The international rating agencies are positive for developing economy and country like ours. The basic captive rates of consumption of minimum essentiality keep our economy and business cycle moving above deflation. We see a potential growth in our economy in time to come being election year and world over need against supply of china and Russia. Hope for better tomorrow.

**INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY**

The company has a proper and adequate system of internal control developed over a period of time. The system is supported by management.

**HUMAN RESOURCES**

The company is consistently focused on providing its employees a work environment that promotes diversity and inclusion, free of any discrimination. It has a strong employee engagement policy that helps it develop and retain a highly motivated team. The company's human resource policy lays stress on motivating people by encouraging better work culture and environment aimed at continuous improvement in business activities.

**RISK AND CONCERNS**

The company's business is fully secured and in safe corner against any market deviation of gains, cost and/or earnings.

**CAUTIONARY STATEMENT**

Statement in the management discussion and analysis describing the company's activities, projections, estimates, and expectation may be a Mary forecasting and visionary. Within the meaning of applicable laws, rules and regulations prevailing at present. Actual results, outcomes may differ, materially from those expectations due to economic condition in the country, government regulations tax laws, and /or any other statutes and other incidental factors.

**INDEPENDENT AUDITOR'S REPORT**

**To the Members of JHAVERI CREDITS AND CAPITAL LIMITED**

**Opinion: -**

We have audited the accompanying IND AS financial statements of **JHAVERI CREDITS AND CAPITAL LIMITED** ("the Company"), which comprise the Balance Sheet as at 31st March, 2023, the Statement of Profit and Loss (including other comprehensive income), the Statement of Changes in Equity, the Cash Flow Statement for the year then ended, and notes to the financials 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 financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting accepted in India of the state of affairs of the Company as at 31<sup>st</sup> March 2023, its profit, total comprehensive income, changes in equity and its cash flows for the year ended on that date.

**Basis of Opinion:-**

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

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

**Emphasis on Matter:-**

We draw attention to Note 46 of the financial statements, which describes, that Promoters group of the company have entered into "Share Purchase Agreement" executed on 27th February 2023 with Mr. Vishnukumar Vitthaldas Patel at Ahmedabad, a acquirer for acquiring 40,23,490 shares carrying voting rights representing 62.25% of the Paid-up Equity Share Capital of the company at Rs.14 per share.

Also, a public announcement of the Triggered Open Offer to the Shareholders of the Company made by Kunvarji Finstock Pvt Ltd on behalf of Vishnukumar Vitthaldas Patel ('Acquirer') along with Mrs Kamlaben Vitthalbhai Patel to acquire 16,80,458 equity shares representing 26% of total paid up equity shares of the company at a price of Rs 16/- per share.

The Offer Price will be paid in cash. As mentioned above it is further informed that, the promoters have entered into the agreement for transfer of shares and as per the information and explanation provided by the management it is observed that this is not going to affect

## **JHAVERI CREDITS AND CAPITAL LIMITED**

the "Going Concern" of the Company and hence, our opinion is not modified in respect of this matter.

### **Key Audit Matters:-**

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

### **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 Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Corporate Governance and Shareholder's Information, 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 during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

### **Responsibility of Management and Those Charged with Governance for the Financial Statements:-**

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

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

**Auditor's Responsibility:-**

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

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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them

all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

**Report on Other Legal and Regulatory Requirements: -**

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

2. As required by section 143(3) of the Act, we report that:

- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit.
- b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
- c) The Balance Sheet, Statement of Profit and Loss (including other comprehensive income), the Statement of changes in equity and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
- d) In our opinion, the aforesaid financial statements comply with the Ind AS specified under Section 133 of the Act, read with rule 7 of the Companies (Accounts) Rules, 2014;
- e) On the basis of written representations received from the directors, taken on record by the Board of Directors, none of the directors are disqualified as on 31st March, 2023 from being appointed as a director in terms of Section 164(2) of the Act.
- f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls with reference to financial statements.
- g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us, no remuneration is paid by the Company to its directors during the year.

- h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
  - i. The Company has disclosed the impact of pending litigations on its financial positions in its financial statements- Refer to Note No 31. The Company had filled with 'Vivad se Vishwas Scheme' for AY 2012-13 and the said application was accepted and with amount of taxation of Rs 22,02,967/- has been paid by the Company on 29<sup>th</sup> September 2021 ;
  - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.

- iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
- iv. 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;
- v. 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 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
- vi. Based on audit procedures which we considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) contain any material mis-statement.
- vii. 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.
- viii. Proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 for maintaining books of account using accounting software which has a feature of recording audit trail (edit log) facility is applicable to the Company with effect from April 1, 2023, and accordingly, reporting under Rule 11(g) of Companies (Audit and Auditors) Rules, 2014 is not applicable for the financial year ended March 31, 2023.

**For M A R K S & Co.**

Chartered Accountants

[Firm Registration No. 139476W]

**ROHAN D MEHTA**

Partner

Membership No. 142372

Place : Ahmedabad

Date : 26th May, 2023

UDIN: 23142372BGWXIV3603

**Annexure "A" referred to in paragraph 1 under the heading 'Report on Other Legal and Regulatory Requirements' of our report of even date to the member of JHAVERI CREDITS AND CAPITAL LIMITED ('the Company')**

- (i) (a) (i) The Company has maintained proper records showing full particulars, including Quantitative details and situation of property, plant and equipment.  
(ii) The Company does not hold any intangible assets, hence no records are required to be maintained by the Company.
  - (b) The Property, plant and equipment have been physically verified by the management during the year as per the regular program of verification which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. No material discrepancies were noticed on such verification.
  - (c) According to information and explanations given by the management, the Company the title deeds of all the immovable properties for the current financial year are held in the name of the Company.
  - (d) The Company has not revalued its property, plant and equipment during the said financial year. Accordingly, the provision of the clause 3(i) (d) of the Order is not applicable and hence not commented upon
  - (e) According to the information and explanations given by the management, 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. Hence, the provision of the clause 3(i) (e) of the Order is not applicable and hence not commented upon
- (ii) (a) Since the Company hold no inventory of shares, the question of commenting on physical verification of inventory does not arise and no material discrepancies were noticed during the period under review.  
(b) In our opinion and according to the information and explanations given to us, the company has not been sanctioned working capital limits in excess of five crore rupees during the said financial year under review.
- (iii) (a) According to the information and explanations given to us, the Company has not granted any loans, secured or unsecured to firms, Limited Liability Partnerships or other parties. However, the Company has granted loans to other companies as per its principal business. Accordingly, the provision of the clause 3(iii) (a) of the Order is not applicable and hence not commented upon.  
(b) According to the information and explanations given to us, the investments made, guarantees provided, security given and the terms and conditions of the grant of all loans and advances in the nature of loans and guarantees provided are not prejudicial to the company's interest.



- (c) As per the explanation and the information provided, the schedule of repayment and payment of interest has been stipulated and repayments have been made regularly as per the terms of repayment.
- (d) In our opinion and information and explanation provided, no amount of loan is overdue.
- (e) As per the information and explanation provided to us, no loan has been renewed or extended or fresh loans granted to settle the overdue of existing loans given to the same parties. Accordingly, the provision of the clause 3(iii) (e) of the Order is not applicable and hence not commented upon. 0
- (f) As per the information provided the Company has granted loans repayable on demand (Refer to Note No 36 of the financial statements) as below:-

Loan Granted to	Aggregate Amount of Loan Granted (in lakhs)	Percentage thereof to the total loans granted
Body Corporate (Related Parties)	1244.80	100%

- (iv) In our opinion and according to the information and explanations given to us, there are no loans, investments, guarantees, and securities granted in respect of which provisions of Section 185 and 186 of the Companies Act 2013 are applicable and hence not commented upon.
- (v) The Company has not accepted any deposits from the public.
- (vi) As informed to us, the Central Government has not specified maintenance of cost records under sub-section (1) of Section 148 of the Companies Act, 2013 in respect of activities undertaken by the company during the financial year.
- (vii) (a) According to information and explanations given to us and the records of the Company examined by us, in our opinion, the Company is generally regular in depositing with appropriate authorities undisputed statutory dues including provident fund, employees' state insurance, sales-tax, income-tax, service tax, customs duty, excise duty, value added tax, cess and other material statutory dues applicable to it.
- (b) According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, employees' state insurance, income-tax, sales-tax, service tax, customs duty, excise duty, value added tax, cess and other material statutory dues were outstanding at the year end, for a period of more than six months from the date they became payable.
- (viii) Based on our audit procedures performed for the purpose of reporting the true and fair view of the financial statements and according to information and explanations given by the management, no transactions not recorded in the books of account have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961.
- (ix) (a) Based on our audit procedures performed for the purpose of reporting the true and fair view of the financial statements and according to information and explanations given by the management, we are of the opinion that the Company has not defaulted in repayment of dues to any lender.

- (b) As per the information provided, the company is not declared wilful defaulter by any bank or financial institution or other lender;
  - (c) Based on our audit procedures performed for the purpose of reporting the true and fair view of the financial statements and according to information and explanations given by the management, term loans were applied for the purpose for which the loans were obtained
  - (d) According to information and explanations given by the management, the company has not raised funds on short terms basis.
  - (e) According to information and explanations given by the management, no funds has been taken from any entity or person on account of or to meet the obligations of its subsidiaries, associates, or joint ventures.
  - (g) Based on our audit procedures performed for the purpose of reporting the true and fair view of the financial statements and according to information and explanations given by the management, the company has not raised any loans on the pledge of securities held in its subsidiaries, joint ventures, or associate companies.
- (x)** (a) Based on our audit procedures performed for the purpose of reporting the true and fair view of the financial statements and according to the information and explanations given by the management, we report that the Company has not raised any money by way of initial public offer or further public offer (including debt instruments).
- (b) According to the information and explanations given to us and on an overall examination of the balance sheet, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review and hence, reporting requirements under clause 3(x) are not applicable to the company and, not commented upon.
- (xi)** (a) Based upon the audit procedures performed for the purpose of reporting the true and fair view of the financial statements and according to the information and explanations given by the management, we report that no fraud on or by the officers and employees of the Company has been noticed or reported during the year.
- (b) Based upon the audit procedures performed for the purpose of reporting the true and fair view of the financial statements and according to the information and explanations given by the management, no report under sub-section (12) of section 143 of the Companies Act in form ADT - 4 has been filled by auditors.
- (c) Based upon the audit procedures performed for the purpose of reporting the true and fair view of the financial statements and according to the information and explanations given by the management, no whistle-blower complaints has been received during the year by the company
- (xii)** In our opinion and according to the information and explanations given by the management, the Company is not a Nidhi company. Therefore, the provisions of clause 3(xii) of the Order are not applicable to the Company and hence not commented upon.

- (xiii) Based on our audit procedures performed for the purpose of reporting the true and fair view of the financial statements and according to the information and explanations given by the management, we report that transactions with related parties are in compliance with the provisions of Section 177 & 188 of the Companies Act, 2013, wherever applicable and all the transactions with related parties have been disclosed in the Financial Statements, as required by applicable accounting standards.
- (xiv) (a) Based on our audit procedures performed for the purpose of reporting the true and fair view of the financial statements and according to the information and explanations given by the management, the Company has an internal audit system commensurate with the size and nature of its business
- (b) Based on our audit procedures performed for the purpose of reporting the true and fair view of the financial statements and according to the information and explanations given by the management, the Internal Audit report for the said financial year were considered by us.
- (xv) Based on our audit procedures performed for the purpose of reporting the true and fair view of the financial statements and according to the information and explanations given by the management not entered into any non-cash transactions with directors or persons connected with him.
- (xvi) (a) According to the information and explanations given to us, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.
- (b) In our opinion and as per the information and explanation provided to us, the company has not conducted any Non-Banking Financial or Housing Finance activities without a valid Certificate of Registration (CoR) from the Reserve Bank of India as per the Reserve Bank of India Act, 1934;
- (c) Based on our audit procedures performed for the purpose of reporting the true and fair view of the financial statements and according to the information and explanations given by the management, the company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly, the provision of clause 3(xvi) (c) are not applicable and hence not commented upon.
- (d) In our opinion and as per the information and explanation provided to us, there is not more than one CIC as part of the Group.
- (xvii) According to the information and explanations given to us, the company has not incurred cash losses in the financial year and in the immediately preceding financial year.
- (xviii) According to the information and explanations given to us, there has been no resignation of the statutory auditors during the said financial year under review.
- (xix) Based on our audit procedures performed for the purpose of reporting the true and fair view of the financial statements and according to the information and explanations given by the management, the contingent liabilities and commitments are disclosed in Note No 31 of the financial statements for the year.
- (xx) According to the information and explanations given to us, no such projects has been undertaken by the company and accordingly clause 3(xx) (a) and (b) is not applicable to the company and hence not commented upon.

(xxi) According to the information and explanations given to us, no consolidated financial statements are applicable to the company and hence clause 3 (xxi) is not applicable and commented upon.

**For M A R K S & Co.**

Chartered Accountants

[Firm Registration No. 139476W]

Place : Ahmedabad

Date : 26th May, 2023

UDIN: 23142372BGWXIV3603

**ROHAN D MEHTA**

Partner

Membership No. 142372

**ANNEXURE 'B' TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE FINANCIAL STATEMENTS OF JHAVERI CREDITS AND CAPITAL LIMITED**

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

We have audited the internal financial controls over financial reporting of JHAVERI CREDITS AND CAPITAL LIMITED ("the Company") as of March 31, 2023 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

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

The Company's Management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the 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.

**Auditor's Responsibility**

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

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

### **Meaning of Internal Financial Controls Over Financial Reporting**

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

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

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

### **Opinion**

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

**For M A R K S & Co.**

Chartered Accountants

[Firm Registration No. 139476W]

Place : Ahmedabad

Date : 26th May, 2023

UDIN: 23142372BGWXIV3603

**ROHAN D MEHTA**

Partner

Membership No. 142372

<b>JHAVERI CREDITS AND CAPITAL LIMITED</b>				
<b>BALANCE SHEET AS AT 31st MARCH 2023</b>				
(Amount in Lakhs)				
S.No.	Particulars	Note No.	31st March 2023	31st March 2022
			Rs.	Rs.
<b>I</b>	<b>ASSETS</b>			
(1)	<b>Non Current Assets</b>			
a	Property, Plant and Equipment	2	2.55	3.35
(2)	<b>Current Assets</b>			
a	Inventories	3	-	-
b	<b>Financial Assets</b>			
	Investments	4	-	686.10
	Receivables			
	Trade Receivables	5	-	115.12
	Other Receivables			
	Cash and Cash Equivalents	6	4.89	18.83
	Bank Balance other than (a) above	7	15.80	15.69
	Loans	8	867.09	279.74
	Other financial assets	9	13.24	67.94
c	<b>Non - Financial Assets</b>			
	Current Tax Assets (Net)	10	6.79	8.05
	Other Non Financial Assets	11	-	0.03
	<b>Total</b>		<b>910.35</b>	<b>1,194.85</b>
<b>II</b>	<b>EQUITY AND LIABILITIES</b>			
(1)	<b>Equity</b>			
	(a) Equity Share Capital	12	646.33	646.33
	(b) Other Equity	13	182.52	103.96
(2)	<b>Non - Current Liabilities</b>			
a	<b>Financial Liabilities</b>			
	Borrowings	14	-	318.07
(2)	<b>Current Liabilities</b>			
a	<b>Financial Liabilities</b>			
	Payables			
	(i) Trade payables	15		
	- total outstanding dues of micro and small enterprises			
	- total outstanding dues of creditors other than micro and small enterprises		75.66	117.36
	(ii) Other Payables			
	- total outstanding dues of micro and small enterprises			
	- total outstanding dues of creditors other than micro and small enterprises			
	Other financial liabilities	16	0.45	1.08
b	<b>Non - Financial Liabilities</b>			
	Provisions	17	4.45	6.17
	Deferred tax liabilities (Net)	18	0.66	0.87
	Other Non Financial Liabilities	19	0.28	1.01
	<b>Total</b>		<b>910.35</b>	<b>1,194.85</b>
Summary of Significant accounting policies		1		
Notes to Financial Statements		2-48		
The accompanying Notes are an Integral part of Financial Statements				
This is the Balance Sheet referred to in our report of even date				
<b>FOR M A R K S &amp; CO</b>		<b>FOR &amp; ON BEHALF OF THE BOARD OF DIRECTORS OF</b>		
Chartered Accountants		<b>JHAVERI CREDITS AND CAPITAL LIMITED</b>		
Firm Reg. No.: 139476W				
<hr/>				
<b>Rohan D. Mehta</b>		<b>Kamlesh J. Jhaveri</b>		<b>Bhaderesh Jhaveri</b>
Partner		Whole Time Director		Director
Membership No. : 142372		DIN : 00266242		DIN : 00266287
UDIN: 23142372BGWXIV3603				
		<hr/>		
		<b>Vikram Gohil</b>		
		Chief Financial Officer		
Place : Vadodara		Place : Vadodara		
Date : 26th May, 2023		Date : 26th May, 2023		

<b>JHAVERI CREDITS AND CAPITAL LIMITED</b>				
<b>STATEMENT OF PROFIT &amp; LOSS FOR THE YEAR ENDED 31ST MARCH 2023</b>				
(Amount in Lakhs)				
S.No.	Particulars	Note No.	31st March 2023	31st March 2022
			Rs.	Rs.
I	Revenue from operations	20	1,161.99	905.63
	<b>Total Revenue From Operations</b>		<b>1,161.99</b>	<b>905.63</b>
II	Other Income	21	18.31	53.14
III	<b>Total Income (I + II)</b>		<b>1,180.30</b>	<b>958.77</b>
	Expenses:			
	Purchases of Stock - in-Trade and Investment	22	1,050.18	1,083.91
	Change In Inventories Of Stock In Trade	23	-	(245.22)
	Finance Costs	24	24.43	20.27
	Fees and Commission Expenses	25	3.95	4.80
	Employee Benefits Expenses	26	4.13	8.32
	Depreciation, amortization and impairment	27	0.12	0.16
	Other expenses	28	15.54	53.17
IV	<b>Total Expenses</b>		<b>1,098.35</b>	<b>925.42</b>
V	Profit before exceptional items and tax (III - IV)		<b>81.94</b>	<b>33.35</b>
V	Exceptional Items		-	-
VII	Profit before tax (V - VI)		<b>81.94</b>	<b>33.35</b>
VIII	<u>Tax Expense:</u>			
	Current Tax		4.45	6.17
	Adjustment of tax relating to earlier periods		(0.86)	0.06
	Deferred tax		(0.21)	(0.04)
IX	Profit after Tax for the period (VII - VIII)		<b>78.56</b>	<b>27.16</b>
X	Other comprehensive income			
A	Items that will not be reclassified to profit or loss (specify items and amounts)		-	-
	Income tax relating to items that will not be reclassified to profit or loss		-	-
	Subtotal of A		-	-
B	Items that will be reclassified to profit or loss (specify items and amounts)		-	-
	Income tax relating to items that will be reclassified to profit or loss		-	-
	Subtotal of B		-	-
	Total Other Comprehensive income for the year (A+B)		-	-
	Total comprehensive income for the year		<b>78.56</b>	<b>27.16</b>
XII	Earning per equity share:	29		
	Basic		1.22	0.42
	Diluted		1.22	0.42
<b>Summary of Significant accounting policies</b>		1		
<b>Notes to Financial Statements</b>		2-48		
The accompanying Notes are an Integral part of Financial Statements				
This is the Statement of Profit and loss referred to in our report of even date				
<b>FOR M A R K S &amp; CO</b>		<b>FOR &amp; ON BEHALF OF THE BOARD OF DIRECTORS OF</b>		
Chartered Accountants		<b>JHAVERI CREDITS AND CAPITAL LIMITED</b>		
Firm Reg. No.: 1394/bW				
<hr/>				
<b>Rohan D. Mehta</b>		<b>Kamlesh J. Jhaveri</b>		<b>Bhaderesh Jhaveri</b>
Partner		Whole Time Director		Director
Membership No. : 142372		DIN : 00266242		DIN : 00266287
UDIN: 23142372BGWXIV3603				
<hr/>		<b>Vikram Gohil</b>		
		Chief Financial Officer		
Place : Vadodara		Place : Vadodara		
Date : 26th May, 2023		Date : 26th May, 2023		



<b>JHAVERI CREDITS AND CAPITAL LIMITED</b>			
<b>STATEMENT OF CHANGES IN EQUITY AS ON 31st MARCH 2023</b>			
(Amount in Lakhs)			
<b>A Equity Share Capital</b>			
Particulars	Notes	31st March 2023	31st March 2022
		Rs.	Rs.
Opening Balance	12	646.33	646.33
Changes in equity share capital during the year		-	-
<b>Closing Balance</b>		<b>646.33</b>	<b>646.33</b>
<b>B Other Equity</b>			
Particulars	Notes	Retained Earnings	
		31st March 2023	31st March 2022
		Rs.	Rs.
		Retained Earnings	
Opening Balance	13	80.15	53.00
Profit/(Loss) for the year		78.56	27.16
Other Comprehensive Income		-	-
<b>Closing Balance (A)</b>		<b>158.71</b>	<b>80.16</b>
Particulars	Notes	General Reserve	
		31st March 2023	31st March 2022
Balance as per last financial statements	11	23.80	23.80
Add: Transferred from Special Reserve		-	-
Less: Written back in current year		-	-
<b>Closing Balance (B)</b>		<b>23.80</b>	<b>23.80</b>
<b>Total (A+B)</b>		<b>182.52</b>	<b>103.96</b>
<b>Summary of Significant accounting policies</b>			
<b>Notes to Financial Statements</b>			
The accompanying Notes are an Integral part of Financial Statements			
This is the Statement of Changes in Equity referred to in our report of even date			
<b>FOR M A R K S &amp; CO</b>		<b>FOR &amp; ON BEHALF OF THE BOARD OF DIRECTORS OF</b>	
Chartered Accountants		<b>JHAVERI CREDITS AND CAPITAL LIMITED</b>	
Firm Reg. No.: 139476W			
<hr/>		<hr/>	
<b>Rohan D. Mehta</b>		<b>Kamlesh J. Jhaveri</b>	<b>Bhaderesh Jhaveri</b>
Partner		Whole Time Director	Director
Membership No. : 142372		DIN : 00266242	DIN : 00266287
UDIN: 23142372BGWXIV3603			
		<hr/>	
		<b>Vikram Gohil</b>	
		Chief Financial Officer	
Place :Vadodara		Place : Vadodara	
Date : 26th May, 2023		Date : 26th May, 2023	

**JHAVERI CREDITS AND CAPITAL LIMITED**

<b>JHAVERI CREDITS AND CAPITAL LIMITED</b>			
<b>CASH FLOW STATEMENT FOR THE YEAR ENDED 31st MARCH 2023</b>			
(Amount in Lakhs)			
Sr No	Particulars	(Amount in Rs.)	
		31st March 2023	31st March 2022
<b>A.</b>	<b>CASH FROM OPERATING ACTIVITIES:</b>		
	NET PROFIT BEFORE TAX & EXTRA ORDINARY ITEMS :	81.94	33.35
	Adjustment For :		
1	Depreciation	0.12	0.16
2	Interest Income	(32.82)	(21.21)
	<b>Operating profit Before Working Capital Changes : (a)</b>	49.25	12.29
	<b>Adjustment For :</b>		
1	(Increase) / Decrease in Other Financial Assets	54.70	50.00
2	(Increase) / Decrease in Trade Receivables	115.12	64.62
3	(Increase) / Decrease in Inventories	0.00	422.73
4	(Increase) / Decrease in Current Tax Assets	1.26	(6.06)
5	(Increase) / Decrease in Other Non Financial Assets	0.03	1.07
6	Increase / (Decrease) in Trade Payables	(41.70)	(30.35)
7	Increase / (Decrease) in Other Financial Liabilities	(0.63)	(0.12)
8	Increase / (Decrease) in Provisions	(1.72)	0.00
9	Increase / (Decrease) in Other Non Financial Liabilities	(0.73)	(21.84)
	<b>Net Working Capital Changes : (b)</b>	126.33	480.05
	<b>Cash generated from operations : (a+b)</b>	175.58	492.35
	<b>Income Tax Paid</b>	(3.70)	(0.10)
	<b>Cash Flow before Extraordinary Items :</b>	171.88	492.24
	Extra Ordinary Items	0.00	0.00
	<b>Net Cash Flow from Operating Activities : (A)</b>	171.88	492.24
<b>B.</b>	<b>CASH FLOW FROM INVESTING ACTIVITIES :</b>		
1	Investment/Redemption in Mutual Funds	0.00	43.41
2	Purchase/Sale of Shares	0.00	74.15
3	Purchase/Sale of Assets	0.68	
4	Investment in Equity Instruments	686.10	(686.10)
5	Interest Income	0.80	1.17
	<b>Net Cash Flow from Investing Activities : (B)</b>	687.58	(567.37)
<b>C.</b>	<b>CASH FLOW FROM FINANCING ACTIVITIES :</b>		
1	Loan & Advances Given	(587.35)	(246.05)
2	Loans and Advances Taken/Repaid	(318.07)	318.07
3	Interest Income	32.02	20.04
	<b>Net Cash Flow from Financing Activities : (C)</b>	(873.40)	92.06
	<b>Net Increase/(Decrease) in Cash &amp; Cash Equivalent : (A + B + C) = (D)</b>	(13.94)	16.93
	Cash & Cash Equivalents (Opening):		
	Cash on Hand	0.00	0.00
	Balance with Banks	33.83	16.89
	<b>Total: (E)</b>	33.83	16.89
	Cash & Cash Equivalents (Closing):		
	Cash on Hand	0.00	0.00
	Balance with Banks	19.89	33.83
	<b>Total: (D+E)</b>	19.89	33.83
<b>Notes:</b>			
1) The above cash flow statement has been prepared under the "Indirect Method" as set out in the Ind Accounting Standrad - 7 on Statement of Cash Flow specified under Section 133 of the Companies Act, 2013.			
2) Previous year's figures have been regrouped / reclassified wherever necessary to correspond with the current year's classification /			
This is the Cash Flow Statement referred to in our Report of even date.			
<b>For MARKS &amp; Co.</b> Chartered Accountants Firm Registration No: 139476W		<b>FOR &amp; ON BEHALF OF THE BOARD OF DIRECTORS OF JHAVERI CREDITS AND CAPITAL LIMITED</b>	
_____ <b>Rohan D. Mehta</b> Partner Membership No. : 142372 UDIN: 23142372BGWXIV3603		_____ <b>Kamlesh J. Jhaveri</b> Whole Time Director DIN : 00266242	
		_____ <b>Bhaderesh Jhaveri</b> Director DIN : 00266287	
		_____ <b>Vikram Gohil</b> Chief Financial Officer	
Place : Vadodara Date : 26th May, 2023		Place : Vadodara Date : 26th May, 2023	

**JHAVERI CREDITS AND CAPITAL LIMITED****Note 1: SIGNIFICANT ACCOUNTING POLICIES****(A) Corporate Information**

The Company is incorporated in the year of 1993 under The Companies Act, 1956. The Company is listed with Bombay Stock Exchange. The Company provides broking platform on various exchanges to the clients for dealing in various Commodities traded on those exchanges in present, spot and future dealings. The Company is a broking member of Commodity Exchange viz. 'Multi Commodity Exchange Of India Limited' (MCX) and 'National Spot Exchange Limited' (NSEL), now w.e.f. 14<sup>th</sup> March 2023 application for surrender of Self - Clearing Membership has been duly approved. Now the company has decided to consider Financing, Investment & Broking advisory business as future according to favorable market conditions and research.

**(B) Basis of preparation of financial statements**

These financial statements are prepared in accordance with Indian Accounting Standards (Ind AS) under the historical cost convention on the accrual basis except for certain financial instruments which are measured at fair values, the provisions of the Companies Act, 2013 ('Act') (to the extent notified) and guidelines. The Ind AS are prescribed under Section 133 of the Act read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016. 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.

The transition of Indian Accounting Standards (Ind AS) has been carried out in accordance with Ind AS 101 First time adoption of Indian Accounting Standards. Accordingly, the impact of transition has been recorded in the opening reserves as at 01<sup>st</sup> April 2019 and comparative previous year has been restated and reclassified.

**(C) Use of estimates**

The preparation of the financial statements in conformity with Ind AS requires management to make estimates, judgments and assumptions. These estimates, judgments and assumptions affect the application of accounting policies and the reported amounts of assets and liabilities, the disclosures of contingent assets and liabilities at the date of the financial statements and reported amounts of revenues and expenses during the period. Accounting estimate could change from period to period. Actual results could differ from those estimates. Appropriate changes in estimates are made 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.

**(D) Property, plant and equipment**

Property, plant and equipment are stated at cost net of recoverable taxes, trade discounts & rebates and include amounts added on revaluation, less accumulated depreciation and impairment loss, if any. Costs directly attributable to acquisition are capitalized until the property, plant and equipment are ready for use, as intended by management. Subsequent expenditures relating to property, plant and equipment is capitalized only when it is probable that future economic benefits associated with these will flow to the company and the cost of the item can be measured reliably. The cost and related accumulated depreciation are eliminated from the financial statements upon sale or retirement of the asset and the resultant gains or losses are recognized in the statement of profit and loss. Assets to be disposed off are reported at the lower of the carrying value or the fair value less cost to sell. Repairs and maintenance costs are recognized in net profit in the statement of profit and loss when incurred.

The company depreciates property, plant and equipment over their estimated useful lives as prescribed under Schedule II of the Companies Act, using the Written Down Value (WDV) method. Depreciation in the case of any additions / deletions has been provided on pro-rata basis. Leasehold assets are depreciated over the lease term.

Depreciation methods, useful lives and residual values are reviewed periodically, including at each financial year end.

Advances paid towards the acquisition of property, plant and equipment outstanding at each balance sheet date is classified as capital advances under other noncurrent assets and the cost of assets not put to use before such date are disclosed under 'Capital work-in-progress'.

**(E) Intangible Assets**

Intangible assets are stated at cost less accumulated amortization and impairment. Intangible assets are amortized over their respective individual estimated useful lives on a straight-line basis, from the date that they are available for use. The estimated useful life of an identifiable intangible asset is based on a number of factors including the effects of obsolescence, demand, competition, and other economic factors (such as the stability of the industry, and known technological advances), and the level of maintenance expenditures required to obtain the expected future cash flows from the asset. Amortization methods and useful lives are reviewed periodically including at each financial year end.

**(F) Financial instruments**

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

**a) Initial recognition and measurement**

The company recognizes financial assets and financial liabilities when it becomes a party to the contractual provisions of the instrument. All financial assets and liabilities are recognized at fair value plus or minus directly attributable transaction costs on initial recognition, except for financial assets and liabilities not classified at fair value through profit or loss.

**b) Subsequent measurement**

**a. Non-derivative financial instruments**

**(i) Financial assets carried at amortized cost**

A financial asset is subsequently measured at amortized cost if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

**(ii) Financial assets at fair value through other comprehensive income**

A financial asset is subsequently measured at fair value through other comprehensive income if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial instruments within the fair value through other comprehensive income are measured initially as well as at each reporting date at fair value. Fair value movements are recognised in the other comprehensive income.

(iii) Financial assets at fair value through profit or loss

Any financial assets which are not classified in any of the above categories are subsequently measured at fair value through profit or loss.

Financial instruments within the fair value through profit or loss are measured at fair value with all the changes recognized in the P& L.

(iv) Financial liabilities

Financial liabilities are subsequently carried at amortized cost using the effective interest method.

For trade and other payables maturing within one year from the balance sheet date, the carrying amounts approximate the fair value due to the short maturity of these instruments.

**c) De-recognition**

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily de-recognised when:

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

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

**(G) Impairment**

**a) 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. 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 is recognized as an impairment gain or loss in profit or loss.

**b) Non-financial assets**

Non Financial assets 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 inflows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the Cash – Generating Units (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. Reversal of impairment loss is recognised if there has been a change in the estimates used to determine the recoverable amount in the statement of profit and loss unless the asset is carried at a revalued amount, in which case, the reversal is treated as a revaluation increase. 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.

**(H) Fair value of financial instruments**

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

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. The methods used to determine fair value include discounted cash flow analysis, available quoted market prices and dealer quotes. All methods of assessing fair value result in general approximation of value, and such value may never actually be realized.

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

- ▶ Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities
- ▶ Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable
- ▶ Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

**(I) Inventories**

Inventories are valued at the lower of cost and net realizable value.

**(J) Income taxes**

Income tax expense comprises current and deferred income tax. Income tax expense is recognized in net profit in the statement of profit and loss except to the extent that it relates to items recognized directly in equity, in which case it is recognized in other comprehensive income. Current income tax for current and prior periods is recognized at the amount expected to be paid to or recovered from the tax authorities, using the tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date. The company offsets current tax assets and current tax liabilities, where it has a legally enforceable right to set off the recognized amounts and where it intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously.

Deferred income tax assets and liabilities are recognized for all temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. 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 realized. Deferred income tax assets and liabilities are measured using tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date and are expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect of changes in tax rates on deferred income tax assets and liabilities is recognized as income or expense in the period that includes the enactment or the substantive enactment date. A deferred income tax asset is recognized to the extent that it is probable that future taxable profit

will be available against which the deductible temporary differences and tax losses can be utilized.

MAT Credit receivable is recognized in the books of the company only when and to the extent that there is convincing evidence that the company will be able to avail the future economic benefits arising there from during the specified period in which tax credit is allowable.

**(K) Revenue recognition**

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured, regardless of when the payment is being made. Revenue is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment and excluding taxes or duties collected on behalf of the government.

Revenue from contract with customer is recognised point in time when performance obligation is satisfied, income from broking activities is accounted for on the trade date of transactions

Revenue from Depository services have been accounted at point in time or over a period of time as per terms and conditions with client.

Interest income is recognized on time proportion basis taking into account the amount outstanding and the rate applicable except the interest income on government deposit, if any, is recognized as and when realized by the company. Dividend Income is recognised when the right to receive the payment is established.

**(L) Borrowing costs**

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized as part of the cost of the asset. All other borrowing costs are expensed in the period in which they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds. Borrowing cost also includes exchange differences to the extent regarded as an adjustment to the borrowing costs.

**(M) Provisions, Contingent Liabilities and Contingent Assets**

A provision is recognized when the company has a present obligation as a result of a past event and it is probable that an outflow of resources would be required to settle the obligation and in respect of which a reliable estimate can be made. The expenses relating to provision is presented in the statement of profit and loss account.

A disclosure of the contingent liability, if determinable, is made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. But where there is a possible obligation but the likelihood of outflow of resources is remote, no provision / disclosure are made.

Contingent asset is disclosed in the financial statements where an inflow of economic benefits is probable and are assessed continually.

**(N) Employee Benefits**

**a) Short Term Employee Benefits**

Employee Benefits payable wholly within twelve months of receiving employee services are classified as short term employee benefits. These benefits include salaries and wages, bonus and performance incentive. The amount of short term employee benefits expected to be paid in exchange for the services rendered by employees are recognized as an expense during the period when the employees render the services.

Leave Encashment is due and recognized as expense immediately after the end of each calendar year in which the employees renders the related employee services.

**b) Post-Employment Benefits**

Retirement benefits in the form of provident fund (where contributed to the Regional PF Commissioner) are a defined contribution scheme. The Company has no obligation, other than the contribution payable to the provident fund contribution scheme. The Company recognizes contribution payable to the provident fund scheme as expenditure, when an employee renders the related service.

**(O) Leases**

Finance leases including rights of use in leased land, which effectively transfer to the Company substantially all the risks and benefits incidental to ownership of the leased item, are capitalised at inception of the lease term at the lower of the fair value of the land and present value of the minimum lease payments and disclosed as leased assets. Lease payments are apportioned between the finance charges and reduction of the lease liability so as to achieve a constant rate of interest on the remaining balance of the liability. Finance charges are recognised as finance cost in the statement of profit and loss.

A leased asset is depreciated / amortised on a straight line basis over the useful life of the asset. However, if there is no reasonable certainty that the Company will obtain the ownership by the end of the lease term, the capitalized leased assets is depreciated /amortised on a straight line basis over the shorter of the estimated useful life of the asset or the lease term.

Leases, wherein the lessor effectively retains substantially all the risks and benefits of ownership of the leased item, are classified as operating leases. Operating lease payments are recognized as an expense in the statement of profit and loss on a straight-line basis over the lease term.

**(P) Extraordinary Item:**

The extraordinary items are that arising from events or transactions that are clearly distinct from the ordinary activities of the enterprise and therefore, are not expected to recur frequently or regularly.

The nature and amount of each extraordinary item are identified and disclosed in the Statement of Profit and Loss in a manner that its impact on current profit or loss can be perceived.

**(Q) Earnings Per Share:**

Basic earnings per share are calculated by dividing the net profit for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. The weighted average number of equity shares outstanding during the period and for all periods presented is adjusted for the events, other than conversion of potential equity share, that have changed the number of equity shares outstanding, without a corresponding change in resources.

For the purpose of calculating, diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period is adjusted for the effects of all dilutive potential equity shares.



**JHAVERI CREDITS AND CAPITAL LIMITED**  
Notes to Financial Statements for the Year ended 31st March 2023

(Amount in Lakhs)

**Note 2 Property, Plant and Equipment**

S. No	Particulars	Gross Block				Depreciaton/Adjustment <sup>#</sup>				Net Block	
		As on 1.04.2022	Addition during the year	Deduction during the year	As on 31.03.2023	As on 1.04.2022	Addition during the year	Deduction during the year	As on 31.03.2023	WDV as on 31.03.2023	WDV as on 31.03.2022
1	Building and Civil Construction	9.43	-	2.17	7.26	6.08	0.12	1.49	4.71	2.55	3.35
	<b>TOTAL</b>	<b>9.43</b>	<b>-</b>	<b>2.17</b>	<b>7.26</b>	<b>6.08</b>	<b>0.12</b>	<b>1.49</b>	<b>4.71</b>	<b>2.55</b>	<b>3.35</b>
	Previous year	9.43	-	-	9.43	5.92	0.16	-	6.08	3.36	

**JHAVERI CREDITS AND CAPITAL LIMITED**

<b>JHAVERI CREDITS AND CAPITAL LIMITED</b> <b>Notes to Financial Statements for the Year ended 31st March 2023</b> (Amount in Lakhs)			
<b>Note 3 Inventories</b>			
S. No	Particulars	31st March 2023	31st March 2022
		Rs.	Rs.
	Stock in Trade	-	-
	<b>Total</b>	-	-
<b>Note 4 Investments</b>			
S. No	Particulars	31st March 2023	31st March 2022
		Rs.	Rs.
	<b>Investment measured at Amortised Cost</b>		
	<b>Investment measured at fair value through profit &amp; loss</b>		
	<b>#Investment in Equity Instruments (Quoted)</b>		
	3m India Ltd. <i>(CY:- NIL, PY:- 29 Shares of Rs 10/- each)</i>	-	5.70
	Angel One Limited <i>(CY:- NIL, PY:- 260 Shares of Rs 10/- each)</i>	-	3.99
	Astral Limited <i>(CY:- NIL, PY:- 245 Shares of Rs 10/- each)</i>	-	4.96
	Bajaj Finance Limited <i>(CY:- NIL, PY:- 300 Shares of Rs 10/- each)</i>	-	21.78
	Banco Products (India) Ltd. <i>(CY:- NIL, PY:- 21,500 Shares of Rs 10/- each)</i>	-	29.32
	Birla Corporation Ltd. <i>(CY:-NIL, PY:- 125 Shares of Rs 10/- each)</i>	-	1.47
	Clean Science And Technology L <i>(CY:- NIL, PY:- 900 Shares of Rs 10/- each)</i>	-	17.94
	Deepak Nitrite Ltd <i>(CY:- NIL, PY:- 2,915 Shares of Rs 10/- each)</i>	-	65.42
	Delta Corp Ltd. <i>(CY:- NIL, PY:- 340 Shares of Rs 10/- each)</i>	-	1.12
	Dr. Lal Pathlabs Limited <i>(CY:- NIL, PY:- 175 Shares of Rs 10/- each)</i>	-	4.56
	Eclerx Services Ltd. <i>(CY:- NIL, PY:- 200 Shares of Rs 10/- each)</i>	-	4.75
	Easy Trip Planners Limited <i>(CY:- NIL, PY:- 900 Shares of Rs 10/- each)</i>	-	3.07
	Hawkins Cookers Ltd. <i>(CY:- NIL, PY:- 65 Shares of Rs 10/- each)</i>	-	3.29
	Hdfc Asset Management Company Limited <i>(CY:- NIL, PY:- 150 Shares of Rs 10/- each)</i>	-	3.22
	Hdfc Bank Ltd. <i>(CY:- NIL, PY:- 1,700 Shares of Rs 10/- each)</i>	-	24.99
	Hdfc Life Insurance Company Li <i>(CY:- NIL, PY:- 2,400 Shares of Rs 10/- each)</i>	-	12.92
	Hikal Ltd. <i>(CY:- NIL, PY:- 325 Shares of Rs 10/- each)</i>	-	1.31

<b>JHAVERI CREDITS AND CAPITAL LIMITED</b>		<b>(Amount in Lakhs)</b>
<b>Notes to Financial Statements for the Year ended 31st March 2023</b>		
Hil Ltd. <i>(CY:- NIL, PY:- 1,065 Shares of Rs 10/- each)</i>	-	42.40
Hitachi Energy India Limited <i>(CY:- NIL, PY:- 150 Shares of Rs 10/- each)</i>	-	5.28
Honeywell Automation India Ltd <i>(CY:- NIL, PY:- 120 Shares of Rs 10/- each)</i>	-	47.53
Icici Bank Ltd. <i>(CY:- NIL, PY:- 3,488 Shares of Rs 10/- each)</i>	-	25.47
Igarashi Motors India Ltd. <i>(CY:-NIL, PY:- 200 Shares of Rs 10/- each)</i>	-	0.72
Info Edge (India) Ltd. <i>(CY:- NIL, PY:- 300 Shares of Rs 10/- each)</i>	-	13.53
Isgec Heavy Engineering Ltd. <i>(CY:- NIL, PY:- 1,400 Shares of Rs 10/- each)</i>	-	7.19
K.C.P.Ltd. <i>(CY:- NIL, PY:- 40,000 Shares of Rs 10/- each)</i>	-	46.40
Kansai Nerolac Paints Ltd <i>(CY:- NIL, PY:- 3,800 Shares of Rs 10/- each)</i>	-	17.75
Kemrock Ind Ltd <i>(CY:- NIL, PY:- 41,910 Shares of Rs 10/- each)</i>	-	0.42
Kriti Industries (India) Ltd. <i>(CY:-NIL, PY:- 10,001 Shares of Rs 10/- each)</i>	-	10.67
Maharashtra Scooters Ltd. <i>(CY:- NIL, PY:- 24 Shares of Rs 10/- each)</i>	-	0.88
Nippon Life India Asset Manage <i>(CY:- NIL, PY:- 4500 Shares of Rs 10/- each)</i>	-	15.67
Praj Industries Ltd. <i>(CY:- NIL, PY:- 2000 Shares of Rs 10/- each)</i>	-	7.97
Page Industries Limited <i>(CY:- NIL, PY:- 100 Shares of Rs 10/- each)</i>	-	43.19
Rain Industries Limited <i>(CY:- NIL, PY:- 1,460 Shares of Rs 10/- each)</i>	-	2.83
Reliance Industries Ltd. <i>(CY:- NIL, PY:- 4,915 Shares of Rs 10/- each)</i>	-	129.46
Repco Home Finance Ltd. <i>(CY:- NIL, PY:- 2,175 Shares of Rs 10/- each)</i>	-	3.84
State Bank Of India <i>(CY:- NIL, PY:- 1,000 Shares of Rs 10/- each)</i>	-	4.93
Sona Blw Precision Forgings Li <i>(CY:- NIL, PY:- 1,400 Shares of Rs 10/- each)</i>	-	9.51
Voltamp Transformers Ltd. <i>(CY:- NIL, PY:- 1,700 Shares of Rs 10/- each)</i>	-	33.34

**JHAVERI CREDITS AND CAPITAL LIMITED**

<b>JHAVERI CREDITS AND CAPITAL LIMITED</b> <b>Notes to Financial Statements for the Year ended 31st March 2023</b> (Amount in Lakhs)			
	Zydus Wellness Ltd. (CY:- NIL, PY:- 300 Shares of Rs 10/- each)	-	4.50
	Zomato Limited (CY:- NIL, PY:- 3,405 Shares of Rs 10/- each)	-	2.80
	<b>Total</b>	<b>-</b>	<b>686.10</b>
	<b>Aggregate Amount of Quoted Invesments</b>	-	<b>686.10</b>
	<b>Market Value of Quoted Invesments</b>	-	<b>686.10</b>
	# Converted from Stock - in -Trade to Investments as on the date of conversion at FMV The above investments in equity has been pledge as security against the loan taken by the Company - Refer to Note No 14		
<b>Note 5 Trade Receivables</b>			
S. No	Particulars	31st March 2023	31st March 2022
		Rs.	Rs.
	<u>Unsecured Trade Receivables</u>		
	Disputed Trade Receivables - Considered good - More than 1-2 years	-	114.92
	Undisputed Trade Receivables - Considered good - Less than 6 months	-	0.20
	<b>Total</b>	<b>-</b>	<b>115.12</b>
<b>Note 6 Cash and Cash Equivalents</b>			
S. No	Particulars	31st March 2023	31st March 2022
		Rs.	Rs.
	Cash on Hand	-	-
	<u>Balance with Banks</u>		
	- In current account	4.89	18.83
	<b>Total</b>	<b>4.89</b>	<b>18.83</b>
<b>Note 7 Bank Balance other than Cash and Cash Equivalents</b>			
S. No	Particulars	31st March 2023	31st March 2022
		Rs.	Rs.
	<u>Balance with Banks</u>		
	- Fixed Deposits with maturity more than 3 months	15.00	15.00
	- Interest accrued on fixed deposits with maturity more than 3 months	0.80	0.69
	<b>Total</b>	<b>15.80</b>	<b>15.69</b>
<u>Breakup of Fixed Deposits</u>			
S. No	Particulars	31st March 2023	31st March 2022
		Rs.	Rs.
	Fixed Deposits under lien with Stock Exchange	15.00	15.00
	Fixed Deposits against bank guarantees	-	-
	<b>Total</b>	<b>15.00</b>	<b>15.00</b>
<b>Note 8 Loans</b>			
S. No	Particulars	31st March 2023	31st March 2022
		Rs.	Rs.
	<b>Loans measured at amortised cost</b>		
	<u>Loans in India, repayable on demand, Unsecured, Considered Good</u>		
	Body Corporate - Related Parties-Inter Group Company	867.09	279.74
	<b>Total</b>	<b>867.09</b>	<b>279.74</b>

JHAVERI CREDITS AND CAPITAL LIMITED			
Notes to Financial Statements for the Year ended 31st March 2023			
			(Amount in Lakhs)
<b>Note 9 Other Financial Assets (Unsecured, considered good)</b>			
S. No	Particulars	31st March 2023	31st March 2022
		Rs.	Rs.
	<u>Security Deposits</u>		
	Security Deposits - Stock Exchange	7.50	62.50
	Security Deposit - Others	-	0.23
	<u>Membership Fees</u>		
	Membership Fees - Stock Exchange	5.00	5.00
	Other Receivables	0.74	0.21
	<b>Total</b>	<b>13.24</b>	<b>67.94</b>
<b>Note 10 Current Tax Assets</b>			
S. No	Particulars	31st March 2023	31st March 2022
		Rs.	Rs.
	Advance Taxes and TDS Receivable	6.79	8.05
	<b>Total</b>	<b>6.79</b>	<b>8.05</b>
<b>Note 11 Other Non Financial Assets</b>			
S. No	Particulars	31st March 2023	31st March 2022
		Rs.	Rs.
1	Balance with Government Authorities	-	0.00
2	Prepaid Expenses	-	0.03
	<b>Total</b>	<b>-</b>	<b>0.03</b>
<b>Note 12 Share Capital</b>			
S. No	Particulars	31st March 2023	31st March 2022
		Rs.	Rs.
1	<b><u>AUTHORISED CAPITAL</u></b>		
	70,00,000 Equity Shares of Rs 10/- each (Previous year - 70,00,000 Equity Shares of Rs 10/- each )	700.00	700.00
	30,00,000 Preference Shares of Rs 10/- each (Previous year - 30,00,000 Preference Shares of Rs 10/- each )	30.00	30.00
		<b>730.00</b>	<b>730.00</b>
2	<b><u>ISSUED , SUBSCRIBED &amp; PAID UP CAPITAL</u></b>		
	64,63,300 Equity Shares of Rs 10/- each (Previous year - 64,63,300 Equity Shares of Rs 10/- each )	646.33	646.33
	<b>Total</b>	<b>646.33</b>	<b>646.33</b>
<b>a. Reconciliation of the Authorised Share Capital at the beginning and at the end of the year</b>			
S.No	Particulars	Equity Shares	
		No. of Shares	Amount
	<b><u>AUTHORISED CAPITAL</u></b>		
	Balances of Shares as at 01st April, 2021	10,000,000	1,000.00
	Add: Capital Increased during the year	-	-
	Balances of Shares as at 31st March, 2022	10,000,000	1,000.00
	Add: Capital Increased during the year		
	<b>Closing balance of Shares at the end of the year 31st March 2023</b>	<b>10,000,000</b>	<b>1,000.00</b>
<b>b. Reconciliation of the Shares outstanding at the beginning and at the end of the year</b>			
S.No	Particulars	Equity Shares	
		No. of Shares	Amount
	<b><u>ISSUED , SUBSCRIBED &amp; PAID UP CAPITAL</u></b>		
	Balances of Shares as at 01st April, 2021	6,463,300	646.33
	Add: Capital Increased during the year	-	-
	Less: Buyback of shares during the year	-	-
	Balances of Shares as at 31st March, 2022	6,463,300	646.33
	Add: Capital Increased during the year	-	-
	Less: Buyback of shares during the year	-	-
	<b>Closing balance of Shares at the end of the year 31st March 2023</b>	<b>6,463,300</b>	<b>646.33</b>

**JHAVERI CREDITS AND CAPITAL LIMITED**  
**Notes to Financial Statements for the Year ended 31st March 2023**

(Amount in Lakhs)

**c. Terms/rights attached to the shares**

The Company has only one class of shares referred to as equity shares having par value of Rs.10. 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 any of the remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

**e. Details of Promoters holding shares of the Company**

S. No	Name of the Shareholder	Share holding Percentage (%)	31st March 2023	31st March 2022
			Rs.	Rs.
1	<b>Equity shares of Rs.10 each fully paid</b>			
a	Kamlesh J. Jhveri	50.17%	3,242,440	3,242,440
b	Bhadresh J. Jhveri	5.34%	345,100	345,100
c	Sangita B. J. Jhveri	2.91%	188,100	188,100
d	Karan K. Jhveri	1.51%	97,500	97,500
e	Jeet B. Jhveri	1.42%	92,000	92,000
f	B.J. Jhveri(HUF)	0.41%	26,400	26,400
	<b>Total</b>		<b>3,587,540</b>	<b>3,587,540</b>

**f. Details of Shareholders holding more than 5 % shares of the Company**

S. No	Name of the Shareholder	Share holding Percentage (%)	31st March 2023	31st March 2022
			Rs.	Rs.
1	<b>Equity shares of Rs.10 each fully paid</b>			
a	Kamlesh J. Jhveri	50.17%	3,242,440	1,588,621
b	Bhadresh J. Jhveri	5.34%	345,100	345,100
	<b>Total</b>		<b>3,587,540</b>	<b>1,933,721</b>

**Note 13 Other Equity**

S. No	Particulars	31st March 2023	31st March 2022
		Rs.	Rs.
1	<b>Retained Earnings</b>		
	<u>Surplus/(Deficit) in the Statement of Profit and Loss</u>		
	Balance as per last financial statements	80.15	53.00
	Add: Profit/(Loss) for the Year	78.56	27.16
	Add: Other Comprehensive Income	-	-
	Less: Appropriations	-	-
	Net Surplus/(Deficit) in the Statement of Profit and Loss	158.71	80.15
	<b>Total</b>	<b>158.71</b>	<b>80.15</b>
2	<b>General Reserve</b>		
	Balance as per last financial statements	23.80	23.80
	Add: Transferred from Special Reserve	-	-
	Less : Written back in current year	-	-
	Closing Balance	23.80	23.80
	<b>Total</b>	<b>23.80</b>	<b>23.80</b>

**Note 14 Borrowings**

S. No	Particulars	31st March 2023	31st March 2022
		Rs.	Rs.
	<b>Borrowings in India and valued at amortised cost</b>		
	<b>Secured</b>		
	Term Loans		
	- From Other parties	-	318.07
	<b>Total</b>	<b>-</b>	<b>318.07</b>

(Loan is secured against securities held, Sanctioned Amount - Rs 4 crores, Repayable - Bullet Repayment, Rate of Interest - 8.95%, PY - 8.25%). ( Fully Repaid during the year)

<b>JHAVERI CREDITS AND CAPITAL LIMITED</b>			
<b>Notes to Financial Statements for the Year ended 31st March 2023</b>			
(Amount in Lakhs)			
<b>Note 15 Trade Payables</b>			
S. No	Particulars	31st March 2023	31st March 2022
		Rs.	Rs.
	Total outstanding dues of micro and small enterprise	-	-
	Total outstanding dues of creditors other than micro and small enterprises :		
	- Disputed Dues - Others - Clients - 1-2 years	-	114.92
	- Others - Expenses - Less than 1 year	75.66	2.44
	<b>Total</b>	<b>75.66</b>	<b>117.36</b>
<b>Note 16 Other Financial Liabilities</b>			
S. No	Particulars	31st March 2023	31st March 2022
		Rs.	Rs.
	<b>Others</b>		
	Audit Fees Payable	0.45	0.50
	Employee Benefits Payable	-	0.58
	<b>Total</b>	<b>0.45</b>	<b>1.08</b>
<b>Note 17 Provisions</b>			
S. No	Particulars	31st March 2023	31st March 2022
		Rs.	Rs.
	<b>Others</b>		
	Provision of Income Tax	4.45	6.17
	<b>Total</b>	<b>4.45</b>	<b>6.17</b>
<b>Note 18 Deferred Tax Liabilities (Net)</b>			
S. No	Particulars	31st March 2023	31st March 2022
		Rs.	Rs.
	<b>Timing Difference on account of:</b>		
	Difference between book value of Depreciable assets as per books of account	2.55	3.35
	<b>Total Timing Difference</b>	2.55	3.35
	<b>Rate of Tax (%)</b>	26.00%	26.00%
1	<b>Deferred Tax liability</b>		
	Fixed Asset : Impact of difference between book value of Depreciable assets	0.66	0.87
	<b>Gross Deferred tax liability</b>	0.66	0.87
2	<b>Deferred Tax Assets</b>		
	Fixed Asset : Impact of difference between book value of Depreciable assets	-	-
	<b>Gross Deferred tax Assets</b>	-	-
	<b>Net Gross Liability/(Assets)</b>	0.66	0.87
	Provision for Deferred Tax Liability to be created / (reversed) for the year	(0.21)	(0.04)
	<b>Net deferred tax Asset/Liabilities</b>	<b>0.66</b>	<b>0.87</b>
<b>Note 19 Other Non Financial Liabilities</b>			
S. No	Particulars	31st March 2023	31st March 2022
		Rs.	Rs.
	<b>Others</b>		
	ESIC Contribution Payable	-	0.01
	PF Contribution Payable	-	0.06
	GST Payable	0.05	0.46
	TDS Payable	0.23	0.48
	<b>Total</b>	<b>0.28</b>	<b>1.01</b>

**JHAVERI CREDITS AND CAPITAL LIMITED**  
**Notes to Financial Statements for the Year ended 31st March 2023**

(Amount in Lakhs)

**Note 20 Revenue From operations**

S. No	Particulars	31st March 2023	31st March 2022
		Rs.	Rs.
1	Sale of Securities including Investments	1,121.20	846.34
2	Interest Income (On Financial Assets measured at amortised cost)		
	- Interest income on loans and advances	32.02	20.04
	- Interest Income on Fixed Deposits with bank	0.80	1.17
3	Fees and Commission Income (Services rendered at point of time in India)		
	- Brokerage Income	-	-
	- Commission Income	7.97	38.07
	<b>Total</b>	<b>1,161.99</b>	<b>905.63</b>

**Note 21 Other Income**

S. No	Particulars	31st March 2023	31st March 2022
		Rs.	Rs.
1	Dividend on Shares	9.18	3.40
2	Profit from Trading	-	5.68
3	Profit on Conversion of Stock-in-Trade to Investments	-	18.25
4	Profit on sale of Mutual Fund	-	0.49
5	Profit from sale of Investment	-	24.72
6	Rent Income	0.60	0.60
7	Profit on sale of Assets	8.53	-
	<b>Total</b>	<b>18.31</b>	<b>53.14</b>

**Note 22 Purchases of Stock- In -Trade and Investment**

S. No	Particulars	31st March 2023	31st March 2022
		Rs.	Rs.
1	Purchases of Stock- In -Trade		1,083.91
2	Purchases of Investments including opening investments	1,050.18	
	<b>Total</b>	<b>1,050.18</b>	<b>1,083.91</b>

**Note 23 Change In Inventories Of Stock In Trade**

S. No	Particulars	31st March 2023	31st March 2022
		Rs.	Rs.
1	Inventory at the Beginning of the year	-	422.63
2	Inventory at the end of the year before conversion		(667.85)
	Less:- Converted into Investment at FMV as on the date of conversion (Refer to Note No 4)		667.85
	Inventory at the end of the year after conversion	-	-
	<b>Total</b>	<b>-</b>	<b>(245.22)</b>

**Note 24 Finance Costs**

S. No	Particulars	31st March 2023	31st March 2022
		Rs.	Rs.
	<b>On financial liabilities measured at amortised cost</b>		
	Interest Expenses	24.43	20.09
	Bank Charges	0.00	0.18
	<b>Total</b>	<b>24.43</b>	<b>20.27</b>

**Note 25 Fees and Commission Expenses**

S. No	Particulars	31st March 2023	31st March 2022
		Rs.	Rs.
1	Annual Custody Charges	0.45	0.45
2	Annual Fees - MCX	0.50	1.35
3	Annual Listing Charges	3.00	3.00
	<b>Total</b>	<b>3.95</b>	<b>4.80</b>

**Note 26 Employee benefit expense**

S. No	Particulars	31st March 2023	31st March 2022
		Rs.	Rs.
1	Salary, Wages and Bonus	4.13	8.26
2	Contribution to Provident and Other Funds	-	0.06
	<b>Total</b>	<b>4.13</b>	<b>8.32</b>



**JHAVERI CREDITS AND CAPITAL LIMITED**  
**Notes to Financial Statements for the Year ended 31st March 2023**

(Amount in Lakhs)

**Note 27 Depreciation & amortization expenses**

S. No	Particulars	31st March 2023	31st March 2022
		Rs.	Rs.
1	Depreciation/Amortisation on Tangible assets	0.12	0.16
	<b>Total</b>	<b>0.12</b>	<b>0.16</b>

**Note 28 Other Expenses**

S. No	Particulars	31st March 2023	31st March 2022
		Rs.	Rs.
	Audit Fee	0.45	0.75
	Advertisement Expenses	0.40	0.68
	Business Development Charges	0.10	2.45
	Conveyance Expenses	0.06	0.07
	Demat Charges	0.01	0.02
	Insurance Charges	0.01	-
	Interest on TDS	-	0.00
	Legal and Professional Expenses	2.05	14.74
	Loss on F & O Trading	-	13.43
	Miscellaneous Expenses	1.02	0.34
	Office Expenses	1.19	2.27
	Printing and Stationery Expenses	0.64	0.47
	Postage and Courier Expenses	0.52	0.82
	Processing Fees	-	1.00
	Registration Cancellation Charges	0.50	-
	Rent, Rates and Taxes	1.55	1.35
	Repairs and Maintenance	0.03	0.13
	Seminar Expenses	1.63	2.52
	Statutory Expenses	-	0.86
	Staff Welfare Expenses	0.34	4.34
	Stamp Duty and Registration Charges	0.59	-
	Travelling Expenses	2.40	2.62
	Trading Expenses	2.06	4.30
	<b>Grand Total</b>	<b>15.54</b>	<b>53.17</b>

**Note 29 Earning per share (EPS)**

S. No	Particulars	31st March 2023	31st March 2022
		Rs.	Rs.
1	<b>Total Operations for the year</b>		
	Profit/(loss) after tax	78.56	27.16
2	<b>Net Profit/(loss) for calculation of Basic EPS</b>	78.56	27.16
3	<b>Net Profit/(loss) for calculation of Diluted EPS</b>	78.56	27.16
	Weighted average number of equity shares for Basic EPS	64.63	64.63
	Weighted average number of equity shares for Diluted EPS	64.63	64.63
4	<b>Earning Per Share</b>		
	1) Basic	1.22	0.42
	2) Diluted	1.22	0.42

**Note 30 Payment to Auditors**

S. No	Particulars	31st March 2023	31st March 2022
		Rs.	Rs.
	For Statutory Audit	0.30	0.30
	For Tax Audit	-	-
	For Other matters/reimbursement of expenses	0.15	0.15
	<b>Total</b>	<b>0.45</b>	<b>0.45</b>

**JHAVERI CREDITS AND CAPITAL LIMITED**  
**Notes to Financial Statements for the Year ended 31st March 2023**

(Amount in Lakhs)

**Note 31 Contingent Liabilities and Commitments**

S. No	Particulars	31st March 2023	31st March 2022
		Rs.	Rs.
1	Contingent Liabilities		
	a) Claims against the Company / disputed liabilities not acknowledged as		114.92
	b) Guarantees	-	-
2	Commitments		
	a) Estimated amount of Contract remaining to be executed on Capital account	-	-
	b) Uncalled Liability on shares and other investments		
	c) Other Commitments	-	-
	<b>Total</b>	<b>-</b>	<b>114.92</b>

1 Litigation pending at NSEL Spot Exchange - Rs 1,14,91594/-matter shifted to SEBI, Highcourt. Client margin directly settled and hence now no liability with the company as on the date.  
 BSE had laid a Levy and Payment of Penalty of Rs 61,000/- plus GST for Non appointment of CS with prescribed time in the previous year. However, The Company has made a payment of Rs 87,320/- amount incl GST on towards the said levy and penalty.

**Note 32 Micro, Small and Medium Enterprises Development Act, 2006.**

During the financial year, the company has not identified the micro, small and medium enterprises as required by Micro, Small and Medium Enterprises Development Act, 2006. Hence the information in respect of outstanding to such enterprises are not available for disclosure.

**Note 33 Disclosure in Accordance with IND AS-19 on "Employee Benefits"**

The Company has not recognized any amounts in the Statement of Profits and Loss for the year relating to Employee Benefit Expenses the same is shown as liability and paid off within the due date

**Note 34 Disclosure in Accordance with IND AS-17 on "Leases"**

**Operating Lease**

The Company has recognized the following amounts in the Statement of Profits and Loss for the year as Obligations on long term, non cancellable operating leases:

The Lease rental charged during the year is as under

Particulars	31st March 2023	31st March 2022
	Rs.	Rs.
Lease Rentals	1.20	1.20

The operating lease arrangements, are renewable on a periodic basis and extend upto a maximum of 11 months from their respective dates of inception and relates to rented premises. Some of these lease agreements have price escalation clauses.

**Note 35 Disclosure in Accordance with IND AS- 108 on Segment Reporting**

The Company' operations predominantly relate to commision on mutual fund and securities is the only operating segment of the Company. The management reviews the operations of the Company as one operating segment. Henco no separate segment information has been furnished herewith. The Company operates in one geographical segment namely within India and hence no separate information for geographic segment wise disclosure is required.

**JHAVERI CREDITS AND CAPITAL LIMITED**  
**Notes to Financial Statements for the Year ended 31st March 2023**

(Amount in Lakhs)

**Note 36 Related Party disclosures**

As per IND AS 24 'Related Party Disclosure', and Companies Act, 2013, the disclosure of transactions with the related parties are given below:

**A. Related Parties**

S.No	Particulars	Relationship
1	Mr. Kamlesh J Jhaveri	Whole Time Director
2	Mr Bhadresh J Jhaveri <sup>1</sup>	Director (Non- Executive)
3	Mr Ashesh J Trivedi	Director
4	Mr Satish C Trivedi <sup>1</sup>	Director
5	Mrs Rupal K Jhaveri <sup>1</sup>	Woman Director
6	Mr Vikram Gohil	Chief Financial Officer
7	Mr. Bhavesh Nagar <sup>2</sup>	Company Secretary
8	Mr. Karan K Jhaveri	Son of Director
9	Mr. Parth K Jhaveri	Son of Director
10	Jhaveri Securities Limited	Company in which Director of the Company are Director
11	Trust Finstock Pvt. Ltd	Common Shareholders

1 Appointed on 22nd September 2022

2 Resigned on 04th November 2022

**B. Related Party Transaction**

S. No	Particulars	31st March 2023	31st March 2022
		Rs.	Rs.
A	<b>Transactions During The Year</b>		
	<u>Rent Expenses</u>		
	Key Managerial Personnel - Director	1.20	1.20
	<u>Salary</u>		
	Company Secretary	1.31	-
	<u>Sale of Investment</u>		
	Relatives of Director		98.87
	<u>Sale of Asset</u>		
	Key Managerial Personnel - Director	9.21	-
	<u>Professional Fees</u>		
	Relatives of Director		13.80
	<u>Rent Income</u>		
	Company in which Director of the Company are Director	0.60	0.60
	<u>Commission Income</u>		
	Company in which Director of the Company are Director	7.97	38.07
	<u>Interest Income</u>		
	Company in which Director of the Company are Director	32.02	19.62
	<u>Interest Expenses</u>		
	Company having Common Shareholders	0.38	-
	<u>Loan Given</u>		
	Company in which Director of the Company are Director	1,244.80	633.00
	Company having Common Shareholders	-	503.30
	<u>Loan Taken</u>		
	Company having Common Shareholders	265.00	
	<u>Loan Given Back</u>		
	Company having Common Shareholders	340.80	
	<u>Loan Received Back</u>		
	Company in which Director of the Company are Director	686.19	370.92
	Company having Common Shareholders	-	537.00
			-
S. No	Particulars	31st March 2023	31st March 2022
		Rs.	Rs.
B	<b>Year End Balances</b>		
	<u>Salary Payable</u>		
	Relatives of Director	-	1.24
	<u>Loans and Advances Receivable</u>		
	Company in which Director of the Company are Director	867.09	279.74
	<u>Loans and Advances Payable</u>		
	Company having Common Shareholders	75.34	-

**JHAVERI CREDITS AND CAPITAL LIMITED**  
Notes to Financial Statements for the Year ended 31st March 2023

(Amount in Lakhs)

**Note 37 ADDITIONAL REGULATORY INFORMATION**

**A Trade Payable Ageing Schedule**

Sr No	Particulars	Unbilled	Not due	Outstanding for following periods from due date of payment				Total
				Less than	1-2	2-3	More than	as at
				1 year	years	years	3 years	31-03-2023
(i)	MSME	-	-			-	-	-
(ii)	Others	-	-	75.66		-	-	75.66
(iii)	Disputed dues - MSME	-	-			-	-	-
(iv)	Disputed dues - Others	-	-		-	-	-	-
	Total	-	-	75.66	-	-	-	75.66

Sr No	Particulars	Unbilled	Not due	Outstanding for following periods from due date of payment				Total
				Less than	1-2	2-3	More than	as at
				1 year	years	years	3 years	31-03-2022
(i)	MSME	-	-		-	-	-	-
(ii)	Others	-	-	2.44		-	-	2.44
(iii)	Disputed dues - MSME	-	-			-	-	-
(iv)	Disputed dues - Others	-	-		114.92	-	-	114.92
	Total	-	-	2.44	114.92	-	-	117.36

**B Trade Receivable Ageing Schedule**

Sr No	Particulars	Unbilled	Not due	Outstanding for following periods from due date of payment					Total
				Less than	6 months -	1-2	2-3	More Than	as at
				6 months	1 Year	years	years	3 years	31-03-2023
(i)	MSME	-	-	-	-	-	-	-	-
(ii)	Others	-	-	-	-	-	-	-	-
(iii)	Disputed dues - MSME	-	-	-	-	-	-	-	-
(iv)	Disputed dues - Others	-	-	-	-	-	-	-	-
	Total	-	-	-	-	-	-	-	-

Sr No	Particulars	Unbilled	Not due	Outstanding for following periods from due date of payment					Total
				Less than	6 months -	1-2	2-3	More Than	as at
				6 months	1 Year	years	years	3 years	31-03-2022
(i)	MSME	-	-	-	-	-	-	-	-
(ii)	Others	-	-	0.20		-	-	-	0.20
(iii)	Disputed dues - MSME	-	-	-		-	-	-	-
(iv)	Disputed dues - Others	-	-	-		114.92	-	-	-
	Total	-	-	0.20	-	114.92	-	-	0.20

**C Title deeds of immovable property not held in the name of the Company**

The Company has not held any immovable property the title deeds of which are not held in the name of the Company.

**D Revaluation of property, plant and equipment**

The Company has not revalued any of the property, plant and equipment during the year.

**E Loans or advances - Additional disclosures**

The Company has granted loan or advance in nature of loan to promoters, directors, key managerial personnel and related parties as defined under the Companies Act, 2013 either severally or jointly with any other person that is (a) repayable on demand; or (b) without specifying any terms or period of repayment as shown in the below table:

Type of Borrower	Amount of loan or advance in the nature of loan outstanding	Percentage to the total Loans and Advances in the nature of loans
Promoter	-	-
Directors	-	-
KMP's	-	-
Related Parties	867.09	100%

**F Capital work-in-progress (CWIP)**

The Company is not having any capital work-in-progress during the year or previous year.

**G Intangible assets under development**

The Company is not having any intangible asset under development during the year or previous year.

**H Details of Benami Property held**

No proceedings have been initiated or pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 (45 of 1988) and the rules made thereunder as amended from time to time.

<b>JHAVERI CREDITS AND CAPITAL LIMITED</b>				
Notes to Financial Statements for the Year ended 31st March 2023				
(Amount in Lakhs)				
<b>Note 38 Financial instruments by category</b>				
As at of 31st March 2023:				
Particulars	Amortised Cost	Financial assets/ liabilities at fair value through		Financial assets/liabilities at fair value through OCI
		Designated upon initial recognition or subsequent	Mandatory	
<b>Assets</b>				
Cash and Cash Equivalents	4.89	-	-	-
Bank Balance other than Cash and Cash Equivalents	15.80			
Trade receivables	-	-	-	-
Loans	867.09	-	-	-
Investments	-	-	-	-
Other financial assets	13.24	-	-	-
<b>Total</b>	<b>901.01</b>	-	-	-
<b>Liabilities</b>				
Trade payables	75.66	-	-	-
Borrowings	-			
Other financial liabilities	0.45	-	-	-
<b>Total</b>	<b>76.11</b>	-	-	-
As at of 31st March 2022:				
Particulars	Amortised Cost	Financial assets/ liabilities at fair value through		Financial assets/liabilities at fair value through OCI
		Designated upon initial recognition or subsequent	Mandatory	
<b>Assets</b>				
Cash and Cash Equivalents	18.83	-	-	-
Bank Balance other than Cash and Cash Equivalents	15.69			
Trade receivables	115.12	-	-	-
Loans	279.74	-	-	-
Investments	-	686.10	-	-
Other financial assets	67.94	-	-	-
<b>Total</b>	<b>497.32</b>	<b>686.10</b>	-	-
<b>Liabilities</b>				
Trade payables	117.36	-	-	-
Borrowings	318.07			
Other financial liabilities	1.08	-	-	-
<b>Total</b>	<b>436.51</b>	-	-	-
The management assessed that cash and cash equivalents, trade receivables, other current assets, trade payables, borrowings and other current liabilities approximate their carrying amounts largely due to the short-term maturities of these instruments.				

**JHAVERI CREDITS AND CAPITAL LIMITED**  
**Notes to Financial Statements for the Year ended 31st March 2023**

(Amount in Lakhs)

**Note 39 Fair Value Hierarchy**

Level I - Quoted prices (unadjusted) in active markets for identical assets or liabilities

Level II - Inputs other than quoted prices included within Level I that are observable for the asset or liability, either directly (i.e., as prices) or indirectly (i.e., derived from prices).

Level III - Inputs for the assets or liabilities that are not based on observable market data (unobservable inputs)

The following table provides the fair value measurement hierarchy of the assets and liabilities as of 31st March 2023:

Sr No	Particulars	As of 31st March 2023	Fair Value measurement at the end of the reporting year using		
			Level I	Level II	Level III
1	Assets Investments	-	-	-	-

The following table provides the fair value measurement hierarchy of the assets and liabilities as of 31st March 2022

Sr No	Particulars	As of 31st March 2022	Fair Value measurement at the end of the reporting year using		
			Level I	Level II	Level III
1	Assets Investments	686.10	686.10	-	-

**JHAVERI CREDITS AND CAPITAL LIMITED**  
**Notes to Financial Statements for the Year ended 31st March 2023**

(Amount in Lakhs)

**Note 40 Financial risk management objectives and policies**
**Financial Risk Factors**

1. The company is exposed with various financial risks so to mitigate such risks the quantitative, data of trading / movement in valuation is put up before monthly meeting and quarterly result evaluation meeting of the board.
2. The Velocity of market viz.a viz. effect in return is within knowledge of management.
3. Any sudden fall or rise in market movement, any change or deviation in Government policies or international events are watched carefully by key personnel and management.

**Market risk**

1. Market risk is the risk that the fair value or cash flows of a financial instrument will fluctuate due to changes in market prices. Market risk reflects interest rate risk, currency risk and other price risks.
2. The Company has limited criteria of dealing in trading of financial instruments. A close watch on market and index movement in stock exchange is observed.
3. The Velocity of market viz.a viz. effect in return is within knowledge of KMPs.

**Interest rate risk**

1. As on the reporting date, the company does not have any borrowing in the Financial Statements so that there is no Interest rate risk.

**Foreign currency risk**

1. As on the reporting date, the company does not have exposure in foreign currency, therefore it is not exposed to currency risk.

**Credit risk**

1. Credit risk is the risk that one party to a financial instrument will cause a loss for the other party by failing to pay for its obligation.
2. The company's investments are mainly in liquid form, does not pass any risk to creditors & the Company's obligations on any contingences of honouring any obligation of risk coverage.

**Trade receivable**

1. The company has major receivables from exchange only which are unsecured in nature but there is no historical loss incurred in respect of such receivables

**Loans**

1. The company do not have any loans against Margin Trading facilities so exposure regarding such credit default risk is not associated.

**Liquidity risk**

1. Liquidity risk is the risk that an entity will have difficulties in paying its financial liabilities. As the company has investments are mainly in liquid form so such risk is majorly mitigated but still KMPs are regularly closely monitoring such liquidity risks.

The table below summarises the maturity profile of the Company financial liabilities based on contractual undiscounted payments

**Year ended 31 March 2023**

Particulars	On demand	Less than 3 months	3 to 12 months	1 to 5 years	> 5 years	Total
	INR Lacs	INR Lacs	INR Lacs	INR Lacs	INR Lacs	INR Lacs
Other financial liabilities	0.45	-		-	-	0.45
Trade and other payables	-	75.66	-	-	-	75.66
<b>Total</b>	<b>0.45</b>	<b>75.66</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>76.11</b>

**JHAVERI CREDITS AND CAPITAL LIMITED**  
**Notes to Financial Statements for the Year ended 31st March 2023**

**Note 41**

The Company had converted its Stock in Trade into Investment at Fair Market Value as on the date of conversion i.e., 31 March 2022. During the year all the investment in securities held by the Company has been sold within the year of said conversion and Short Term Capital Gain arising on the sale of investment has been disclosed in the Note No 21.

**Note 42**

In the opinion of the Board of the Directors of the Company, the current assets, loans and advances have a value on realization in the ordinary course of the business at least equal to the amount at which they are stated in the Balance Sheet and provision for all known liabilities have been made in the accounts except as stated otherwise.

**Note 43**

SEBI has vide its Order no QJA/AA/MIRSD/DOP/25044/2022-23 dated 28th March 2023 has declared the Company not a fit and proper in terms of Schedule II of the Intermediaries Regulations and has cancelled the Certificate of Registration (bearing no. INZ000091137) of National Spot Exchange with immediate effect. As per the said order :-

i) The company shall allow its existing clients, if any to withdraw or transfer their securities or funds held in its custody, within 15 days from the date of this order. In case of failure of any clients to withdraw or transfer their securities or funds within the said 15 days, the Company shall transfer the funds and securities of such clients to another broker within a period of next 15 days thereon. Company do not have any securities or funds of clients related to National Spot Exchange.

ii) The Company shall square off open positions, if any, within 30 days from the date of this order - Company has no business with National Spot Exchange since 2019.

**Note 44**

The Company has approached the NCDEX/NCCL as well as MCX for surrender of the company's membership of respective exchanges and filled the surrender application on 20th January, 2020. The respective exchanges have accepted the application made by the company and therefore the broking business of the said exchanges has been discontinued. Further as discussed on the said matter the board of directors of the company has decided in their board meeting held on 2nd January, 2020 that to consider other business prospect & future plan of the company to consider Financing, Investments & Broking consultancy business and undertake all efforts in market research and will prepare business plan as per the favorable market conditions.

**Note 45**

The Company had received a letter No MCX/MEM/CS/PS/43030/23 dated 31st March 2023 from MCX in reference to the SEBI order as mentioned in Note No 43 above, requesting an explanation as to why the Company shall not cease to be a member of the Exchange within 7 days of the date of receipt of the letter. However, the Company had already submitted an application for surrender of Self - Clearing Membership. The said application had been approved by the Clearing Corporation (MCXCCL) on 14th March, 2023 and the deposit has been duly received.

**Note 46**

Promoters group of the company have entered into " Share Purchase Agreement " with Mr. Vishnukumar Vithaldas Patel at Ahmedabad, an acquirer for sale of their share holdings in the company at Rs.14 per share on 27-02-2023.

Mr. Vishnukumar Patel have assigned the process of acquisition to 'M/s. Kuvvaji' as Merchant Banker and M/s. Kuvvaji have filed a proposal for approval with Bombay Stock Exchange as on 1st March, 2023.

**Note 47**

During the year, the Company has shown the Income Tax Refund receivable for AY 2021-22 of Rs 1,44,337/- and for AY 2022-23 of Rs 92,090/- under 'Advance Taxes and TDS Receivable' in Note No 10 that has been wrongly adjusted against outstanding demand for AY 2012-13 by the Income Tax Department and the company has communicated the same via letter dated 09th May, 2023 to the Chief Commissioner of Income Tax, Vadodara Circle.

**Note 48**

Previous Years figures have been regrouped, reclassified and rearranged wherever necessary to confirm with that of current year.

**FOR M A R K S & Co**  
**Chartered Accountants**  
 Firm Reg. No.: 139476W

**FOR & ON BEHALF OF THE BOARD OF DIRECTORS OF**  
**JHAVERI CREDITS AND CAPITAL LIMITED**

\_\_\_\_\_  
**Rohan D. Mehta**  
 Partner  
 Membership No. : 142372  
 UDIN: 23142372BGWXIV3603

\_\_\_\_\_  
**Kamlesh J. Jhaveri**  
 Whole Time Director  
 DIN : 00266242

\_\_\_\_\_  
**Bhaderesh Jhaveri**  
 Director  
 DIN : 00266287

\_\_\_\_\_  
**Vikram Gohil**  
 Chief Financial Officer

Place : Vadodara  
 Date : 26th May, 2023

Place : Vadodara  
 Date : 26th May, 2023



**JHAVERI CREDITS AND CAPITAL LIMITED**  
**Notes to Financial Statements for the Year ended 31st March 2023**

(Amount in Lakhs)

**I Security of current assets against borrowings**

The Company has borrowings from financial institutions on the basis of security of current assets during the year. The quarterly returns or statements of current assets filed by the Company with financial institutions are in agreement with the books of account. Hence, requirements of furnishing summary of reconciliation and reasons of material discrepancies do not apply.

**J Wilful defaulter**

The Company has borrowings from financial institutions. However, the Company has not been declared a wilful defaulter at any time during the year or after the end of reporting period, but before the date when financial statements are approved or in an earlier period and the default has continued for the whole or part of the current year by any financial institution.

**K Relationship with Struck off companies**

The Company has no transaction during the year with companies struck off under section 248 of the Companies Act, 2013 or section 560 of the Companies Act, 1956.

**L Registration of charges or satisfaction with Registrar of Companies**

The Company has not registered charges on the securities held which are being pledge towards the loan taken with the Registrar of Companies (ROC) within the time limit as the same is not being asked from the banker's end.

**M Compliance with number of layers of companies**

The Company has complied with the number of layers prescribed under clause (87) of section 2 of the Act read with Companies (Restriction on number of Layers) Rules, 2017. Hence, requirements of disclosing the name and CIN of the companies beyond the specified layers and the relationship / extent of holding of the company in such downstream companies are not applicable.

**N Analytical Ratios:**

Ratio	Numerator	Denominator	Current period	Previous period	% variance	Reason for variance by more than 25%
Current ratio	Total current assets	Total current liabilities	11.14	9.42	18.24	As the Company has repaid their current liabilities.
Debt-equity ratio	Total debts consist of borrowings and lease liabilities	Total equity	0.00	0.42	(100.00)	As the Company has repaid the entire borrowings
Debt service coverage ratio	Earnings available for debt service = Net profit after taxes + Non-cash operating expenses + Interest + Other non-cash adjustments	Debt service = Interest and lease payments + Principal repayments	0.30	2.36	(87.26)	As the Company has repaid the entire borrowings
Return on equity ratio	Net profit after tax	Average total equity	0.10	0.04	169.92	As mentioned in above reasons, the company has slowly generated operating revenues from the business.
Inventory turnover ratio	Cost of goods sold or sales = Cost of materials consumed + Purchases of stock-in-trade + Changes in inventories of finished goods, stock-in-process and stock-in-trade	Average inventories	0	3.97	(100.00)	Since the Company has converted Stock in Trade into investment at FMV during the Previous Year as on the date of conversion, hence the inventories is nil during the said year.
Trade receivables turnover ratio	Revenue from operations	Average trade receivables	20.19	6.14	228.64	As the company has sold all the investments in current financial year and no trade receivables with the company.
Trade payables turnover ratio	Net credit purchases of raw materials + net credit purchases of stock-in-trade	Average trade payables	10.88	8.18	33.10	During the year trade payables of the company has reduced.

**JHAVERI CREDITS AND CAPITAL LIMITED**  
**Notes to Financial Statements for the Year ended 31st March 2023**

(Amount in Lakhs)

Ratio	Numerator	Denominator	Current period	Previous period	% variance	Reason for variance by more than 25%
Net capital turnover ratio	Revenue from operations	Average working capital = Average current assets - Average current liabilities	11.17	6.05	84.61	As the company has sold all the investments in current financial year and average working capital involvement reduced.
Net profit ratio	Net profit after tax	Revenue from operations	0.07	0.03	125.47	As the company has sold all the investments in current financial year so net profit shown improvement.
Return on capital employed	Earnings before tax and finance costs	Capital employed = Net worth + Total borrowings + Lease liabilities + Deferred tax liabilities	0.13	0.05	155.69	As the company has sold all the investments in current financial year and due that net profit shown improvement.
Return on investment	Income generated from invested funds	Average invested funds	-	0.06	(100.00)	No such investment activity in the company during the year.

**O Compliance with approved Scheme(s) of Arrangements**

No Scheme of Arrangements has been approved by the Competent Authority in terms of sections 230 to 237 of the Companies Act, 2013 during the year. Hence, the requirements of disclosure of effect of such Scheme of Arrangements in the books of account in accordance with the Scheme and in accordance with accounting standards are not applicable.

**P Utilisation of Borrowed funds and share premium**

(A) The Company has not advanced or loaned or invested funds (either borrowed funds or share premium or any other sources or kind of funds) to any other person(s) or entity(ies), including foreign entities (Intermediaries) during the year with the understanding (whether recorded in writing or otherwise) that the Intermediary shall:

- (i) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (Ultimate Beneficiaries) or
- (ii) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.

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

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

**JHAVERI CREDITS AND CAPITAL LIMITED**

**CIN:** L65910GJ1993PLC020371

**Reg. Office.:-** 301, Payal Towers-II, Sayajigunj, Vadodara-390020

**Web:** www.jhavericommodity.com | **E-mail:** companysecretary@jhaveritrade.com | **Contact no.** 0265-2226201/ 6161268

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**28<sup>TH</sup>**

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**ANNUAL REPORT**

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**2021-22**



## JHAVERI CREDITS AND CAPITAL LIMITED

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### CORPORATE INFORMATION

#### BOARD OF DIRECTORS

Mr. Kamlesh J. Jhaveri - Whole Time Director ( Executive)  
Mr. Bhaderesh J. Jhaveri - Director (Non Executive)  
Mrs. Rupal K. Jhaveri - Woman Director (Non Executive)  
Mr. Ashesh J. Trivedi - Independent Director (Non Executive)  
Mr. Satish C. Trivedi - Independent Director (Non Executive)

#### REGISTERED OFFICE

: 301 Payal Tower –II, Sayajigunj, Vadodara Gujarat -390 020

#### CHIEF FINANCIAL OFFICER

: Mr. Vikram P. Gohil

#### COMPANY SECRETARY

: Mr. Bhavesh Nagar

#### BANKERS

: HDFC Bank  
Alkapuri Branch, Vadodara, Gujarat

#### STATUTORY AUDITORS

: M/S. M A R K S & CO.  
Chartered Accountants  
  
203, Abhishree, Satelite Road, Ahmedabad -380 015

#### SECRETARIAL AUDITORS

: M/S. Chintan Vakil & Co.  
Practicing Company Secretaries  
  
3rd floor T-17/H Indiabulls Mega Mall, Ambica Mills Compound,  
Akota Road, Vadodara – 390020

#### REGISTRAR & SHARE TRANSFER AGENTS

: M/s. MCS share Transfer Agents Limited  
  
1<sup>st</sup> Floor, Neelam Apartment, 88 Sampatrao Colony,  
Above Chhapanbhog , Alkapuri, Vadodara, Gujarat - 390 007

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## JHAVERI CREDITS AND CAPITAL LIMITED

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### **NOTICE OF 28<sup>TH</sup> ANNUAL GENERAL MEETING**

Notice is hereby given that the 28<sup>th</sup> Annual General Meeting of the members of M/s. Jhaveri Credits and Capital Limited will be held on Thursday, 22<sup>nd</sup> September, 2022 at 04:00 P.M, (IST) through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"), to transact the following businesses:-

#### **ORDINARY BUSINESS(ES):**

- 1. TO RECEIVE, CONSIDER, APPROVE AND ADOPT THE AUDITED STANDALONE FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED MARCH 31, 2022 AND THE REPORTS OF THE BOARD OF DIRECTORS' AND THE AUDITORS' THEREON:**

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

**"RESOLVED THAT** the Audited Balance Sheet, Profit and loss account and Cash Flow Statement for the year ended 31<sup>st</sup> March, 2022 along with the Auditors report and Director's Report, be and are hereby considered, Adopted and Approved"

- 2. TO APPOINT MR. BHADERESH J. JHAVERI (DIN: 00266287), AS A DIRECTOR LIABLE TO RETIRE BY ROTATION:**

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

To appoint a Director in place of Bhaderesh J. Jhaveri (DIN: 00266287), Non-Executive Non -Independent Director, liable to retire by rotation in terms of section 152(6) of the Companies Act, 2013 and being eligible, seeks re-appointment.

**"RESOLVED THAT** in accordance with the provision of Section 152 (6) and all other applicable provisions, if any, of the Companies Act, 2013, Bhaderesh J. Jhaveri (DIN: 00266287), Non-Executive Director, who retires by rotation at this annual general meeting, be and is hereby reappointed as director of the Company, liable to retire by rotation."

#### **SPECIAL BUSINESS(ES):**

- 3. TO REGULARIZE THE APPOINTMENT OF ADDITIONAL DIRECTOR, MRS. RUPAL KAMLESH JHAVERI (DIN: 09456794), BY APPOINTING HER AS A DIRECTOR OF THE COMPANY.**

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

**"RESOLVED THAT** pursuant to the provisions of Section 149, 152 of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, if any, (including any amendments, Statutory modifications and/or re-enactments thereof for the time being in force), and pursuant to the recommendation of the Nomination & Remuneration Committee and approval of Board of Directors of the Company, the consent of the members of the Company be and is hereby accorded to appoint Mrs. Rupal Kamlesh Jhaveri (DIN: 09456794) as a Non-Executive Non-Independent woman Director of the Company whose office shall be liable to retire by rotation."

**RESOLVED FURTHER THAT** the Board of Directors (including a Committee thereof constituted for this purpose, if any), be and is, hereby authorized to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient to give full effect to the above resolution and matters connected therewith or incidental thereto."

## JHAVERI CREDITS AND CAPITAL LIMITED

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#### 4. TO REGULARIZE THE APPOINTMENT OF ADDITIONAL INDEPENDENT DIRECTOR, MR. SATISH CHIMANLAL TRIVEDI (DIN: 02112215), BY APPOINTING HIM AS AN INDEPENDENT DIRECTOR OF THE COMPANY.

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 160 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and applicable clauses of the Listing Agreement with Bombay Stock Exchange of India Limited, as amended from time to time, the consent of the members of the Company be and is hereby accorded to appoint Mr. Satish Chimanlal Trivedi (DIN: 02112215), who was appointed as Additional Independent Director w.e.f 07<sup>th</sup> January, 2022 pursuant to the provisions of section 161(1) of the Companies Act, 2013 and pursuant to the applicable Articles of Association of the company, and who holds office upto the date of this Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013 and who has submitted a declaration that he meets the criteria of the independent directorship as provided in section 149(6) of the Act and he is not debarred from holding the office of director by virtue of any SEBI order or any other such authority, who is eligible for appointment, on recommendation of the Nomination and Remuneration Committee, be and is hereby appointed as an Independent Director (Non Executive) of the Company, who shall hold office for 5 (Five) consecutive years for a term up to 06<sup>th</sup> January, 2027.

**RESOLVED FURTHER THAT** the Board of Directors (including a Committee thereof constituted for this purpose, if any), be and is, hereby authorized to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient to give full effect to the above resolution and matters connected therewith or incidental thereto."

#### 5. TO APPROVE THE BORROWING LIMITS OF THE COMPANY UNDER SECTION 180(1) (C) OF THE COMPANIES ACT, 2013.

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

**"RESOLVED THAT** in suppression of the special resolution no.6 passed at the annual general meeting of the shareholders of the company held on 13<sup>th</sup> August, 2016 and pursuant to the provisions of Section 180 (1) (c) of the Companies Act, 2013 and all other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the Memorandum and Articles of Association of the Company, the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall include any Committee constituted by the Board or any person(s) authorized by the Board) for borrowing from time to time, by way of loans, credit facilities, debt instruments or in any other forms, any such sum or sums of money (either Indian or foreign currency) for the purpose of the business of the Company ,from Banks, Financial Institutions, Bodies Corporate, Companies, firms or any one or more persons on such terms and conditions and with or without security as the Board may think fit, notwithstanding that monies to be borrowed together with monies already borrowed by the Company (apart from temporary loans obtained from the Company's Bankers in the Ordinary course of business) may exceed the aggregate of the paid-up share capital, free reserves and securities premium of the Company, provided that the total amount so borrowed (other than temporary loans from the Company's bankers in the ordinary course of business) and outstanding at any point of time shall not exceed a sum of Rs. 120/- Crores (Rupees One Hundred Twenty Crores Only).

**RESOLVED FURTHER THAT** the Board of Directors (including a Committee thereof constituted for this purpose, if any), be and is, hereby authorized to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient to give full effect to the above resolution and matters connected therewith or incidental thereto."

## JHAVERI CREDITS AND CAPITAL LIMITED

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### 6. TO APPROVE THE INCREASING LIMITS FOR CREATION OF CHARGE ON THE ASSETS TO SECURE THE BORROWINGS OF THE COMPANY UNDER SECTION 180(1) (a) OF THE COMPANIES ACT, 2013

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 Section 180 (1) (a) and all other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the Memorandum and Articles of Association of the Company and in supersession of earlier resolutions passed by the members of the Company, if any, in this regard, the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall include any Committee constituted by the Board or any person(s) authorized by the Board) to create charges including mortgage, pledge, lien and hypothecation in additions to the existing charges, mortgages and hypothecations on such terms and conditions and at such time or times and in such form and manner and with such ranking as to priority as it may think fit, on any of the Company’s movable and immovable properties and assets including the whole or substantially the whole of the Company’s undertaking, both present and future, as the case may be, in favour of the Lender/s viz., Financial/Investment Institutions, Bank/s and Trustees for the holders of the debentures/ bonds/ other instruments or any other Lender/s, to secure the repayment of the loans/borrowings sanctioned and / or to be sanctioned by them from time to time for a sum not exceeding Rs. 120/- Crores (Rupees One Hundred Twenty Crores Only) and inclusive of interest at the respective agreed rates and all other costs, charges and expenses and all monies payable by the company in respect of such loans/borrowings as may be stipulated in that behalf and agreed to between the Board of Directors and the Lender/s.”

**RESOLVED FURTHER THAT** the Board of Directors (including a Committee thereof constituted for this purpose, if any), be and is, hereby authorized to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient to give full effect to the above resolution and matters connected therewith or incidental thereto.”

### 7. TO CONSIDER AND APPROVE THE LIMITS OF LOANS AND/OR INVESTMENTS AND/OR GUARANTEES UNDER SECTION 186 OF THE COMPANIES ACT, 2013:

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 Section 186 of the Companies Act, 2013 (“the Act”) read with the Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions, if any, of the Act (including any modification or re-enactment thereof for the time being in force) and subject to such approvals, consents, sanctions and permissions as may be necessary, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board”, which term shall be deemed to include, unless the context otherwise requires, any committee of the Board or any officer(s) authorized by the Board to exercise the powers conferred on the Board under this resolution), to (i) give any loan to any person or other body corporate; (ii) give any guarantee or provide any security in connection with a loan to any other body corporate or person and (iii) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, as they may in their absolute discretion deem beneficial and in the interest of the Company, subject to however that the aggregate of the loans and investments so far made in and the amount for which guarantees or securities have so far been provided to all persons or bodies corporate along with the additional investments, loans, guarantees or securities proposed to be made or given or provided by the Company, from time to time, in future, shall not exceed a sum of Rs. 120/- Crores (Rupees One Hundred Twenty Crores only) over and above the limit of 60% of the paid-up share capital, free reserves and securities premium account of the Company or 100% of free reserves and securities premium account of the Company.



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**RESOLVED FURTHER THAT** the Board of Directors (including a Committee thereof constituted for this purpose, if any), be and is, hereby authorized to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient to give full effect to the above resolution and matters connected therewith or incidental thereto."

**For and on behalf of the Board of Directors of  
M/s. Jhaveri Credits and Capital Limited**

-sd-

**Date: 25/08/2022  
Place: Vadodara**

**KAMLESH J. JHAVERI  
Whole time Director  
DIN: 00266242**

### **NOTES:**

1. The Explanatory Statement as required under Section 102 of the Companies Act, 2013 ("the Act") and Regulation 36(3) of the SEBI (Listing Regulations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") is annexed to the Notice.
2. In view of the continuing COVID-19 pandemic, the Ministry of Corporate Affairs ("MCA") has, vide its Circular nos. 14/2020 dated April 08, 2020, Circular No. 17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 05, 2020, Circular No. 02/2021 dated January 13, 2021, the latest being 02/2022 dated 5th May, 2022 and the Securities and Exchange Board of India ("SEBI") vide its circular nos. SEBI/HO/CFD/CMD2/ CIRP/P/2022/62 dated 13th May, 2022 and other applicable circulars issued in this regard, (hereinafter collectively referred to as 'the Circulars'), have permitted the holding of the Annual General Meeting ("AGM") through video conferencing ("VC")/ other audio visual means ("OAVM"). Hence, the AGM of the Company is being held through VC/ OAVM. The deemed venue for AGM shall be the registered office of the Company at 301 Payal Tower II, Sayajuganj, Vadodara, Gujarat 390020.
3. In view of the massive outbreak of the COVID-19 pandemic, social distancing is to be a prerequisite and since this AGM is being held through VC / OAVM pursuant to MCA Circulars, physical attendance of the Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form, Attendance Slip and Route Map are not annexed to this Notice. Members have to attend and participate in the ensuing AGM through VC/OAVM. However, the Body Corporate is entitled to appoint authorized representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.
4. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
5. 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 Companies Act, 2013.
6. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as venue voting on the date of the AGM will be provided by NSDL.
7. The Register of Members and Share Transfer Books will remain closed from Thursday, September 15, 2022 to Thursday, September 22, 2022 (both days inclusive) for the purpose of Annual General Meeting.
8. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has

## JHAVERI CREDITS AND CAPITAL LIMITED

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been uploaded on the website of the Company at www.jhavericommodity.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited www.bseindia.com and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.

9. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020 and MCA Circular No. 2/2021 dated January 13, 2021.

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

The remote e-voting period begins on Monday 19<sup>th</sup> September, 2022 at 09:00 A.M. and ends on Wednesday 21<sup>st</sup> September, 2022 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 14<sup>th</sup> September, 2022 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 14<sup>th</sup> September 2022.

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

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

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

#### A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

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

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

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




## JHAVERI CREDITS AND CAPITAL LIMITED

CIN: L65910GJ1993PLC020371

**Reg. Office:-** 301, Payal Towers-II, Sayajigunj, Vadodara-390020

**Web:** www.jhavericommodity.com | **E-mail:** companysecretary@jhaveritrade.com | **Contact no.** 0265-2226201/ 6161268

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	<p>successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <p>4. Shareholders/Members can also download NSDL Mobile App "<b>NSDL Speede</b>" facility by scanning the QR code mentioned below for seamless voting experience.</p> <div style="text-align: center;"> <p><b>NSDL Mobile App is available on</b></p>    </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</p> <p>After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of <b>e-Voting service provider i.e. NSDL</b>. Click on <b>NSDL</b> to cast your vote.</p> <p>If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></p> <p>Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. <b>NSDL</b> where the e-Voting is in progress.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>

**Important note:**

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

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

Login type	Helpdesk details
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30</p>

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Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 or 022-23058542-43
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### B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

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

Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.

Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.

A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

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

Your User ID details are given below :

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

Password details for shareholders other than Individual shareholders are given below:

If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.

If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

How to retrieve your 'initial password'?

If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

**Physical User Reset Password?** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

Now, you will have to click on "Login" button.

After you click on the "Login" button, Home page of e-Voting will open.

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

#### **How to cast your vote electronically and join General Meeting on NSDL e-Voting system?**

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

#### **General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [cshintanvakil@gmail.com](mailto:cshintanvakil@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to NSDL at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

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

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

#### **THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-**

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.

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2. Only those Members / shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

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

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM link" placed under "**Join General meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders, who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at companysecretary@jhaveritrade.com. The same will be replied by the company suitably.
6. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
7. 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 14<sup>th</sup> September, 2022.
8. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 14<sup>th</sup> September, 2022 may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Issuer/RTA. However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222- 990.
9. The requirement to place the matter relating to appointment of auditors for ratification by members at every Annual General Meeting is done away with vide notification dated May 7th, 2018 issued by Ministry of Corporate Affairs, New Delhi. Accordingly, no resolution is proposed for ratification of appointment of Auditors. Subject to requirement of provisions of Companies Act, 2013, M/s MARKS & Co., Chartered Accountants, Ahmedabad having Firm Registration No. 136479W, have been appointed as Statutory Auditors of company at 24<sup>th</sup> Annual General Meeting held on 15.09.2018 for a period of 5 years. They are eligible for reappointment and they have given their confirmation that they are not disqualified from continuing as Auditors of the Company
10. Mr. Chintan H. Vakil, Practicing Company Secretary (Membership No. A36074), Vadodara has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
11. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.jhavericommodity.com and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai.
12. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during business hours on all working days except Sunday and Holidays, up to and including the date of the Annual General Meeting of the Company.

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### EXPLANATORY STATEMENT (Pursuant to Section 102 of the Companies Act, 2013)

#### **Item No. 3**

The Board of Directors pursuant to the provisions of Section 161 of the Companies Act, 2013 and the Articles of Association of the Company and pursuant to the recommendation of the Nomination and Remuneration Committee, has appointed Mrs. Rupal Kamlesh Jhaveri (DIN: 09456794) as an Additional Non Executive Non –Independent Woman Director of the company with effect from 07<sup>th</sup> January, 2022 whose office shall be liable to retire by rotation.”

Mrs. Rupal Kamlesh Jhaveri possesses appropriate skills, experience and knowledge in the field of Finance. Brief resume of Mrs. Rupal Kamlesh Jhaveri, nature of her expertise in specific functional areas and names of the Companies in which she holds directorships and memberships / chairperson of the Board / Committees and shareholding are provided in the annexure to the explanatory statement attached herewith. In the opinion of the Board, Mrs. Rupal Kamlesh Jhaveri fulfills the conditions specified in the Act and rules made thereunder for her appointment as a Non-Executive Director of the Company. Keeping in view of her experience and knowledge, the Board considers that her association would be of immense benefit to the Company and it is desirable to continue to avail the services of Mrs. Rupal Kamlesh Jhaveri as a Non-Executive Non independent Director (Woman).

None of the other Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in this resolution.

The Board of Directors recommends the Ordinary Resolution set forth in Item No. 3 of the Notice for approval of the Members in this General Meeting.

#### **Item No. 4**

The members of the Company are informed that on the recommendation of the Nomination & Remuneration Committee, the Board of Directors of the Company at its meeting held on 07<sup>th</sup> January, 2022 had appointed Mr. Satish Chimanlal Trivedi (DIN: 02112215), as an Additional Independent Director (Non Executive) of the Company to hold office for a period of five consecutive years, not liable to retire by rotation, subject to consent by the Members of the Company at this Annual General Meeting (“AGM”).

The Company has received a Notice in writing under the provisions of Section 160 of the Companies Act, from a Member proposing the candidature of Mr. Satish C Trivedi for the office of Director, to be appointed under the provisions of Section 149 of the Companies Act, 2013. Mr. Satish C Trivedi has given a declaration to the Board that he meets the criteria of independence as provided under section 149(6) of the Act. Mr. Satish Chimanlal Trivedi (DIN: 02112215), is also not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director of the Company. In the opinion of the Board, Mr. Satish C Trivedi possesses appropriate skills, experience and knowledge in the field of Accounting and he fulfils the conditions specified in the Act and the rules framed thereunder for appointment as Independent Director and he is independent of the management. Mr. Satish C Trivedi being eligible and offering himself for appointment is proposed to be appointed as an Independent Director (Non Executive) on the Board of the company effective from 07<sup>th</sup> January, 2022 to 06<sup>th</sup> January, 2027 of the Company. Mr. Satish C. Trivedi is entitled and will continue to receive remuneration by way of sitting fees, reimbursement of expenses incurred by him for participation in the board meetings, committee meetings and other meetings and profit related commission as may be approved by the members.

Keeping in view of his experience and knowledge, the Board considers that his association would be of immense benefit to the Company and it is desirable to continue to avail the services of Mr. Satish C Trivedi as an Independent Director. The Details required under Regulations 26(4) and 36(3) of The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard -2 is annexed as Annexure to the Notice. Except, Mr. Satich C. Trivedi,

None of the other Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in this resolution.

The Board recommends the resolutions set forth at item no. 4 of the Notice for the approval of the members as an Special resolution in this General Meeting

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### **Item No. 5**

The members of the company, at their Annual General Meeting held on 13th August, 2016, had approved by way of a Special Resolution passed under 180(1)(c) of the Companies Act, 2013 to borrow over and above the aggregate of the paid up share capital and free reserves of the Company provided that the total amount of such borrowings together with the amounts already borrowed and outstanding at any point of time shall not be in excess of ` 100 crores (Rupees one hundred crores only).

Considering the future business requirements, the Board of Directors, at their meeting held on 25<sup>th</sup> August, 2022, has recommended to seek the approval of the members by means of passing a Special Resolution under Section 180(1)(c) and other applicable provisions of the Companies Act, 2013 as set out at Item No.5 of this Notice, in order to enable the Board of Directors to borrow money in excess of the aggregate of the paid up share capital, free reserves and securities premium of the Company provided that the total amount so borrowed by the Board of Directors and outstanding at any time not exceeding the sum of Rs.120/- crores (Rupees One hundred Twenty crores only).

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the special resolution set out at Item No.5 of the Notice.

The Board recommends the resolutions set forth at item no. 5 of the Notice for the approval of the members as an Special resolution in this General Meeting.

### **Item No. 6**

In view of the Considering the future business requirements, it is proposed to increase in the borrowing limit from Rs. 100/- Crores (Rupees One Hundred Crore Only) to Rs. 120/- Crores ( Rupees One Hundred Twenty Crores Only ) pursuant to Section 180 (1)(c) of the Companies Act, 2013 and accordingly, increase the limit for creation of charge to secure the indebtedness upto the aggregate limit of Rs. 120/- Crores ( Rupees One Hundred Twenty Crores Only) pursuant to Section 180 (1)(a) of the Companies Act, 2013, subject to the approval of the members of the Company.

Consequent to the increase in the borrowing limits under Section 180(1)(c), the Board of Directors, at their meeting held on 25<sup>th</sup> August, 2022, has recommended to seek the approval of the members by means of passing a Special Resolution under Section 180(1)(a) and other applicable provisions of the Companies Act, 2013 as set out at Item No.6 of this Notice, in order to enable the Board of Directors to create charge on the Company's on any of the Company's movable and immovable properties and assets in favour of the Lenders to secure the repayment of the loans/borrowings sanctioned and / or to be sanctioned by them from time to time for a sum not exceeding Rs. 120/- crores (Rupees One hundred Twenty crores only). Further, pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013, the Board of Directors have the Powers to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company with the consent of the Shareholders of the Company by way of a Special Resolution.

In order to secure the borrowings, the Company may be required to create security by way of mortgage/ charge/ hypothecation on its assets and properties both present and future. The terms of such security may include a right in certain events of default, to take over control of the said assets and properties of the Company. Since creation of charge on properties and assets of the Company with the right of taking over the control in certain events of default may be considered to be a sale/ lease/ disposal of the Company's undertaking within the meaning of Section 180(1)(a) of the Companies Act, 2013, it is proposed to seek approval of the shareholders of the Company for increasing the limits to Rs. 120/- Crores. Accordingly, the approval of the members of the Company is sought for increase in the borrowing limits and to secure such borrowings by the creation of charge on assets/properties of the Company upto Rs.120/- Crores (Rupees One Hundred Twenty Crores) as stated in the resolutions.-

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the special resolution set out at Item No.6

The Board recommends the resolutions set forth at item no. 6 of the Notice for the approval of the members as an Special resolution in this General Meeting.



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### Item No. 7

In order to make optimum use of funds available with the Company, if any, and also to achieve long term strategic and business objectives, the Board of Directors of the Company proposes to make use of the same by making investment in other bodies corporate or granting loans, giving guarantee or providing security to other persons or other body corporate as and when required. Members may note that pursuant to Section 186 of the Companies Act, 2013 ("Act"), the Company can give loan or give any guarantee or provide security in connection with a loan to any other body corporate or person and acquire securities of any other body corporate, in excess of 60% of its paid up share capital, free reserves and securities premium account or 100% of its free reserves and securities premium account, whichever is more, with approval of Members by special resolution passed at the general meeting. In view of the aforesaid, it is proposed to take approval under Section 186 of the Companies Act, 2013, by way of special resolution, up to a limit of Rs. 120/- Crores ( Rupees One Hundred Twenty Crores Only) as proposed in the Notice.

None of the Directors or Key Managerial Personnel of the Company (including relatives of Directors and Key Managerial Personnel) is in any way, whether financially or otherwise, concerned or interested, in the said resolution

The Board recommends the resolutions set forth at item no. 7 of the Notice for the approval of the members as an Special resolution in this General Meeting

### **Details of Director seeking Appointment/Re-appointment at the Annual General Meeting [Pursuant to the Regulation 36(3) of SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015 and Secretarial Standard on General Meeting (SS-2)]**

Name of Directors	Mr. Bhaderesh J. Jhaveri	Mrs. Rupal Kamlesh Jhaveri	Mr. Satish C. Trivedi
Date of Birth	17/12/1963	01/11/1971	17/03/1950
Date of Appointment	07/10/1993	07/01/2022	07/01/2022
Qualifications	M.Com, L.L.B	Graduation	Chartered Accountant
Nature of his expertise in specific functional areas	Three decades of exposure in primary market, Deposits, financial planner & advisor	She is a commerce graduate, having share market and finance background with practical experience of about more than 20 years.	He is a professional CA, having practical exposure of Finance and Statutory laws of more than 40 years inline of manufacturing and service industries.
Relationships between directors inter-se	Brother of Kamlesh J. Jhaveri, Whole time Director of the Company	Spouse of Kamlesh J Jhaveri, Whole time Director of the Company	NA
Names of listed entities in which the person also holds the directorship and the membership of Committees of the board	Nil	Nil	Nil
Details of shares held in Company	3,45,100 equity shares	Nil	Nil

**For and on behalf of the Board of Directors of  
M/s. Jhaveri Credits and Capital Limited**

-sd-

**Date: 25/08/2022  
Place: Vadodara**

**KAMLESH J. JHAVERI  
Whole time Director  
DIN: 00266242**

## JHAVERI CREDITS AND CAPITAL LIMITED

CIN: L65910GJ1993PLC020371

Reg. Office:- 301, Payal Towers-II, Sayajigunj, Vadodara-390020

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### DIRECTORS' REPORT

To,  
The Members of  
**JHAVERI CREDITS AND CAPITAL LIMITED**

Your Directors have pleasure in presenting the 28<sup>th</sup> Director's Report of your Company together with the Audited Statement of Accounts and the Auditors' Report of your company for the financial year ended, 31<sup>st</sup> March, 2022

#### FINANCIAL HIGHLIGHTS

(Amt in Rs. Lacs)

Particulars	Year ended on 31-03-2022	Year ended on 31-03-2021
Revenue from Operations & Other Income	958.77	362.81
Less: Total Expenditure	904.99	363.10
<b>OPERATING PROFIT</b>	<b>53.78</b>	<b>(0.29)</b>
Less: Finance Costs	20.27	0.05
<b>GROSS PROFIT/LOSS FOR THE YEAR</b>	<b>33.51</b>	<b>(0.34)</b>
Less: Depreciation and Amortization expense	0.16	0.16
<b>PROFIT/LOSS FOR THE YEAR</b>	<b>33.35</b>	<b>(0.50)</b>
Less: Provision for Taxation	6.17	0
Less: Deferred Tax Liability	(0.04)	0.20
Less: Adjustment of tax relating to earlier periods	0.06	38.61
<b>PROFIT/LOSS AFTER TAX</b>	<b>27.16</b>	<b>(39.31)</b>
Earnings Per Share (EPS of FV Rs. 10) Basic and Diluted	[in Rupees] 0.42	(0.61)

#### STATE OF COMPANY'S AFFAIRS

Management of the Company has consistently observed acted and implemented against the threats and opportunities of the business activities, its volatilities and viabilities during F.Y. 2021-22. SEBI permitted share broking exchanges to established and develop commodities exchange business and over business was at stake. Management timely considered closing down commodities broking business activities, to safe guard the breakeven, cost benefit, and future prospects of the company.

Management has planned to consider NBFC / Financing, Investments & Broking business which is in accordance with Main Objects of Memorandum of Association of Company and undertaking all efforts in market research and prospecting company to undertake such business as and when market conditions are favorable.

The year ended with profit of Rs. 27.16 lakhs, the management firmly acted against business contingencies and protected from decreasing of worth of the Company. Management is optimistic to engage in new business in near future and will have positive outcome in times to come.

#### DIVIDEND

Your Directors do not recommend any dividend for the year ended on 31<sup>st</sup> March, 2022.

#### TRANSFER TO RESERVES IN TERMS OF SECTION 134 (3) (J) OF THE COMPANIES ACT, 2013

For the financial year ended 31<sup>st</sup> March, 2022, the Company proposes to carry nil amounts to General Reserve Account.

#### DETAILS OF SUBSIDIARIES, JOINT VENTURES OR ASSOCIATE COMPANIES

The Company does not have any Subsidiary, Joint Venture or Associate Company.

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### TRANSFER TO INVESTOR EDUCATION AND PROTECTION FUND

During the year no money have been transferred to Investor Education and Protection Fund

### MATERIAL CHANGES BETWEEN THE DATE OF BOARD REPORT AND END OF FINANCIAL YEAR

There have been no material changes and commitments, if any, affecting the 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.

### DETAILS IN RESPECT OF FRAUDS REPORTED BY AUDITORS UNDER SUB SECTION (12) OF SECTION 143 OTHER THAN THOSE REPORTABLE TO THE CENTRAL GOVERNMENT

No material fraud by the company or on the company by its officers or employees has been noticed or reported during the course of audit.

### SHARE CAPITAL

#### (i) Authorized Capital

There is no change in the authorized capital of the company during the year, the Authorised Share Capital of the Company as on 31<sup>st</sup> March, 2022 stood at Rs. 10,00,00,000/- ( Rupees Ten Crore Only) divided into 70,00,000 (seventy lacs) equity shares of Rs.10/-(Rupees Ten Only) each and 30,00,000 (Thirty Lacs) Preference shares of Rs. 10/- (Rupees Ten Only) each.

#### (ii) Paid up Share Capital

There is no change in the paid up capital of the company during the year under review the company has not issued any shares. The total paid up capital of the company at the end of F.Y.2021-22 stood at Rs. 6,46,33,000/- (Rupees Six Crores Forty Six Lacs Thirty Three Thousand Only) divided into 64,63,300 (Sixty Four Lacs Sixty Three Thousand Three Hundred) equity shares of Rs. 10/- ( Rupees Ten Only) each.

### ANNUAL RETURN

The Extract of Annual Return as required under section 92(3) of the Companies Act, 2013 in Form MGT-9 is annexed herewith as **ANNEXURE:- I** for your kind perusal and information.

### MANAGEMENT DISCUSSION & ANALYSIS REPORT

This Annual Report contains a separate section on the Management Discussion and Analysis as **ANNEXURE: - II**, which forms part of the Directors" Report.

### DIRECTORS AND KEY MANAGERIAL PERSONNEL

#### (i) Cessation:

Mrs. Bela Rajesh Jhaveri (DIN-07126466), Director of the company has resigned with effect from 07<sup>th</sup> January, 2022. The Board places on record its appreciation for contributions and guidance provided by her during her respective tenure as a director of the Company.

#### (ii) Retirement by Rotation

As per Section 152 of the Companies Act, 2013, Mr. Bhaderesh J. Jhaveri, (DIN-00266287) Director of the Company, will retire by rotation at the ensuing Annual General Meeting and being eligible, offer himself for reappointment. The Board recommends his reappointment.

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### (iii) Appointment of Additional Director

Mrs. Rupal K Jhaveri (DIN- 09456794) was appointed as an Additional Director w.e.f. 07<sup>th</sup> January, 2022, subject to the approval of the Members at the ensuing Annual General Meeting.

Mr. Satish C. Trivedi (DIN- 02112215) was appointed as an Independent Director (Additional) w.e.f. 07<sup>th</sup> January, 2022, subject to the approval of the Members at the ensuing Annual General Meeting.

### (iv) Key Managerial Personnel

During the year, Mr. Vikramsinh Gohil (PAN- AYMPG6499H) was appointed as Chief Financial Officer (CFO/KMP) with effect from 01<sup>st</sup> November, 2021.

Following persons held position of Key Managerial Personnel of the Company in compliance with the provisions of Section 203 of the Companies Act, 2013 at the end of F.Y. 2021-22.

Mr. Kamlesh J. Jhaveri – Whole-time Director  
Mr. Vikram P. Gohil – CFO (w.e.f. 01/11/2021)  
Mr. Bhavesh Nagar – Company Secretary & Compliance officer

Remuneration and other details of the Key Managerial Personnel for the financial year ended 31<sup>st</sup> March, 2022 are mentioned in the Extract of the Annual Return which is attached to the Directors' Report.

### (v) Declaration by Independent Directors

The Board of Directors of the Company hereby confirms that all the Independent directors duly appointed by the Company have given the declaration and they meet the criteria of independence as provided under section 149(6) of the Companies Act, 2013.

### MEETINGS OF THE BOARD OF DIRECTORS

The following Meetings of the Board of Directors were held during the Financial Year 2021-22.

Sr. No.	Date of Meeting	Board Strength	No. of Directors Present
1	02/04/2021	4	4
2	02/06/2021	4	4
3	28/06/2021	4	4
4	13/08/2021	4	4
5	03/09/2021	4	4
6	04/10/2021	4	4
7	27/10/2021	4	4
8	07/01/2022	5	5
9	27/01/2022	5	5
10	02/03/2022	5	5
11	30/03/2022	5	5

### DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to Section 134(5) of the Companies Act, 2013 the Board of Directors of the Company confirms that-

- (a). In the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;

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- (b). The directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the company for that period;
- (c). The directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- (d). The directors had prepared the annual accounts on a going concern basis; and
- (e). The directors had laid down internal financial controls to be followed by the company and that Such internal financial controls are adequate and were operating effectively.
- (f). The directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

### INTERNAL FINANCIAL CONTROLS

The Company has in place adequate internal financial controls with reference to financial statements. During the year, such controls were tested and no reportable material weaknesses in the design or operation were observed.

### LOANS, GUARANTEES AND INVESTMENTS

The Company has following Loans, Guarantee given and Investments made under section 186 of the Companies Act, 2013 for the financial year ended 31st March 2022:

SN	Date of Transaction	Particular/Purpose/Nature of Transaction	Amount of Transaction
Company has not entered into any transaction covered under Section 186 of Companies Act, 2013			

### AUDITORS' REPORT

#### (i) Independent Auditors Report

**M/s. Marks & Co, Chartered Accountants**, Ahmadabad having Firm Registration No. 139476W, conducted statutory audit of Company for financial year ended on 31<sup>st</sup> March, 2022, Independent Auditors Report forms part of financial statement which forms part of Annual Report. There are no qualifications or adverse remarks in the Auditors' Report which require any clarification/ explanation. The Notes on financial statements are self-explanatory, and needs no further explanation.

These financial statements for the year ended 31<sup>st</sup> March, 2022, are prepared in accordance with IND-AS.

#### (ii) Secretarial Audit Report

Pursuant to provision of Section 204 of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed **M/s. Chintan Vakil & Co. Company Secretary**, to undertake Secretarial Audit for the Financial Year ended on 31<sup>st</sup> March, 2022 Secretarial Audit Report is annexed herewith as **ANNEXURE: - III** to this report.

The observation in Secretarial Audit Report by company secretary is complied as under:

- i. The provision of Section 149, 152 of Companies Act, 2013 regarding independent Director is in compliance; however, Covid-19 is working as a negative block in compliance and Board of Directors appointed Mr. Satish Chimanlal Trivedi (DIN: 02112215) as Independent Director on 07/01/2022. And appointed Mr. Rupal Jhaveri (DIN: 09456794) as Additional Director (Woman Director) on 07/01/2022.
- ii. The Provision of Section 203(4) regarding appointment of Chief Financial Officer (CFO) Board of Director appointment Mr. Vikramsinh Gohil as Chief Financial Officer (CFO) 01/11/2021.

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### CONTITUTION OF COMMITTEES AND THEIR MEETINGS

During the year, the Board has reconstituted the Audit Committee and Nomination and Remuneration committee due to appointment of directors.

#### (i) **Audit Committee**

The Company's Audit Committee comprises of following Directors on 31.03.2022. The table sets out the composition of the Committee:

SN	Name of the Director	DIN	Position held	Category of the Director
1	Ashesh J Trivedi	00278869	Chairman / Member	Independent Director
2	Bhaderesh J. Jhaveri	00266287	Member	Non Executive Non Independent Director
3	Satish C Trivedi	02112215	Member	Independent Director (Additional) (from 07/01/2022)

Audit Committee meetings were held on 02/04/2021, 28/06/2021, 13/08/2021, 27/10/2021 and 27/01/2022 during the F.Y 2021-22

#### (ii) **Shareholders /Investors Grievance Committee**

The Company's Shareholders/Investors Grievance Committee comprises of following Directors. The table sets out the composition of the Committee:

SN	Name of the Director	DIN	Position held	Category of the Director
1	Ashesh J Trivedi	00278869	Chairman / Member	Independent Director
2	Bhaderesh J. Jhaveri	00266287	Member	Non Executive Non Independent Director
3	Kamlesh J. Jhaveri	00266242	Member	Whole- time Director

Shareholders/Investors Grievance Committee meetings were held on 28/06/2021, 13/08/2021, 27/10/2021 and 27/01/2022 during the F.Y 2021-22

#### (iii) **Nomination and Remuneration Committee**

The Company's Nomination and Remuneration Committee comprises of following Non-executive Directors. The table sets out the composition of the Committee:

SN	Name of the Director	DIN	Position held	Category of the Director
1	Bhaderesh J. Jhaveri	00266287	Chairman / Member	Non Executive Non Independent Director
2	Ashesh J Trivedi	00278869	Member	Independent Director
3	Satish C Trivedi	02112215	Member	Independent Director (Additional) (from 07/01/2022)

The Nomination and Remuneration Committee among its members shall prepares the matters pertaining to the nomination and remuneration of Board members, the appointment and remuneration of the managing director and other executives of the company as well as the remuneration schemes of the key managerial personnel.

Nomination and Remuneration Committee meetings were held on 28/06/2021, 13/08/2021, 27/10/2021 and 07/01/2022 during the F.Y 2021-22

#### (ii) **Meeting Of Independent Directors**

Meeting of the Independent Directors of the Company was held on 27/01/2022 wherein all the independent directors were present.

## JHAVERI CREDITS AND CAPITAL LIMITED

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### RELATED PARTY TRANSACTIONS

All the necessary details of transaction entered with the related parties are shown in notes forming part of financial statement for the year ended as on 31st March, 2022 for your kind perusal and information.

There were no materially significant related party transactions entered into between the Company, Directors, management or their relatives. Hence, disclosure in Form AOC-2 is not provided. All the contracts / arrangements / transactions entered into by the Company with the related parties during the financial year 2021-22 were in the ordinary course of business and on arm's length basis as disclosed in the financial statements. The details of related party disclosure form a part of notes to the financial statements provided in the annual report.

### MAINTENANCE OF COST RECORDS

During the Financial Year 2021-22, the Company was not required to maintain any cost records and to appoint any Cost Auditor as Section 148(1) of the Companies Act, 2013 and Companies (Cost Records and Audit) Rules, 2014 were not applicable to the Company.

### ANNUAL EVALUATION OF DIRECTORS, COMMITTEES AND BOARD

A formal evaluation mechanism has been adopted for evaluating the performance of the Board, the Committees thereof and individual Directors. The evaluation is based on criteria which include, among others, providing strategic perspective, integrity and maintenance of confidentiality and independence of judgment, attendance, time devoted and preparedness for the Meetings, quality, quantity and timeliness of the flow of information between the Board Members and the Management, contribution at the Meetings, effective decision making ability, monitoring the corporate governance practices, role and effectiveness of the Committees and effective management of relationship with stakeholders Pursuant to the provisions of the Companies Act, 2013 and the Listing Regulations, the Board has carried out an annual evaluation of its own performance, performance of its directors individually and the committees of the Board and the same is reviewed by the Nomination and Remuneration Committee.

### CORPORATE SOCIAL RESPONSIBILITY

Your company is not required to comply with the provisions of Corporate Social Responsibility as per requirement of Section 135 read with Schedule VII of the Companies Act 2013

### DEPOSITS

During the year under review, your Company has not accepted deposits covered under Section 73 of the Companies Act, 2013

### PARTICULARS OF EMPLOYEES

None of the employee has received remuneration exceeding the limit as stated in rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014. A statement containing particulars of employees pursuant to section 134 (3) (q) of Companies Act, 2013 read with rule 5(1) of the Companies (Appointment and Remuneration of Managerial personnel) rules, 2014 is annexed herewith as **ANNEXURE:- IV**

### VIGIL MECHANISM

In pursuant to the provisions of section 177(9) & (10) of the Companies Act, 2013 and Companies Meeting of Board & its powers Rules, 2014, Your Company has formulated Vigil Mechanism which include whistle blower policy for Directors and employees to report genuine concerns to the management of the Company.

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### **CORPORATE GOVERNANCE**

In order to comply with Regulation 27(2) SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 read with Regulation 15 of Chapter IV SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, the Paid-up capital of the Company is Rs. 6,46,33,000/- viz. not exceeding Rs. 10 crore and the Net worth is Rs. 5,41,10,657/- viz. less than Rs. 25 Crore as on the last day of the previous financial year i.e. 31st March, 2022. Therefore it is not required to submit Corporate Governance Report.

As stipulated in the Regulation 72 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015, the Company does not require comply with Regulation 17 to Regulation 27 of the said regulation as Paid-up Capital does not exceed Rs. 10 Crores or net worth does not exceed Rs. 25 Crores which is specified in Regulation 15 and hence did not need to obtain Corporate Governance Certificate.

### **GENERAL**

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

1. Details relating to deposits covered under Chapter V of the Act.
2. Issue of equity shares with differential rights as to dividend, voting or otherwise.
3. Issue of shares (including sweat equity shares) to employees of the Company under any scheme save and except ESOS referred to in this Report.
4. Neither the Managing Director nor the Whole-time Directors of the Company receive any remuneration or commission from any of its subsidiaries.

### **CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION**

The particulars as required under the provisions of Section 134(3) (m) of the Companies Act, 2013 in respect of conservation of energy and technology absorption have not been furnished considering the nature of activities undertaken by the company during the year under review.

### **SEXUAL HARASSMENT**

During the year under review, there were no cases filed pursuant to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

### **FOREIGN EXCHANGE EARNINGS AND OUTGO**

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

### **SIGNIFICANT AND MATERIAL ORDERS PASSED BY REGULATORS, COURTS AND TRIBUNALS**

No significant and material order has been passed by the regulators, courts, tribunals impacting the going concern status and Company's operations in future.

### **LISTING**

The Equity shares of the company are listed on BSE Limited and Company has paid Annual Listing Fees up to the Year 2022-23.



## **JHAVERI CREDITS AND CAPITAL LIMITED**

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### **SECRETARIAL STANDARDS**

During the year under review, the company has complied with the applicable secretarial standards i.e. SS-1 and SS-2, relating to the "meeting of the Board of Directors" and "General Meetings", issued by the "Institute of Company Secretaries of India", have been duly followed by the company.

### **RISK MANAGEMENT**

The Company has risk assessment and minimization system in place. The risk management procedures are reviewed regularly.

### **ACKNOWLEDGEMENT**

Your Directors wish to express their grateful appreciation to the continued co-operation received from the Banks, Government Authorities, Customers, Vendors and Shareholders during the year under review. Your Directors also wish to place on record their deep sense of appreciation for the committed service of the Executives, staff and dealers of the Company.

**For and on behalf of the Board of Directors of  
M/s. Jhaveri Credits and Capital Limited**

**-sd-**

**KAMLESH J. JHAVERI**  
**Chairman & Whole time Director**  
**DIN: 00266242**

**Date: 19/05/2022**  
**Place: Vadodara**

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### ANNEXURE - I

#### Form No. MGT-9

#### EXTRACT OF ANNUAL RETURN As on the financial year ended on 31/03/2022

[Pursuant to Section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

#### I. REGISTRATION AND OTHER DETAILS :

i)	CIN	L65910GJ1993PLC020371
ii)	Registration Date	07/10/1993
iii)	Name of the Company	Jhaveri Credits and Capital Limited
iv)	Category / Sub-Category of the Company	Public Company
v)	Address of the Registered office and contact details	301 Payal Towers – II, Sayajigunj, Vadodara – 390020 Telephone : 0265 2226201 Email : info@jhaveritrade.com
vi)	Whether listed company	Yes (Listed with Bombay Stock Exchange)
vii)	Name and Address of Registrar & Transfer Agents (RTA)	MCS Share Transfer Agent Ltd 11st Floor, Neelam Apartment, 88, Sampatrao Colony, Above Chappanbhog Sweet, Alkapuri, Vadodara, Gujarat - 390 007 Telephone : 0265-2339397 Fax Number : 0265-02341639 Email Address : mcsltdbaroda@yahoo.com

#### II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY:

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

SN	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the company
1	Commodities Broking	66190	100%

#### III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

SN	Name and address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
-----NIL-----					

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### SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

#### A. Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoters</b>									
(1) Indian									
a) Individual/HUF	39,91,540	-	39,91,540	61.76%	39,91,540	-	39,91,540	61.76%	-
b) Central Govt	-	-	-	-	-	-	-	-	-
c) State Govt (s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp.	-	-	-	-	-	-	-	-	-
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any Other....	-	-	-	-	-	-	-	-	-
<b>Sub-total (1)</b>	<b>39,91,540</b>	<b>-</b>	<b>39,91,540</b>	<b>61.76%</b>	<b>39,91,540</b>	<b>-</b>	<b>39,91,540</b>	<b>61.76%</b>	<b>-</b>
(2) Foreign	-	-	-	-	-	-	-	-	-
a) NRIs - Individuals	200	-	200	0.01	100	-	100	0.005	-0.005%
b) Other -Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corp.	-	-	-	-	-	-	-	-	-
d) Banks / FI	-	-	-	-	-	-	-	-	-
e) Any Other....	-	-	-	-	-	-	-	-	-
<b>Sub-total (2)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Total shareholding of Promoter (A) = (1)+(2)</b>	<b>39,91,740</b>	<b>-</b>	<b>39,91,740</b>	<b>61.77%</b>	<b>39,91,640</b>	<b>-</b>	<b>39,91,640</b>	<b>61.76%</b>	<b>-0.065%</b>
<b>B. Public Shareholding</b>									
1. Institutions	-	-	-	-	-	-	-	-	-
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks / FI	-	-	-	-	-	-	-	-	-
c) Central Govt	-	-	-	-	-	-	-	-	-
d) State Govt(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIs	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
<b>Sub-total (3)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
2. Non- Institutions									
a) Bodies Corp.	-	-	-	-	-	-	-	-	-
i) Indian	2,18,000	-	2,18,000	2.37	2,42,833	-	2,42,833	3.76%	1.39%
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals									
i) Individual shareholders holding nominal share capital up to Rs.2 lakh	5,48,285	4,31,500	9,79,785	15.15%	5,36,427	4,28,700	9,65,127	14.93%	-0.22%
ii) Individual shareholders holding nominal share capital in excess of Rs .2 lakh	10,64,066	55,600	11,19,666	17.32%	10,63,501	55,600	11,19,101	17.31%	-0.01%
c) Others (specify) HUF	1,54,109	-	1,54,109	2.38%	1,44,599	-	1,44,599	2.24%	-0.14%
<b>Sub-total (4)</b>	<b>19,84,460</b>	<b>4,87,100</b>	<b>24,71,560</b>	<b>38.24%</b>	<b>19,87,360</b>	<b>4,84,300</b>	<b>24,71,660</b>	<b>38.24%</b>	<b>-</b>
<b>Total Public Shareholding (B)=(3)+(4)</b>	<b>19,84,660</b>	<b>4,87,100</b>	<b>24,71,760</b>	<b>38.24%</b>	<b>19,87,460</b>	<b>4,84,300</b>	<b>24,71,760</b>	<b>38.24%</b>	<b>-</b>
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>									
<b>Grand Total (A+B+C)</b>	<b>59,76,200</b>	<b>4,87,100</b>	<b>64,63,300</b>	<b>100%</b>	<b>59,76,200</b>	<b>4,87,100</b>	<b>64,63,300</b>	<b>100%</b>	

## JHAVERI CREDITS AND CAPITAL LIMITED

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### B. Shareholding of Promoters

SN	Shareholder's Name	Shareholding at the beginning of the year			Share holding at the end of the year			% change in share holding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	Kamlesh J. Jhaveri	32,42,440	50.17	0	32,42,440	50.17	0	
2	Bhaderesh J. Jhaveri	3,45,100	5.34	0	3,45,100	5.34	0	-
3	Sangita B. Jhaveri	1,88,100	2.91	0	1,88,100	2.91	0	-
4	Karan K. Jhaveri	97,500	1.51	0	97,500	1.51	0	-
5	Jeet B. Jhaveri	92,000	1.42	0	92,000	1.42	0	-
6	B. J. Jhaveri (HUF)	26,400	0.41	0	26,400	0.41	0	-
<b>TOTAL</b>		<b>39,91,540</b>	<b>61.76</b>			<b>61.76</b>		

### C. Change in Promoter's Shareholding

SN	Name	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
			No. of Shares	% of total Shares of the company	No. of Shares	% of total Shares of the company
-----NIL-----						

### D. Shareholding Pattern of Top ten Shareholders ( Other than Directors, Promoters and Holder of GDRs and ADRs)

SN	Name of Shareholders	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
			No. of Shares	% of total Shares of the company	No. of Shares	% of total Shares of the company
1	Kiran S. Singhal		3,07,137	4.75	3,07,137	4.75
2	Kunvarji Fincorp Pvt Ltd.		1,10,000	1.70	1,10,000	1.70
3	Kantilal N Patel		50,000	0.77	50,000	0.77
4	Smita N. Patel		2,18,378	3.38	2,08,070	3.22
5	Shardaben B. Patel		1,49,500	2.31	1,49,500	2.31
6	Pushpaben K.Patel		71,350	1.11	71,350	1.11
7	Shah Navinchandra N.		69,400	1.10	69,400	1.10
8	Girish Babubhai Shah		48,500	0.75	48,500	0.75
9	Tarak A Patel		42,700	0.66	42,700	0.66
10	Kantilal Patel		36,800	0.56	36,800	0.56
11	Nitin A. Patel		56,292	0.87	41,838	0.65

### E. Shareholding of Directors and Key Managerial Personnel

SN	Name	Designation	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
			No. of Shares	% of total Shares of the company	No. of Shares	% of total Shares of the company
1	Kamlesh J. Jhaveri	Whole-time Director	32,42,440	50.17%	32,42,440	50.17%
2	Bhaderesh J Jhaveri	Director	3,45,100	5.34%	3,45,100	5.34%
3	Rupal Jhaveri (from 07.01.2022)	Director(woman) (Addl.)	0	0	0	0
4	Ashesh J. Trivedi	Independent Director	1,000	0.02%	1,000	0.02%
5	Satish C. Trivedi (from 07.01.2022)	Independent Director(Addl.)	0	0	0	0
6	Bela R. Jhaveri (till 07.01.2022)	Director (woman)	0	0	0	0
7	Vikram Gohil (from 27.10.2021)	Chief Financial Officer	0	0	0	0
8	Bhaveshe Nagar	Company Secretary	0	0	0	0

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### INDEBTEDNESS

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>				
i) Principal Amount	Nil	Nil	Nil	Nil
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)		-	-	
<b>Change in Indebtedness during the financial year</b>				
Addition	3,18,07,368	-	-	3,18,07,368
Reduction	-	-	-	-
Net Change	<b>3,18,07,368</b>	-	-	<b>3,18,07,368</b>
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount	3,18,07,368	-	-	3,18,07,368
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	<b>3,18,07,368</b>	-	-	<b>3,18,07,368</b>

### V. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

#### A. Remuneration to Managing Director, Whole-time Directors and/or Manager

(Amount in Rs.)

SN	Name of MD/WTD/ Manager	Gross salary			Stock Option	Sweat Equity	Commission		Others	Total	Ceiling as per the Act
		(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961			as % of profit	other			
-----NIL-----											

#### B. Remuneration to other directors

(Amount in Rs.)

SN	Name of Directors	Independent Directors			Other Executive & Non-Executive Directors			Total (2)	Total (1+2)	Total Managerial Remuneration	Overall Ceiling as per the Act
		Fee for attending board / committee meetings	Commission	Other	Fee for attending board committee meetings	Commission	Other				
-----NIL-----											

#### C. Remuneration To Key Managerial Personnel Other Than MD/Manager/WTD

(Amount in Rs.)

SN	Name of Key Managerial Personnel	Gross salary			Stock Option	Sweat Equity	Commission		Others	Total
		(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961			as % of profit	other		
1	Bhavesht Nagar	2,97,600 p.a.								2,97,600 p.a.
2	Vikram Gohil	1,11,500 p.a.								1,11,500 p.a.

### VII. PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES: None

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### ANNEXURE – II

#### Management Discussion and Analysis Report Industrial Structure and Development

The Company is initial member of National Commodity & Derivatives Exchange Limited (NCDEX) and Multi Commodity Exchange of India Limited (MCX) since 2007-08. These exchanges were regulated by Forward Market Commission (FMC) since incorporation till year 2015, now both the Exchanges have come under control of operation and compliance of SEBI (Securities and Exchange Board of India) as Market Regulator.

The Company's assessment performance for the year ended March 31, 2022 and the outlook for the current year are based on the current environment and business situation. However, unforeseen circumstances and those arising from external factors could affect the performance and the results. The Company is registered with SEBI through Both Commodities Exchanges.

#### **GLOBAL ECONOMY**

The outlook for the Global economy has turned negative, primarily because of Russia's invasion of Ukraine. The anticipated decline in the supply of commodities has already driven their prices up sharply and has led to food and fuel inflation globally. Amid a global inflationary surge, the Fed in USA led a tightening of global monetary conditions. It projects faster rate hikes amid surge in inflation, and consequently slower US growth in 2022. The global real GDP is expected to decelerate to 3% growth in 2022 (from the IMF's 4.4% forecast), as developed economies decelerate to 2% growth and emerging economies to 4%.

India's current account deficit is expected to remain unchanged at 1% of GDP in FY-2023

#### **INDIAN ECONOMY**

Investors have demonstrated confidence in India as one of the most promising growth economies of the 21st century. The Indian economy witnessed real GDP growth of 8.7% in FY 2022, which surpassed the pre-pandemic level of FY 2020 by 4.7%. Markets continued to have a bullish run since the beginning of FY-2022. An unprecedented scale of vaccination programme across the country along with supportive policies helped the Indian economy withstand challenges posed by the second and third wave of the pandemic. Second advance estimates by the Ministry of Statistics and Program Implementation put India's FY22 GDP growth at 8.9% as compared to a 7.3% contraction in FY21, hinting at an overall recovery of economic activities to pre-pandemic levels. Growth is expected to be strong across sectors, with manufacturing and services demonstrating a strong recovery. Industry's Gross Value Added (GVA) (including mining and construction) is expected to rise by 11.8% in FY22 after contracting by 7% in FY21. The services sector, hit hardest by the pandemic, is estimated to grow 8.2% in FY22 against a contraction of 8.4% last year.

#### **COMPANY'S PERFORMANCE**

During the year, the company reported revenue Rs. 958.77 Lakhs which is 164.26% higher than the previous year and continues to put efforts to enhance presence in the market. Operations of the company have been satisfactory despite of sluggish and weaken market conditions.

The profit before tax for the year was Rs. 33.35 Lakhs against Rs. 0.50 Lakhs loss in the previous year due to pandemic situation.

#### **DISCUSSION ON FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE**

The Companies financial discipline has helped to sustain in the critical time of inflation. The Company do venture into share trading to have liquidities and earning support in time to come as share trading being most liquid form of finance and better managed activities.

The operations are getting reviewed with market movement and the trend is observed on positive growth. The static cost on operation will give better performance with potential growth in the years to come with changed alternative.

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### OPPORTUNITIES, THREATS AND FUTURE OUTLOOK

The situation arisen due to Russia Ukraine war and also post COVID 2019 pandemic has resulted into challenges for the world economies due to exceptionally high inflations, need for tight monetary policies and high volatility. It is anticipated that the major world economies particularly developed economies will face recession or stagnation. All these factors will be having far reaching economical and social impact at a global levels in multiple ways. Outbreak of COVID-19 pandemic and Russia – Ukraine war has resulted into health crises, economic challenges, disruptions in supply channels, inflationary pressures, tight monetary situation and unprecedented social and economic challenges which will be having far reaching impact on the worldwide economies and society at a large.

On the positive note, Global rating agencies are bullish about the country's economy, which is expected to register the fastest GDP growth in the Asia-Pacific region in FY23 (Source: S&P Global). India's GDP is estimated to grow at 7.8% for FY23 while the average GDP growth in the Asia-Pacific region is projected to be at 5.1% for 2022 and ~4.5% in 2023-2025. The fast pace of the growth will be aided by an increasing number of vaccinated individuals, gains from supply-side reforms, strengthening export growth.

We see a potential growth in investment planning, money mobilization and advisory activities in near future. The company has planned and deploy necessary resources for the business.

### INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY

The Company has a proper and adequate system of internal controls developed over a period of time. The system is supported by management.

### HUMAN RESOURCES

The Company is consistently focused on providing its employees a work environment that promotes diversity and inclusion, free of any discrimination. It has a strong employee engagement policy that helps it develop and retain a highly motivated team. The Company's human resource policy lays stress on motivating people by encouraging better work culture and environment aimed at continuous improvement in production and quality.

### RISK AND CONCERNS

The Company's Financial Advisory Business is fully safe and secured as Risk Management policies is implemented and perceived properly. The risk is high as brokerage of paisa will cost Rs. 100, if turns to „No“ recovery/bad debts. The need to involve in business / broking dealings of clients and most vigilant of leverage business, accommodation etc. against exchange norms and margin provisions. The exchange obligation and margin exposure compliance is to be met fully. The automation help a lot in controlling the risk of liquidity/money getting blocked and crises of liquidity but discipline business reduce the risk to a great extent and the company has a deep concern for the same.

### CAUTIONARY STATEMENT

Statements in the Management Discussion and Analysis describing the Companies objectives, projections, estimates, and expectations may be "forward-looking statements" within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that could make a difference to the company's operations include economic conditions in the domestic and overseas market in which the company operates, changes in the government regulations, tax laws and other statutes and other incidental factors.

**For and on behalf of the Board of Directors of  
M/s. Jhaveri Credits and Capital Limited**

-sd-

**KAMLESH J. JHAVERI**  
**Whole time Director**  
**DIN: 00266242**

**Date: 19/05/2022**  
**Place: Vadodara**

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### ANNEXURE – III

#### SECRETARIAL AUDIT REPORT

(For the Financial year ended on 31st March, 2022)

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

To,  
The Members,  
**JHAVERI CREDITS AND CAPITAL LIMITED**  
301 PAYAL TOWERS -II  
SAYAJIGUNJ, VADODARA

I, have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practice by **M/s. JHAVERI CREDITS AND CAPITAL 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 audit period covering the financial year ended on 31<sup>st</sup> 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 have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company, for the financial year ended on 31<sup>st</sup> March, 2022, according to the provisions of:

1. The Companies Act, 2013 (the Act) and the rules made thereunder.
  2. The Securities Contracts (Regulation) Act, 1956 („SCRA“) and the rules madethereunder.
  3. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder.
  4. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment and Overseas Direct Investment and External Commercial Borrowings – Not Applicable to the Company during the Audit period
  5. 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.
    - D. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999
    - E. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008. –
    - F. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
    - G. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009. - Not Applicable to the Company 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; Other laws specifically applicable to the Company:
1. Forward Contracts (Regulation) Act, 1952
  2. Forward Contracts (Regulation) Rules, 1954
  3. By-Laws of MCX and NCDX Issued from time o time



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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) The (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

### We further report that;

The Constitution of Board of Directors of the Company was not in compliance with provisions of section 149, 152 and section 203 of Companies Act 2013 and rules made there under.

Adequate notice is given to all directors to schedule the Board Meetings, were sent at least 7 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.

During the Audit period, all the decisions were taken by the Board of Directors or Committee of the Board without any dissent by any of the Directors of the Company as recorded in the minutes of the meetings of the Board of Directors or Committee of the Board, as the case may be.

During the Audit period, the Company had not complied provision of Section 203 (4) whereby resulting vacancy by resignation of Chief Financial Officer (CFO) was not filled-up by the Board within a period of six months from the date of such vacancy.

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

**For Chintan Vakil & Co.  
Company Secretaries**

**-sd-  
Chintan H. Vakil  
Proprietor  
M. No. A3674, COP No. 18169**

**UDIN: A036074D000348595  
Place: Vadodara  
Date: 19/05/2022**

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

## **JHAVERI CREDITS AND CAPITAL LIMITED**

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### **Annexure to Secretarial Audit Report**

To

The members,

**JHAVERI CREDITS AND CAPITAL LIMITED**

301 PAYAL TOWERS-II,

SAYAJIGUNJ, VADODARA

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

1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and the 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 the practices, we followed provided a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books 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, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

**For Chintan Vakil & Co.  
Company Secretaries**

-sd-

**Chintan H. Vakil**

**Proprietor**

**M. No. A3674, COP No. 18169**

**UDIN: A036074D000348595**

**Place: Vadodara**

**Date: 19/05/2022**

## JHAVERI CREDITS AND CAPITAL LIMITED

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### ANNEXURE – IV

#### **PATICULARS OF EMPLOYEES PURSUANT TO SECTION 134 (3) (q) OF THE COMPANIES ACT, 2013 READ WITH RULE 5 (1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014**

- (i) The percentage increase in remuneration of each Director, Chief Financial Officer and Company Secretary during the financial year 2021-22, ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2021-22 and the comparison of remuneration of each Key Managerial Personnel (KMP) against the performance of the Company are as under:

<b>Name of Director/KMP &amp; Designation</b>	<b>Remuneration of Director/KMP for F.Y. 2021-22</b>	<b>% of increase in Remuneration for F.Y. 2021-22</b>	<b>Ratio of Remuneration of each director to median remuneration of employees</b>	<b>Comparison of the remuneration of the KMP against the performance of the Company.</b>
Kamlesh J. Jhaveri (Whole time Director)	-	-	-	-
Vikram Gohil (Chief Finance Officer)	1,11,500.00	-	0.55 : 1	-
Bhavesh Nagar (Company Secretary)	2,97,600.00	-	1.45 : 1	-

- (ii) The median remuneration of the employees of the Company during the financial year 2021-22 was Rs. 2,04,550.00
- (iii) There was no percentage increase in the median remuneration of employees in financial year 2021-22
- (iv) Comparison of the remuneration of Key Managerial Personnel against the performance of the Company. There was no increase in total remuneration of Key Managerial Personnel in financial year 2021-22
- (v) The market capitalization as on 31-03-2021 was Rs. 1,67,39,947/- and as on 31-03-2022 was Rs.3,01,83,611/-
- (vi) Price Earnings ratio was (4.25) as on 31-3-2021 and as on 31-03-2022 was (11.12)
- (vii) The key parameters for the variable component of remuneration availed by the Directors are considered by Board of Director based on recommendations of the Nomination and Remuneration Committee as per the remuneration policy for Directors, key Managerial Personnel, and other employees
- (viii) The ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year – Not Applicable
- (ix) It is hereby affirmed that the remuneration paid is as per the Remuneration Policy for Directors, Key Managerial Personnel and other Employees.

## JHAVERI CREDITS AND CAPITAL LIMITED

CIN: L65910GJ1993PLC020371

Reg. Office:- 301, Payal Towers-II, Sayajigunj, Vadodara-390020

Web: www.jhavericommodity.com | E-mail: companysecretary@jhaveritrade.com | Contact no. 0265-2226201/ 6161268

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### WTD/CFO CERTIFICATION

We, the undersigned, in our respective capacities as Chairman and Wholetime Director and Chief Financial Officer of the Company to the best of knowledge and belief certify that:

- (a) We have reviewed financial statements for the year and that to the best of our knowledge and belief:
- These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - These statements give a true and fair view of the state of affairs of Company and of the results of operations and cash flows. The financial statements have been prepared in conformity, in all material respects, with the existing generally accepted accounting principles including Accounting Standards, applicable laws and regulations.
- (b) There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's code of conduct.
- (c) We accept overall responsibility for the Company's internal control system for financial reporting. This is monitored by the internal audit function, which encompasses the examination and evaluation of the adequacy and effectiveness. Internal audit works with all levels of management and statutory auditors, and report significant issues to the Audit Committee of the Board. The auditors and audit committee are apprised of any corrective action taken with regard to significant deficiencies and material weaknesses.

We indicate to the Auditors and to the Audit Committee:

- Significant changes in internal control over financial reporting during the year;
- Significant changes in accounting policies during the year and that same have been disclosed in the notes to the financial statements;
- Instances of significant fraud of which we have become aware of and which involve management or other employees who have a significant role in the Company's internal control system over the financial reporting. However, during the year there were no such changes or instances.

**For and on behalf of the Board of Directors of  
M/s. Jhaveri Credits and Capital Limited**

-sd-

-sd-

**Date: 19/05/2022  
Place: Vadodara**

\_\_\_\_\_  
**KAMLESH J. JHAVERI**  
Chairman and Whole time Director  
DIN: 00266242

\_\_\_\_\_  
**VIKRAM GOHIL**  
Chief Financial Officer

**INDEPENDENT AUDITOR'S REPORT**

To the Members of **JHAVERI CREDITS AND CAPITAL LIMITED**

**Opinion: -**

We have audited the accompanying IND AS financial statements of **JHAVERI CREDITS AND CAPITAL LIMITED** ("the Company"), which comprise the Balance Sheet as at 31st March, 2022, the Statement of Profit and Loss (including other comprehensive income), the Statement of Changes in Equity, the Cash Flow Statement for the year then ended, and notes to the financials 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 financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India of the state of affairs of the Company as at 31st March 2022, its profit, changes in equity and its cash flows for the year ended on that date.

**Basis of Opinion:-**

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

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

**Responsibility of Management for the Financial Statements:-**

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

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

**Auditor's Responsibility:-**

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

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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.



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

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

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

**Report on Other Legal and Regulatory Requirements: -**

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure 'A' a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by section 143(3) of the Act, we report that:
  - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit.
  - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
  - c) The Balance Sheet, Statement of Profit and Loss (including other comprehensive income), the Statement of changes in equity and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
  - d) In our opinion, the aforesaid IND AS financial statements comply with the Indian Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules 2014.
  - e) On the basis of written representations received from the directors, taken on record by the Board of Directors, none of the directors are disqualified as on 31st March, 2022 from being appointed as a director in terms of Section 164(2) of the Act.
  - f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".
  - g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
    - i. The Company has disclosed the impact of pending litigations on its financial positions in its financial statements- Refer to Note No 29. The Company had filled with 'Vivad se Vishwas Scheme' for AY 2012-13 and the said application was accepted and with amount of taxation of Rs 22,02,967/- has been paid by the Company on 29<sup>th</sup> September 2021 ;



**MARKS & Co.**  
*Chartered Accountants*

- ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
- iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

**For MARKS & Co.**  
Chartered Accountants  
[Firm Registration No. 139476W]



*Rohan*

**ROHAN D MEHTA**  
Partner  
Membership No. 142372

Place : Vadodara  
Date : 19<sup>th</sup> May, 2022  
UDIN: 22142372AJGKNN6847



**Annexure "A" referred to in paragraph 1 under the heading 'Report on Other Legal and Regulatory Requirements' of our report of even date to the member of JHAVERI CREDITS AND CAPITAL LIMITED ('the Company')**

- (i) (a) (i) The Company has maintained proper records showing full particulars, including Quantitative details and situation of property, plant and equipment.  
(ii) The Company does not hold any intangible assets, hence no records are required to be maintained by the Company.
- (b) The Property, plant and equipment have been physically verified by the management during the year as per the regular program of verification which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. No material discrepancies were noticed on such verification.
- (c) According to information and explanations given by the management, the Company the title deeds of all the immovable properties for the current financial year are held in the name of the Company.
- (d) The Company has not revalued its property, plant and equipment during the said financial year. Accordingly, the provision of the clause 3(i) (d) of the Order is not applicable and hence not commented upon
- (e) According to the information and explanations given by the management, 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. Hence, the provision of the clause 3(i) (e) of the Order is not applicable and hence not commented upon
- (ii) (a) Since the Company hold inventory of shares in dematerialized form, the question of commenting on physical verification of inventory does not arise and no material discrepancies were noticed during the period under review.
- (b) In our opinion and according to the information and explanations given to us, the company has not been sanctioned working capital limits in excess of five crore rupees during the said financial year under review.
- (iii) (a) According to the information and explanations given to us, the Company has not granted any loans, secured or unsecured to firms, Limited Liability Partnerships or other parties. However the Company has granted loans to other companies as per its principal business. Accordingly, the provision of the clause 3(iii) (a) of the Order is not applicable and hence not commented upon.
- (b) According to the information and explanations given to us, the investments made, guarantees provided, security given and the terms and conditions of the grant of all loans and advances in the nature of loans and guarantees provided are not prejudicial to the company's interest.



- (c) As per the explanation and the information provided, the schedule of repayment and payment of interest has been stipulated and repayments have been made regularly as per the terms of repayment.
- (d) In our opinion and information and explanation provided, no amount of loan is overdue.
- (e) As per the information and explanation provided to us, no loan has been renewed or extended or fresh loans granted to settle the overdue of existing loans given to the same parties. Accordingly, the provision of the clause 3(iii) (e) of the Order is not applicable and hence not commented upon. 0
- (f) As per the information provided the Company has granted loans repayable on demand (Refer to Note No 34 of the financial statements) as below:-

Loan Granted to	Aggregate Amount of Loan Granted (in lakhs)	Percentage thereof to the total loans granted
Body Corporate (Related Parties)	1,136.30	100%

- (iv) In our opinion and according to the information and explanations given to us, there are no loans, investments, guarantees, and securities granted in respect of which provisions of Section 185 and 186 of the Companies Act 2013 are applicable and hence not commented upon.
- (v) The Company has not accepted any deposits from the public.
- (vi) As informed to us, the Central Government has not specified maintenance of cost records under sub-section (1) of Section 148 of the Companies Act, 2013 in respect of activities undertaken by the company during the financial year.
- (vii) (a) According to information and explanations given to us and the records of the Company examined by us, in our opinion, the Company is generally regular in depositing with appropriate authorities undisputed statutory dues including provident fund, employees' state insurance, sales-tax, income-tax, service tax, customs duty, excise duty, value added tax, cess and other material statutory dues applicable to it.
- (b) According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, employees' state insurance, income-tax, sales-tax, service tax, customs duty, excise duty, value added tax, cess and other material statutory dues were outstanding at the year end, for a period of more than six months from the date they became payable.
- (viii) Based on our audit procedures performed for the purpose of reporting the true and fair view of the financial statements and according to information and explanations given by the management, no transactions not recorded in the books of account have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961.
- (ix) (a) Based on our audit procedures performed for the purpose of reporting the true and fair view of the financial statements and according to information and explanations given by the management, we are of the opinion that the Company has not defaulted in repayment of dues to any lender.



- (b) As per the information provided, the company is not declared wilful defaulter by any bank or financial institution or other lender;
  - (c) Based on our audit procedures performed for the purpose of reporting the true and fair view of the financial statements and according to information and explanations given by the management, term loans were applied for the purpose for which the loans were obtained
  - (d) According to information and explanations given by the management, the company has not raised funds on short terms basis.
  - (e) According to information and explanations given by the management, no funds has been taken from any entity or person on account of or to meet the obligations of its subsidiaries, associates, or joint ventures.
  - (g) Based on our audit procedures performed for the purpose of reporting the true and fair view of the financial statements and according to information and explanations given by the management, the company has not raised any loans on the pledge of securities held in its subsidiaries, joint ventures, or associate companies.
- (x) (a) Based on our audit procedures performed for the purpose of reporting the true and fair view of the financial statements and according to the information and explanations given by the management, we report that the Company has not raised any money by way of initial public offer or further public offer (including debt instruments).
- (b) According to the information and explanations given to us and on an overall examination of the balance sheet, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review and hence, reporting requirements under clause 3(x) are not applicable to the company and, not commented upon.
- (xi) (a) Based upon the audit procedures performed for the purpose of reporting the true and fair view of the financial statements and according to the information and explanations given by the management, we report that no fraud on or by the officers and employees of the Company has been noticed or reported during the year.
- (b) Based upon the audit procedures performed for the purpose of reporting the true and fair view of the financial statements and according to the information and explanations given by the management, no report under sub-section (12) of section 143 of the Companies Act in form ADT – 4 has been filled by auditors.
- (c) Based upon the audit procedures performed for the purpose of reporting the true and fair view of the financial statements and according to the information and explanations given by the management, no whistle-blower complaints has been received during the year by the company
- (xii) In our opinion and according to the information and explanations given by the management, the Company is not a Nidhi company. Therefore, the provisions of clause 3(xii) of the Order are not applicable to the Company and hence not commented upon.



- (xiii) Based on our audit procedures performed for the purpose of reporting the true and fair view of the financial statements and according to the information and explanations given by the management, we report that transactions with related parties are in compliance with the provisions of Section 177 & 188 of the Companies Act, 2013, wherever applicable and all the transactions with related parties have been disclosed in the Financial Statements, as required by applicable accounting standards.
- (xiv)(a) Based on our audit procedures performed for the purpose of reporting the true and fair view of the financial statements and according to the information and explanations given by the management, the Company has an internal audit system commensurate with the size and nature of its business
- (b) Based on our audit procedures performed for the purpose of reporting the true and fair view of the financial statements and according to the information and explanations given by the management, the Internal Audit report for the said financial year were considered by us.
- (xv) Based on our audit procedures performed for the purpose of reporting the true and fair view of the financial statements and according to the information and explanations given by the management not entered into any non-cash transactions with directors or persons connected with him.
- (xvi) (a) According to the information and explanations given to us, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.
- (b) In our opinion and as per the information and explanation provided to us, the company has not conducted any Non-Banking Financial or Housing Finance activities without a valid Certificate of Registration (CoR) from the Reserve Bank of India as per the Reserve Bank of India Act, 1934;
- (c) Based on our audit procedures performed for the purpose of reporting the true and fair view of the financial statements and according to the information and explanations given by the management, the company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly the provision of clause 3(xvi)© are not applicable and hence not commented upon.
- (d) In our opinion and as per the information and explanation provided to us, there is not more than one CIC as part of the Group.
- (xvii) According to the information and explanations given to us, the company has not incurred cash losses in the financial year and in the immediately preceding financial year.
- (xviii) According to the information and explanations given to us, there has been no resignation of the statutory auditors during the said financial year under review.
- (xix) Based on our audit procedures performed for the purpose of reporting the true and fair view of the financial statements and according to the information and explanations given by the management, the contingent liabilities and commitments are disclosed in Note No 29 of the financial statements for the year
- (xx) According to the information and explanations given to us, no such projects has been undertaken by the company and accordingly clause 3(xx) (a) and (b) is not applicable to the company and hence not commented upon.



**MARKS & Co.**  
*Chartered Accountants*

(xxi) According to the information and explanations given to us, no consolidated financial statements are applicable to the company and hence clause 3 (xxi) is not applicable and commented upon.

**For MARKS & Co.**  
Chartered Accountants  
[Firm Registration No. 139476W]



*Rohan*

**ROHAN D MEHTA**  
Partner  
Membership No. 142372

Place : Vadodara  
Date : 19<sup>th</sup> May, 2022  
UDIN: 22142372AJGKNN6847

**ANNEXURE 'B' TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE FINANCIAL STATEMENTS OF JHAVERI CREDITS AND CAPITAL LIMITED**

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

We have audited the internal financial controls over financial reporting of JHAVERI CREDITS AND CAPITAL LIMITED ("the Company") as of March 31, 2022 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

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

The Company's Management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the 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.

**Auditor's Responsibility**

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

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



### **Meaning of Internal Financial Controls Over Financial Reporting**

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

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

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

### **Opinion**

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 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 MARKS & Co.**  
Chartered Accountants  
[Firm Registration No. 139476W]



*Rohan*

**ROHAN D MEHTA**

Partner

Membership No. 142372

Place : Vadodara  
Date : 19<sup>th</sup> May, 2022  
UDIN: 22142372AJGKNN6847

**JHAVERI CREDITS AND CAPITAL LIMITED**  
**BALANCE SHEET AS AT 31st MARCH 2022**

(Amount in Lakhs)

S.No.	Particulars	Note No.	31st March 2022	31st March 2021
			Rs.	Rs.
<b>I</b>	<b>ASSETS</b>			
(1)	<b>Financial Assets</b>			
	Cash and Cash Equivalents	1	18.83	1.89
	Bank Balance other than (a) above	2	15.69	15.34
	Receivables			
	Trade Receivables	3	115.12	179.74
	Other Receivables			
	Loans	4	279.74	33.70
	Investments	5	686.10	118.06
	Other financial assets	6	67.94	117.94
(2)	<b>Non - Financial Assets</b>			
	Inventories	7	-	422.63
	Current Tax Assets (Net)	8	8.05	1.99
	Property, Plant and Equipment	9	3.35	3.51
	Other Non Financial Assets	10	0.03	1.10
	<b>Total</b>		<b>1,194.85</b>	<b>895.90</b>
<b>II</b>	<b>EQUITY AND LIABILITIES</b>			
(1)	<b>LIABILITIES</b>			
	<b>Financial Liabilities</b>			
	Payables			
	(i) Trade payables	11		
	- total outstanding dues of micro and small enterprises			
	- total outstanding dues of creditors other than micro and small enterprises		117.36	147.80
	(ii) Other Payables			
	- total outstanding dues of micro and small enterprises			
	- total outstanding dues of creditors other than micro and small enterprises			
	Borrowings	12	318.07	-
	Other financial liabilities	13	1.08	1.21
	<b>Non - Financial Liabilities</b>			
	Provisions	14	6.17	
	Deferred tax liabilities (Net)	15	0.87	0.91
	Other Non Financial Liabilities	16	1.01	22.85
(2)	<b>Equity</b>			
	(a) Equity Share Capital	17	646.33	646.33
	(b) Other Equity	18	103.96	76.80
	<b>Total</b>		<b>1,194.85</b>	<b>895.90</b>

Summary of Significant accounting policies 1  
Notes to Financial Statements 2-42  
The accompanying Notes are an Integral part of Financial Statements  
This is the Balance Sheet referred to in our report of even date

**FOR M A R K S & CO**  
Chartered Accountants  
Firm Reg. No.: 139476W

**FOR & ON BEHALF OF THE BOARD OF DIRECTORS OF  
JHAVERI CREDITS AND CAPITAL LIMITED**

\_\_\_\_\_  
**Rohan D. Mehta**  
Partner  
Membership No. : 142372  
UDIN:22142372AJGKNN6847

\_\_\_\_\_  
**Kamlesh J. Jhaveri**  
Whole Time Director  
DIN : 00266242

\_\_\_\_\_  
**Bhaderesh Jhaveri**  
Director  
DIN : 00266287

\_\_\_\_\_  
**Bhavesh Nagar**  
Company Secretary

\_\_\_\_\_  
**Vikram Gohil**  
Chief Financial Officer

Place : Vadodara  
Date : 19.05.2022

Place : Vadodara  
Date : 19.05.2022



**JHAVERI CREDITS AND CAPITAL LIMITED**  
**STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31ST MARCH 2022**

(Amount in Lakhs)

S.No.	Particulars	Note No.	31st March 2022	31st March 2021
			Rs.	Rs.
I	Revenue from operations	19	905.63	349.48
	<b>Total Revenue From Operations</b>		<b>905.63</b>	<b>349.48</b>
II	Other Income	20	53.14	13.33
III	<b>Total Income (I + II)</b>		<b>958.77</b>	<b>362.81</b>
	Expenses:			
	Purchases of Stock - in-Trade	21	1,083.91	398.84
	Change In Inventories Of Stock In Trade	22	(245.22)	(61.63)
	Finance Costs	23	20.27	0.05
	Fees and Commission Expenses	24	4.80	3.75
	Employee Benefits Expenses	25	8.32	0.95
	Depreciation, amortization and impairment	26	0.16	0.16
	Other expenses	27	53.17	21.19
IV	<b>Total Expenses</b>		<b>925.42</b>	<b>363.31</b>
V	Profit before exceptional items and tax (III - IV)		<b>33.35</b>	<b>(0.50)</b>
V	Exceptional Items		-	-
VII	Profit before tax (V - VI)		<b>33.35</b>	<b>(0.50)</b>
VIII	Tax Expense:			
	Current Tax		6.17	-
	Adjustment of tax relating to earlier periods		0.06	38.61
	Deferred tax		(0.04)	0.20
IX	Profit after Tax for the period (VII - VIII)		<b>27.16</b>	<b>(39.31)</b>
X	Other comprehensive income			
A	Items that will not be reclassified to profit or loss (specify items and amounts)		-	-
	Income tax relating to items that will not be reclassified to profit or loss		-	-
	Subtotal of A		-	-
B	Items that will be reclassified to profit or loss (specify items and amounts)		-	-
	Income tax relating to items that will be reclassified to profit or loss		-	-
	Subtotal of B		-	-
	Total Other Comprehensive income for the year (A+B)		-	-
	Total comprehensive income for the year		<b>27.16</b>	<b>(39.31)</b>
XII	Earning per equity share:	28		
	Basic		0.42	(0.61)
	Diluted		0.42	(0.61)

Summary of Significant accounting policies 1  
Notes to Financial Statements 2-42  
The accompanying Notes are an Integral part of Financial Statements  
This is the Statement of Profit and loss referred to in our report of even date

**FOR MARKS & CO**  
Chartered Accountants  
Firm Reg. No.: 139476W

**FOR & ON BEHALF OF THE BOARD OF DIRECTORS OF  
JHAVERI CREDITS AND CAPITAL LIMITED**

**Rohan D. Mehta**  
Partner  
Membership No. : 142372  
UDIN:22142372AJGKNN6847

**Kamlesh J. Jhaveri**  
Whole Time Director  
DIN : 00266242

**Bhaderesh Jhaveri**  
Director  
DIN : 00266287

**Bhavesht Nagar**  
Company Secretary

**Vikram Gohil**  
Chief Financial Officer

Place : Vadodara  
Date : 19.05.2022

Place : Vadodara  
Date : 19.05.2022

**JHAVERI CREDITS AND CAPITAL LIMITED**  
**CASH FLOW STATEMENT FOR THE YEAR ENDED 31st MARCH 2022**

(Amount in Lakhs)

Sr No	Particulars	(Amount in Rs.)	
		31st March 2022	31st March 2021
<b>A.</b>	<b>CASH FROM OPERATING ACTIVITIES:</b>		
	NET PROFIT BEFORE TAX & EXTRA ORDINARY ITEMS :	33.35	-0.50
	Adjustment For :		
1	Depreciation	0.16	0.16
2	Interest Income	-21.21	-9.15
	<b>Operating profit Before Working Capital Changes : (a)</b>	<b>12.29</b>	<b>-9.48</b>
	<b>Adjustment For :</b>		
1	(Increase) / Decrease in Other Financial Assets	50.00	18.02
2	(Increase) / Decrease in Trade Receivables	64.62	-35.15
3	(Increase) / Decrease in Inventories	422.73	-61.63
4	(Increase) / Decrease in Current Tax Assets	-6.06	15.70
5	(Increase) / Decrease in Other Non Financial Assets	1.07	-1.01
6	Increase / (Decrease) in Trade Payables	-30.35	6.91
7	Increase / (Decrease) in Other Financial Liabilities	-0.12	-0.04
8	Increase / (Decrease) in Provisions	0.00	-3.79
9	Increase / (Decrease) in Other Non Financial Liabilities	-21.85	22.09
	<b>Net Working Capital Changes : (b)</b>	<b>480.05</b>	<b>-38.90</b>
	<b>Cash generated from operations : (a+b)</b>	<b>492.34</b>	<b>-48.00</b>
	<b>Income Tax Paid</b>	<b>-0.11</b>	<b>-38.41</b>
	<b>Cash Flow before Extraordinary Items :</b>	<b>492.24</b>	<b>-86.80</b>
	Extra Ordinary Items	0.00	0.00
	<b>Net Cash Flow from Operating Activities : (A)</b>	<b>492.24</b>	<b>-86.80</b>
<b>B.</b>	<b>CASH FLOW FROM INVESTING ACTIVITIES :</b>		
1	Investment/Redemption in Mutual Funds	43.41	-42.44
2	Purchase/Sale of Shares	74.15	0.00
3	Investment in Equity Instruments	-686.10	0.00
4	Interest Income	1.17	1.37
	<b>Net Cash Flow from Investing Activities : (B)</b>	<b>-567.37</b>	<b>-41.07</b>
<b>C.</b>	<b>CASH FLOW FROM FINANCING ACTIVITIES :</b>		
1	Loan & Advances Given	-246.05	-33.70
2	Loans and Advances Taken	318.07	0.00
3	Interest Income	20.04	7.78
	<b>Net Cash Flow from Financing Activities : (C)</b>	<b>92.07</b>	<b>-25.92</b>
	<b>Net Increase/(Decrease) in Cash &amp; Cash Equivalent : (A + B + C) = (D)</b>	<b>16.94</b>	<b>-153.78</b>
	Cash & Cash Equivalents (Opening):		
	Cash on Hand	0.00	0.36
	Balance with Banks	16.89	170.32
	<b>Total: (E)</b>	<b>16.89</b>	<b>170.68</b>
	Cash & Cash Equivalents (Closing):		
	Cash on Hand	0.00	0.00
	Balance with Banks	33.83	16.89
	<b>Total: (D+E)</b>	<b>33.83</b>	<b>16.89</b>

**Notes:**

- The above cash flow statement has been prepared under the "Indirect Method" as set out in the Ind Accounting Standrad - 7 on Statement of Cash Flow specified under Section 133 of the Companies Act, 2013.
- Previous year's figures have been regrouped / reclassified wherever necessary to correspond with the current year's classification /

This is the Cash Flow Statement referred to in our Report of even date.

**For M A R K S & Co.**

Chartered Accountants  
Firm Registration No: 139476W

**Rohan D. Mehta**  
Partner  
Membership No. : 142372  
UDIN:22142372AJGKNN6847

Place : Vadodara  
Date: 19.05.2022

**FOR & ON BEHALF OF THE BOARD OF DIRECTORS OF  
JHAVERI CREDITS AND CAPITAL LIMITED**

**Kamlesh J. Jhaveri**  
Whole Time Director  
DIN : 00266242

**Bhaderesh Jhaveri**  
Director  
DIN : 00266287

**Bhavesheh Nagar**  
Company Secretary

**Vikram Gohil**  
Chief Financial Officer

Place : Vadodara  
Date : 19.05.2022

## **JHAVERI CREDITS AND CAPITAL LIMITED**

### **Note 1: SIGNIFICANT ACCOUNTING POLICIES**

#### **(A) Corporate Information**

The Company is incorporated in the year of 1993 under The Companies Act, 1956. The Company is listed with Bombay Stock Exchange. The Company provides broking platform on various exchanges to the clients for dealing in various Commodities traded on those exchanges in present, spot and future dealings. The Company is a broking member of Commodity Exchange viz. 'National Commodity And Derivatives Exchange Limited' (NCDEX), 'Multi Commodity Exchange Of India Limited' (MCX) and 'National Spot Exchange Limited' (NSE), now w.e.f. 20th January, 2020 the company has given application to respective exchanges for surrender of the their broking membership. Now the company has decided to consider Financing, Investment & Broking advisory business as future according to favorable market conditions and research.

#### **(B) Basis of preparation of financial statements**

These financial statements are prepared in accordance with Indian Accounting Standards (Ind AS) under the historical cost convention on the accrual basis except for certain financial instruments which are measured at fair values, the provisions of the Companies Act, 2013 ('Act') (to the extent notified) and guidelines. The Ind AS are prescribed under Section 133 of the Act read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016. 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.

The transition of Indian Accounting Standards (Ind AS) has been carried out in accordance with Ind AS 101 First time adoption of Indian Accounting Standards. Accordingly, the impact of transition has been recorded in the opening reserves as at 01<sup>st</sup> April 2019 and comparative previous year has been restated and reclassified.

#### **(C) Use of estimates**

The preparation of the financial statements in conformity with Ind AS requires management to make estimates, judgments and assumptions. These estimates, judgments and assumptions affect the application of accounting policies and the reported amounts of assets and liabilities, the disclosures of contingent assets and liabilities at the date of the financial statements and reported amounts of revenues and expenses during the period. Accounting estimate could change from period to period. Actual results could differ from those estimates. Appropriate changes in estimates are made 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.

#### **(D) Property, plant and equipment**

Property, plant and equipment are stated at cost net of recoverable taxes, trade discounts & rebates and include amounts added on revaluation, less accumulated depreciation and impairment loss, if any. Costs directly attributable to acquisition are capitalized until the property, plant and equipment are ready for use, as intended by management. Subsequent expenditures relating to property, plant and equipment is capitalized only when it is probable that future economic benefits associated with these will flow to the company and the cost of the item can be measured reliably. The cost and related accumulated depreciation are eliminated from the financial statements upon sale or retirement of the asset and the resultant gains or losses are recognized in the statement of profit and loss. Assets to be disposed off are reported at the lower of the carrying value or the fair value less cost to sell. Repairs and maintenance costs are recognized in net profit in the statement of profit and loss when incurred.

The company depreciates property, plant and equipment over their estimated useful lives as prescribed under Schedule II of the Companies Act, using the Written Down Value (WDV) method. Depreciation in the case of any additions / deletions has been provided on pro-rata basis. Leasehold assets are depreciated over the lease term.

Depreciation methods, useful lives and residual values are reviewed periodically, including at each financial year end.

Advances paid towards the acquisition of property, plant and equipment outstanding at each balance sheet date is classified as capital advances under other noncurrent assets and the cost of assets not put to use before such date are disclosed under 'Capital work-in-progress'.

**(E) Intangible Assets**

Intangible assets are stated at cost less accumulated amortization and impairment. Intangible assets are amortized over their respective individual estimated useful lives on a straight-line basis, from the date that they are available for use. The estimated useful life of an identifiable intangible asset is based on a number of factors including the effects of obsolescence, demand, competition, and other economic factors (such as the stability of the industry, and known technological advances), and the level of maintenance expenditures required to obtain the expected future cash flows from the asset. Amortization methods and useful lives are reviewed periodically including at each financial year end.

**(F) Financial instruments**

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

**a) Initial recognition and measurement**

The company recognizes financial assets and financial liabilities when it becomes a party to the contractual provisions of the instrument. All financial assets and liabilities are recognized at fair value plus or minus directly attributable transaction costs on initial recognition, except for financial assets and liabilities not classified at fair value through profit or loss.

**b) Subsequent measurement**

**a. Non-derivative financial instruments**

**(i) Financial assets carried at amortized cost**

A financial asset is subsequently measured at amortized cost if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

**(ii) Financial assets at fair value through other comprehensive income**

A financial asset is subsequently measured at fair value through other comprehensive income if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial instruments within the fair value through other comprehensive income are measured initially as well as at each reporting date at fair value. Fair value movements are recognised in the other comprehensive income.

**(iii) Financial assets at fair value through profit or loss**

Any financial assets which are not classified in any of the above categories are subsequently measured at fair value through profit or loss.

Financial instruments within the fair value through profit or loss are measured at fair value with all the changes recognized in the P&L.

(iv) Financial liabilities

Financial liabilities are subsequently carried at amortized cost using the effective interest method.

For trade and other payables maturing within one year from the balance sheet date, the carrying amounts approximate the fair value due to the short maturity of these instruments.

**c) De-recognition**

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily de-recognised when:

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

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

**(G) Impairment**

**a) 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. 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 is recognized as an impairment gain or loss in profit or loss.

**b) Non-financial assets**

Non Financial assets 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 inflows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the Cash – Generating Units (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. Reversal of impairment loss is recognised if there has been a change in the estimates used to determine the recoverable amount in the statement of profit and loss unless the asset is carried at a revalued amount, in which case, the reversal is treated as a revaluation increase. 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.

**(H) Fair value of financial instruments**

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

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. The methods used to determine fair value include discounted cash flow analysis, available quoted market prices and dealer quotes. All methods of assessing fair value result in general approximation of value, and such value may never actually be realized.

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

- ▶ Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities
- ▶ Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable
- ▶ Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

**(I) Inventories**

Inventories are valued at the lower of cost and net realizable value.

**(J) Income taxes**

Income tax expense comprises current and deferred income tax. Income tax expense is recognized in net profit in the statement of profit and loss except to the extent that it relates to items recognized directly in equity, in which case it is recognized in other comprehensive income. Current income tax for current and prior periods is recognized at the amount expected to be paid to or recovered from the tax authorities, using the tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date. The company offsets current tax assets and current tax liabilities, where it has a legally enforceable right to set off the recognized amounts and where it intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously.

Deferred income tax assets and liabilities are recognized for all temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. 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 realized. Deferred income tax assets and liabilities are measured using tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date and are expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect of changes in tax rates on deferred income tax assets and liabilities is recognized as income or expense in the period that includes the enactment or the substantive enactment date. A deferred income tax asset is recognized to the extent that it is probable that future taxable profit will be available against which the deductible temporary differences and tax losses can be utilized.

MAT Credit receivable is recognized in the books of the company only when and to the extent that there is convincing evidence that the company will be able to avail the future economic benefits arising there from during the specified period in which tax credit is allowable.

**(K) Revenue recognition**

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured, regardless of when the payment is being made. Revenue is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment and excluding taxes or duties collected on behalf of the government.

Revenue from contract with customer is recognised point in time when performance obligation is satisfied, income from broking activities is accounted for on the trade date of transactions

Revenue from Depository services have been accounted at point in time or over a period of time as per terms and conditions with client.

Interest income is recognized on time proportion basis taking into account the amount outstanding and the rate applicable except the interest income on government deposit, if any, is recognized as and when realized by the company. Dividend Income is recognised when the right to receive the payment is established.

**(L) Borrowing costs**

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized as part of the cost of the asset. All other borrowing costs are expensed in the period in which they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds. Borrowing cost also includes exchange differences to the extent regarded as an adjustment to the borrowing costs.

**(M) Provisions, Contingent Liabilities and Contingent Assets**

A provision is recognized when the company has a present obligation as a result of a past event and it is probable that an outflow of resources would be required to settle the obligation and in respect of which a reliable estimate can be made. The expenses relating to provision is presented in the statement of profit and loss account.

A disclosure of the contingent liability, if determinable, is made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. But where there is a possible obligation but the likelihood of outflow of resources is remote, no provision / disclosure are made.

Contingent asset is disclosed in the financial statements where an inflow of economic benefits is probable and are assessed continually.

**(N) Employee Benefits**

**a) Short Term Employee Benefits**

Employee Benefits payable wholly within twelve months of receiving employee services are classified as short term employee benefits. These benefits include salaries and wages, bonus and performance incentive. The amount of short term employee benefits expected to be paid in exchange for the services rendered by employees are recognized as an expense during the period when the employees render the services.

Leave Encashment is due and recognized as expense immediately after the end of each calendar year in which the employees renders the related employee services.

**b) Post-Employment Benefits**

Retirement benefits in the form of provident fund (where contributed to the Regional PF Commissioner) are a defined contribution scheme. The Company has no obligation, other than the contribution payable to the provident fund contribution scheme. The Company recognizes contribution payable to the provident fund scheme as expenditure, when an employee renders the related service.

**(O) Leases**

Finance leases including rights of use in leased land, which effectively transfer to the Company substantially all the risks and benefits incidental to ownership of the leased item, are capitalised at inception of the lease term at the lower of the fair value of the land and present value of the minimum lease payments and disclosed as leased assets. Lease payments are apportioned between the finance charges and reduction of the lease liability so as to achieve a constant rate of interest on the remaining balance of the liability. Finance charges are recognised as finance cost in the statement of profit and loss.

A leased asset is depreciated / amortised on a straight line basis over the useful life of the asset. However, if there is no reasonable certainty that the Company will obtain the ownership by the end of the lease term, the capitalized leased assets is depreciated /amortised on a straight line basis over the shorter of the estimated useful life of the asset or the lease term.

Leases, wherein the lessor effectively retains substantially all the risks and benefits of ownership of the leased item, are classified as operating leases. Operating lease payments are recognized as an expense in the statement of profit and loss on a straight-line basis over the lease term.

**(P) Extraordinary Item:**

The extraordinary items are that arising from events or transactions that are clearly distinct from the ordinary activities of the enterprise and therefore, are not expected to recur frequently or regularly.



The nature and amount of each extraordinary item are identified and disclosed in the Statement of Profit and Loss in a manner that its impact on current profit or loss can be perceived.

**(Q) Earnings Per Share:**

Basic earnings per share are calculated by dividing the net profit for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. The weighted average number of equity shares outstanding during the period and for all periods presented is adjusted for the events, other than conversion of potential equity share, that have changed the number of equity shares outstanding, without a corresponding change in resources.

For the purpose of calculating, diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period is adjusted for the effects of all dilutive potential equity shares.

**JHAVERI CREDITS AND CAPITAL LIMITED**  
**STATEMENT OF CHANGES IN EQUITY AS ON 31st MARCH 2022**

(Amount in Lakhs)

**A Equity Share Capital**

Particulars	Notes	31st March 2022	31st March 2021
		Rs.	Rs.
Opening Balance	16	646.33	646.33
Changes in equity share capital during the year		-	-
<b>Closing Balance</b>		<b>646.33</b>	<b>646.33</b>

**B Other Equity**

Particulars	Notes	Retained Earnings	
		31st March 2022	31st March 2021
		Rs.	Rs.
Opening Balance	17	53.00	92.31
Profit/(Loss) for the year		27.16	(39.31)
Other Comprehensive Income		-	-
<b>Closing Balance (A)</b>		<b>80.16</b>	<b>53.00</b>
Particulars	Notes	General Reserve	
Balance as per last financial statements	11	23.80	23.80
Add: Transferred from Special Reserve		-	-
Less: Written back in current year		-	-
<b>Closing Balance (B)</b>		<b>23.80</b>	<b>23.80</b>
<b>Total (A+B)</b>		<b>103.96</b>	<b>76.80</b>

**Summary of Significant accounting policies**

**Notes to Financial Statements**

The accompanying Notes are an Integral part of Financial Statements

This is the Statement of Changes in Equity referred to in our report of even date

**FOR MARKS & CO**

Chartered Accountants  
 Firm Reg. No.: 139476W

**FOR & ON BEHALF OF THE BOARD OF DIRECTORS OF  
 JHAVERI CREDITS AND CAPITAL LIMITED**

\_\_\_\_\_  
**Rohan D. Mehta**  
 Partner  
 Membership No. : 142372  
 UDIN:22142372AJGKNN6847

\_\_\_\_\_  
**Kamlesh J. Jhaveri**  
 Whole Time Director  
 DIN : 00266242

\_\_\_\_\_  
**Bhaderesh Jhaveri**  
 Director  
 DIN : 00266287

\_\_\_\_\_  
**Bhavesh Nagar**  
 Company Secretary

\_\_\_\_\_  
**Vikram Gohil**  
 Chief Financial Officer

Place : Vadodara  
 Date :

Place : Vadodara  
 Date :

**JHAVERI CREDITS AND CAPITAL LIMITED**  
**Notes to Financial Statements for the Year ended 31st March 2022**

(Amount in Lakhs)

**Note 1 Cash and Cash Equivalents**

S. No	Particulars	31st March 2022	31st March 2021
		Rs.	Rs.
	Cash on Hand	-	
	<u>Balance with Banks</u>		
	- In current account	18.83	1.89
	<b>Total</b>	<b>18.83</b>	<b>1.89</b>

**Note 2 Bank Balance other than Cash and Cash Equivalents**

S. No	Particulars	31st March 2022	31st March 2021
		Rs.	Rs.
	<u>Balance with Banks</u>		
	- Fixed Deposits with maturity more than 3 months	15.00	15.00
	- Interest accrued on fixed deposits with maturity more than 3 months	0.69	0.34
	<b>Total</b>	<b>15.69</b>	<b>15.34</b>

Breakup of Fixed Deposits

S. No	Particulars	31st March 2022	31st March 2021
		Rs.	Rs.
	Fixed Deposits under lien with Stock Exchange	15.00	15.00
	Fixed Deposits against bank guarantees	-	-
	<b>Total</b>	<b>15.00</b>	<b>15.00</b>

**Note 3 Trade Receivables**

S. No	Particulars	31st March 2022	31st March 2021
		Rs.	Rs.
	<u>Receivables - considered good - Unsecured</u>		
	Disputed Trade Receivables - Considered good - More than 1-2 years	114.92	136.51
	Undisputed Trade Receivables - Considered good - Less than 6 months	0.20	43.23
	<b>Total</b>	<b>115.12</b>	<b>179.74</b>

**Note 4 Loans**

S. No	Particulars	31st March 2022	31st March 2021
		Rs.	Rs.
	<b>Loans measured at amortised cost</b>		
	<u>Loans in India, repayable on demand, Unsecured</u>		
	Body Corporate - Related Parties	279.74	33.70
	<b>Total</b>	<b>279.74</b>	<b>33.70</b>

**Note 5 Investments**

S. No	Particulars	31st March 2022	31st March 2021
		Rs.	Rs.
	<b>Investment measured at Amortised Cost</b>		
	<u>Investment in India</u>		
a	<u>Investment in equity instruments of entity in which the company has significant influence (Unquoted)</u>		
	Jhaveri Securities Limited	-	74.15
	(CY:- 9,88,666 Shares of Rs 10/- each, PY:- 988,666 shares of Rs 10/- each)		
	<u>Investment in equity instruments of Co-op Bank (Unquoted)</u>		
	Makarpura Co-op Bank	-	0.50
	(CY:- 5,000 Shares of Rs 10/- each, PY:- 5,000 shares of Rs 10/- each)		

**JHAVERI CREDITS AND CAPITAL LIMITED**  
**Notes to Financial Statements for the Year ended 31st March 2022**

(Amount in Lakhs)

<b>Investment measured at fair value through profit &amp; loss</b>		
<u>Investment in Mutual Fund (Quoted)</u>		
HDFC Floating Debt Fund Wholesale R-(G) (CY - 1,14,905.5730 Units @ 37.7792 per Units, PY :- NIL)	-	43.41
<u>#Investment in Equity Instruments (Quoted)</u>		
3m India Ltd. (CY:- 29 Shares of Rs 10/- each, PY:- NIL)	5.70	-
Angel One Limited (CY:- 260 Shares of Rs 10/- each, PY:- NIL)	3.99	-
Astral Limited (CY:- 245 Shares of Rs 10/- each, PY:- NIL)	4.96	-
Bajaj Finance Limited (CY:- 300 Shares of Rs 10/- each, PY:- NIL)	21.78	-
Banco Products (India) Ltd. (CY:- 21,500 Shares of Rs 10/- each, PY:- NIL)	29.32	-
Birla Corporation Ltd. (CY:- 125 Shares of Rs 10/- each, PY:- NIL)	1.47	-
Clean Science And Technology L (CY:- 900 Shares of Rs 10/- each, PY:- NIL)	17.94	-
Deepak Nitrite Ltd (CY:- 2,915 Shares of Rs 10/- each, PY:- NIL)	65.42	-
Delta Corp Ltd. (CY:- 340 Shares of Rs 10/- each, PY:- NIL)	1.12	-
Dr. Lal Pathlabs Limited (CY:- 175 Shares of Rs 10/- each, PY:- NIL)	4.56	-
Eclerx Services Ltd. (CY:- 200 Shares of Rs 10/- each, PY:- NIL)	4.75	-
Easy Trip Planners Limited (CY:- 900 Shares of Rs 10/- each, PY:- NIL)	3.07	-
Hawkins Cookers Ltd. (CY:- 65 Shares of Rs 10/- each, PY:- NIL)	3.29	-
Hdfc Asset Management Company Limited (CY:- 150 Shares of Rs 10/- each, PY:- NIL)	3.22	-
Hdfc Bank Ltd. (CY:- 1,700 Shares of Rs 10/- each, PY:- NIL)	24.99	-
Hdfc Life Insurance Company Li (CY:- 2,400 Shares of Rs 10/- each, PY:- NIL)	12.92	-
Hikal Ltd. (CY:- 325 Shares of Rs 10/- each, PY:- NIL)	1.31	-
Hil Ltd. (CY:- 1,065 Shares of Rs 10/- each, PY:- NIL)	42.40	-
Hitachi Energy India Limited (CY:- 150 Shares of Rs 10/- each, PY:- NIL)	5.28	-

**JHAVERI CREDITS AND CAPITAL LIMITED**  
**Notes to Financial Statements for the Year ended 31st March 2022**

(Amount in Lakhs)

Honeywell Automation India Ltd (CY:- 120 Shares of Rs 10/- each, PY:- NIL)	47.53	-
Icici Bank Ltd. (CY:- 3,488 Shares of Rs 10/- each, PY:- NIL)	25.47	-
Igarashi Motors India Ltd. (CY:- 200 Shares of Rs 10/- each, PY:- NIL)	0.72	-
Info Edge (India) Ltd. (CY:- 300 Shares of Rs 10/- each, PY:- NIL)	13.53	-
Isgec Heavy Engineering Ltd. (CY:- 1,400 Shares of Rs 10/- each, PY:- NIL)	7.19	-
K.C.P.Ltd. (CY:- 40,000 Shares of Rs 10/- each, PY:- NIL)	46.40	-
Kansai Nerolac Paints Ltd (CY:- 3,800 Shares of Rs 10/- each, PY:- NIL)	17.75	-
Kemrock Ind Ltd (CY:- 41,910 Shares of Rs 10/- each, PY:- NIL)	0.42	-
Kriti Industries (India) Ltd. (CY:- 10,001 Shares of Rs 10/- each, PY:- NIL)	10.67	-
Maharashtra Scooters Ltd. (CY:- 24 Shares of Rs 10/- each, PY:- NIL)	0.88	-
Nippon Life India Asset Manage (CY:- 4500 Shares of Rs 10/- each, PY:- NIL)	15.67	-
Praj Industries Ltd. (CY:- 2000 Shares of Rs 10/- each, PY:- NIL)	7.97	-
Page Industries Limited (CY:- 100 Shares of Rs 10/- each, PY:- NIL)	43.19	-
Rain Industries Limited (CY:- 1,460 Shares of Rs 10/- each, PY:- NIL)	2.83	-
Reliance Industries Ltd. (CY:- 4,915 Shares of Rs 10/- each, PY:- NIL)	129.46	-
Repco Home Finance Ltd. (CY:- 2,175 Shares of Rs 10/- each, PY:- NIL)	3.84	-
State Bank Of India (CY:- 1,000 Shares of Rs 10/- each, PY:- NIL)	4.93	-
Sona Blw Precision Forgings Li (CY:- 1,400 Shares of Rs 10/- each, PY:- NIL)	9.51	-
Voltamp Transformers Ltd. (CY:- 1,700 Shares of Rs 10/- each, PY:- NIL)	33.34	-
Zydus Wellness Ltd. (CY:- 300 Shares of Rs 10/- each, PY:- NIL)	4.50	-
Zomato Limited (CY:- 3,405 Shares of Rs 10/- each, PY:- NIL)	2.80	-
<b>Total</b>	<b>686.10</b>	<b>118.06</b>

# Converted from Stock - in -Trade to Investments as on the date of conversion at FMV

The above investments in equity has been pledge as security against the oan taken by the Company - Refer to Note No 12

**JHAVERI CREDITS AND CAPITAL LIMITED**  
**Notes to Financial Statements for the Year ended 31st March 2022**

(Amount in Lakhs)

**Note 6 Other Financial Assets (Unsecured, considered good)**

S. No	Particulars	31st March 2022	31st March 2021
		Rs.	Rs.
	<u>Security Deposits</u>		
	Security Deposits - Stock Exchange	62.50	112.50
	Security Deposit - Others	0.23	0.44
	<u>Membership Fees</u>		
	Membership Fees - Stock Exchange	5.00	5.00
	Other Receivables	0.21	
	<b>Total</b>	<b>67.94</b>	<b>117.94</b>

**Note 7 Inventories**

S. No	Particulars	31st March 2022	31st March 2021
		Rs.	Rs.
	Stock in Trade	-	422.63
	<b>Total</b>	<b>-</b>	<b>422.63</b>

**Note 8 Current Tax Assets**

S. No	Particulars	31st March 2022	31st March 2021
		Rs.	Rs.
	Advance Taxes and TDS Receivable	8.05	1.99
	<b>Total</b>	<b>8.05</b>	<b>1.99</b>

**Note 10 Other Non Financial Assets**

S. No	Particulars	31st March 2022	31st March 2021
		Rs.	Rs.
1	Balance with Government Authorities	-	1.08
2	Prepaid Expenses	0.03	0.02
	<b>Total</b>	<b>0.03</b>	<b>1.10</b>

**Note 11 Trade Payables**

S. No	Particulars	31st March 2022	31st March 2021
		Rs.	Rs.
	Total outstanding dues of micro and small enterprise	-	-
	Total outstanding dues of creditors other than micro and small enterprises :		
	- Disputed Dues - Others - Clients - 1-2 years	114.92	147.38
	- Others - Expenses - Less than 1 year	2.44	0.41
	<b>Total</b>	<b>117.36</b>	<b>147.80</b>

**Note 12 Borrowings**

S. No	Particulars	31st March 2022	31st March 2021
		Rs.	Rs.
	<b>Borrowings in India and valued at amortised cost</b>		
	<u>Secured</u>		
	Term Loans	-	-
	- From Other parties	318.07	-
	<b>Total</b>	<b>318.07</b>	<b>-</b>

(Loan is secured against securities held, Sanctioned Amount - Rs 4 crores, Repayable - Bullet Repayment, Rate of Interest - 8.25%).

**Note 13 Other Financial Liabilities**

S. No	Particulars	31st March 2022	31st March 2021
		Rs.	Rs.
	<b>Others</b>		
	Audit Fees Payable	0.50	0.25
	Professional Fees Payable	-	0.45
	Employee Benefits Payable	0.58	0.32
	Other Expenses Payable	-	0.19
	<b>Total</b>	<b>1.08</b>	<b>1.21</b>

**JHAVERI CREDITS AND CAPITAL LIMITED**  
Notes to Financial Statements for the Year ended 31st March 2022

(Amount in Lakhs)

**Note 9 Property, Plant and Equipment**

S. No	Particulars	Gross Block			Depreciaton/Adjustment <sup>#</sup>				Net Block		
		As on 1.04.2021	Addition during the year	Deduction during the year	As on 31.03.2022	As on 1.04.2021	Addition during the year	Deduction during the year	As on 31.03.2022	WDV as on 31.03.2022	WDV as on 31.03.2021
1	Building and Civil Construction	9.43	-	-	9.43	5.92	0.16	-	6.08	3.35	3.51
	<b>TOTAL</b>	<b>9.43</b>	<b>-</b>	<b>-</b>	<b>9.43</b>	<b>5.92</b>	<b>0.16</b>	<b>-</b>	<b>6.08</b>	<b>3.35</b>	<b>3.51</b>
	Previous year	9.43	-	-	9.43	5.75	0.16	-	5.92	3.51	7.71

**JHAVERI CREDITS AND CAPITAL LIMITED**  
**Notes to Financial Statements for the Year ended 31st March 2022**

(Amount in Lakhs)

**Note 14 Provisions**

S. No	Particulars	31st March 2022	31st March 2021
		Rs.	Rs.
	<b>Others</b>		
	Provisions of Income Tax	6.17	
	<b>Total</b>	<b>6.17</b>	<b>-</b>

**Note 15 Deferred Tax Liabilities (Net)**

S. No	Particulars	31st March 2022	31st March 2021
		Rs.	Rs.
	<b>Timing Difference on account of:</b>		
	Difference between book value of Depreciable assets as per books of	3.35	3.51
	Employees Contribution towards staff welfare Scheme Sec 36(1)(va)	-	0.00
	<b>Total Timing Difference</b>	<b>3.35</b>	<b>3.51</b>
	<b>Rate of Tax (%)</b>	<b>26.00%</b>	<b>26.00%</b>
1	<b>Deferred Tax liability</b>		
	Fixed Asset : Impact of difference between book value of Depreciable assets	0.87	0.91
	<b>Gross Deferred tax liability</b>	<b>0.87</b>	<b>0.91</b>
2	<b>Deferred Tax Assets</b>		
	Fixed Asset : Impact of difference between book value of Depreciable assets	-	-
	Employees Contribution towards staff welfare Scheme Sec 36(1)(va)	-	0.00
	<b>Gross Deferred tax Assets</b>	<b>-</b>	<b>0.00</b>
	<b>Net Gross Liability/(Assets)</b>	<b>0.87</b>	<b>0.91</b>
	Provision for Deferred Tax Liability to be created / (reversed) for the year	(0.04)	0.20
	<b>Net deferred tax Asset/Liabilities</b>	<b>0.87</b>	<b>0.91</b>

**Note 16 Other Non Financial Liabilities**

S. No	Particulars	31st March 2022	31st March 2021
		Rs.	Rs.
	<b>Others</b>		
	ESIC Contribution Payable	0.01	0.00
	PF Contribution Payable	0.06	0.02
	Professional Tax Payable	-	0.00
	GST Payable	0.46	-
	Stamp Duty Payable	-	-
	Income Tax Payable	-	22.03
	TDS Payable	0.48	0.79
	<b>Total</b>	<b>1.01</b>	<b>22.85</b>

**Note 17 Share Capital**

S. No	Particulars	31st March 2022	31st March 2021
		Rs.	Rs.
1	<b>AUTHORISED CAPITAL</b>		
	70,00,000 Equity Shares of Rs 10/- each (Previous year - 70,00,000 Equity Shares of Rs 10/- each )	700.00	700.00
	30,00,000 Preference Shares of Rs 10/- each (Previous year - 30,00,000 Preference Shares of Rs 10/- each )	300.00	300.00
		<b>1,000.00</b>	<b>1,000.00</b>
2	<b>ISSUED , SUBSCRIBED &amp; PAID UP CAPITAL</b>		
	64,63,300 Equity Shares of Rs 10/- each (Previous year - 64,63,300 Equity Shares of Rs 10/- each )	646.33	646.33
	<b>Total</b>	<b>646.33</b>	<b>646.33</b>



**JHAVERI CREDITS AND CAPITAL LIMITED**  
**Notes to Financial Statements for the Year ended 31st March 2022**

(Amount in Lakhs)

**a. Reconciliation of the Authorised Share Capital at the beginning and at the end of the year**

S.No	Particulars	Equity Shares	
		No. of Shares	Amount
	<b>AUTHORISED CAPITAL</b>		
	Balances of Shares as at 01st April, 2019	1,00,00,000	1,000.00
	Add: Capital Increased during the year	-	-
	Balances of Shares as at 31st March, 2020	1,00,00,000	1,000.00
	Add: Capital Increased during the year		
	<b>Closing balance of Shares at the end of the year 31st March 2021</b>	<b>1,00,00,000</b>	<b>1,000.00</b>

**b. Reconciliation of the Shares outstanding at the beginning and at the end of the year**

S.No	Particulars	Equity Shares	
		No. of Shares	Amount
	<b>ISSUED , SUBSCRIBED &amp; PAID UP CAPITAL</b>		
	Balances of Shares as at 01st April, 2019	64,63,300	646.33
	Add: Capital Increased during the year	-	-
	Less: Buyback of shares during the year	-	-
	Balances of Shares as at 31st March, 2020	64,63,300	646.33
	Add: Capital Increased during the year	-	-
	Less: Buyback of shares during the year	-	-
	<b>Closing balance of Shares at the end of the year 31st March 2021</b>	<b>64,63,300</b>	<b>646.33</b>

**c. Terms/rights attached to the shares**

*The Company has only one class of shares referred to as equity shares having par value of Rs.10. 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 any of the remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.*

**e. Details of Shareholders holding more than 5 % shares of the Company**

S. No	Name of the Shareholder	Share holding Percentage (%)	31st March 2022	31st March 2021
			Rs.	Rs.
1	<b>Equity shares of Rs.10 each fully paid</b>			
a	Rajesh J. Jhaveri	0.00%	-	-
b	Kamlesh J. Jhaveri	50.17%	32,42,440	15,88,621
c	K. J. Jhaveri HUF	0.00%	-	13,73,619
d	Bhadresh J. Jhaveri	5.34%	3,45,100	3,45,100
	<b>Total</b>		<b>32,42,440</b>	<b>15,88,621</b>

**Note 18 Other Equity**

S. No	Particulars	31st March 2022	31st March 2021
		Rs.	Rs.
<b>1</b>	<b>Retained Earnings</b>		
	<u>Surplus/(Deficit) in the Statement of Profit and Loss</u>		
	Balance as per last financial statements	53.00	92.31
	Add: Profit/(Loss) for the Year	27.16	(39.31)
	Add: Other Comprehensive Income	-	-
	Less: Appropriations	-	-
	Net Surplus/(Deficit) in the Statement of Profit and Loss	80.16	53.00
	<b>Total</b>	<b>80.16</b>	<b>53.00</b>
<b>2</b>	<b>General Reserve</b>		
	Balance as per last financial statements	23.80	23.80
	Add: Transferred from Special Reserve	-	-
	Less : Written back in current year	-	-
	Closing Balance	23.80	23.80
	<b>Total</b>	<b>23.80</b>	<b>23.80</b>

**JHAVERI CREDITS AND CAPITAL LIMITED**  
Notes to Financial Statements for the Year ended 31st March 2022

(Amount in Lakhs)

**Note 19 Revenue From operations**

S. No	Particulars	31st March 2022	31st March 2021
		Rs.	Rs.
1	Sale of Securities	846.34	330.80
2	Interest Income (On Financial Assets measured at amortised cost)		
	- Interest income on loans and advances	20.04	7.78
	- Interest Income on Fixed Deposits with bank	1.17	1.37
3	Fees and Commission Income (Services rendered at point of time in India)		
	- Brokerage Income		
	- Commission Income on Mutual Fund	38.07	9.53
	<b>Total</b>	<b>905.63</b>	<b>349.48</b>

**Note 20 Other Income**

S. No	Particulars	31st March 2022	31st March 2021
		Rs.	Rs.
1	Dividend on Shares	3.40	0.00
2	Profit from Trading	5.68	11.08
3	Profit on Conversion of Stock-in-Trade to Investments	18.25	-
4	Profit on sale of Mutual Fund	0.49	1.45
5	Profit from sale of Investment	24.72	-
6	Rent Income	0.60	0.60
7	Miscellaneous Income	-	0.20
	<b>Total</b>	<b>53.14</b>	<b>13.33</b>

**Note 21 Purchases of Stock- In -Trade**

S. No	Particulars	31st March 2022	31st March 2021
		Rs.	Rs.
1	Purchases of Stock- In -Trade	1,083.91	398.84
	<b>Total</b>	<b>1,083.91</b>	<b>398.84</b>

**Note 22 Change In Inventories Of Stock In Trade**

S. No	Particulars	31st March 2022	31st March 2021
		Rs.	Rs.
1	Inventory at the Beginning of the year	422.63	361.00
2	Inventory at the end of the year before conversion	-	422.63
	Less:- Converted into Investment at FMV as on the date of conversion (Refer to Note No 5)	667.85	-
	Inventory at the end of the year after conversion	-	-422.63
	<b>Total</b>	<b>-245.22</b>	<b>-61.63</b>

**Note 23 Finance Costs**

S. No	Particulars	31st March 2022	31st March 2021
		Rs.	Rs.
	<b>On financial liabilities measured at amortised cost</b>		
	Interest Expenses	20.09	0.01
	Bank Gaurantee Charges	-	0.01
	Bank Charges	0.18	0.02
	<b>Total</b>	<b>20.27</b>	<b>0.05</b>

**Note 24 Fees and Commission Expenses**

S. No	Particulars	31st March 2022	31st March 2021
		Rs.	Rs.
1	Annual Custody Charges	0.45	0.45
2	Annual Fees - MCX	1.35	0.30
3	Annual Listing Charges	3.00	3.00
	<b>Total</b>	<b>4.80</b>	<b>3.75</b>

**Note 25 Employee benefit expense**

S. No	Particulars	31st March 2022	31st March 2021
		Rs.	Rs.
1	Director Remuneration	-	-
2	Salary, Wages and Bonus	8.26	0.94
3	Contribution to Provident and Other Funds	0.06	0.01
	<b>Total</b>	<b>8.32</b>	<b>0.95</b>

**JHAVERI CREDITS AND CAPITAL LIMITED**  
Notes to Financial Statements for the Year ended 31st March 2022

(Amount in Lakhs)

**Note 26 Depreciation & amortization expenses**

S. No	Particulars	31st March 2022	31st March 2021
		Rs.	Rs.
1	Depreciation/Amortisation on Tangible assets	0.16	0.16
	<b>Total</b>	<b>0.16</b>	<b>0.16</b>

**Note 27 Other Expenses**

S. No	Particulars	31st March 2022	31st March 2021
		Rs.	Rs.
	Audit Fee	0.75	0.45
	Advertisement Expenses	0.68	-
	Business Development Charges	2.45	0.81
	Conveyance Expenses	0.07	0.05
	Demat Charges	0.02	0.31
	Electricity Expenses	-	0.00
	Insurance Charges	-	0.02
	Interest on TDS	0.00	0.00
	Legal and Professional Expenses	14.74	13.08
	Loss on F & O Trading	13.43	-
	Miscellaneous Expenses	0.34	1.26
	Office Expenses	2.27	-
	Printing and Stationery Expenses	0.47	0.19
	Postage and Courier Expenses	0.82	-
	Processing Fees	1.00	-
	Rent, Rates and Taxes	1.35	1.51
	Repairs and Maintenance	0.13	0.03
	Seminar Expenses	2.52	-
	Statutory Expenses	0.86	0.38
	Staff Welfare Expenses	4.34	-
	Travelling Expenses	2.62	-
	Trading Expenses	4.30	3.09
	<b>Grand Total</b>	<b>53.17</b>	<b>21.19</b>

**Note 28 Earning per share (EPS)**

S. No	Particulars	31st March 2022	31st March 2021
		Rs.	Rs.
1	<b>Total Operations for the year</b>		
	Profit/(loss) after tax	27.16	-39.31
2	<b>Net Profit/(loss) for calculation of Basic EPS</b>	27.16	-39.31
3	<b>Net Profit/(loss) for calculation of Diluted EPS</b>	27.16	-39.31
	Weighted average number of equity shares for Basic EPS	64.63	64.63
	Weighted average number of equity shares for Diluted EPS	64.63	64.63
4	<b>Earning Per Share</b>		
	1) Basic	<b>0.42</b>	<b>(0.61)</b>
	2) Diluted	<b>0.42</b>	<b>(0.61)</b>

**Note 29 Payment to Auditors**

S. No	Particulars	31st March 2022	31st March 2021
		Rs.	Rs.
	For Statutory Audit	0.30	0.30
	For Tax Audit	-	-
	For Other matters/reimbursement of expenses	0.15	0.15
	<b>Total</b>	<b>0.45</b>	<b>0.45</b>

**JHAVERI CREDITS AND CAPITAL LIMITED**  
**Notes to Financial Statements for the Year ended 31st March 2022**

(Amount in Lakhs)

**Note 30 Contingent Liabilities and Commitments**

S. No	Particulars	31st March 2022	31st March 2021
		Rs.	Rs.
1	Contingent Liabilities		
	a) Claims against the Company / disputed liabilities not acknowledged as	114.92	137.12
	b) Guarantees	-	-
2	Commitments		
	a) Estimated amount of Contract remaining to be executed on Capital account	-	-
	b) Uncalled Liability on shares and other investments	-	-
	c) Other Commitments	-	-
	<b>Total</b>	<b>114.92</b>	<b>137.12</b>

1 Litigation pending at NSEL Spot Exchange - Rs 1,14,91594/-  
BSE had laid a Levy and Payment of Penalty of Rs 61,000/- plus GST for Non appointment of CS with prescribed time in the previous year. The Company has made a payment of amount incl GST on towards the said levy and penalty

**Note 31 Micro, Small and Medium Enterprises Development Act, 2006.**

During the financial year, the company has not identified the micro, small and medium enterprises as required by Micro, Small and Medium Enterprises Development Act, 2006. Hence the information in respect of outstanding to such enterprises are not available for disclosure.

**Note 32 Disclosure in Accordance with IND AS-19 on "Employee Benefits"**

The Company has not recognized any amounts in the Statement of Profits and Loss for the year relating to Employee Benefit Expenses the same is shown as liability and paid off within the due date

**Note 33 Disclosure in Accordance with IND AS-17 on "Leases"**

**Operating Lease**

The Company has recognized the following amounts in the Statement of Profits and Loss for the year as Obligations on long term, non cancellable operating leases:

The Lease rental charged during the year is as under

Particulars	31st March 2022	31st March 2021
	Rs.	Rs.
Lease Rentals	1.20	1.20

The operating lease arrangements, are renewable on a periodic basis and extend upto a maximum of 11 months from their respective dates of inception and relates to rented premises. Some of these lease agreements have price escalation clauses.

**Note 34 Disclosure in Accordance with IND AS- 108 on Segment Reporting**

The Company' operations predominantly relate to commission on mutual fund and is the only operating segment of the Company. The management reviews the operations of the Company as one operating segment. Hence no separate segment information has been furnished herewith. The Company operates in one geographical segment namely within India and hence no separate information for geographic segment wise disclosure is required.

**JHAVERI CREDITS AND CAPITAL LIMITED**  
Notes to Financial Statements for the Year ended 31st March 2022

(Amount in Lakhs)

**Note 35 Related Party disclosures**

As per IND AS 24 'Related Party Disclosure', and Companies Act, 2013, the disclosure of transactions with the related parties are given below:

**A. Related Parties**

S.No	Particulars	Relationship
1	Mr. Kamlesh J Jhaveri	Whole Time Director
2	Mrs Bela Jhaveri <sup>1</sup>	Women Director
3	Mr Vikram Gohil <sup>2</sup>	Chief Financial Officer
4	Mr. Bhavesh Nagar	Company Secretary
5	Mr. Karan K Jhaveri	Son of Director
6	Mr. Parth K Jhaveri	Son of Director
6	Jhaveri Securities Limited	Company in which Director of the Company are Director
7	Trust Finstock Pvt. Ltd	Common Shareholders

1 Resigned on 07th Jauary 2022

2 Appointed on 27th October 2021

**B. Related Party Transaction**

S. No	Particulars	31st March 2022	31st March 2021
		Rs.	Rs.
<b>A</b>	<b>Transactions During The Year</b>		
	<u>Rent Expenses</u>		
	Key Managerial Personnel - Director	1.20	1.20
	<u>Salary</u>		
	Key Managerial Personnel	-	0.56
	Relatives of Key Managerial Personnel		-
	<u>Sale of Investment</u>		
	Relatives of Director	98.87	-
	<u>Director Remuneration</u>		
	Key Managerial Personnel	-	-
	<u>Professional Fees</u>		
	Relatives of Director	13.80	10.00
	<u>Rent Income</u>		
	Company in which Director of the Company are Director	0.60	0.60
	<u>Mutual Fund Commission Income</u>		
	Company in which Director of the Company are Director	38.07	9.53
	<u>Purchase of Shares</u>		
	Company in which Director of the Company are Director	-	386.99
	<u>Sales of Shares</u>		
	Company in which Director of the Company are Director	-	317.97
	<u>Interest Income</u>		
	Company in which Director of the Company are Director	19.62	-
	Company having Common Shareholders	-	7.78
	<u>Loan Given</u>		
	Company in which Director of the Company are Director	633.00	
	Company having Common Shareholders	503.30	293.50
	<u>Loan Received Back</u>		
	Company in which Director of the Company are Director	370.92	-
	Company having Common Shareholders	537.00	267.00
			-
S. No	Particulars	31st March 2022	31st March 2021
		Rs.	Rs.
<b>B</b>	<b>Year End Balances</b>		
	<u>Salary Payable</u>		
	Key Managerial Personnel	-	0.32
	Relatives of Director	1.24	-
	<u>Loans and Advances Receivable</u>		
	Company in which Director of the Company are Director	279.74	
	Company having Common Shareholders	-	33.70

**JHAVERI CREDITS AND CAPITAL LIMITED**  
**Notes to Financial Statements for the Year ended 31st March 2022**

(Amount in Lakhs)

**Note 36 Financial instruments by category**

As at of 31st March 2022:

Particulars	Amortised Cost	Financial assets/ liabilities at fair value through		Financial assets/liabilities at fair value through OCI
		Designated upon initial recognition or subsequent	Mandatory	
<b>Assets</b>				
Cash and Cash Equivalents	18.83	-	-	-
Bank Balance other than Cash and Cash Equivalents	15.69	-	-	-
Trade receivables	115.12	-	-	-
Loans	279.74	-	-	-
Investments	-	686.10	-	-
Other financial assets	67.94	-	-	-
<b>Total</b>	<b>497.32</b>	<b>686.10</b>	<b>-</b>	<b>-</b>
<b>Liabilities</b>				
Trade payables	117.36	-	-	-
Borrowings	318.07	-	-	-
Other financial liabilities	1.08	-	-	-
<b>Total</b>	<b>436.51</b>	<b>-</b>	<b>-</b>	<b>-</b>

As at of 31st March 2021:

Particulars	Amortised Cost	Financial assets/ liabilities at fair value through		Financial assets/liabilities at fair value through OCI
		Designated upon initial recognition or subsequent	Mandatory	
<b>Assets</b>				
Cash and Cash Equivalents	1.89	-	-	-
Bank Balance other than Cash and Cash Equivalents	15.34	-	-	-
Trade receivables	179.74	-	-	-
Loans	33.70	-	-	-
Investments	74.65	43.41	-	-
Other financial assets	117.94	-	-	-
<b>Total</b>	<b>423.26</b>	<b>43.41</b>	<b>-</b>	<b>-</b>
<b>Liabilities</b>				
Trade payables	147.80	-	-	-
Other financial liabilities	1.21	-	-	-
<b>Total</b>	<b>149.00</b>	<b>-</b>	<b>-</b>	<b>-</b>

The management assessed that cash and cash equivalents, trade receivables, other current assets, trade payables, borrowings and other current liabilities approximate their carrying amounts largely due to the short-term maturities of these instruments.

**JHAVERI CREDITS AND CAPITAL LIMITED**  
**Notes to Financial Statements for the Year ended 31st March 2022**

(Amount in Lakhs)

**Note 37 Fair Value Hierarchy**

Level I - Quoted prices (unadjusted) in active markets for identical assets or liabilities

Level II - Inputs other than quoted prices included within Level I that are observable for the asset or liability, either directly (i.e., as prices) or indirectly (i.e., derived from prices).

Level III - Inputs for the assets or liabilities that are not based on observable market data (unobservable inputs)

The following table provides the fair value measurement hierarchy of the assets and liabilities as of 31st March 2022:

Sr No	Particulars	As of 31st March 2022	Fair Value measurement at the end of the reporting year using		
			Level I	Level II	Level III
1	<b>Assets</b> Investments	686.10	686.10	-	-

The following table provides the fair value measurement hierarchy of the assets and liabilities as of 31st March 2021

Sr No	Particulars	As of 31st March 2021	Fair Value measurement at the end of the reporting year using		
			Level I	Level II	Level III
1	<b>Assets</b> Investments	43.41	43.41	-	-

**JHAVERI CREDITS AND CAPITAL LIMITED**  
**Notes to Financial Statements for the Year ended 31st March 2022**

(Amount in Lakhs)

**Note 38 Financial risk management objectives and policies**

**Financial Risk Factors**

1. The company is exposed with various financial risks so to mitigate such risks the quantitative, data of trading / movement in valuation is put up before monthly meeting and quarterly result evaluation meeting of the board.
2. The Velocity of market viz.a viz. effect in return is within knowledge of management.
3. Any sudden fall or rise in market movement, any change or deviation in Government policies or international events are watched carefully by key personnel and management.

**Market risk**

1. Market risk is the risk that the fair value or cash flows of a financial instrument will fluctuate due to changes in market prices. Market risk reflects interest rate risk, currency risk and other price risks.
2. The Company has limited criteria of dealing in trading of financial instruments. A close watch on market and index movement in stock exchange is observed.
3. The Velocity of market viz.a viz. effect in return is within knowledge of KMPs.

**Interest rate risk**

1. As on the reporting date, the company does not have any borrowing in the Financial Statements so that there is no Interest rate risk.

**Foreign currency risk**

1. As on the reporting date, the company does not have exposure in foreign currency, therefore it is not exposed to currency risk.

**Credit risk**

1. Credit risk is the risk that one party to a financial instrument will cause a loss for the other party by failing to pay for its obligation.
2. The company's investments are mainly in liquid form, does not pass any risk to creditors & the Company's obligations on any contingences of honouring any obligation of risk coverage.

**Trade receivable**

1. The company has major receivables from exchange only which are unsecured in nature but there is no historical loss incurred in respect of such receivables

**Loans**

1. The company do not have any loans against Margin Trading facilities so exposure regarding such credit default risk is not associated.

**Liquidity risk**

1. Liquidity risk is the risk that an entity will have difficulties in paying its financial liabilities. As the company has investments are mainly in liquid form so such risk is majorly mitigated but still KMPs are regularly closely monitoring such liquidity risks.

The table below summarises the maturity profile of the Company financial liabilities based on contractual undiscounted payments

**Year ended 31 March 2022**

Particulars	On demand	Less than 3 months	3 to 12 months	1 to 5 years	> 5 years	Total
	INR Lacs	INR Lacs	INR Lacs	INR Lacs	INR Lacs	INR Lacs
Other financial liabilities	1.08	-		-	-	1.08
Trade and other payables	-	117.36	-	-	-	117.36
<b>Total</b>	<b>1.08</b>	<b>117.36</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>118.44</b>



**JHAVERI CREDITS AND CAPITAL LIMITED**

**Notes to Financial Statements for the Year ended 31st March 2022**

**Note 39**

The Company has converted its Stock in Trade book value of which was Rs 6,67,84,884/- into Investment at Fair Market Value of Rs 6,86,10,260/- as on the date of conversion i.e., 31 March 2022 . The profit of Rs 18,25,376/- arisen due the said conversion has been disclosed under Note No 19

**Note 40**

The Company has not created a charge on the securities held which are being pledge towards the loan taken with ROC as the same is not being asked from the banker's end.

**Note 41**

In the opinion of the Board of the Directors of the Company, the current assets, loans and advances have a value on realization in the ordinary course of the business at least equal to the amount at which they are stated in the Balance Sheet and provision for all known liabilities have been made in the accounts except as stated otherwise.

**Note 42**

The Company has approached the NCDEX/NCCL as well as MCX for surrender of the company's membership of respective exchanges and filled the surrender application on 20th January, 2020. The respective exchanges have accepted the application made by the company and therefore the broking business of the said exchanges has been discontinued. Further as discussed on the said matter the board of directors of the company has decided in their board meeting held on 2nd January, 2020 that to consider other business prospect & future plan of the company to consider Financing, Investments & Broking consultancy business and undertake all efforts in market research and will prepare business plan as per the favorable market conditions.

**Note 43**

Previous Years figures have been regrouped, reclassified and rearranged wherever necessary to confirm with that of current year.

**FOR M A R K S & Co**  
**Chartered Accountants**  
Firm Reg. No.: 139476W

**FOR & ON BEHALF OF THE BOARD OF DIRECTORS OF**  
**JHAVERI CREDITS AND CAPITAL LIMITED**

\_\_\_\_\_  
**Rohan D. Mehta**  
Partner  
Membership No. : 142372  
UDIN:22142372AJGKNN6847

\_\_\_\_\_  
**Kamlesh J. Jhaveri**  
Whole Time Director  
DIN : 00266242

\_\_\_\_\_  
**Bhaderesh Jhaveri**  
Director  
DIN : 00266287

\_\_\_\_\_  
**Bhavesh Nagar**  
Company Secretary

\_\_\_\_\_  
**Vikram Gohil**  
Chief Financial Officer

Place : Vadodara  
Date : 19.05.2022

Place : Vadodara  
Date : 19.05.2022

**JHAVERI CREDITS AND CAPITAL LIMITED**

**27<sup>TH</sup> ANNUAL REPORT  
2020-21**

# JHAVERI CREDITS & CAPITAL LIMITED

## 27<sup>th</sup> ANNUAL REPORT (2020-21)



<b>CIN</b>	: L65910GJ1993PLC020371
<b>BOARD OF DIRECTORS</b>	<ul style="list-style-type: none"><li>❖ Mr. Kamlesh J. Jhaveri - Whole Time Director</li><li>❖ Mr. Bhaderesh J. Jhaveri - Director (Non Executive)</li><li>❖ Mrs. Bela R. Jhaveri - Woman Director (Executive)</li><li>❖ Mr. Ashesh J. Trivedi - Independent Director</li><li>❖ Mr. Bimal D. Mehta - Independent Director</li></ul>
<b>REGISTERED OFFICE</b>	: 301 Payal Tower –II, Sayajigunj, Vadodara Gujarat -390 020
<b>CHIEF FINANCIAL OFFICER</b>	: Mr. Vatsal P. Desai
<b>COMPANY SECRETARY</b>	: Mr. Bhavesh Nagar
<b>BANKERS</b>	: HDFC Bank Alkapuri Branch, Vadodara, Gujarat
<b>STATUTORY AUDITORS</b>	: M/S. M A R K S & CO. Chartered Accountants  203, Abhishree, Satelite Road, Ahmedabad -380 015
<b>SECRETARIAL AUDITORS</b>	: M/S. Chintan Vakil & Co. Practicing Company Secretaries  3rd floor T-17/H Indiabulls Mega Mall, Ambica Mills Compound, Akota Road, Vadodara – 390020
<b>REGISTRAR &amp; SHARE TRANSFER AGENTS</b>	: M/s. MCS share Transfer Agents Limited  1 <sup>st</sup> Floor, Neelam Apartment, 88 Sampatrao Colony, Above Chhapanbhog , Alkapuri, Vadodara, Gujarat - 390 007

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## JHAVERI CREDITS & CAPITAL LIMITED

CIN: L65910GJ1993PLC020371

Reg. Office.:- 301, Payal Towers-II, Sayajigunj, Vadodara-390020

Website- [www.jhavericommodity.com](http://www.jhavericommodity.com), E-mail:- [info@jhaveritrade.com](mailto:info@jhaveritrade.com), Contact no. 0265-2226201

### NOTICE

Notice is hereby given that the 27<sup>th</sup> Annual General Meeting of the members of M/s Jhaveri Credits & Capital Ltd. will be held through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM"), on Wednesday, 29<sup>th</sup> September, 2021 at 04:00 P.M , deemed venue to be, 301- Payal Towers – II, Sayajigunj, Vadodara-390020 to transact the following business:-

#### ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as on 31<sup>st</sup> March, 2021 and the Profit & Loss Account for the period ended on that date together with the reports of the Directors and Auditors thereon.
2. To appoint Mr. Bhaderesh J. Jhaveri, as Director, who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint Mrs. Bela R. Jhaveri, as Director, who retires by rotation and being eligible, offers herself for re-appointment.

#### SPECIAL BUSINESS:

4. To consider and if thought fit, to pass, with or without modification(s), the following resolution as Special Resolution for reappointment of Mr. Kamlesh J Jhaveri (DIN:00266242) as whole time Director.

**"RESOLVED THAT** in accordance with Sections 196, 197, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ( including any statutory modification(s), enactment (s) or re-enactment (s) thereof for the time being in force) the companies (Appointment and Remuneration of Managerial Personnel) and SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, ( including any statutory modification(s), enactment (s) or re-enactment (s) thereof for the time being in force and subject to the approval by shareholders in general meeting, Mr. Kamlesh J Jhaveri be and is hereby reappointed as Whole-Time Director of the company for further period of five years commencing from 1st August, 2021 and ending on 31st July, 2026, on the terms and conditions as contained in the agreement, draft whereof was laid on the table of the meeting and the same agreement be executed by and between the company and Mr. Kamlesh J Jhaveri, on the day the shareholders approval in general meeting.

**"RESOLVED FURTHER THAT** pursuant to Section II of Part II of Schedule V and other applicable provisions, if any, of the Companies Act, 2013, (including any amendment/ modification thereof) and subject to such other necessary approval(s), consent(s) or permission(s), as may be required, the consent of the Members of the Company be and is hereby accorded to pay minimum remuneration to Mr. Kamlesh J Jhaveri (DIN:00266242), Whole-Time Director, for the financial year, in which there is inadequacy or absence of profits, during the period commencing from 1st August, 2021 till the expiry of his term as Whole-Time Director i.e. 31st July, 2026."

**RESOLVED FURTHER THAT** the Board of Directors and Key managerial personal be and are hereby authorized to do all the acts, deed and things as it may in its absolute discretion deem necessary and appropriate to give effect to the above resolution

5. To consider and if thought fit, to pass, with or without modification(s), the following resolution as Special Resolution for reappointment of Mr. Ashesh J. Trivedi (DIN: 00278869) as independent Director.

**“RESOLVED THAT**, pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013, and the Rules made thereunder (including any statutory modifications or reenactment(s) thereof, for the time being in force) read with Schedule IV to the Companies Act, 2013, and SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, (including any statutory modification(s), enactment (s) or re-enactment (s) thereof for the time being in force, and as recommended by Nomination and Remuneration Committee of the Company, Mr. Ashesh J. Trivedi, independent Director (DIN: 00278869) of the Company whose period of office as independent director expired on 02nd January, 2020 and who has given declaration that he meets with the criteria of independence as provided in section 149 (6) of the Companies Act and who is eligible for reappointment for a second term under the provisions of the Act and rules made there under and the SEBI ( Listing Obligations and Disclosure Requirements), Regulation 2015, be and is, hereby re-appointed as a Non Executive Independent Director of the Company, not liable to retire by rotation, for further period of 5 (Five) consecutive years w.e.f.03rd January, 2020 to 02nd January, 2025.

**RESOLVED FURTHER THAT** the Board of Directors and Key managerial personal be and are hereby authorized to do all the acts, deed and things as it may in its absolute discretion deem necessary and appropriate to give effect to the above resolution

**Date: -03.09.2021**

**Place: - Vadodara**

**for and on behalf of Board of Directors  
of M/s Jhaveri Credits & Capital Ltd**

**KAMLESH J. JHAVERI  
Whole Time Director  
DIN: 00266242**

**NOTES:**

1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020 and circular no. 02/2021 dated January 13, 2021 and all other relevant circular issued from time to time, physical attendance of the Members to the AGM venue is not required and annual general meeting (AGM) be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. Accordingly, the facility for appointment of proxies by the Members will not be available for this Annual General Meeting and hence the Proxy Form and Attendance Slip are not annexed to the Notice. However, the Body Corporate are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.
3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

4. 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 Companies Act, 2013.
5. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as venue voting on the date of the AGM will be provided by NSDL.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at [www.jhavericommodity.com](http://www.jhavericommodity.com). The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited [www.bseindia.com](http://www.bseindia.com) and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
7. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020 and MCA Circular No. 2/2021 dated January 13, 2021.

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

The remote e-voting period begins on Sunday 26<sup>th</sup> September, 2021 at 09:00 A.M. and ends on Tuesday 28<sup>th</sup> September, 2021 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 18<sup>th</sup> September, 2021 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 18<sup>th</sup> September 2021.

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

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




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

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

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

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

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

	<p>your vote during the remote e-Voting period.</p> <ol style="list-style-type: none"> <li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nSDL.com">https://eservices.nSDL.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nSDL.com/">https://www.evoting.nSDL.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <div style="text-align: center;"> <p><b>NSDL Mobile App is available on</b></p>    </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> <li>Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of <b>e-Voting service provider i.e. NSDL</b>. Click on <b>NSDL</b> to cast your vote.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. <b>NSDL</b> where the e-Voting is in progress.</li> </ol>



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

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

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

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

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

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

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

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.

b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

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

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

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

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period Now you are ready for e-Voting as the Voting page opens.
3. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.

4. Upon confirmation, the message "Vote cast successfully" will be displayed.
5. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
6. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

#### General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [satisshrivedi.brd@jhaveritrade.com](mailto:satisshrivedi.brd@jhaveritrade.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to **(Name of NSDL Official)** at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

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

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

#### THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THEEGM/AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the EGM/AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM/AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM/AGM.

3. Members who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the EGM/AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM/AGM shall be the same person mentioned for Remote e-voting.

**INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM/AGM THROUGH VC/OAVM ARE AS UNDER:**

1. Member will be provided with a facility to attend the EGM/AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of “VC/OAVM link” placed under “**Join General meeting**” menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at [info@jhaveritrade.com](mailto:info@jhaveritrade.com). The same will be replied by the company suitably.
8. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
9. 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 18<sup>th</sup> September, 2021.
10. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 18<sup>th</sup> September, 2021 may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or Issuer/RTA. However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using “Forgot User Details/Password” option available on [www.evoting.nsd.com](http://www.evoting.nsd.com) or contact NSDL at the following toll free no.: 1800-222- 990.
11. The requirement to place the matter relating to appointment of auditors for ratification by members at every Annual General Meeting is done away with vide notification dated May 7th, 2018 issued by Ministry of Corporate Affairs, New Delhi. Accordingly, no resolution is proposed for ratification of appointment of Auditors. Subject to requirement of provisions of Companies Act, 2013, M/s MARKS & Co., Chartered Accountants, Ahmedabad having Firm Registration No. 136479W, have been appointed as Statutory Auditors of company at 24<sup>th</sup> Annual General Meeting held on 15.09.2018 for a period of 5 years. They are eligible for reappointment and they have given their confirmation that they are not disqualified from continuing as Auditors of the Company
12. Mr. Satish C. Trivedi, Chartered Accountant (Membership No. 030457), Chartered Accountants, Vadodara has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
13. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company [www.jhavericommodity.com](http://www.jhavericommodity.com) and on the website of NSDL immediately after the declaration of result by the

Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai.

14. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during business hours on all working days except Sunday and Holidays, up to and including the date of the Annual General Meeting of the Company.

#### **EXPLANATORY STATEMENT (Pursuant to Section 102 of the Companies Act, 2013)**

##### Item No. 4

The Board of directors of the Company, on recommendation of Nomination and Remuneration committee at their meeting held on 13<sup>th</sup> August, 2021 had reappointed Mr. Kamlesh J Jhaveri (DIN: 00266242) as the Whole-Time Director of the Company for further period of five years effective from 1st August, 2021 on the terms & conditions and stipulations, including remuneration as under.

1. Period of Appointment: From 1st August, 2021 to 31st July, 2026
2. Remuneration
  - (a) By way of Salary, perquisites and Allowance, subject to a maximum of Rs. 50,000/- p.m. or Rs. 6,00,000/- p.a. with such break-up and inclusive of salary, perquisites, commission / incentives for business and allowances as may be agreed between the Whole-Time Director Mr. Kamlesh J Jhaveri and the Company.

Provided that the Board or any Committee thereof, be and is hereby authorized in its absolute discretion and from time to time, to fix (including any decrease or increase in remuneration) within the limits prescribed under Section II of Part II of Schedule V and other applicable provisions, if any, of the Companies Act, 2013, for remuneration payable to Whole-Time Director Mr. Kamlesh J. Jhaveri.

(b) In addition to above mentioned remuneration, the Whole-Time Director shall be entitled to the following perquisites and allowances, which shall not be included in computation of said ceiling limit for the remuneration:

- (b.1) Company's contribution to provident Fund and Superannuation Fund or Annuity Fund to the extent these either singly or together are not taxable under the Income-Tax Act, 1961.
  - (b.2) Gratuity payable as per the rules of the Company and as per Payment of Gratuity Act 1972
  - (b.3) Leave encashment at the end of the tenure.
  - (b.4) The provision for use of Company's car with driver for official use. However, use of car for private purposes shall be borne by Mr. Kamlesh J. Jhaveri.
  - (b.5) Company's telephone at his residence and Mobile phone (including local and long distance official calls). However, personal long distance calls on telephone provided by the Company shall be borne by Mr. Kamlesh J. Jhaveri.
  - (b.6) Reimbursement of all reasonable expenses including entertainment expenses incurred bonafide in connection with business of the Company.
3. Minimum Remuneration

Notwithstanding anything to the contrary herein contained, where in any financial year, during the tenure of Mr. Kamlesh J. Jhaveri, if the Company has no profits or its profits are in-adequate, the Company will pay the minimum remuneration by way of salary, perquisites and allowances, as prevailing subject to above limits, Section II of Part II of Schedule V and other applicable provisions, if any, of the Companies Act, 2013, (including any amendment/ modification thereof).
  4. Entrusted Duties

Subject to the supervision and control of the Board of Directors of the Company, Whole-Time Director shall look after the day to day affairs and overall operations of the Company and shall carry out such other duties as may be entrusted to him by the Board of Directors from time to time.

5. Confidentiality  
Mr. Kamlesh J. Jhaveri will perform his duties truly and faithfully and comply with the directives given to him from time to time by the Board, and further not disclose to any person, firm or Company any confidential information.
6. Retire by Rotation  
During his tenure Mr. Kamlesh J. Jhaveri, Whole-Time Director shall be liable to retire by rotation.
7. Sitting Fees  
As long as Mr. Kamlesh J. Jhaveri functions as Whole-Time Director, he will not be paid any sitting fees for attending the meetings of the Board of Directors or any committee(s) thereof.
8. Termination  
Either party shall have liberty to terminate the aforesaid appointment, by giving three months notice in writing to the other

Except Mr. Kamlesh J Jhaveri, Mr. Bhaderesh J Jhaveri, and Mrs. Bela R Jhaveri, none of the other Directors or any key managerial personnel or any relative of any of the Directors of the Company or the relatives of any key managerial personnel is, in anyway, concerned or interested in the above resolution

**ITEM NO. 5:**

Mr. Ashesh J Trivedi (DIN: 00278869) is an Independent Director of the Company under clause 49 of the Listing Agreement. He is the Chairman of the Audit Committee, Shareholders / Investors Grievance Committee and member of Nomination and Remuneration Committee of the Company. Mr. Ashesh J Trivedi (DIN: 00278869) was appointed as a independent Director on 26<sup>th</sup> September, 2015 for a period of 5 years and the term of Ashesh J Trivedi as independent director ended on 02<sup>nd</sup> January, 2020.

The nomination and remuneration committee and Board of Directors at their meeting held on 13<sup>th</sup> August, 2021, on the basis of the report of performance evaluation of independent director, have recommended the re-appointment of Mr. Ashesh J. Trivedi as an Independent Director for a further period of 5 years from 03<sup>rd</sup> January,2020 upto 02<sup>nd</sup> January, 2025.

Mr. Ashesh J. Trivedi is not disqualified from being appointed as an independent Director in terms of section 164 of the Companies Act, 2013 and given his consent to act as a independent Director. The Company has received declaration from Mr. Ashesh J. Trivedi that he meets with the criteria of independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013. The Board of Directors of your Company after reviewing the declaration submitted by Mr. Ashesh J. Trivedi, is of the opinion that Mr. Ashesh J. Trivedi meets the criteria of independence as per the provisions of Section 149(6) of the Companies Act, 2013 and rules made thereunder and also meets with the requirements of Clause 49 of the Listing Agreement with the Stock Exchanges, for his reappointment as an Independent Director of the Company and is independent of the management. Hence, in terms of Section 149 and other applicable provisions of the Companies Act, 2013, Mr. Ashesh J. Trivedi being eligible and offering himself for reappointment, is proposed to be reappointed as an Independent Director of your Company effective from 03<sup>rd</sup> January, 2020 to 2<sup>nd</sup> January, 2025. Copy of the draft letter for appointment of Mr. Ashesh J. Trivedi as an Independent Director setting out the terms and conditions would be available for inspection at the Registered Office of the Company during normal business hours on any working day, excluding Sunday.

Mr. Ashesh J. Trivedi is entitled and will continue to receive remuneration by way of sitting fees, reimbursement of expenses incurred by him for participation in the Board, Committee meetings and other meetings and profit related commission. The Board considers that his continued association would be of immense benefit to the Company and it is necessary to avail the services of Mr. Ashesh J. Trivedi as an Independent Director. Accordingly, the Board recommends the for reappointment of Mr. Ashesh J. Trivedi as an Independent Director, for the approval by the members of the Company.

Except Mr. Ashesh J Trivedi none of the other Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financial or otherwise, in the resolution set out at Item No.5.

This Explanatory Statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with the Stock Exchanges.

**Details of Director seeking Appointment/Re-appointment at the Annual General Meeting  
[Pursuant to the Regulation 36(3) of SEBI (Listing Obligation and Disclosure Requirement) Regulation,  
2015 and secretarial Standard on General Meeting (SS-2)]**

<b>Name of Directors</b>	<b>Mr. Kamlesh J. Jhaveri</b>	<b>Mr. Bhaderesh J. Jhaveri</b>	<b>Mrs. Bela R. Jhaveri</b>	<b>Mr. Ashesh J. Trivedi</b>
Date of Birth	10/04/1962	17/12/1963	09/03/1965	31/07/1964
Date of Appointment	07/10/1993	07/10/1993	27/03/2015	26/09/2015
Qualifications	B.Com	M.Com, L.L.B	B.Com	Company Secretary
Nature of his expertise in specific functional areas	Three decades of exposure in business of Share broking and trading, IPO, Listing etc	Three decades of exposure in primary market, Deposits, financial planner & advisor	15 years of experience in share market as team leader, advisor and negotiator.	Three decades of exposure in the field of market research, money management and advisory etc.
Relationships between directors inter-se	Brother	Brother	Brother's wife	NA
Names of listed entities in which the person also holds the directorship and the membership of Committees of the board	Nil	Nil	Nil	Nil
Details of shares held in Company	-	-	-	1000

**Date: -03.09.2021**

**Place: - Vadodara**

**for and on behalf of Board of Directors  
of M/s Jhaveri Credits & Capital Ltd**

**KAMLESH J. JHAVERI  
Whole Time Director  
DIN: 00266242**

## DIRECTOR'S REPORT

To,  
The Members of  
JHAVERI CREDITS AND CAPITAL LIMITED

Your Directors have pleasure in presenting the 27<sup>th</sup> Director's Report of your Company together with the Audited Statement of Accounts and the Auditors' Report of your company for the financial year ended, 31<sup>st</sup> March, 2021.

### FINANCIAL HIGHLIGHTS

(Amt in Rs.)

Particulars	Year ended on 31-03-2021	Year ended on 31-03-2020
Revenue from Operations & Other Income	25.60	56.71
Less: Total Expenditure	25.89	80.33
<b>OPERATING PROFIT</b>	<b>(0.29)</b>	<b>(23.62)</b>
Less: Finance Costs	0.05	0.12
<b>GROSS PROFIT/LOSS FOR THE YEAR</b>	<b>(0.34)</b>	<b>(23.74)</b>
Less: Depreciation and Amortization expense	0.16	0.85
<b>PROFIT/LOSS FOR THE YEAR</b>	<b>(0.50)</b>	<b>(24.59)</b>
Less: Provision for Taxation	0	0
Less: Deferred Tax Liability	0.20	0.95
Less Excess Provision of Income Tax	38.61	0
<b>PROFIT/LOSS AFTER TAX</b>	<b>(39.31)</b>	<b>(25.54)</b>
Earnings Per Share (EPS of FV Rs. 10) [in Rupees] Basic and Diluted	(0.61)	(0.40)

### STATE OF COMPANY'S AFFAIRS

Management of the Company has consistently observed acted and implemented against the threats and opportunities of the business activities, its volatilities and viabilities during F.Y. 2020-21. SEBI permitted share broking exchanges to established and develop commodities exchange business and over business was at stake. Management timely considered to closed down commodities broking business activities, to safe guard the breakeven, cost benefit, and future prospects of the company, management has planned to consider NBFC/Financing, Investments & Broking business which is in accordance with Main Objects of Memorandum of Association of Company and undertaking all efforts in market research and prospecting company to undertake such business as and when market conditions are favorable.

The year ended with financial deficit of Rs. 39.31 lakhs, the management firmly acted against business contingencies and protected from decreasing of worth of the Company.

Management is optimistic to engage in new business in near future and will have positive outcome in times to come.

### IMPACT OF NOVEL COVID-19 ON THE BUSINESS

In order to curtail the rapid spread of the Novel Corona Virus (COVID 19), the government of india announced a nationwide lockdown effective 25 March, 2020. Certain essential services, including those involved in capital market operation, were exempt from the purview of the aforesaid lockdown. Jhaveri credits and capital Ltd. being part of capital market operation, did not experience any disruption of any business activities due to lockdown.

In compliance of the various directives, appropriate measures were taken to equip a majority of the employees to work from home and only about 10% employees worked on site. On extremely critical process, which necessitated on site presence.

### MANAGEMENT DISCUSSION & ANALYSIS REPORT

This Annual Report contains a separate section on the Management Discussion and Analysis as **ANNEXURE: - I**, which forms part of the Directors' Report

### TRANSFER TO RESERVES IN TERMS OF SECTION 134 (3) (J) OF THE COMPANIES ACT, 2013

For the financial year ended 31<sup>st</sup> March, 2021, the Company proposes to carry nil amounts to General Reserve Account.



## **DIVIDEND**

Your Directors do not recommend any dividend for the year ended on 31<sup>st</sup> March, 2021.

## **SHARE CAPITAL**

During the year under review the company has not issued any shares. The total paid up capital of the company at the end of F.Y.2020-21 stood Rs.6,46,33,000/- (Rupees Six Crores Forty Six Lacs Thirty Three Thousand Only)

## **TRANSFER TO INVESTOR EDUCATION AND PROTECTION FUND**

During the year no money have been transferred to Investor Education and Protection Fund

## **MATERIAL CHANGES BETWEEN THE DATE OF BOARD REPORT AND END OF FINANCIAL YEAR**

There have been no material changes and commitments, if any, affecting the 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.

## **ANNUAL RETURN**

The Extract of Annual Return as required under section 92(3) of the Companies Act, 2013 in Form MGT-9 is annexed herewith as **ANNEXURE:- II** for your kind perusal and information.

## **DIRECTORS AND KEY MANAGERIAL PERSONNEL**

As per Section 152 of the Companies Act, 2013, Mrs. Bela R. Jhaveri and Mr. Bhaderesh J. Jhaveri, Directors of the Company, retire by rotation at the ensuing Annual General meeting and offers themselves for re-appointment.

On recommendation of Nomination and Remuneration Committee, board has approved the re-appointment of Mr. Kamlesh J. Jhaveri as Whole time director of the company for further 5 years and re-appointment of Mr. Ashesh J. Trivedi as Independent director for further 5 years and recommended to shareholders of the Company in the ensuing AGM. Members are requested to refer to Item No. 4 and 5 of the Notice of the AGM and the Explanatory Statement for the terms of the re-appointment.

During the year under review, following persons held position of Key Managerial Personnel of the Company in compliance with the provisions of Section 203 of the Companies Act, 2013.

Mr. Kamlesh J. Jhaveri	– Whole-time Director
Mr. Vatsal Desai	– CFO (Till 12.02.2021)
Mr. Bhavesh Nagar	– Company Secretary (appointed on 14.12.2020)

Remuneration and other details of the Key Managerial Personnel for the financial year ended 31<sup>st</sup> March, 2021 are mentioned in the Extract of the Annual Return which is attached to the Directors' Report.

During the Period under review for Financial Year 2020-21, the following changes took place on the Board of the Directors and Key Managerial Personnel:

<b>Sr. No.</b>	<b>Name of Director/Key Managerial Personnel</b>	<b>Change</b>	<b>Date</b>
1	Mr. Bimal D. Mehta (Independent Director)	Resigned from Independent Director	06 <sup>th</sup> October, 2020
2	Mr. Vatsal Desai (KMP)	Resigned from the post of Chief Financial Executive	12 <sup>th</sup> February, 2021
3	Mr. Bhavesh Nagar (KMP)	Appointed as Company Secretary and Compliance Officer	14 <sup>th</sup> December, 2020

## **DECLARATION BY INDEPENDENT DIRECTORS**

The Board of Directors of the Company hereby confirms that all the Independent directors duly appointed by the Company have given the declaration and they meets the criteria of independence as provided under section 149(6) of the Companies Act, 2013.

## **MEETINGS OF THE BOARD OF DIRECTORS**

The following Meetings of the Board of Directors were held during the Financial Year 2020-21

<b>Sr. No.</b>	<b>Date of Meeting</b>	<b>Board Strength</b>	<b>No. of Directors Present</b>
1	02.06.2020	5	5
2	30.07.2020	5	5
3	02.09.2020	5	4
4	15.09.2020	5	4
5	06.10.2020	4	4
6	03.11.2020	4	4
7	11.11.2020	4	4
8	14.12.2020	4	4
9	02.01.2021	4	4
10	12.02.2021	4	4
11	02.03.2021	4	4
12	30.03.2021	4	4

## **DIRECTORS' RESPONSIBILITY STATEMENT**

Pursuant to Section 134(5) of the Companies Act, 2013 the Board of Directors of the Company confirms that-

- (a) In the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- (b) The directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the company for that period;
- (c) The directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- (d) The directors had prepared the annual accounts on a going concern basis; and
- (e) The directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.
- (f) The directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

## **AUDITORS' REPORT**

### **1) Independent Auditors Report**

M/s. Marks & Co, Chartered Accountants, Ahmadabad having Firm Registration No. 139476W, conducted statutory audit of Company for financial year ended on 31<sup>st</sup> March, 2021, Independent Auditors Report forms part of financial statement which forms part of Annual Report. There are no qualifications or adverse remarks in the Auditors' Report which require any clarification/ explanation. The Notes on financial statements are self-explanatory, and needs no further explanation.

The transition of Indian Accounting Standard (IND-AS) has been carried out in accordance with IND-AS 101 first time adoption of Indian Accounting Standard. Accordingly, the impact of transition has been recorded in the opening reserves as at 01<sup>st</sup> April, 2019 and comparative previous year has been restated and reclassified.

These financial statements for the year ended 31<sup>st</sup> March, 2021, are prepared in accordance with IND-AS. For the purpose of transition to INS-AS, the Company has followed the guidance prescribed in Ind-As 101.

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.

### **2) Secretarial Audit Report**

Pursuant to provision of Section 204 of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 the Board of Directors of your Company has

appointed M/s. Chintan Vakil & Co. Company Secretary, to Conduct Secretarial Audit of your Company. The Secretarial Audit Report is annexed herewith as **ANNEXURE: - III** to this report.

The observation in Secretarial Audit Report by company secretary is complied as under:

- i. The provision of Section 152 of Companies Act, 2013 regarding independent Director is in compliance, however, Covid-19 is working as a negative block in compliance.
- ii. The Provision of Section 203(4) regarding company secretary was also affected in compliance during Covid 19 effect, However the appointment of Company Secretary is complied with from December-2020.

#### **AUDIT COMMITTEE**

The Company's Audit Committee comprises of following Directors. The table sets out the composition of the Committee:

<b>Name of the Director</b>	<b>Position held in the Committee</b>	<b>Category of the Director</b>
Mr. Ashesh J Trivedi	Chairman / Member	Independent Director
Mr. Bhaderesh J. Jhaveri	Member	Non Executive Non Independent Director
Mr. Bimal D. Mehta	Member	Independent Director (Till 06.10.2020)

Audit Committee meetings were held on 02/06/2020, 30/07/2020, 15/09/2020, 11/11/2020 and 12/02/2021 during the F.Y 2020-21

#### **SHAREHOLDERS /INVESTORS GRIEVANCE COMMITTEE**

The Company's Shareholders/Investors Grievance Committee comprises of following Directors. The table sets out the composition of the Committee:

<b>Name of the Director</b>	<b>Position held in the Committee</b>	<b>Category of the Director</b>
Mr. Ashesh J. Trivedi	Chairman / Member	Independent Director
Mr. Kamlesh J. Jhaveri	Member	Whole- time Director
Mr. Bhaderesh J. Jhaveri	Member	Non Executive Non Independent Director

Shareholders/Investors Grievance Committee meetings were held on 30/07/2020, 15/09/2020, 11/11/2020 and 12/02/2021 during the F.Y 2020-21

#### **NOMINATION AND REMUNERATION COMMITTEE**

The Company's Nomination and Remuneration Committee comprises of following Non-executive Directors. The table sets out the composition of the Committee:

<b>Name of the Director</b>	<b>Position held in the Committee</b>	<b>Category of the Director</b>
Mr. Bhaderesh J. Jhaveri	Chairman / Member	Non Executive Non Independent Director
Mr. Ashesh J Trivedi	Member	Independent Director
Mr. Bimal D. Mehta	Member	Independent Director (Till 06.10.2020)

The Nomination and Remuneration Committee among its members shall prepares the matters pertaining to the nomination and remuneration of Board members, the appointment and remuneration of the managing director and other executives of the company as well as the remuneration schemes of the key managerial personnel.

Nomination and Remuneration Committee meeting was held on 30/07/2020 during the F.Y 2020-21

#### **MEETING OF INDEPENDENT DIRECTORS**

Meeting of the Independent Directors of the Company was held on 30/07/2020 wherein all the independent directors were present.

## **LOANS, GUARANTEES AND INVESTMENTS**

The Company has following Loans, Guarantee given and Investments made under section 186 of the Companies Act, 2013 for the financial year ended 31st March 2020:

SN	Date of Transaction	Particular/Purpose/Nature of Transaction	Amount of Transaction
Company has not entered into any transaction covered under Section 186 of Companies Act, 2013			

## **RELATED PARTY TRANSACTIONS**

There were no materially significant related party transactions entered into between the Company, Directors, management or their relatives. Hence, disclosure in Form AOC-2 is not provided. All the contracts / arrangements / transactions entered into by the Company with the related parties during the financial year 2020-21 were in the ordinary course of business and on arm's length basis as disclosed in the financial statements. The details of related party disclosure form a part of notes to the financial statements provided in the annual report.

## **INTERNAL FINANCIAL CONTROLS**

The Company has in place adequate internal financial controls with reference to financial statements. During the year, such controls were tested and no reportable material weaknesses in the design or operation were observed.

## **CORPORATE SOCIAL RESPONSIBILITY**

Your company is not required to comply with the provisions of Corporate Social Responsibility as per requirement of Section 135 read with Schedule VII of the Companies Act 2013

## **PARTICULARS OF EMPLOYEES**

None of the employee has received remuneration exceeding the limit as stated in rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014. A statement containing particulars of employees pursuant to section 134 (3) (q) of Companies Act, 2013 read with rule 5(1) of the Companies (Appointment and Remuneration of Managerial personnel) rules, 2014 is annexed herewith as **ANNEXURE:- IV**

## **PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES**

SN	Name and address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of holding at beginning of Year	% of holding at end of year
Nil					

## **VIGIL MECHANISM**

In pursuant to the provisions of section 177(9) & (10) of the Companies Act, 2013 and Companies Meeting of Board & its powers Rules, 2014, Company has formulated Vigil Mechanism and the same is available on web site of Company [www.jhavericommodity.com](http://www.jhavericommodity.com)

## **RELATED PARTY DISCLOSURE**

As Company did not have any Holding or Subsidiary Company, Company has not made disclosure as required under Regulation 53(f) read with Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

## **CORPORATE GOVERNANCE**

In order to comply with Regulation 27(2) SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 read with Regulation 15 of Chapter IV SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, the Paid-up capital of the Company is Rs. 6,46,33,000/- viz. not exceeding Rs. 10 crore and the Net worth is Rs. 5,05,16,060/- viz. less than Rs. 25 Crore as on the last day of the previous financial year i.e. 31st March, 2021. Therefore it is not required to submit Corporate Governance Report.

As stipulated in the Regulation 72 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015, the Company does not require comply with Regulation 17 to Regulation 27 of the said regulation as Paid-up Capital does not exceed Rs. 10 Crores or net worth does not exceed Rs. 25 Crores which is specified in Regulation 15 and hence did not need to obtain Corporate Governance Certificate.

## **GENERAL**

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

1. Details relating to deposits covered under Chapter V of the Act.
2. Issue of equity shares with differential rights as to dividend, voting or otherwise.
3. Issue of shares (including sweat equity shares) to employees of the Company under any scheme save and except ESOS referred to in this Report.
4. Neither the Managing Director nor the Whole-time Directors of the Company receive any remuneration or commission from any of its subsidiaries.

## **CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION**

The particulars as required under the provisions of Section 134(3) (m) of the Companies Act, 2013 in respect of conservation of energy and technology absorption have not been furnished considering the nature of activities undertaken by the company during the year under review.

## **SEXUAL HARASSMENT**

During the year under review, there were no cases filed pursuant to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

## **FOREIGN EXCHANGE EARNINGS AND OUTGO**

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

## **RISK MANAGEMENT**

The Company has risk assessment and minimization system in place. The risk management procedures are reviewed regularly.

## **LISTING**

The Equity shares of the company are listed on BSE Limited and Company has paid Annual Listing Fees up to the Year 2021-2022.

## **ACKNOWLEDGEMENT**

Your Directors wish to express their grateful appreciation to the continued co-operation received from the Banks, Government Authorities, Customers, Vendors and Shareholders during the year under review. Your Directors also wish to place on record their deep sense of appreciation for the committed service of the Executives, staff and dealers of the Company.

**Date: - 28.06.2021**

**Place: - Vadodara**

**for and on behalf of Board of Directors  
of M/s Jhaveri Credits & Capital Ltd.**

**Kamlesh J. Jhaveri  
Whole-Time Director  
DIN: 00266242**

## **Management Discussion and Analysis Report Industrial Structure and Development**

The Company is initial member of National Commodity & Derivatives Exchange Limited (NCDEX) and Multi Commodity Exchange of India Limited (MCX) since 2007-08. These exchanges were regulated by Forward Market Commission (FMC) since incorporation till year 2015, now both the Exchanges have come under control of operation and compliance of SEBI (Securities and Exchange Board of India) as Market Regulator.

The Company is registered with SEBI through Both Commodities Exchanges. The result will better disciplined business in commodity market, particularly in bullion, Base metals, Agro Commodities and Energy, the future will be definitely bright.

### **COMPANY'S PERFORMANCE**

The operations on commodity exchange is getting stuck up with certain national and world economic scenario, did not gave growth in broking activities and related revenue during dealing in shares and securities also did not prove good deal in term of earning to the company. The cash market had affected the earning on volatility. The company suffered a deficit on rescheduling its portfolio with a market condition. The recurring revenue expenditure could not be controlled instantly. The final result of operation during the year was a deficit of Rs.39.31 lacs.

The management is reviewing the better alternatives to change focus on better business opportunities in time to come.

### **DISCUSSION ON FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE**

The Companies financial discipline has helped to sustain in the critical time of inflation. The Company do venture into share trading to have liquidities and earning support in time to come as share trading being most liquid form of finance and better managed activities.

The operations are getting reviewed with market movement and the trend is observed on positive growth. The static cost on operation will give better performance with potential growth in the years to come with changed alternative.

### **OPPORTUNITIES, THREATS AND FUTURE OUTLOOK**

The COVID-19 pandemic is a global humanitarian and health crisis. The actions taken by various governments to contain the pandemic, such as closing of borders and lockdown restrictions, resulted in significant disruption to people and businesses. Consequently, market demand and supply chains have been affected, significantly increasing the risk of a global economic recession. The pandemic has impacted, and may further impact, all of our stakeholders employees, clients, investors and communities. Although our company comes under the services which are essential for working, there is not much effected on company's financials due to lockdown/covid-19.

We see a potential growth in investment planning, money mobilization and advisory activities in near future. The company has planned and deploy necessary resources for the business.

### **INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY**

The Company has a proper and adequate system of internal controls developed over a period of time. The system is supported by management.

### **HUMAN RESOURCES**

The Company's human resource policy lays stress on motivating people by encouraging better work culture and environment aimed at continuous improvement in production and quality.

### **RISK AND CONCERNS**

The Company's Financial Advisory Business is fully safe and secured as Risk Management policies is implemented and perceived properly. The risk is high as brokerage of paisa will cost Rs. 100, if turns to „No“ recovery/bad debts.

The need to involve in business/broking dealings of clients and most vigilant of leverage business, accommodation etc. against exchange norms and margin provisions. The exchange obligation and margin exposure compliance is to be met fully. The automation help a lot in controlling the risk of liquidity/money getting blocked and crises of liquidity but discipline business reduce the risk to a great extent and the company has a deep concern for the same.

**CAUTIONARY STATEMENT**

Statements in the Management Discussion and Analysis describing the Companies objectives, projections, estimates, and expectations may be “forward-looking statements” within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that could make a difference to the company’s operations include economic conditions in the domestic and overseas market in which the company operates, changes in the government regulations, tax laws and other statutes and other incidental factors.

**Date: - 28.06.2021**  
**Place: - Vadodara**

**for and on behalf of Board of Directors  
of M/s Jhaveri Credits & Capital Ltd**

**Kamlesh J. Jhaveri**  
**Whole-Time Director**  
**DIN: 00266242**

**Form No. MGT-9 EXTRACT OF ANNUAL RETURN As on the financial year ended on 31/03/2021**  
 [Pursuant to Section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies  
 (Management and Administration) Rules, 2014]

**I. REGISTRATION AND OTHER DETAILS :**

i)	CIN	L65910GJ1993PLC020371
ii)	Registration Date	07/10/1993
iii)	Name of the Company	Jhaveri Credits and Capital Limited
iv)	Category / Sub-Category of the Company	Public Company
v)	Address of the Registered office and contact details	301 Payal Towers – II, Sayajigunj, Vadodara – 390020
		Telephone : 0265 2226201
		Fax Number : 0265 2225378
		Email : jhavericredits@gmail.com
vi)	Whether listed company	Yes
vii)	Name and Address of Registrar & Transfer Agents ( RTA )	
	Name of Registrar & Transfer Agents	MCS Share Transfer Agent Ltd
	Address	11st Floor, Neelam Apartment, 88, Sampatrao Colony, Above Chappanbhog Sweet, Alkapuri, Vadodara - 390 007
	Town / City	Vadodara
	State	Gujarat
	Pin Code	390007
	Telephone	0265-2339397
	Fax Number	0265-02341639
	Email Address	mcsLtdbaroda@yahoo.com

**II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY:**

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

SN	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the company
1	COMMODITIES BROKING	66190	100%

**III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES**

SN	NAME AND ADDRESS OF THE COMPANY	CIN/GLN	HOLDING/ SUBSIDIARY/ ASSOCIATE	% of shares held	Applicable Section
As on 31st March, 2021 Company did not have any Holding, Subsidiary And Associate Companies					



#### IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

##### A. Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoters</b>									
(1) Indian									
a) Individual/HUF	39,87,040	-	39,87,040	61.69%	39,91,540	-	39,91,540	61.76%	0.07%
b) Central Govt	-	-	-	-	-	-	-	-	-
c) State Govt (s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp.	-	-	-	-	-	-	-	-	-
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any Other....	-	-	-	-	-	-	-	-	-
<b>Sub-total (1)</b>	<b>39,87,040</b>	<b>-</b>	<b>39,87,040</b>	<b>61.69%</b>	<b>39,91,540</b>	<b>-</b>	<b>39,91,540</b>	<b>61.76%</b>	<b>0.07%</b>
(2) Foreign	-	-	-	-	-	-	-	-	-
a)NRIs - Individuals	200	-	200	0.01	200	-	200	0.01	0.00%
b) Other –Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corp.	-	-	-	-	-	-	-	-	-
d) Banks / FII	-	-	-	-	-	-	-	-	-
e) Any Other....	-	-	-	-	-	-	-	-	-
<b>Sub-total (2)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Total shareholding of Promoter (A) = (1)+(2)</b>	<b>39,87,240</b>	<b>-</b>	<b>39,87,240</b>	<b>61.70%</b>	<b>39,91,740</b>	<b>-</b>	<b>39,91,740</b>	<b>61.77%</b>	<b>0.07%</b>
<b>B. Public Shareholding</b>									
1. Institutions	-	-	-	-	-	-	-	-	-
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks / FI	-	-	-	-	-	-	-	-	-
c) Central Govt	-	-	-	-	-	-	-	-	-
d) State Govt(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIs	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i)Others (specify)	-	-	-	-	-	-	-	-	-
<b>Sub-total (3)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
2.Non- Institutions									
a) Bodies Corp.	-	-	-	-	-	-	-	-	-
i) Indian	3,19,809	-	3,19,809	4.95%	3,19,809	-	2,18,000	2.37	-2.58%
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals									
i)Individual shareholders holding nominal share capital up to Rs.2lakh	5,45,401	4,32,100	9,77,501	15.12%	5,48,285	4,31,500	9,79,785	15.15%	0.03%
ii) Individual shareholders holding nominal share capital in excess of Rs 2lakh "	9,70,041	55,600	10,25,641	15.87%	10,64,066	55,600	11,19,666	17.32%	1.45%
c) Others (specify)HUF	1,53,109	-	1,53,109	2.37%	1,54,109	-	1,54,109	2.38%	0.01%
<b>Sub-total (4)</b>	<b>19,88,560</b>	<b>4,87,700</b>	<b>24,76,260</b>	<b>38.31%</b>	<b>19,84,660</b>	<b>4,87,100</b>	<b>24,71,760</b>	<b>38.24%</b>	<b>-0.07%</b>
<b>Total Public Shareholding (B)=(3)+(4)</b>	<b>19,88,560</b>	<b>4,87,700</b>	<b>24,76,260</b>	<b>38.31%</b>	<b>19,84,660</b>	<b>4,87,100</b>	<b>24,71,760</b>	<b>38.24%</b>	<b>-0.07%</b>
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
<b>Grand Total (A+B+C)</b>	<b>59,75,600</b>	<b>4,87,700</b>	<b>64,63,300</b>	<b>100%</b>	<b>59,76,200</b>	<b>4,87,100</b>	<b>64,63,300</b>	<b>100%</b>	

## B. Shareholding of Promoters

SN	Shareholder's Name	Shareholding at the beginning of the year			Share holding at the end of the year			% change in share holding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	Kamlesh J. Jhaveri	15,88,621	24.58	0	32,42,440	50.17	0	25.59%
2	Bhaderesh J. Jhaveri	3,45,100	5.34	0	3,45,100	5.34	0	-
3	Sangita B. Jhaveri	1,88,100	2.91	0	1,88,100	2.91	0	-
4	Karan K. Jhaveri	97,500	1.51	0	97,500	1.51	0	-
5	Jeet B. Jhaveri	92,000	1.42	0	92,000	1.42	0	-
6	J. B. Jhaveri (HUF)	2,75,700	4.27	0	0	0	0	-4.27%
7	K. J. Jhaveri (HUF)	13,73,619	21.25	0	0	0	0	-21.25%
8	B. J. Jhaveri (HUF)	26,400	0.41	0	26,400	0.41	0	-
<b>TOTAL</b>		<b>39,87,040</b>	<b>61.69</b>	<b>0</b>	<b>39,91,540</b>	<b>61.76</b>	<b>0</b>	<b>0.07%</b>

## C. Change in Promoter's Shareholding

SN	Name	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
			No. of Shares	% of total Shares of the company	No. of Shares	% of total Shares of the company
1	Kamlesh J. Jhaveri	Transfer	15,88,621	24.58%	32,42,440	50.17%
2	K J Jhaveri -HUF	Transfer	13,73,619	21.25%	0	0.00%
3	J B Jhaveri-HUF	Transfer	2,75,700	4.27%	0	0.00%

## D. Shareholding Pattern of Top ten Shareholders ( Other than Directors, Promoters and Holder of GDRs and ADRs)

SN	Name of Shareholders	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
			No. of Shares	% of total Shares of the company	No. of Shares	% of total Shares of the company
1	Kiran S. Singhal		3,06,437	4.74	3,07,137	4.75
2	Kunvarji Fincorp Pvt Ltd.		1,10,000	1.70	1,10,000	1.70
3	Kantilal N Patel		50,000	0.77	50,000	0.77
4	Smita N. Patel		2,17,962	3.37	2,18,378	3.38
5	Shardaben B. Patel		1,49,500	2.31	1,49,500	2.31
6	Pushpaben K.Patel		71,350	1.11	71,350	1.11
7	Shah Navinchandra N.		69,400	1.10	69,400	1.10
8	Girish Babubhai Shah		48,500	0.75	48,500	0.75
9	Tarak A Patel		42,700	0.66	42,700	0.66
10	Kantilal Patel		36,800	0.56	36,800	0.56
11	Nitin A. Patel		56,292	0.87	56,292	0.87

## E. Shareholding of Directors and Key Managerial Personnel

S N	Name	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
			No. of Shares	% of total Shares of the company	No. of Shares	% of total Shares of the company
1	Kamlesh J. Jhaveri	Whole-time Director	15,88,621	24.58%	32,42,440	50.17%
2	Bhaderesh J Jhaveri	Non-executive Director	3,45,100	5.34%	3,45,100	5.34%
3	Ashesh J. Trivedi	Independent Director	0	0	1,000	0.02%
4	Bimal D Mehta (Till 06.10.2020)	Independent Director	10,000	0.15%	0	-0.15%
5	Bela R. Jhaveri	Director (woman)	0	0	0	0
6	Vatsal P. Desai (Till 12.02.2021)	Chief Financial Officer	0	0	0	0
7	Bhavesh Nagar (from 14.12.2020)	Company Secretary	0	0	0	0

## V. INDEBTEDNESS

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>				
i) Principal Amount	Nil	Nil	Nil	Nil
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	-	-	-	-
<b>Change in Indebtedness during the financial year</b>				
Addition	-	-	-	-

Reduction	Nil	Nil	Nil	Nil
Net Change	-	-	-	-
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount		-	-	-
ii) Interest due but not paid		-	-	-
iii) Interest accrued but not due		-	-	-
Total (i+ii+iii)	Nil	Nil	Nil	Nil

## VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

### A Remuneration to Managing Director, Whole-time Directors and/or Manager

(Amount in Rupees)

SN	Name of MD/WTD/ Manager	Gross salary			Stock Option	Sweat Equity	Commission		Others	Total	Ceiling as per the Act
		(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961			as % of profit	others			
		-	-	-	-	-	-	-	-	-	-

### B Remuneration to other directors

(Amount in Rupees)

SN	Name of Directors	Independent Directors			Total (1)	Other Executive & Non-Executive Directors			Total (2)	Total (1+2)	Total Managerial Remuneration	Overall Ceiling as per the Act
		Fee for attending board / committee meetings	Commission	Others		Fee for attending board committee meetings	Commission	Others				
Nil												

### C Remuneration To Key Managerial Personnel Other Than MD/Manager/WTD

(Amount in Rupees)

SN	Name of Key Managerial Personnel	Gross salary			Stock Option	Sweat Equity	Commission		Others	Total
		(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961			as % of profit	others		
1	Bhavesh Nagar	41588 p.a.								41588 p.a

## VII. PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES: None

**SECRETARIAL AUDIT REPORT**

(For the Financial year ended on 31st March, 2021)

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

To,  
The Members,  
JHAVERI CREDITS AND CAPITAL LIMITED  
301 PAYAL TOWERS  
SAYAJIGUNJ VADODARA

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practice by JHAVERI CREDITS AND CAPITAL 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 audit period covering the financial year ended on 31<sup>st</sup> March 2021, complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company, for the financial year ended on 31<sup>st</sup> March, 2021, according to the provisions of:

1. The Companies Act, 2013 (the Act) and the rules made thereunder.
2. The Securities Contracts (Regulation) Act, 1956 („SCRA”) and the rules made thereunder.
3. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder.
4. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment and Overseas Direct Investment and External Commercial Borrowings – Not Applicable to the Company during the Audit period
5. 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.
  - D. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999
  - E. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008. –
  - F. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
  - G. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009. - Not Applicable to the Company 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; Other laws specifically applicable to the Company:
    1. Forward Contracts (Regulation) Act, 1952
    2. Forward Contracts (Regulation) Rules, 1954
    3. By-Laws of MCX and NCDX Issued from time o time

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) The (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

**We further report that;**

The Constitution of Board of Directors of the Company was not in compliance with provisions of section 149 and section 152 of Companies Act 2013 and rules made there under.

Adequate notice is given to all directors to schedule the Board Meetings, were sent at least 7 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.

During the Audit period, all the decisions were taken by the Board of Directors or Committee of the Board without any dissent by any of the Directors of the Company as recorded in the minutes of the meetings of the Board of Directors or Committee of the Board, as the case may be.

During the Audit period, the Company had not complied provision of Section 203 (4) whereby resulting vacancy by resignation of Company Secretary was not filled-up by the Board within a period of six months from the date of such vacancy.

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

**UDIN: - A036074C000528819**

**Place: Vadodara  
Date: 28.06.2021**

**For Chintan Vakil & Co.  
Company Secretaries**

**Chintan H. Vakil  
Proprietor  
M.No. A3674, COP No. 18169**

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

## **Annexure to Secretarial Audit Report**

To  
The members,  
JHAVERI CREDITS AND CAPITAL LIMITED  
301 PAYAL TOWERS-II,  
SAYAJIGUNJ, VADODARA

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

1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and the 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 the practices, we followed provided a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books 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, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

**UDIN: - A036074C000528819**

**Place: Vadodara**  
**Date: 28.06.2021**

**For Chintan Vakil & Co.**  
**Company Secretaries**

**Chintan H. Vakil**  
**Proprietor**  
**M.No. A3674, COP No. 18169**

**PATICULARS OF EMPLOYEES PURSUANT TO SECTION 134 (3) (g) OF THE COMPANIES ACT, 2013 READ WITH  
RULE 5 (1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014**

- (i) The percentage increase in remuneration of each Director, Chief Financial Officer and Company Secretary during the financial year 2020-21, ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2020-21 and the comparison of remuneration of each Key Managerial Personnel (KMP) against the performance of the Company are as under:

Sr. No	Name of Director / KMP and Designation	Remuneration of Director / KMP for the financial year 2020-21	Percentage increase in remuneration for the financial year 2020-21	Ratio of remuneration of each Director to the median remuneration of employees	Comparison of the Remuneration of the KMP against the performance of Company.
1	Kamlesh J. Jhaveri Whole time Director	-	-	-	-
2	Bhavesh Nagar Company Secretary**	41,588 p.a.	0	-	

- (ii) The median remuneration of the employees of the Company during the financial year 2020-21 was Rs. 41,588
- (iii) There was no percentage increase in the median remuneration of employees in financial year 2020-21
- (iii) Comparison of the remuneration of Key Managerial Personnel against the performance of the Company There was no increase in total remuneration of Key Managerial Personnel in financial year 2020-21
- (iv) The market capitalization as on 31-03-2020 was Rs. 1,53,82,654/- and as on 31-03-2021 was Rs. 1,67,39,947/-
- (v) Price Earnings ratio was (2.60) as on 31-3-2020 and as on 31-03-2021 was (4.25)
- (vi) The key parameters for the variable component of remuneration availed by the Directors are considered by Board of Director based on recommendations of the Nomination and Remuneration Committee as per the remuneration policy for Directors, key Managerial Personnel, and other employees
- (vii) The ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year – Not Applicable
- (viii) It is hereby affirmed that the remuneration paid is as per the Remuneration Policy for Directors, Key Managerial Personnel and other Employees.

## INDEPENDENT AUDITOR'S REPORT

To the Members of JHAVERI CREDITS AND CAPITAL LIMITED

### **Report on the Financial Statements:-**

We have audited the accompanying IND AS financial statements of **JHAVERI CREDITS AND CAPITAL LIMITED** ("the Company"), which comprise the Balance Sheet as at 31st March, 2021, the Statement of Profit and Loss (including other comprehensive income), the Statement of Changes in Equity, the Cash Flow Statement for the year then ended, and 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 financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India of the state of affairs of the Company as at 31st March 2021, its Loss and its cash flows for the year ended on that date.

### **Basis for opinion:-**

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

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

### **Information other than the Financial Statements and Auditor's Report Thereon:-**

The Company's Board of Directors and Management is responsible for the preparation of the other information. The other information comprises the information obtained at the date of this auditor'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 during the course of our audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information; we are required to report that fact. We have nothing to report in this regard.

### **Responsibility of Management's for the Financial Statements:-**

The Company's Board of Directors are responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ('the Act') with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with rule 7 of Companies (Accounts) Rules, 2014. 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 implementation and maintenance of 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.

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



### **Auditor's Responsibility: -**

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

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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

### **Opinion:-**

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India including the Ind AS, of the state of affairs of the Company as at 31st March 2021, and its loss (including other comprehensive income), its changes in equity and its cash flows for the year ended on that date.

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

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "Annexure- A" a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by section 143(3) of the Act, we report that:
  - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit.

- b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
- c) The Balance Sheet, Statement of Profit and Loss ( including other comprehensive income), the statement of changes in equity and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
- d) In our opinion, the aforesaid IND-AS financial statements comply with the Indian Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules 2014,
- e) On the basis of written representations received from the directors, taken on record by the Board of Directors, none of the directors are disqualified as on 31st March, 2021 from being appointed as a director in terms of Section 164(2) of the Act.
- f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".
- g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
  - i. The Company does not have pending litigations which would impact its financial position, the Company has filled with 'Vivad se Vishwas Scheme' for AY 2012-13 and the said application is accepted with amount of taxation to be payable of Rs. 22,02,967/- and the provision of the same has been considered in the financial statements;
  - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;
  - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

Place: Vadodara  
Date: 28/06/2021  
UDIN: 21142372AAAAEV6769

FOR M A R K S & CO.  
[Firm Registration No. 139476W]  
Chartered Accountants

Rohan D. Mehta  
Partner  
Mem. No. 142372

**Annexure “A” referred to in paragraph 1 under the heading ‘Report on Other Legal and Regulatory Requirements’ of our report of even date to the member of JHAVERI CREDITS AND CAPITAL LIMITED (‘the Company’)**

- (i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.  
(b) The fixed assets have been physically verified by the management during the year as per the regular programme of verification which, in our opinion, is reasonable having regard to the size of the company and the nature of its assets. No material discrepancies were noticed on such verification.  
(c) According to the information and explanation given by the management, the company does not own any immovable properties for the current Financial year. Accordingly, the provision of the clause 3(i) (c) of the order is not applicable and hence not commented upon.
- (ii) Since the Company holds inventory of shares in Dematerialized form, the question of commenting on physical verification of inventory does not arise and no material discrepancies were noticed during the period under review.
- (iii) According to the information and explanations given to us, the Company has not granted any loans, secured or unsecured to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under Section 189 of the Companies Act, 2013. Accordingly, the provisions of clause 3(iii) (a) to (c) of the Order are not applicable to the Company and hence not commented upon.
- (iv) In our opinion and according to the information and explanations given to us, there are no loans, investments, guarantees, and securities granted in respect of which provisions of Section 185 and 186 of the Companies Act 2013 are applicable and hence not commented upon.
- (v) The Company has not accepted any loans or deposits from the public.
- (vi) As informed to us, the Central Government has not specified maintenance of cost records under sub-section (1) of Section 148 of the Companies Act, 2013 in respect of activities undertaken by the company during the financial year.
- (vii) (a) According to information and explanations given to us and the records of the Company examined by us, in our opinion, the Company is generally regular in depositing with appropriate authorities undisputed statutory dues including provident fund, employees’ state insurance, sales-tax, income-tax, service tax, customs duty, excise duty, value added tax, Goods and Services Tax, cess and other material statutory dues applicable to it. However, there have been delays in payment / deposit of statutory dues in respect of few cases of tax deduction at source.  
(b) According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, employees’ state insurance, income-tax, sales-tax, service tax, customs duty, excise duty, value added tax, Goods and Services Tax, cess and other material statutory dues were outstanding at the year end, for a period of more than six months from the date they became payable.  
(c) According to the records of the Company, there are no dues of income tax, sales tax, service tax, duty of customs, duty of excise, value added tax, outstanding on account of any dispute. The Company has filled with “Vivad se Vishwas Scheme” for AY 2012-13 and the said application is accepted with amount of taxation to be payable of Rs. 22,02,967/- and the provision of the same has been considered in the Financial Statements.
- (viii) Based on our audit procedures performed for the purpose of reporting the true and fair view of the financial statements and according to information and explanations given by the management, we are of the opinion that the Company has not defaulted in repayment of dues to any bank. Further, the Company does not have any debentures and loan from government and financial institution.
- (ix) Based on our audit procedures performed for the purpose of reporting the true and fair view of the financial statements and according to the information and explanations given by the management, we report that the Company has not raised any money by way of initial public offer or further public offer (including debt instruments).
- (x) Based upon the audit procedures performed for the purpose of reporting the true and fair view of the financial statements and according to the information and explanations given by the management, we report that no fraud on or by the officers and employees of the Company has been noticed or reported during the year.
- (xi) Based on our audit procedures performed for the purpose of reporting the true and fair view of the financial statements and according to the information and explanations given by the management, we report that the managerial remuneration has been paid / provided as per the provisions of Section 197 read with Schedule V to the Companies Act, 2013.
- (xii) In our opinion and according to the information and explanations given by the management, the Company is not a Nidhi company. Therefore, the provisions of clause 3(xii) of the Order are not applicable to the Company and hence not commented upon.
- (xiii) Based on our audit procedures performed for the purpose of reporting the true and fair view of the financial statements and according to the information and explanations given by the management, we report that transactions with related parties are in compliance with the provisions of Section 177 & 188 of the Companies Act, 2013, wherever applicable and all the transactions with related parties have been disclosed in the Financial Statements, as required by applicable accounting standards.

- (xiv)** According to the information and explanations given to us and on an overall examination of the balance sheet, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review and hence, reporting requirements under clause 3(xiv) are not applicable to the company and, not commented upon.
- (xv)** Based on our audit procedures performed for the purpose of reporting the true and fair view of the financial statements and according to 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.
- (xvi)** According to the information and explanations given to us, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

Place: Vadodara  
Date: 28/06/2021  
UDIN: 21442372AAAAEV6769

FOR M A R K S & CO.  
[Firm Registration No. 139476W]  
Chartered Accountants

Rohan D. Mehta  
Partner  
Mem. No. 142372

## **ANNEXURE 'B' TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE FINANCIAL STATEMENTS OF JHAVERI CREDITS AND CAPITAL LIMITED**

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

We have audited the internal financial controls over financial reporting of JHAVERI CREDITS AND CAPITAL LIMITED ("the Company") as of March 31, 2021 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

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

The Company's Management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the 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.

#### **Auditor's Responsibility**

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

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

#### **Meaning of Internal Financial Controls Over Financial Reporting**

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

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

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

**Opinion**

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31,2021, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

Place: Vadodara  
Date: 28/06/2021  
UDIN: 21142372AAAAEV6769

FOR M A R K S & CO.  
[Firm Registration No. 139476W]  
Chartered Accountants

Rohan D. Mehta  
Partner  
Mem. No. 142372

**JHAVERI CREDITS AND CAPITAL LIMITED**  
**BALANCE SHEET AS AT 31st MARCH 2021**

S.No.	Particulars	Note No.	31st March 2021	31st March 2020	1st April 2019
			Rs.	Rs.	Rs.
<b>I</b>	<b>ASSETS</b>				
(1)	<b>Financial Assets</b>				
	Cash and Cash Equivalents	1	1,89,364	1,29,42,639	1,06,99,717
	Bank Balance other than (a) above	2	15,33,997	42,43,526	1,85,65,410
	Receivables				
	Trade Receivables	3	1,79,74,077	1,44,59,474	1,49,66,963
	Other Receivables				
	Loans	4	33,69,603	-	-
	Investments	5	1,18,06,041	75,62,000	75,62,000
	Other financial assets	6	1,17,94,000	1,35,95,895	1,07,27,092
(2)	<b>Non - Financial Assets</b>				
	Inventories	7	4,22,63,308	3,61,00,135	3,92,51,380
	Current Tax Assets (Net)	8	1,98,717	17,68,412	1,22,002
	Deferred tax Assets (Net)	13			24,480
	Property, Plant and Equipment	9	3,50,835	3,67,220	7,54,830
	Other Non Financial Assets	10	1,10,046	9,079	81,743
	<b>Total</b>		<b>8,95,89,990</b>	<b>9,10,48,379</b>	<b>10,27,55,617</b>
<b>II</b>	<b>EQUITY AND LIABILITIES</b>				
(1)	<b>LIABILITIES</b>				
	<b>Financial Liabilities</b>				
	Payables				
	(i) Trade payables	11			
	- total outstanding dues of micro and small enterprises				
	- total outstanding dues of creditors other than micro and small enterprises		1,47,79,758	1,40,89,066	2,34,58,407
	(ii) Other Payables				
	- total outstanding dues of micro and small enterprises				
	- total outstanding dues of creditors other than micro and small enterprises				
	Other financial liabilities	12	1,20,578	1,25,000	2,88,779
	<b>Non - Financial Liabilities</b>				
	Provisions	13	-	3,79,053	-
	Deferred tax liabilities (Net)	14	91,211	70,997	-
	Other Non Financial Liabilities	15	22,85,244	1,40,071	2,10,375
(2)	<b>Equity</b>				
	(a) Equity Share Capital	16	6,46,33,000	6,46,33,000	6,46,33,000
	(b) Other Equity	17	76,80,199	1,16,11,192	1,41,65,057
	<b>Total</b>		<b>8,95,89,990</b>	<b>9,10,48,379</b>	<b>10,27,55,617</b>

**Summary of Significant accounting policies** 1  
**Notes to Financial Statements** 2-40  
The accompanying Notes are an Integral part of Financial Statements  
This is the Balance Sheet referred to in our report of even date

**FOR MARKS & CO**  
Chartered Accountants  
Firm Reg. No.: 139476W

**FOR & ON BEHALF OF THE BOARD OF DIRECTORS OF**  
**JHAVERI CREDITS AND CAPITAL LIMITED**

**Rohan D. Mehta**  
Partner  
Membership No. : 142372

**Kamlesh J. Jhaveri**  
Whole Time Director  
DIN : 00266242

**Bhaderesh Jhaveri**  
Director  
DIN : 00266287

**Bhavesh Nagar**  
Company Secretary

Place : Vadodara  
Date : 28<sup>th</sup> June, 2021

Place : Vadodara  
Date : 28<sup>th</sup> June, 2021

UDIN:21142372AAAAEV6769

**JHAVERI CREDITS AND CAPITAL LIMITED**  
**STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31ST MARCH 2021**

S.No	Particulars	Note No.	31st March 2021	31st March 2020
			Rs.	Rs.
<b>I</b>	Revenue from operations			
	Interest Income	18	9,15,183	11,32,247
	Fees and Commission Income	19	9,53,386	42,58,698
	<b>Total Revenue From Operations</b>		<b>18,68,569</b>	<b>53,90,945</b>
<b>II</b>	Other Income	20	6,91,596	2,80,530
<b>III</b>	<b>Total Income (I + II)</b>		<b>25,60,166</b>	<b>56,71,475</b>
	Expenses:			
	Finance Costs	21	4,806	12,029
	Fees and Commission Expenses	22	3,74,959	-
	Employee Benefits Expenses	23	94,840	24,64,669
	Depreciation, amortization and impairment	24	16,385	85,068
	Other expenses	25	21,18,809	55,68,097
<b>IV</b>	<b>Total Expenses</b>		<b>26,09,799</b>	<b>81,29,863</b>
<b>V</b>	Profit before exceptional items and tax (III - IV)		<b>(49,634)</b>	<b>(24,58,388)</b>
<b>V</b>	Exceptional Items		-	-
<b>VII</b>	Profit before tax (V - VI)		<b>(49,634)</b>	<b>(24,58,388)</b>
<b>VIII</b>	<u>Tax Expense:</u>			
	Current Tax			
	Adjustment of tax relating to earlier periods		38,61,145	
	Deferred tax		20,214	95,477
<b>IX</b>	Profit after Tax for the period (VII - VIII)		<b>(39,30,993)</b>	<b>(25,53,865)</b>
<b>X</b>	Other comprehensive income			
<b>A</b>	Items that will not be reclassified to profit or loss (specify items and amounts)		-	-
	Income tax relating to items that will not be reclassified to profit or loss		-	-
	Subtotal of A		-	-
<b>B</b>	Items that will be reclassified to profit or loss (specify items and amounts)		-	-
	Income tax relating to items that will be reclassified to profit or loss		-	-
	Subtotal of B		-	-
	Total Other Comprehensive income for the year (A+B)		-	-
	Total comprehensive income for the year		<b>(39,30,993)</b>	<b>(25,53,865)</b>
<b>XII</b>	Earning per equity share:	26		
	Basic		(0.61)	(0.40)
	Diluted		(0.61)	(0.40)

Summary of Significant accounting policies 1

Notes to Financial Statements 2-40

The accompanying Notes are an Integral part of Financial Statements

This is the Statement of Profit and loss referred to in our report of even date

**FOR MARKS & CO**

Chartered Accountants

Firm Reg. No.: 139476W

**FOR & ON BEHALF OF THE BOARD OF DIRECTORS OF  
JHAVERI CREDITS AND CAPITAL LIMITED**

**Rohan D. Mehta**

Partner

Membership No. : 142372

**Kamlesh J. Jhaveri**

Whole Time Director

DIN : 00266242

**Bhaderesh Jhaveri**

Director

DIN : 00266287

**Bhavesh Nagar**

Company Secretary

Place : Vadodara

Date : 28<sup>th</sup> June, 2021

Place: Vadodara

Date : 28<sup>th</sup> June, 2021

UDIN:21142372AAAAEV6769



**JHAVERI CREDITS AND CAPITAL LIMITED**  
**CASH FLOW STATEMENT FOR THE YEAR ENDED 31st MARCH 2021**

Sr No	Particulars	(Amount in Rs.)	
		31st March 2021	31st March 2020
<b>A.</b>	<b>CASH FROM OPERATING ACTIVITIES:</b>		
	NET PROFIT BEFORE TAX & EXTRA ORDINARY ITEMS :	-49,634	-24,58,388
	Adjustment For :		
1	Depreciation	16,385	85,068
2	Bad Debts	-	3,79,053
3	Interest Income	-9,15,183	-11,32,247
	<b>Operating profit Before Working Capital Changes : (a)</b>	<b>-9,48,432</b>	<b>-31,26,514</b>
	<b>Adjustment For :</b>		
1	(Increase) / Decrease in Other Financial Assets	18,01,895	-28,68,803
2	(Increase) / Decrease in Trade Receivables	-35,14,603	5,07,489
3	(Increase) / Decrease in Inventories	-61,63,173	31,51,245
4	(Increase) / Decrease in Current Tax Assets	15,69,695	-16,46,410
5	(Increase) / Decrease in Other Non Financial Assets	-1,00,968	72,664
6	Increase / (Decrease) in Trade Payables	6,90,692	-93,69,341
7	Increase / (Decrease) in Other Financial Liabilities	-4,422	-1,63,779
8	Increase / (Decrease) in Provisions	-3,79,053	3,79,053
9	Increase / (Decrease) in Other Non Financial Liabilities	22,09,486	-93,405
	<b>Net Working Capital Changes : (b)</b>	<b>-38,90,451</b>	<b>-1,00,31,286</b>
	<b>Cash generated from operations : (a+b)</b>	<b>-48,38,883</b>	<b>-1,31,57,800</b>
	<b>Income Tax Paid</b>	<b>-38,40,931</b>	<b>-95,447</b>
	<b>Cash Flow before Extraordinary Items :</b>	<b>-86,79,814</b>	<b>-1,32,53,247</b>
	Extra Ordinary Items	-	-
	<b>Net Cash Flow from Operating Activities : (A)</b>	<b>-86,79,814</b>	<b>-1,32,53,247</b>
<b>B.</b>	<b>CASH FLOW FROM INVESTING ACTIVITIES :</b>		
1	Investment in Mutual Funds	-42,44,041	-
2	Sale of Fixed Asset	-	3,02,543
3	Interest Income	9,15,183	11,32,247
	<b>Net Cash Flow from Investing Activities : (B)</b>	<b>-33,28,858</b>	<b>14,34,790</b>
<b>C.</b>	<b>CASH FLOW FROM FINANCING ACTIVITIES :</b>		
1	Loan & Advances Given	-33,69,603	-
	<b>Net Cash Flow from Financing Activities : (C)</b>	<b>-33,69,603</b>	<b>-</b>
	<b>Net Increase/(Decrease) in Cash &amp; Cash Equivalent : (A + B + C) = (D)</b>	<b>-1,53,78,275</b>	<b>-1,18,18,457</b>
	Cash & Cash Equivalents (Opening):		
	Cash on Hand	35,990	18,890
	Balance with Banks	1,70,31,649	2,88,67,206
	<b>Total: (E)</b>	<b>1,70,67,639</b>	<b>2,88,86,096</b>
	Cash & Cash Equivalents (Closing):		
	Cash on Hand	-	35,990
	Balance with Banks	16,89,364	1,70,31,649
	<b>Total: (D+E)</b>	<b>16,89,364</b>	<b>1,70,67,639</b>

**Notes:**

1) The above cash flow statement has been prepared under the "Indirect Method" as set out in the Ind Accounting Standrad - 7 on Statement of Cash Flow specified under Section 133 of the Companies Act, 2013.

2) Previous year's figures have been regrouped / reclassified wherever necessary to correspond with the current year's classification /

This is the Cash Flow Statement referred to in our Report of even date.

**For M A R K S & Co.**

Chartered Accountants  
 Firm Registration No: 139476W

**Rohan D. Mehta**  
 Partner  
 Membership No. : 142372

**FOR & ON BEHALF OF THE BOARD OF DIRECTORS OF**  
**JHAVERI CREDITS AND CAPITAL LIMITED**

**Kamlesh J. Jhaveri**      **Bhaderesh Jhaveri**  
 Whole Time Director      Director  
 DIN : 00266242      DIN : 00266287

**Bhavesh Nagar**  
 Company Secretary  
 Place : Vadodara  
 Date :28<sup>th</sup> June, 2021

Place : Vadodara  
 Date :28<sup>th</sup> June, 2021

UDIN:21142372AAADEV6769

## JHAVERI CREDITS AND CAPITAL LIMITED

### Note 1: SIGNIFICANT ACCOUNTING POLICIES

#### **(A) Corporate Information**

The Company is incorporated in the year of 1993 under The Companies Act, 1956. The Company is listed with Bombay Stock Exchange. The Company provides broking platform on various exchanges to the clients for dealing in various Commodities traded on those exchanges in present, spot and future dealings. The Company is a broking member of Commodity Exchange viz. 'National Commodity And Derivatives Exchange Limited' (NCDEX), 'Multi Commodity Exchange Of India Limited' (MCX) and 'National Spot Exchange Limited' (NSEL), now w.e.f. 20th January, 2020 the company has given application to respective exchanges for surrender of the their broking membership. Now the company has decided to consider Financing, Investment & Broking advisory business as future according to favorable market conditions and research.

#### **(B) Basis of preparation of financial statements**

These financial statements are prepared in accordance with Indian Accounting Standards (Ind AS) under the historical cost convention on the accrual basis except for certain financial instruments which are measured at fair values, the provisions of the Companies Act, 2013 ('Act') (to the extent notified) and guidelines. The Ind AS are prescribed under Section 133 of the Act read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016. 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.

The transition of Indian Accounting Standards (Ind AS) has been carried out in accordance with Ind AS 101 First time adoption of Indian Accounting Standards. Accordingly, the impact of transition has been recorded in the opening reserves as at 01<sup>st</sup> April 2019 and comparative previous year has been restated and reclassified.

#### **(C) Use of estimates**

The preparation of the financial statements in conformity with Ind AS requires management to make estimates, judgments and assumptions. These estimates, judgments and assumptions affect the application of accounting policies and the reported amounts of assets and liabilities, the disclosures of contingent assets and liabilities at the date of the financial statements and reported amounts of revenues and expenses during the period. Accounting estimate could change from period to period. Actual results could differ from those estimates. Appropriate changes in estimates are made 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.

#### **(D) Property, plant and equipment**

Property, plant and equipment are stated at cost net of recoverable taxes, trade discounts & rebates and include amounts added on revaluation, less accumulated depreciation and impairment loss, if any. Costs directly attributable to acquisition are capitalized until the property, plant and equipment are ready for use, as intended by management. Subsequent expenditures relating to property, plant and equipment is capitalized only when it is probable that future economic benefits associated with these will flow to the company and the cost of the item can be measured reliably. The cost and related accumulated depreciation are eliminated from the financial statements upon sale or retirement of the asset and the resultant gains or losses are recognized in the statement of profit and loss. Assets to be disposed off are reported at the lower of the carrying

value or the fair value less cost to sell. Repairs and maintenance costs are recognized in net profit in the statement of profit and loss when incurred.

The company depreciates property, plant and equipment over their estimated useful lives as prescribed under Schedule II of the Companies Act, using the Written Down Value (WDV) method. Depreciation in the case of any additions / deletions has been provided on pro-rata basis. Leasehold assets are depreciated over the lease term.

Depreciation methods, useful lives and residual values are reviewed periodically, including at each financial year end.

Advances paid towards the acquisition of property, plant and equipment outstanding at each balance sheet date is classified as capital advances under other noncurrent assets and the cost of assets not put to use before such date are disclosed under 'Capital work-in-progress'.

**(E) Intangible Assets**

Intangible assets are stated at cost less accumulated amortization and impairment. Intangible assets are amortized over their respective individual estimated useful lives on a straight-line basis, from the date that they are available for use. The estimated useful life of an identifiable intangible asset is based on a number of factors including the effects of obsolescence, demand, competition, and other economic factors (such as the stability of the industry, and known technological advances), and the level of maintenance expenditures required to obtain the expected future cash flows from the asset. Amortization methods and useful lives are reviewed periodically including at each financial year end.

**(F) Financial instruments**

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

**a) Initial recognition and measurement**

The company recognizes financial assets and financial liabilities when it becomes a party to the contractual provisions of the instrument. All financial assets and liabilities are recognized at fair value plus or minus directly attributable transaction costs on initial recognition, except for financial assets and liabilities not classified at fair value through profit or loss.

**b) Subsequent measurement**

**a. Non-derivative financial instruments**

**(i) Financial assets carried at amortized cost**

A financial asset is subsequently measured at amortized cost if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

**(ii) Financial assets at fair value through other comprehensive income**

A financial asset is subsequently measured at fair value through other comprehensive income if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial instruments within the fair value through other comprehensive income are measured initially as well as at each reporting date at fair value. Fair value movements are recognised in the other comprehensive income.

(iii) Financial assets at fair value through profit or loss

Any financial assets which are not classified in any of the above categories are subsequently measured at fair value through profit or loss.

Financial instruments within the fair value through profit or loss are measured at fair value with all the changes recognized in the P& L.

(iv) Financial liabilities

Financial liabilities are subsequently carried at amortized cost using the effective interest method.

For trade and other payables maturing within one year from the balance sheet date, the carrying amounts approximate the fair value due to the short maturity of these instruments.

**c) De-recognition**

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily de-recognised when:

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

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

**(G) Impairment**

**a) 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. 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 is recognized as an impairment gain or loss in profit or loss.

**b) Non-financial assets**

Non Financial assets 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 inflows

that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the Cash – Generating Units (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. Reversal of impairment loss is recognised if there has been a change in the estimates used to determine the recoverable amount in the statement of profit and loss unless the asset is carried at a revalued amount, in which case, the reversal is treated as a revaluation increase. 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.

**(H) Fair value of financial instruments**

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

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. The methods used to determine fair value include discounted cash flow analysis, available quoted market prices and dealer quotes. All methods of assessing fair value result in general approximation of value, and such value may never actually be realized.

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

- ▶ Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities
- ▶ Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable
- ▶ Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

**(I) Inventories**

Inventories are valued at the lower of cost and net realizable value.

**(J) Income taxes**

Income tax expense comprises current and deferred income tax. Income tax expense is recognized in net profit in the statement of profit and loss except to the extent that it relates to items recognized directly in equity, in which case it is recognized in other comprehensive income. Current income tax for current and prior periods is recognized at the amount expected to be paid to or recovered from the tax authorities, using the tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date. The company offsets current tax assets and current tax liabilities, where it has a legally enforceable right to set off the recognized amounts and where it intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously.

Deferred income tax assets and liabilities are recognized for all temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. 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 realized. Deferred income tax assets and liabilities are measured using tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date and are expected to apply to taxable income in

the years in which those temporary differences are expected to be recovered or settled. The effect of changes in tax rates on deferred income tax assets and liabilities is recognized as income or expense in the period that includes the enactment or the substantive enactment date. A deferred income tax asset is recognized to the extent that it is probable that future taxable profit will be available against which the deductible temporary differences and tax losses can be utilized.

MAT Credit receivable is recognized in the books of the company only when and to the extent that there is convincing evidence that the company will be able to avail the future economic benefits arising there from during the specified period in which tax credit is allowable.

**(K) Revenue recognition**

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured, regardless of when the payment is being made. Revenue is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment and excluding taxes or duties collected on behalf of the government.

Revenue from contract with customer is recognised point in time when performance obligation is satisfied, income from broking activities is accounted for on the trade date of transactions

Revenue from Depository services have been accounted at point in time or over a period of time as per terms and conditions with client.

Interest income is recognized on time proportion basis taking into account the amount outstanding and the rate applicable except the interest income on government deposit, if any, is recognized as and when realized by the company. Dividend Income is recognised when the right to receive the payment is established.

**(L) Borrowing costs**

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized as part of the cost of the asset. All other borrowing costs are expensed in the period in which they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds. Borrowing cost also includes exchange differences to the extent regarded as an adjustment to the borrowing costs.

**(M) Provisions, Contingent Liabilities and Contingent Assets**

A provision is recognized when the company has a present obligation as a result of a past event and it is probable that an outflow of resources would be required to settle the obligation and in respect of which a reliable estimate can be made. The expenses relating to provision is presented in the statement of profit and loss account.

A disclosure of the contingent liability, if determinable, is made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. But where there is a possible obligation but the likelihood of outflow of resources is remote, no provision / disclosure are made.

Contingent asset is disclosed in the financial statements where an inflow of economic benefits is probable and are assessed continually.

**(N) Employee Benefits**

**a) Short Term Employee Benefits**

Employee Benefits payable wholly within twelve months of receiving employee services are classified as short term employee benefits. These benefits include salaries and wages, bonus and performance incentive. The amount of short term employee benefits expected to be paid in exchange for the services rendered by employees are recognized as an expense during the period when the employees render the services.

Leave Encashment is due and recognized as expense immediately after the end of each calendar year in which the employees renders the related employee services.

**b) Post-Employment Benefits**

Retirement benefits in the form of provident fund (where contributed to the Regional PF Commissioner) are a defined contribution scheme. The Company has no obligation, other than the contribution payable to the provident fund contribution scheme. The Company recognizes contribution payable to the provident fund scheme as expenditure, when an employee renders the related service.

**(O) Leases**

Finance leases including rights of use in leased land, which effectively transfer to the Company substantially all the risks and benefits incidental to ownership of the leased item, are capitalised at inception of the lease term at the lower of the fair value of the land and present value of the minimum lease payments and disclosed as leased assets. Lease payments are apportioned between the finance charges and reduction of the lease liability so as to achieve a constant rate of interest on the remaining balance of the liability. Finance charges are recognised as finance cost in the statement of profit and loss.

A leased asset is depreciated / amortised on a straight line basis over the useful life of the asset. However, if there is no reasonable certainty that the Company will obtain the ownership by the end of the lease term, the capitalized leased assets is depreciated /amortised on a straight line basis over the shorter of the estimated useful life of the asset or the lease term.

Leases, wherein the lessor effectively retains substantially all the risks and benefits of ownership of the leased item, are classified as operating leases. Operating lease payments are recognized as an expense in the statement of profit and loss on a straight- line basis over the lease term.

**(P) Extraordinary Item:**

The extraordinary items are that arising from events or transactions that are clearly distinct from the ordinary activities of the enterprise and therefore, are not expected to recur frequently or regularly.

The nature and amount of each extraordinary item are identified and disclosed in the Statement of Profit and Loss in a manner that its impact on current profit or loss can be perceived.

**(Q) Earnings Per Share:**

Basic earnings per share are calculated by dividing the net profit for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. The weighted average number of equity shares outstanding during the period and for all periods presented is adjusted for the events, other than conversion of potential equity

share, that have changed the number of equity shares outstanding, without a corresponding change in resources.

For the purpose of calculating, diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period is adjusted for the effects of all dilutive potential equity shares.



**JHAVERI CREDITS AND CAPITAL LIMITED**  
**STATEMENT OF CHANGES IN EQUITY AS ON 31st MARCH 2021**

**A Equity Share Capital**

Particulars	Notes	31st March 2021	31st March 2020	1st April 2019
		Rs.	Rs.	Rs.
Opening Balance	16	6,46,33,000	6,46,33,000	6,46,33,000
Changes in equity share capital during the year		-	-	-
<b>Closing Balance</b>		<b>6,46,33,000</b>	<b>6,46,33,000</b>	<b>6,46,33,000</b>

**B Other Equity**

Particulars	Notes	Reserves and Surplus		
		31st March 2021	31st March 2020	1st April 2019
		Rs.	Rs.	Rs.
		Retained Earnings		
Opening Balance	17	92,31,045	1,17,84,910	1,64,87,534
Profit/(Loss) for the year		(39,30,993)	(25,53,865)	(47,02,624)
Other Comprehensive Income		-	-	-
<b>Closing Balance (A)</b>		<b>53,00,052</b>	<b>92,31,045</b>	<b>1,17,84,910</b>
Particulars	Notes	General Reserve		
Balance as per last financial statements	11	23,80,147	23,80,147	23,80,147
Add: Transferred from Special Reserve		-	-	-
Less: Written back in current year		-	-	-
<b>Closing Balance (B)</b>		<b>23,80,147</b>	<b>23,80,147</b>	<b>23,80,147</b>
<b>Total (A+B)</b>		<b>76,80,199</b>	<b>1,16,11,192</b>	<b>1,41,65,057</b>

**Summary of Significant accounting policies Notes to Financial Statements**

The accompanying Notes are an Integral part of Financial Statements  
This is the Statement of Changes in Equity referred to in our report of even date

**FOR MARKS & CO**  
Chartered Accountants  
Firm Reg. No.: 139476W

**FOR & ON BEHALF OF THE BOARD OF DIRECTORS OF  
JHAVERI CREDITS AND CAPITAL LIMITED**

**Rohan D. Mehta**  
Partner  
Membership No. : 142372

**Kamlesh J. Jhaveri**  
Whole Time Director  
DIN :00266242

**Bhaderesh Jhaveri**  
Director  
DIN :00266287

**Bhavesh Nagar**  
Company Secretary

Place :Vadodara  
Date :28<sup>th</sup> June, 2021

Place : Vadodara  
Date :28<sup>th</sup> June , 2021

**JHAVERI CREDITS AND CAPITAL LIMITED**  
**Notes to Financial Statements for the Year ended 31st March 2021**

**Note 1 Cash and Cash Equivalents**

S. No	Particulars	31st March 2021	31st March 2020	1st April 2019
		Rs.	Rs.	Rs.
	Cash on Hand	-	35,990	18,890
	<u>Balance with Banks</u>			
	- In current account	1,89,364	1,29,06,649	1,06,80,827
	<b>Total</b>	<b>1,89,364</b>	<b>1,29,42,639</b>	<b>1,06,99,717</b>

**Note 2 Bank Balance other than Cash and Cash Equivalents**

S. No	Particulars	31st March 2021	31st March 2020	1st April 2019
		Rs.	Rs.	Rs.
	<u>Balance with Banks</u>			
	- Fixed Deposits with maturity more than 3 months	15,00,000	41,25,000	1,81,86,379
	- Interest accrued on fixed deposits with maturity more than 3 months	33,997	1,18,526	3,79,031
	<b>Total</b>	<b>15,33,997</b>	<b>42,43,526</b>	<b>1,85,65,410</b>

Breakup of Fixed Deposits

S. No	Particulars	31st March 2021	31st March 2020	1st April 2019
		Rs.	Rs.	Rs.
	Fixed Deposits under lien with Stock Exchange			
	Fixed Deposits against bank guarantees	15,00,000	41,25,000	1,81,86,379
	<b>Total</b>	<b>15,00,000</b>	<b>41,25,000</b>	<b>1,81,86,379</b>

**Note 3 Trade Receivables**

S. No	Particulars	31st March 2021	31st March 2020	1st April 2019
		Rs.	Rs.	Rs.
	<u>Receivables - considered good - Unsecured</u>			
	Sundry Debtors	1,79,74,077	1,44,59,474	1,49,66,963
	<b>Total</b>	<b>1,79,74,077</b>	<b>1,44,59,474</b>	<b>1,49,66,963</b>

**Note 4 Loans**

S. No	Particulars	31st March 2021	31st March 2020	1st April 2019
		Rs.	Rs.	Rs.
	<b>Loans measured at amortised cost</b>			
	<u>Loans in India, repayable on demand, Unsecured</u>			
	Body Corporate	33,69,603		
	<b>Total</b>	<b>33,69,603</b>	-	-

**Note 5 Investments**

S. No	Particulars	31st March 2021	31st March 2020	1st April 2019
		Rs.	Rs.	Rs.
a	<b>Investment measured at Amortised Cost</b>			
	<u>Investment in equity instruments of entity in which the company has significant influence (Unquoted)</u>			
	Jhaveri Securities Limited (CY:- 9,88,666 Shares of Rs 10/- each, PY:- 988,666 shares of Rs 10/- each)	74,15,000	74,15,000	74,15,000
	Investment in equity instruments of Co-op Bank (Unquoted)			
	Makarpura Co-op Bank (CY:- 5,000 Shares of Rs 10/- each, PY:- 5,000 shares of Rs 10/- each)	50,000	50,000	50,000
	<b>Investment measured at fair value through profit &amp; loss</b>			
	Investment in Mutual Fund (Quoted)			
	DSP BR A.C.E. Fund SR-1 (G) 4984917/30 (CY- NIL, P - 9700 Units @ 10/- per Units)	-	97,000	97,000
	HDFC Floting Debt Fund Wholesale R(G) (CY - 1,14,905.5730 Units @ 37.7792 per Units, PY :- NIL)	43,41,041	-	-
	<b>Total</b>	<b>1,18,06,041</b>	<b>75,62,000</b>	<b>75,62,000</b>

**JHAVERI CREDITS AND CAPITAL LIMITED**  
**Notes to Financial Statements for the Year ended 31st March 2021**

**Note 6 Other Financial Assets (Unsecured, considered good)**

S. No	Particulars	31st March 2021	31st March 2020	1st April 2019
		Rs.	Rs.	Rs.
	<u>Security Deposits</u>			
	Security Deposits - Stock Exchange	1,12,50,000	1,30,00,000	1,00,00,000
	Security Deposit - Others	44,000	44,000	44,000
	<u>Membership Fees</u>			
	Membership Fees - Stock Exchange	5,00,000	5,00,000	5,00,000
	Advance to Employees	-	51,895	1,83,092
	<b>Total</b>	<b>1,17,94,000</b>	<b>1,35,95,895</b>	<b>1,07,27,092</b>

**Note 7 Inventories**

S. No	Particulars	31st March 2021	31st March 2020	1st April 2019
		Rs.	Rs.	Rs.
	Stock in Trade	4,22,63,308	3,61,00,135	3,92,51,380
	<b>Total</b>	<b>4,22,63,308</b>	<b>3,61,00,135</b>	<b>3,92,51,380</b>

**Note 8 Current Tax Assets**

S. No	Particulars	31st March 2021	31st March 2020	1st April 2019
		Rs.	Rs.	Rs.
	Advance Taxes and TDS Receivable	1,98,717	17,68,412	1,22,002
	<b>Total</b>	<b>1,98,717</b>	<b>17,68,412</b>	<b>1,22,002</b>

**Note 10 Other Non Financial Assets**

S. No	Particulars	31st March 2021	31st March 2020	1st April 2019
		Rs.	Rs.	Rs.
1	Balance with Government Authorities	1,07,638	9,079	81,743
2	Prepaid Expenses	2,408	-	-
	<b>Total</b>	<b>1,10,046</b>	<b>9,079</b>	<b>81,743</b>

**Note 11 Trade Payables**

S. No	Particulars	31st March 2021	31st March 2020	1st April 2019
		Rs.	Rs.	Rs.
	Total outstanding dues of micro and small enterprise			
	Total outstanding dues of creditors other than micro and small enterprises:			
	- Trade Payable Clients	1,47,38,349	1,39,02,541	1,39,02,541
	- Trade Payable - Expenses	41,409	1,86,525	95,55,866
	<b>Total</b>	<b>1,47,79,758</b>	<b>1,40,89,066</b>	<b>2,34,58,407</b>

**Note 12 Other Financial Liabilities**

S. No	Particulars	31st March 2021	31st March 2020	1st April 2019
		Rs.	Rs.	Rs.
	Audit Fees Payable	25,000	55,000	1,34,000
	Professional Fees Payable	45,000	-	-
	Employee Benefits Payable	31,828	-	1,07,462
	Other Expenses Payable	18,750	70,000	47,317
	<b>Total</b>	<b>1,20,578</b>	<b>1,25,000</b>	<b>2,88,779</b>

**Note 13 Provisions**

S. No	Particulars	31st March 2021	31st March 2020	1st April 2019
		Rs.	Rs.	Rs.
	Provision for Bad and Doubtful Debts	-	3,79,053	-
	<b>Total</b>	<b>-</b>	<b>3,79,053</b>	<b>-</b>

**JHAVERI CREDITS AND CAPITAL LIMITED**  
Notes to Financial Statements for the Year ended 31st March 2021

**Note 9 Property, Plant and Equipment**

S. No	Particulars	Gross Block				Depreciaton/Adjustment <sup>#</sup>				Net Block	
		As on 1.04.2020	Addition during the year	Deduction during the year	As on 31.03.2021	As on 1.04.2020	Addition during the year	Deduction during the year	As on 31.03.2021	WDV as on 31.03.2021	WDV as on 31.03.2020
1	Building and Civil Construction	9,42,719	-	-	9,42,719	5,75,499	16,385	-	5,91,884	3,50,835	3,67,220
	<b>TOTAL</b>	<b>9,42,719</b>	<b>-</b>	<b>-</b>	<b>9,42,719</b>	<b>5,75,499</b>	<b>16,385</b>	<b>-</b>	<b>5,91,884</b>	<b>3,50,835</b>	<b>3,67,220</b>
	<b>Previous year</b>	<b>70,49,745</b>		<b>61,07,027</b>	<b>9,42,719</b>	<b>62,94,916</b>	<b>85,068</b>	<b>58,04,485</b>	<b>5,75,499</b>	<b>3,67,220</b>	<b>7,54,830</b>

**JHAVERI CREDITS AND CAPITAL LIMITED**  
**Notes to Financial Statements for the Year ended 31st March 2021**

**Note 14 Deferred Tax Liabilities (Net)**

S. No	Particulars	31st March 2021	31st March 2020	1st April 2019
		Rs.	Rs.	Rs.
1	<b>Timing Difference on account of:</b>			
	Difference between book value of Depreciable assets as per books of account	3,50,835	3,67,220	
	Employees Contribution towards staff welfare Scheme Sec 36(1)(va)	22	-	
	<b>Total Timing Difference</b>	3,50,835	3,67,220	-
	<b>Rate of Tax (%)</b>	26.00	26.00	26.00
2	<b>Deferred Tax liability</b>			
	Fixed Asset: Impact of difference between book value of Depreciable assets as	91,217	95,477	-
	<b>Gross Deferred tax liability</b>	91,217	95,477	-
2	<b>Deferred Tax Assets</b>			
	Fixed Asset: Impact of difference between book value of Depreciable assets as	-		24,347
	Employees Contribution towards staff welfare Scheme Sec 36(1)(va)	6		133
	<b>Gross Deferred tax Assets</b>	6	-	24,480
	<b>Net Gross Liability/(Assets)</b>	91,211	95,477	(24,480)
	Provision for Deferred Tax Liability to be created/(reversed) for the year	20,214	(24,480)	-
	<b>Net deferred tax Asset/Liabilities</b>	<b>91,211</b>	<b>70,997</b>	<b>(24,480)</b>

**Note 15 Other Non Financial Liabilities**

S. No	Particulars	31st March 2021	31st March 2020	1st April 2019
		Rs.	Rs.	Rs.
	ESIC Contribution Payable	435		3,827
	PF Contribution Payable	2,106		24,184
	Professional Tax Payable	350		1,600
	Stamp Duty Payable	-	-	34,475
	Income Tax Payable	22,02,967	1,10,233	1,10,233
	TDS Payable	79,386	29,838	36,056
	<b>Total</b>	<b>22,85,244</b>	<b>1,40,071</b>	<b>2,10,375</b>

**Note 16 Share Capital**

S. No	Particulars	31st March 2021	31st March 2020	1st April 2019
		Rs.	Rs.	Rs.
1	<b><u>AUTHORISED CAPITAL</u></b>			
	70,00,000 Equity Shares of Rs 10/- each (Previous year - 70,00,000 Equity Shares of Rs 10/- each )	7,00,00,000	7,00,00,000	7,00,00,000
	30,00,000 Preference Shares of Rs 10/- each (Previous year - 30,00,000 Preference Shares of Rs 10/- each )	3,00,00,000	3,00,00,000	3,00,00,000
		<b>10,00,00,000</b>	<b>10,00,00,000</b>	<b>10,00,00,000</b>
2	<b><u>ISSUED , SUBSCRIBED &amp; PAID UP CAPITAL</u></b>			
	64,63,300 Equity Shares of Rs 10/- each (Previous year - 64,63,300 Equity Shares of Rs 10/- each )	6,46,33,000	6,46,33,000	6,46,33,000
	<b>Total</b>	<b>6,46,33,000</b>	<b>6,46,33,000</b>	<b>6,46,33,000</b>

**a. Reconciliation of the Authorised Share Capital at the beginning and at the end of the year**

S.No	Particulars	Equity Shares	
	<b><u>AUTHORISED CAPITAL</u></b>		
	Balances of Shares as at 01st April, 2019	1,00,00,000	10,00,00,000
	Add: Capital Increased during the year	-	-
	Balances of Shares as at 31st March, 2020	1,00,00,000	10,00,00,000
	Add: Capital Increased during the year		
	<b>Closing balance of Shares at the end of the year 31st March 2021</b>	<b>1,00,00,000</b>	<b>10,00,00,000</b>

**JHAVERI CREDITS AND CAPITAL LIMITED**  
**Notes to Financial Statements for the Year ended 31st March 2021**

**b. Reconciliation of the Shares outstanding at the beginning and at the end of the year**

S.No	Particulars	Equity Shares	
	<b>ISSUED , SUBSCRIBED &amp; PAID UP CAPITAL</b>		
	Balances of Shares as at 01st April, 2019	64,63,300	6,46,33,000
	Add: Capital Increased during the year	-	-
	Less: Buyback of shares during the year	-	-
	Balances of Shares as at 31st March, 2020	64,63,300	6,46,33,000
	Add: Capital Increased during the year	-	-
	Less: Buyback of shares during the year	-	-
	<b>Closing balance of Shares at the end of the year 31st March 2021</b>	<b>64,63,300</b>	<b>6,46,33,000</b>

**c. Terms/rights attached to the shares**

*The Company has only one class of shares referred to as equity shares having par value of Rs.10. 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 any of the remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.*

**e. Details of Shareholders holding more than 5 % shares of the Company**

S. No	Name of the Shareholder	Share holding Percentage (%)	31st March 2021	31st March 2020	1st April 2019
			Rs.	Rs.	Rs.
1	<b>Equity shares of Rs.10 each fully paid</b>				
a	Rajesh J. Jhaveri	0.00%	-	-	3,24,000
b	Kamlesh J. Jhaveri	50.17%	32,42,440	15,88,621	5,91,521
c	K. J. Jhaveri HUF	0.00%	-	13,73,619	13,47,819
d	Bhadresh J. Jhaveri	5.34%	3,45,100	3,45,100	3,45,100
	<b>Total</b>		<b>32,42,440</b>	<b>15,88,621</b>	<b>26,08,440</b>

**Note 17 Other Equity**

S. No	Particulars	31st March 2021	31st March 2020	1st April 2019
		Rs.	Rs.	Rs.
1	<b>Retained Earnings</b>			
	<u>Surplus/(Deficit) in the Statement of Profit and Loss</u>			
	Balance as per last financial statements	92,31,045	1,17,84,910	1,64,87,534
	Add: Profit/(Loss) for the Year	(39,30,993)	(25,53,865)	(47,02,624)
	Add: Other Comprehensive Income	-	-	-
	Less: Appropriations	-	-	-
	Net Surplus/(Deficit) in the Statement of Profit and Loss	53,00,052	92,31,045	1,17,84,910
	<b>Total</b>	<b>53,00,052</b>	<b>92,31,045</b>	<b>1,17,84,910</b>
2	<b>General Reserve</b>			
	Balance as per last financial statements	23,80,147	23,80,147	23,80,147
	Add: Transferred from Special Reserve	-	-	-
	Less : Written back in current year	-	-	-
	Closing Balance	23,80,147	23,80,147	23,80,147
	<b>Total</b>	<b>23,80,147</b>	<b>23,80,147</b>	<b>23,80,147</b>

**JHAVERI CREDITS AND CAPITAL LIMITED**  
Notes to Financial Statements for the Year ended 31st March 2021

**Note 18 Interest Income**

S. No	Particulars	31st March 2021	31st March 2020
		Rs.	Rs.
	<b>On Financial Assets measured at amortised cost</b>		
1	Interest income on loans and advances	7,77,949	-
2	Interest Income on Fixed Deposits with bank	1,37,234	11,32,247
	<b>Total</b>	<b>9,15,183</b>	<b>11,32,247</b>

**Note 19 Fees and Commission Income**

S. No	Particulars	31st March 2021	31st March 2020
		Rs.	Rs.
	<u>Services rendered at point of time in India</u>		
1	Brokerage Income	-	42,58,698
2	Commission Income on Mutual Fund	9,53,386	-
	<b>Total</b>	<b>9,53,386</b>	<b>42,58,698</b>

**Note 20 Other Income**

S. No	Particulars	31st March 2021	31st March 2020
		Rs.	Rs.
1	Dividend on Shares	80	55,984
2	Profit from Trading	4,66,216	56,921
3	Profit on sale of Mutual Fund	1,45,252	-
4	Rent Income	60,000	60,000
5	Miscellaneous Income	20,048	1,07,625
	<b>Total</b>	<b>6,91,596</b>	<b>2,80,530</b>

**Note 21 Finance Costs**

S. No	Particulars	31st March 2021	31st March 2020
		Rs.	Rs.
	<b>On financial liabilities measured at amortised cost</b>		
	Interest Expenses	1,267	-
	Bank Gaurantee Charges Bank Charges	1,180	12,029
		2,359	-
	<b>Total</b>	<b>4,806</b>	<b>12,029</b>

**Note 22 Fees and Commission Expenses**

S. No	Particulars	31st March 2021	31st March 2020
		Rs.	Rs.
1	Annual Custody Charges	45,000	-
2	Annual Fees - MCX	29,959	-
3	Annual Listing Charges	3,00,000	-
	<b>Total</b>	<b>3,74,959</b>	<b>-</b>

**Note 23 Employee benefit expense**

S. No	Particulars	31st March 2021	31st March 2020
		Rs.	Rs.
1	Director Remuneration	-	3,00,000
2	Salary, Wages and Bonus	93,515	21,64,669
3	Contribution to Provident and Other Funds	1,325	-
	<b>Total</b>	<b>94,840</b>	<b>24,64,669</b>

**Note 24 Depreciation & amortization expenses**

S. No	Particulars	31st March 2021	31st March 2020
		Rs.	Rs.
1	Depreciation/Amortisation on Tangible assets	16,385	85,068
	<b>Total</b>	<b>16,385</b>	<b>85,068</b>

**JHAVERI CREDITS AND CAPITAL LIMITED**  
Notes to Financial Statements for the Year ended 31st March 2021

**Note 25 Other Expenses**

S. No	Particulars	31st March 2021	31st March 2020
		Rs.	Rs.
	Audit Fee	45,000	55,000
	Bad Debts	-	3,79,053
	Business Development Charges	81,491	-
	Commission Expenses	-	26,81,471
	Conveyance Expenses	4,500	-
	Communication Expenses	-	7,408
	Demat Charges	31,069	-
	Electricity Expenses	200	1,65,257
	Insurance Charges	1,688	20,922
	Interest on TDS	124	450
	Legal and Professional Expenses	13,08,377	3,00,794
	Loss on sale of Fixed Assets	-	2,08,110
	Miscellaneous Expenses	1,26,268	14,717
	Printing and Stationery Expenses	18,750	6,705
	Rent, Rates and Taxes	1,50,952	8,66,111
	Repairs and Maintenance	2,792	1,70,437
	Statutory Expenses	38,363	-
	Trading Expenses	3,09,234	6,91,662
	<b>Grand Total</b>	<b>21,18,809</b>	<b>55,68,097</b>

**Note 26 Earning per share (EPS)**

S. No	Particulars	31st March 2021	31st March 2020
		Rs.	Rs.
1	<b>Total Operations for the year</b>		
	Profit/(loss) after tax	(39,30,993)	(25,53,865)
2	<b>Net Profit/(loss) for calculation of Basic EPS</b>	(39,30,993)	(25,53,865)
3	<b>Net Profit/(loss) for calculation of Diluted EPS</b>	(39,30,993)	(25,53,865)
	Weighted average number of equity shares for Basic EPS	64,63,300	64,63,300
	Weighted average number of equity shares for Diluted EPS	64,63,300	64,63,300
4	<b>Earning Per Share</b>		
	1) Basic	<b>(0.61)</b>	<b>(0.40)</b>
	2) Diluted	<b>(0.61)</b>	<b>(0.40)</b>

**Note 27 Payment to Auditors**

S. No	Particulars	31st March 2021	31st March 2020
		Rs.	Rs.
	For Statutory Audit	20,000	25,000
	For Tax Audit	10,000	15,000
	For Other matters/reimbursement of expenses	15,000	15,000
	<b>Total</b>	<b>45,000</b>	<b>55,000</b>

**Note 28 Contingent Liabilities and Commitments**

S. No	Particulars	31st March 2021	31st March 2020
		Rs.	Rs.
1	Contingent Liabilities		
	a) Claims against the Company / disputed liabilities not acknowledged as debts <sup>1</sup>	1,37,12,000	1,39,02,541
	b) Guarantees Commitments	-	-
2	Estimated amount of Contract remaining to be executed on Capital account and not		
	a) Other Commitments	-	-
	b)	-	-
	<b>Total</b>	<b>1,37,12,000.00</b>	<b>1,39,02,541.00</b>

<sup>1</sup> Litigation pending at NSEL Spot Exchange - Rs 13,651,000/-

Levy and Payment of Penalty of Rs 61,000/- plus GST by BSE for Non appointment of CS with prescribed time. However, company has written letter to BSE for waiver of such penalty and Company is affirm that such penalty will be waived off.

**Note 29 Micro, Small and Medium Enterprises Development Act, 2006.**

During the financial year, the company has not identified the micro, small and medium enterprises as required by Micro, Small and Medium

Enterprises Development Act, 2006. Hence the information in respect of outstanding to such enterprises are not available for disclosure.



**JHAVERI CREDITS AND CAPITAL LIMITED**  
**Notes to Financial Statements for the Year ended 31st March 2021**

**Note 30 Disclosure in Accordance with IND AS-19 on "Employee Benefits"**

The Company has not recognized any amounts in the Statement of Profits and Loss for the year relating to Employee Benefit Expenses the same is shown as liability and paid off within the due date

**Note 31 Disclosure in Accordance with IND AS-17 on "Leases"**

**Operating Lease**

The Company has recognized the following amounts in the Statement of Profits and Loss for the year as Obligations on long term, non cancellable operating leases:

The Lease rental charged during the year is as under

Particulars	31st March 2021	31st March 2020
	Rs.	Rs.
Lease Rentals	1,20,000	7,39,800

The operating lease arrangements, are renewable on a periodic basis and extend upto a maximum of 11 months from their respective dates of inception and relate to rented premises. Some of these lease agreements have price escalation clauses.

**Note 32 Disclosure in Accordance with IND AS- 108 on Segment Reporting**

The Company's operations predominantly relate to commission on mutual fund and is the only operating segment of the Company. The management reviews the operations of the Company as one operating segment. Hence no separate segment information has been furnished herewith. The Company operates in one geographical segment namely within India and hence no separate information for geographic segment wise disclosure is required.

**JHAVERI CREDITS AND CAPITAL LIMITED**  
**Notes to Financial Statements for the Year ended 31st March 2021**

**Note 33 Related Party disclosures**

As per IND AS 24 'Related Party Disclosure', and Companies Act, 2013, the disclosure of transactions with the related parties are given below:

**A. Related Parties**

S.No	Particulars	Relationship
1	Mr. Kamlesh J Jhaveri	Whole Time Director
2	Mrs Bela Jhaveri	Women Director
3	Mr. Vatsal Desai <sup>1</sup>	Chief Financial Officer
4	Mr. Bhavesh Nagar <sup>2</sup>	Company Secretary
5	Mr. Karan K Jhaveri	Son of Director
6	Jhaveri Securities Limited	Company in which Director of the Company are Director
7	Trust Finstock Pvt. Ltd	Common Shareholders

1 Resigned on 12th February 2021

2 Appointed on 14th December 2020

**B. Related Party Transaction**

S. No	Particulars	31st March 2021	31st March 2020
		Rs.	Rs.
A	<b>Transactions During The Year</b>		
	<u>Rent Expenses</u>		
	Key Managerial Personnel - Director	1,20,000	4,20,000
	<u>Salary</u>		
	Key Managerial Personnel	55,730	1,89,544
	Relatives of Key Managerial Personnel		4,79,944
	<u>Performance Incentive</u>		
	Key Managerial Personnel	-	2,30,911
	<u>Director Remuneration</u>		
	Key Managerial Personnel	-	3,00,000
	<u>Professional Fees</u>		
	Relatives of Director	10,00,000	-
	<u>Rent Income</u>		
	Company in which Director of the Company are Director	60,000	60,000
	<u>Mutual Fund Commission Income</u>		
	Company in which Director of the Company are Director	9,53,386	-
	<u>Purchase of Shares</u>		
	Company in which Director of the Company are Director	3,86,98,864	2,72,23,958
	<u>Sales of Shares</u>		
	Company in which Director of the Company are Director	3,17,97,032	3,04,13,294

**JHAVERI CREDITS AND CAPITAL LIMITED**  
**Notes to Financial Statements for the Year ended 31st March 2021**

**Note 34 Financial instruments by category**

As at of 31st March 2021:

Particulars	Amortised Cost	Financial assets/ liabilities at fair value through profit or loss		Financial assets/liabilities at fair value through OCI
		Designated upon initial recognition or subsequent	Mandatory	
<b>Assets</b>				
Cash and Cash Equivalents	1,89,364	-	-	-
Trade receivables	1,79,74,077	-	-	-
Loans	33,69,603	-	-	-
Investments	74,65,000	43,41,041	-	-
Other financial assets	1,17,94,000	-	-	-
<b>Total</b>	<b>4,07,92,044</b>	<b>43,41,041</b>	-	-
<b>Liabilities</b>				
Trade payables	1,47,79,758	-	-	-
Other financial liabilities	1,20,578	-	-	-
<b>Total</b>	<b>1,49,00,336</b>	-	-	-

As at of 31st March 2020:

Particulars	Amortised Cost	Financial assets/ liabilities at fair value through profit or loss		Financial assets/liabilities at fair value through OCI
		Designated upon initial recognition or subsequent	Mandatory	
<b>Assets</b>				
Cash and Cash Equivalents	1,29,42,639	-	-	-
Trade receivables	1,44,59,474	-	-	-
Loans	-	-	-	-
Investments	74,65,000	97,000	-	-
Other financial assets	1,35,95,895	-	-	-
<b>Total</b>	<b>4,84,63,008</b>	<b>97,000</b>	-	-
<b>Liabilities</b>				
Trade payables	1,40,89,066	-	-	-
Other financial liabilities	1,25,000	-	-	-
<b>Total</b>	<b>1,42,14,066</b>	-	-	-



**JHAVERI CREDITS AND CAPITAL LIMITED**  
**Notes to Financial Statements for the Year ended 31st March 2021**

As at 01st April 2019:

Particulars	Amortised Cost	Financial assets/ liabilities at fair value through profit or loss		Financial assets/liabilities at fair value through OCI
		Designated upon initial recognition or subsequent	Mandatory	
<b>Assets</b>				
Cash and Cash Equivalents	1,06,99,717	-	-	-
Trade receivables	1,49,66,963	-	-	-
Loans	-	-	-	-
Investments	74,65,000	97,000	-	-
Other financial assets			-	-
<b>Total</b>	<b>3,31,31,680</b>	<b>97,000</b>	<b>-</b>	<b>-</b>
<b>Liabilities</b>				
Trade payables	2,34,58,407	-	-	-
Other financial liabilities	2,88,779	-	-	-
<b>Total</b>	<b>2,37,47,185</b>	<b>-</b>	<b>-</b>	<b>-</b>

The management assessed that cash and cash equivalents, trade receivables, other current assets, trade payables, borrowings and other current liabilities approximate their carrying amounts largely due to the short-term maturities of these instruments.

**JHAVERI CREDITS AND CAPITAL LIMITED**  
**Notes to Financial Statements for the Year ended 31st March 2021**

**Note 35 Fair Value Hierarchy**

Level I - Quoted prices (unadjusted) in active markets for identical assets or liabilities

Level II - Inputs other than quoted prices included within Level I that are observable for the asset or liability, either directly (i.e., as prices) or indirectly (i.e., derived from prices).

Level III - Inputs for the assets or liabilities that are not based on observable market data (unobservable inputs)

The following table provides the fair value measurement hierarchy of the assets and liabilities as of 31st March 2021:

Sr No	Particulars	As of 31st March 2021	Fair Value measurement at the end of the reporting year using		
			Level I	Level II	Level III
1	Assets Investments	43,41,041	43,41,041	-	-

The following table provides the fair value measurement hierarchy of the assets and liabilities as of 31st March 2020

Sr No	Particulars	As of 31st March 2020	Fair Value measurement at the end of the reporting year using		
			Level I	Level II	Level III
1	Assets Investments	97,000	97,000	-	-

The following table provides the fair value measurement hierarchy of the assets and liabilities as of 01st April, 2019:

Sr No	Particulars	01st April 2019	Fair Value measurement at the end of the reporting year using		
			Level I	Level II	Level III
1	Assets Investments	97,000	97,000	-	-

**JHAVERI CREDITS AND CAPITAL  
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**Notes to Financial Statements for the Year ended 31st March 2021**

**Note 36 Financial risk management objectives and policies**

**Financial Risk Factors**

1. The company is exposed with various financial risks so to mitigate such risks the quantitative, data of trading / movement in valuation is put up before monthly meeting and quarterly result evaluation meeting of the board.
2. The Velocity of market viz.a viz. effect in return is within knowledge of management.
3. Any sudden fall or rise in market movement, any change or deviation in Government policies or international events are watched carefully by key personnel and management.

**Market risk**

1. Market risk is the risk that the fair value or cash flows of a financial instrument will fluctuate due to changes in market prices. Market risk reflects interest rate risk, currency risk and other price risks.
2. The Company has limited criteria of dealing in trading of financial instruments. A close watch on market and index movement in stock exchange is observed.
3. The Velocity of market viz.a viz. effect in return is within knowledge of KMPs.

**Interest rate risk**

1. As on the reporting date, the company does not have any borrowing in the Financial Statements so that there is no Interest rate risk.

**Foreign currency risk**

1. As on the reporting date, the company does not have exposure in foreign currency, therefore it is not exposed to currency risk.

**Credit risk**

1. Credit risk is the risk that one party to a financial instrument will cause a loss for the other party by failing to pay for its obligation.
2. The company's investments are mainly in liquid form, does not pass any risk to creditors & the Company's obligations on any contingences of honouring any obligation of risk coverage.

**Trade receivable**

1. The company has major receivables from exchange only which are unsecured in nature but there is no historical loss incurred in respect of such receivables

**Loans**

1. The company do not have any loans against Margin Trading facilities so exposure regarding such credit default risk is not associated.

**Liquidity risk**

1. Liquidity risk is the risk that an entity will have difficulties in paying its financial liabilities. As the company has investments are mainly in liquid form so such risk is majorly mitigated but still KMPs are regularly closely monitoring such liquidity risks.

The table below summarises the maturity profile of the Company financial liabilities based on contractual undiscounted payments

**Year ended 31 March 2021**

Particulars	On demand	Less than 3 months	3 to 12 months	1 to 5 years	> 5 years	Total
	INR Lacs	INR Lacs	INR Lacs	INR Lacs	INR Lacs	INR Lacs
Other financial liabilities	1,20,578	-		-	-	1,20,578
Trade and other payables	-	1,47,79,758		-	-	1,47,79,758
<b>Total</b>	<b>1,20,578</b>	<b>1,47,79,758</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>1,49,00,336</b>

**JHAVERI CREDITS AND CAPITAL LIMITED**  
**Notes to Financial Statements for the Year ended 31st March 2021**

**Note 37 First Time Adoption of Ind AS**

These financial statements for the year ended 31<sup>st</sup> March 2020, are the first the Company has prepared in accordance with 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, 2019 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 1 have been applied in preparing the financial statements for the year ended 31st March, 2021 and the comparative information. This note explains the principal adjustments made by the Company in restating Company's Balance Sheet, Statement of Profit and Loss as under.

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 accordingly applied the following exemptions:-

a) Deemed Cost:-

The Company is allowed to measure an item of Property, plant and equipment at the transition date to Ind AS at its fair value and use this fair value as its deemed cost at the date of transition. Accordingly, the Company has measured its Freehold land at fair value as on the date of transition to Ind AS and considered that as the deemed cost as on 1st April 2015.

The Company is allowed to value Property, plant and equipment at carrying value as recognized in Financials as per previous GAAP as at the transition date. The Company has elected to avail this exemption. Accordingly, the Company has shown its Property, plant and equipment at carrying value as shown previously under IGAAP.

**RECONCILIATION OF EQUITY AS AT 01st April 2019 (date of transition to Ind AS)**

S.No.	Particulars	Local GAAP	Effects of Transition to IND-AS	IND AS
		Rs.	Rs.	Rs.
<b>I</b>	<b>ASSETS</b>			
(1)	<b>Financial Assets</b>			
	Cash and Cash Equivalents	1,06,99,717	-	1,06,99,717
	Bank Balance other than (a) above	1,85,65,410	-	1,85,65,410
	Receivables			-
	Trade Receivables	1,49,66,963	-	1,49,66,963
	Other Receivables	-	-	-
	Loans			-
	Investments	75,62,000	-	75,62,000
	Other financial assets	1,07,27,092	-	1,07,27,092
(2)	<b>Non - Financial Assets</b>			
	Inventories	3,92,51,380	-	3,92,51,380
	Current Tax Assets (Net)	1,22,002	-	1,22,002
	Deferred tax Assets (Net)	24,480	-	24,480
	Property, Plant and Equipment	7,54,830	-	7,54,830
	Other Non Financial Assets	81,743	-	81,743
	<b>Total</b>	<b>10,27,55,617</b>	<b>-</b>	<b>10,27,55,617</b>
<b>II</b>	<b>EQUITY AND LIABILITIES</b>			
(1)	<b>LIABILITIES</b>			
	<b>Financial Liabilities</b>			
	Payables			-
	(i) Trade payables			-
	- total outstanding dues of micro and small enterprises			-
	- total outstanding dues of creditors other than micro and small enterprises	2,37,47,185	-	2,37,47,185
	(ii) Other Payables			-
	- total outstanding dues of micro			-
	- total outstanding dues of			-
	Other financial liabilities	-	-	-
	<b>Non - Financial Liabilities</b>			
	Provisions	-	-	-
	Deferred tax liabilities (Net)			-
	Other Non Financial Liabilities	2,10,375		2,10,375
(2)	<b>Equity</b>			
	(a) Equity Share Capital	6,46,33,000	-	6,46,33,000
	(b) Other Equity	1,41,65,057	-	1,41,65,057
	<b>Total</b>	<b>10,27,55,617</b>	<b>-</b>	<b>10,27,55,617</b>



**JHAVERI CREDITS AND CAPITAL LIMITED**  
**Notes to Financial Statements for the Year ended 31st March 2021**

**RECONCILIATION OF EQUITY AS AT 31st March 2020**

S.No.	Particulars	Local GAAP	Effects of Transition to IND-AS	IND AS
		Rs.	Rs.	Rs.
<b>I</b>	<b>ASSETS</b>			
(1)	<b>Financial Assets</b>			
	Cash and Cash Equivalents	1,29,42,639	-	1,29,42,639
	Bank Balance other than (a) above	42,43,526		42,43,526
	Receivables			
	Trade Receivables Other	1,44,59,474	-	1,44,59,474
	Receivables			
	Loans	-	-	
	Investments	75,62,000	-	75,62,000
	Other financial assets <b>Non</b>	1,35,95,895	-	1,35,95,895
(2)	<b>- Financial Assets</b>			
	Inventories	3,61,00,135	-	3,61,00,135
	Current Tax Assets (Net)	17,68,412	-	17,68,412
	Deferred tax Assets (Net)		-	-
	Property, Plant and Equipment	3,67,220	-	3,67,220
	Other Non Financial Assets	9,079	-	9,079
	<b>Total</b>	<b>9,10,48,379</b>	<b>-</b>	<b>9,10,48,379</b>
<b>II</b>	<b>EQUITY AND LIABILITIES LIABILITIES</b>			
(1)	<b>Financial Liabilities</b>			
	Payables			
	(i) Trade payables			
	- total outstanding dues of micro and small enterprises			
	- total outstanding dues of creditors other than micro and small enterprises	1,40,89,066		1,40,89,066
	(ii) Other Payables		-	
	- total outstanding dues of micro and small enterprises			
	- total outstanding dues of creditors other than micro and small enterprises			
	Other financial liabilities	1,25,000	-	1,25,000
	<b>Non - Financial Liabilities</b>			
	Provisions	3,79,053		3,79,053
	Deferred tax liabilities (Net)	70,997	-	70,997
	Other Non Financial Liabilities	1,40,071	-	1,40,071
(2)	<b>Equity</b>			
	(a) Equity Share Capital	6,46,33,000	-	6,46,33,000
	(b) Other Equity	1,16,11,193	-	1,16,11,193
	<b>Total</b>	<b>9,10,48,379</b>	<b>-</b>	<b>9,10,48,379</b>

**Explanations for Reconciliation of Balance Sheet as previously reported under IGAAP to INDAS**

- A Investments
- a) The investment in Mutual Funds are carried at fair value through profit and loss under IND AS compared to being carried at lower of cost or market value under IGAAP.

**JHAVERI CREDITS AND CAPITAL LIMITED**  
Notes to Financial Statements for the Year ended 31st March 2021

**RECONCILIATION OF STATEMENT OF PROFIT AND LOSS for the year ended 31st March 2020**

S.No.	Particulars	Local GAAP	Effects of Transition to	IND AS
		Rs.	IND-AS	Rs.
I	Revenue from operations			
	Interest Income	11,32,247	-	11,32,247
	Fees and Commission Income	42,58,698	-	42,58,698
	<b>Total Revenue From Operations</b>	<b>53,90,945</b>	<b>-</b>	<b>53,90,945</b>
II	Other Income	2,80,530	-	2,80,530
III	<b>Total Income (I + II)</b>	<b>56,71,475</b>	<b>-</b>	<b>56,71,475</b>
	Expenses:			
	Finance Costs	12,029	-	12,029
	Fees and Commission Expenses	-	-	-
	Employee Benefits Expenses	24,64,669	-	24,64,669
	Depreciation, amortization and impairment	85,068	-	85,068
	Other expenses	55,68,097	-	55,68,097
IV	<b>Total Expenses</b>	<b>81,29,863</b>	<b>-</b>	<b>81,29,863</b>
V	Profit before exceptional items and tax (III - IV)	<b>(24,58,388)</b>	<b>-</b>	<b>(24,58,388)</b>
V	Exceptional Items	-	-	-
VII	Profit before tax (V - VI)	<b>(24,58,388)</b>	<b>-</b>	<b>(24,58,388)</b>
VIII	<u>Tax Expense:</u>			
	Current Tax	-	-	-
	Adjustment of tax relating to earlier periods	-	-	-
	MAT Credit Entitlement	-	-	-
	Deferred tax	95,477	-	95,477
IX	Profit after Tax for the period (VII - VIII)	<b>(25,53,865)</b>	<b>-</b>	<b>(25,53,865)</b>
X	Other comprehensive income			
A	Items that will not be reclassified to profit or loss (specify items and amounts)		-	-
	Income tax relating to items that will not be reclassified to profit or loss		-	-
	Subtotal of A		-	-
B	Items that will be reclassified to profit or loss (specify items and amounts)		-	-
	Income tax relating to items that will be reclassified to profit or loss		-	-
	Subtotal of B	-	-	-
	Total Other Comprehensive income for the year (A+B)	<b>-</b>	<b>-</b>	<b>-</b>
	Total comprehensive income for the year	<b>(25,53,865)</b>	<b>-</b>	<b>(25,53,865)</b>

**JHAVERI CREDITS AND CAPITAL LIMITED**  
**Notes to Financial Statements for the Year ended 31st March 2021**

**Note 38**

In the opinion of the Board of the Directors of the Company, the current assets, loans and advances have a value on realization in the ordinary course of the business at least equal to the amount at which they are stated in the Balance Sheet and provision for all known liabilities have been made in the accounts except as stated otherwise.

**Note 39**

The Company has approached the NCDEX/NCCL as well as MCX for surrender of the company's membership of respective exchanges and filled the surrender application on 20th January, 2020. The respective exchanges have accepted the application made by the company and therefore the broking business of the said exchanges has been discontinued. Further as discussed on the said matter the board of directors of the company has decided in their board meeting held on 2nd January, 2020 that to consider other business prospect & future plan of the company to consider Financing, Investments & Broking consultancy business and undertake all efforts in market research and will prepare business plan as per the favorable market conditions.

**Note 40**

Previous Years figures have been regrouped and rearranged wherever necessary to confirm with that of current year.

**FOR MARKS & Co**  
**Chartered Accountants**  
Firm Reg. No.: 139476W

**FOR & ON BEHALF OF THE BOARD OF DIRECTORS OF**  
**JHAVERI CREDITS AND CAPITAL LIMITED**

**Rohan D. Mehta**  
Partner  
Membership No. : 142372

**Kamlesh J. Jhaveri**  
Whole Time Director  
DIN : 00266242

**Bhaderesh Jhaveri**  
Director DIN  
: 00266287

**Bhavesh Nagar**  
Company Secretary

Place : Vadodara  
Date : 28<sup>th</sup> June, 2021

Place : Vadodara  
Date : 28<sup>th</sup> June, 2021

**UDIN :21142372AAAAEV6769**