



SPS FINQUEST LIMITED

CIN : L67120MH1996PLC098051

27th Annual Report

ANNUAL REPORT

2022-2023

Directors	Mr. Sandeep P. Shah, Chairman DIN 00368350 Mr. Girish T. Jajoo, Managing Director DIN 03108620 Ms. Mahita S. Shah, Director (From 28 th September 2022 to 22 nd August 2023) DIN 09674887 Ms. Megha M. Mehta, Independent Director (From 28 th September 2022) DIN 09720126 Mr. Priyesh Jhaveri, Independent Director (upto 16th June 2023) DIN 01928047 Ms. Ankita M. Shah, Independent Director (upto 16th June 2023) DIN 06508838
Company Secretary	Mrs. Sarita H Jotaniya
Bankers	Bank of India ICICI Bank Indusind Bank
Auditors	Shah & Salva LLP
Registered Office	R-514, 5 th Floor, Rotunda Building, B. S. Marg, Fort, Mumbai- 400 001. PhoneNo.022-22722488 Website : www.spsfinquest.co.in Email : info@spsfinquest.co.in CIN : L67120MH1996PLC098051
Registrar & Share Transfer Agent (w.e.f. 01/09/2022)	Purva Shareregistry (India) Pvt. Ltd. 9, Shiva Shakhty Industrial Estate, Ground Floor, Sitaram Mill Compound, J.R.Boricha Marg, Lower Parel. Mumbai 400 011, Tel: 022-23016761/8261 Email: support@purvashare.com Website: www.purvashare.com
Registrar & Share Transfer Agent (up to 31/08/2022)	Universal Capital Securities Pvt.Ltd. (Formerly known as M/s.Mondkar Computers Pvt.Ltd.) C-101, 247 Park, LBS Road Vikroli west, Mumbai 400 083 Tel: 022- 28207203-05 Fax: 022- 28207207 Email ID :- info@unisec.in , Web :- www.unisec.in .

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NOTICE

NOTICE is hereby given that the 27th Annual General Meeting of the Members of SPS Finquest Limited will be held at 4.00 p.m. on Friday, the 29th September, 2023 at Bhangwadi Shopping Complex, 2nd floor, Bhangwadi, Kalbadevi Road, Mumbai 400 002, to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as on 31st March, 2023 and Statement of Profit & Loss Account for the year ended on that date along with Directors' Report and Auditors' Report thereon.
2. To appoint a Director in place of Mr. Sandeep P. Shah (DIN 00368350), who retires by rotation and being eligible offers himself for re-appointment.

SPECIAL BUSINESS

3. 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 149, 150 and 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the rules made thereunder, Mr. Kirit B. Rathod (DIN: 10289051), who was appointed as an Additional Director by the Board of Directors in its meeting held on 22/08/2023 and on who hold the office upto the date of this Annual general Meeting, be and is hereby appointed as an Independent Director of the Company to hold the office for a term of five (5) consecutive years upto 21/08/2028.”

4. To consider and, if thought fit, to pass with or without modifications the following as a Special Resolution:

“RESOLVED THAT subject to the provisions of Sections 196, 197 and 203 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V to the Companies Act, 2013 and rules made thereunder (including any statutory modification or re-enactment thereof) consent of the Company be and is hereby accorded to the re-appointment of Mr. Girish Jajoo (DIN: 03108620) as a Managing Director of the Company for a period of five years with effect from 1st February, 2024 to 31st January, 2029 (both days inclusive) at a managerial remuneration as specified in detail along with other terms and conditions of his re-appointment in the draft agreement to be entered into between the Company and Mr. Girish Jajoo and that the Board of Directors of the Company be and is hereby authorized to revised, amend, alter or otherwise vary the terms and conditions of his re-appointment from time to time as it deems fit and expedient, but at no time the remuneration payable to Mr. Girish Jajoo shall exceed the maximum limit prescribed in Section I of Part II of Schedule V to the Companies Act, 2013 and in the event of the Company not earning profit or inadequacy of profit in any financial year, the aforesaid remuneration shall be paid to Mr. Girish Jajoo as minimum remuneration.”

On behalf of the Board of Directors

FOR SPS FINQUEST LTD.

SANDEEP P. SHAH
(CHAIRMAN)
(DIN: 00368350)

Registered Office:

Room No.514, Rotunda Building
B.S. Marg, Fort,
Mumbai 400 001
Date: 04th August, 2023

NOTES:

1. **A Member entitled to attend and vote is entitled to appoint one or more proxy (ies) to attend and vote instead of himself and the proxy (ies) need not be a member.**
2. The proxy to be effective should be deposited at the registered office of the Company not less than forty eight hours before the commencement of the Meeting.
3. An explanatory statement pursuant to Section 102 of the Companies Act, 2013 is annexed.
4. As required under Regulation 36(3) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, profile of Directors seeking appointment/ re-appointment at the Annual General Meeting is provided separately in this report.
5. The Register of Members and the Share Transfer Books will remain closed from 23/09/2023 to 29/09/2023 (both days inclusive).
6. Members desiring any information as regards accounts or operations of the Company are requested to send their queries in writing at least seven days in advance of the date of the meeting so as to enable the management to keep the information ready.
7. The members who hold shares in electronic form are requested to write their client ID and DP ID and those who hold shares in physical form, are requested to write their Folio number in the attendance slip for attending the meeting.
8. Corporate member, intending to send their authorized representatives to attend the meeting, are requested to send a duly certified copy of the Board resolution, authorizing their representatives to attend and vote at the meeting.
9. The shareholders, who still hold share certificates in physical form, are advised to dematerialize their shareholding to avail the benefits of dematerialization, which includes easy liquidity since the trading is permitted in dematerialized form only, electronic transfer, savings in stamp duty and elimination of possibility of loss of documents and bad deliveries.
10. The Securities and Exchange Board of India (SEBI) has mandated the submission of permanent account number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their depository participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company/Share Transfer Agents.
11. In line with the circulars issued by Ministry of Corporate Affairs ((MCA) and Securities and Exchange Board of India (SEBI), the notice of the 27th AGM along with the Annual Report for the financial year 2022-3 are being sent only by electronic mode to those Members, whose e-mail addresses are registered with the Company/Depositories. Members may please note that this Notice and Annual Report 2022-23 will also be available on the Company's website at www.spsfinquest.co.in and websites of the Stock Exchange i.e. BSE Limited at www.bseindia.com.
12. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with the Rule 20 of the Companies (Management & Administration) Rules, 2014, the members are informed that the Company is pleased to offer remote e-voting facilities as an alternative mode to voting at the meeting. Necessary arrangements have been made by the Company with the National Securities Depository Services Ltd. (NSDL) to facilitate e-voting. The instructions for remote e-voting are provided in the Annexure-A to this notice.
13. Details of Directors seeking appointment/ re-appointment at the 27th Annual General Meeting as required under Regulation 36(3) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 are given hereunder: **(Annexure A)**

(Annexure A)

Name of the Director	Mr. Sandeep P. Shah	Mr. Kirit B. Rathod
DIN No.	00368350	10289051
Date of Birth	19/10/1972	12/05/1978
Date of Appointment	20/05/2010	22/08/2023
Qualification	B.Com.	B.Com.
Brief Profile	Mr. Sandeep P. Shah has carried the legacy of Shri Pramod P Shah. He has more than two decades business experience in Capital and Money Market.	Mr. Kirit B. Rathod has about 14 years experience of garment industry. He has worked in various capacities in this industry.
Directorship held in other Public Companies (excluding Section 25 and foreign Companies)	Modella Woollens Limited	Nil
Memberships/ Chairmanship of committees of other companies (includes only Audit & Shareholders/Investors Grievance/ Stakeholders Relationship Committee)	Modella Woollens Limited Member- Audit, Nomination and Remuneration Committee, Stakeholders Relationship Committee	
Shareholding in the Company (Equity)	26,18,675 Equity Shares	Nil

Name of the Director	Mr. Girish T. Jajoo
DIN No:	03108620
Date of Birth	06/04/1975
Date of Appointment	01/04/2011
Qualification	MBA, M.Com., ADCSSAA
Brief Profile	Mr. Girish Jajoo has experience of about 30 years in Capital Market & Money Market. He has thorough knowledge of stock market operations/ financing business. He is responsible for day to-day management of the Company under supervision, guidance and control of the Board of Directors.
Directorship held in other Public Companies (excluding Section 25 and foreign Companies)	Nil
Memberships/ Chairmanship of committees of other companies (includes only Audit & Shareholders/Investors Grievance/ Stakeholders Relationship Committee)	Nil
Shareholding in the Company (Equity)	Nil

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

The remote e-voting period begins on 26th September, 2023 at 9:00 A.M. and ends on 28th September, 2023 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 22nd September, 2023, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 22nd September, 2023.

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





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

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

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

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

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

	<p>be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>3. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p>  </div> <div style="text-align: center;">  <p>Google Play</p>  </div> </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System My easi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

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 evoting@nsdl.co.in or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

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

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

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

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

b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

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

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

Step 2: Cast your vote electronically on NSDL e-Voting system.**How to cast your vote electronically on NSDL e-Voting system?**

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

General Guidelines for shareholders

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

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to info@spsfinquest.co.in. 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@spsfinquest.co.in. 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.**

2. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
3. 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.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**ITEM NO: 3**

The Board of Directors on the recommendation of Nomination and Remuneration Committee, had appointed Mr. Kirit B. Rathod (DIN: 10289051) as Additional Independent Director on effective from 22nd August, 2023. In accordance with the provisions of Section 161 of the Companies Act, 2013, Mr. Rathod will be vacating the office at the ensuing Annual General Meeting.

Mr. Kirti B. Rathod is Commerce Graduate (B.Com.) and hold Diploma in Computer Operation. He has about 14 years of experience in garment industry. He has worked in various capacity particularly in garment industry. A brief profile and other information as required under Regulation 36 of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 and Secretarial Standard-2 issued by ICSI is provided in "Annexure-A" to this notice. Considering the vast experience, the association with Mr. Rathod would be in the best interest of the Company and all its stakeholders. Hence, approval of the Members of the Company is being sought to the proposed appointment of Mr. Kirti B. Rathod as Independent Director as stipulated in the resolution set-out at item No. 3 of this Notice.

The Company has received from Mr. Kirit B. Rathod (i) consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014; (ii) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014 to the effect that he is not disqualified under Sub-Section (2) of Sec. 164 of the Companies Act, 2013; and (iii) a declaration to the effect that he meets the criteria of independence as provided in sub-Section 6 of Sec. 149 of the Companies Act, 2013.

In the opinion of the Board of Directors, Mr. Kirit B. Rathod, proposed to be appointed as an Independent Director, fulfils the conditions specified in the Act and the Rules made thereunder and he is independent of the management. A copy of the draft letter of appointment proposed to be issued to Mr. Kirit B. Rathod on his appointment as an Independent Director, setting out the terms and conditions, is available for inspection at the Company's Registered Office during the normal business hours on working days till the date of Annual General Meeting.

Mr. Kirit B. Rathod does not hold any share in the capital of the Company.

Mr. Kirit B. Rathod and his relative may be deemed to be interested in the proposed resolutions to the extent of his appointment as an Independent Director and sitting fees/remuneration he may receive as Director. Save and except, none of the Directors or Key Managerial Personnel of the Company including their relatives is, in any way concerned or interested in the proposed resolution.

This statement may also be regarded as an appropriate disclosure under the Listing Regulations. The Board recommends the Special Resolution as set out at Item Nos. 3 of the Notice for approval by the Members.

ITEM NO: 4

Tenure of Mr. Girish Jajoo as a Managing Director shall expire on 31st January, 2024. Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of your Company in their meeting held on 22nd August, 2023 re-appointed Mr. Girish Jajoo as a Managing Director for a further period of five years with effect from 1st February, 2024 to 31st January, 2029, subject to approval of Members.

The Board of Directors in its meeting held on 22nd August, 2023 has also approved the aggregate remuneration of Rs. 13.65 lakhs per annum payable to Mr. Girish Jajoo subject to approval of the Members of the Company.

The above terms have been incorporated in the draft agreement to be entered into with Mr. Girish Jajoo as referred to in the resolution in Item No. 4 of the Notice, convening the 27th Annual General Meeting, with the authority to the Board of Directors to revise, amend, alter or modify the remuneration from time to time

as it deems fit, but at no time, Mr. Jajoo shall be entitled to receive the remuneration and perquisites in excess of the limit prescribed in Section 1 of Part II of Schedule V to the Companies Act, 2013 read with Section 197, as existing or as may be amended from time to time. The draft agreement, referred to as above, also provides that subject to the applicable provisions of the Companies Act, 2013 including any statutory modification or re-enactment thereof, in the event of the Company not earning profit or inadequacy of profit in any financial year, Mr. Girish Jajoo would be entitled to receive the remuneration as prescribed in Schedule V to the Companies Act, 2013.

The draft agreement referred to in resolution No. 4 would be available for inspection by the members at the registered office of the Company on all working days except Saturdays, Sundays and public holidays, between 11.00 a.m. to 1.00 p.m. upto the date of the AGM and also at the venue of the AGM.

The Board of Directors may in their discretion revise/modify any of the terms from time to time, within the limits stipulated.

Mr. Girish Jajoo is eMBA and is associated with the Company since 2013, when the Company went public. His hard work and knowledge have enabled the Company to grow ups and bounce. The Board of Directors is of the opinion that the continued association of Mr. Jajoo will be in the best interest of the Company.

Information as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 issued by ICISI is provided in annexure to this notice.

Mr. Girish Jajoo and his relatives may be deemed to be interested in the resolution to the extent of his appointment and remuneration he will be entitled to as Managing Director. None of the other Directors, key managerial personnel or other relatives is concerned or interested, financially or otherwise, in the Resolution.

The Board of Directors recommends the resolution for approval of the Members.

The information required to be provided to the shareholders in terms of Schedule V of the Act is set-out as under:

I. GENERAL INFORMATION:

1. Nature of Industry : Non-banking Finance Company
2. Date or expected date of commencement of commercial production: The Company is already in the business.
3. In case of new companies, expected date of commencement of activities as per project approved by the financial institutions appearing in the prospectus: Not Applicable

4. Financial performance based on given indicators (Rs. in Lakhs)

Particulars	For the year ended 31/03/2023	For the year ended 31/03/2022
Total Income	904.57	2747.82
Expenditure other than Finance cost, Interest and Depreciation	255.27	194.05
Profit before Finance costs, Depreciation and Tax	649.30	2,553.77
Finance costs	301.59	170.71
Depreciation	5.31	2.55
Profit before Tax and exceptional items	342.40	2,380.51
Exceptional Items	-	--
Profit/(Loss) before Tax	342.40	2,380.51
Tax Provision	205.95	209.37
Net Profit (Loss)	136.45	2171.14

II. INFORMATION ABOUT THE APPOINTEE:

Background	Mr. Girish T. Jajoo is eMBA. He has experience of about 30 years in Capital Market & Money Market. He has thorough knowledge of stock market operations and financing business.
Past Remuneration (FY 2022-23)	Rs.13,02,500/-
Recognition & Awards	--
Job Profile & Suitability	Subject to supervision and guidance of the Board of Directors, the Managing Director shall have the general control over the business of the Company with power to appoint and dismiss employees, to enter into contracts on behalf of the Company in ordinary course of the business and to do and perform all acts, deeds and things which in the ordinary course of the business, he may consider necessary, expedient or proper in the interest of the Company. Considering the above and having regard to his age, qualifications, ability and experience and looking to the business requirement, the proposed remuneration is in the interest of the Company.
Remuneration proposed	The remuneration including perquisites shall be as stated in the special resolution attached herewith.
Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	Compare to the remuneration with respect of the industry, size of the Company etc. the remuneration proposed to be paid to Mr. Girish Jajoo is comparatively lower than the industry standard.
Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel	Besides the remuneration proposed to be paid to Mr. Girish Jajoo as Managing Director, he does not have any other pecuniary relationship with the Company or with any other managerial personnel.

III. OTHER INFORMATION :

- Reasons for loss or inadequate of profit:
The Company has earned sufficient pre-tax profit for the past three years.
- Steps taken or proposed to be taken for improvement:
The Board of Directors continuously endeavors to get maximize the income from its business.
- Expected increase in productivity and profits in measurable terms:
With expected growth in finance sector particularly in non-banking finance business and capital market, the Company expects an improved trend in revenue and profits in coming years.

IV. DISCLOSURES :

In the Board of Directors' Report, the Company is not required to give report on "Corporate Governance".

- All elements of remuneration Package such as salary, benefits, Bonuses, stock options, pension, etc. of all the directors. : Managing Director and Executive Chairman are paid remuneration. Other Directors are not paid any remuneration.

- | | |
|--|--|
| 2. Details of fixed component and performance linked incentives alongwith the performance criteria | : The remuneration payable consists of fixed salary only. Performance linked incentives are not paid to Directors. |
| 3. Service contracts, notice period and severance fees. | : Service contract is for a period of five years from 01/02/2024 to 31/01/2029. There is no notice period and no severance pay is payable on termination of appointment. |
| 4. Stock option details, if any, and whether the same is issued at a discount as well as the period over which accrued and over which exercisable. | : No stock option is issued. |

On behalf of the Board of Directors
FOR SPS FINQUEST LTD.

SANDEEP P. SHAH
(CHAIRMAN)
(DIN: 00368350)

Registered Office:

Room No.514, Rotunda Building
B.S. Marg, Fort,
Mumbai 400 001

Date: 04th August, 2023

DIRECTORS' REPORT

To,
The Members,

Your Directors hereby presents their 27th Annual Report on the business and operations of the Company together with the audited Statements of the accounts for the year ended on 31st March, 2023.

SUMMARY OF FINANCIAL PERFORMANCE:

	(Amount in Lakhs)	
	Year Ended 31-03-2023	Year Ended 31-03-2021
Total Revenue	904.57	2747.82
Less: Expenses	556.86	364.76
Profit /(Loss) before Depreciation, Amortization and Tax	347.71	2383.06
Less : Depreciation, Amortization	5.31	2.55
Profit Before tax	342.40	2380.51
Less : Current Tax	52.02	-
Less : Deferred Tax	151.52	221.09
Short/(Excess) Provision for tax for earlier years	2.41	(11.72)
Profit/(Loss) After Tax	136.45	2171.14

DIVIDEND

Your Directors have not recommended any dividend.

DIRECTORS' RESPONSIBILITY STATEMENT:

Pursuant to Section 134(5) of the Companies Act, 2013, the Board of Directors, to be best of their knowledge, confirm that –

- in the preparation of the accounts the applicable accounting standards have been followed along with proper explanations relating to material departure;
- appropriate accounting policies have been selected and applied consistently and have made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the loss of the Company for that period;
- proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- the annual accounts have been prepared on a going concern basis;
- they have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively; and
- they have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

MANAGEMENT DISCUSSION AND ANALYSIS

To avoid duplication of certain information in Directors' Report and Management Discussion & Analysis, the Board of Directors of your Company has presented the composite summary of performance and functions of the Company.

INDUSTRY STRUCTURE AND DEVELOPMENT

Your Company is Non-banking Finance Company mainly engaged in investment activities, providing finance against shares and securities and providing inter-corporate loans. Your Company also provides finance for investment in primary market issues and mutual fund schemes. Your Company caters to various

categories of clients, namely Retail, NHI, HUFs and Corporate entities. Your Company being a NBFC is strictly regulated by Reserve Bank of India by its guidelines and notifications.

ECONOMIC OVER VIEW

Indian economy demonstrated resilience throughout the Financial Year 2022-23 even as global macroeconomic environment threw challenges in the form of tight monetary policy, reduced global demand, and high commodity prices especially crude. India's prudent fiscal planning aided in meeting the fiscal deficit target of 6.4% of GDP in Financial Year 2022-23, moreover a lower Fiscal Deficit target for Financial Year 2023-24 (5.9% of GDP) and record high capex allocation reflected the government's strong intent to continue on its fiscal consolidation path, while carefully balancing the growth requirement of the economy. The uptick in benchmark yields (10 year Gsec) was marginal (50 bps) even though the repo rates was hiked by 250 bps during this period, reflecting the confidence of the bond markets in the economy. GST collections have been consistently clocking above Rs. 1 tn mark since last 21 months, collections reached record high of Rs.1.6 tn in March, 2023. India's trade deficit reached as high as USD 29.3bn in September, 2022 v/s USD 15.9bn avg. during Financial Year 2021-22, which was reduced significantly by the end of Financial Year 2022-23 (USD 17.4bn in February). The positive improvement in trade balance was on account of sharp fall in imports v/s exports, decline in oil prices and resilient services exports helped cushion the Current Account Deficit. The import cover ratio averaged 9.5 times during this period.

Inspite of war in Ukraine and the staggering inflation, the Indian equity market had a comparatively stellar year. The government's focus on infrastructure development with initiatives like the National Infrastructure Pipeline and Atmanirbhar Bharat Abhiyan are expected to create opportunities and the GDP is expected to remain around 6.7% in 2023-24. However, the effects of geo-political tension rising around the world pose a threat to the economic growth of the Country and clouds of uncertainty are still hovering around World economic growth.

OPPORTUNITIES, THREATS AND DEVELOPMENTS

India has emerged as the fastest growing major economy in the world and is expected to be one of the top three economic powers in the world over the next 10-15 years, backed by its robust democracy and strong partnerships. Despite the slowdown in global economy, lockdown and social distancing norms due to COVID-19 and geopolitical tensions due to the Russia-Ukraine war, the economic growth of India was ensured by the government through various financial stimulus packages, announced by the Government of India and the focus on infrastructural development and implementation of new age technology in manufacturing and production sector to make India self-reliant. Also, Production Linked Incentives (PLI) scheme of the government to provide Rs. 2 trillion over five years to create jobs and boost production in the country shall boost the economy. The financial stimulus measures and reforms initiated by the Government of India and liquidity measures by the RBI are expected to support industrial activity and demand. The movement of various high frequency indicators in recent months, points towards the broad based resurgence of economic activity.

FUTURE PROSPECTS

The Indian economy is the fastest growing economy in the world, supported by financial stimulus packages such as Production Linked Incentives, focus on infrastructural development. These all will augur well for capital market. All the indexes on stock exchanges are hovering at historic high. Confidence of investors in Indian market has regained. All these factors point towards a high growth potential for Indian capital market; both secondary and primary. As a result of which, your Company, which is mainly engaged in stock financing including IPO financing and investment activities, is looking forward for a sustainable growth in coming years, which would enhance the shareholders' value. The Company expects to enhance its entrenched value for the benefit of the shareholders at large.

RISK AND CONCERNS

The geo-political war in Ukraine, a slowing global economy, tightening fiscal policy mired with failure of few major players in banking and finance sectors around the world, may have adverse effect on business

confidence and investment. Uncertainty over the global trade environment and volatility in the financial markets have softened the global trade and protracted war in Ukraine poses further downside risks to this forecast. The short-term economic outlook for many European countries has deteriorated sharply giving headwinds for mild recession. The growth in Asian economies though stronger than in other regions, with re-opening of China's economy, is expected to be bumpy and is likely to remain below the pre-pandemic rate. Countries like Bangladesh, Pakistan and Sri Lanka have been asking for financial assistance from the International Monetary Fund (IMF). Since the Indian economy cannot remain in isolation, it may be impacted by spillover effects, reflecting in rising inflation and further hardening in interest rate.

REGULATIONS

The Capital Market is regulated by stringent rules and regulations of the Securities & Exchange Board of India (SEBI) and the stock exchanges. The Company, being registered with the Reserve Bank of India as Non-Banking Finance Company (NBFC), is also subjected to strict rules and guidelines notified by the Reserve Bank of India from time to time. Your Company is committed to the best Corporate Governance practices based on conscience, openness, fairness, transparency, compliances and ethical practices towards attaining performance with integrity and accountability thereby paving the way for enhanced investors' and stakeholders' confidence. Thus, ensuring long term success.

PERFORMANCE

Total revenue including other operating income for the financial year ended 31st March, 2023 was Rs.904.57 lakhs as against Rs.2747.82 lakhs in the previous year. The sharp reduction in gain on fair value changes effected the revenue. Interest income was marginally lower compared to previous year whereas dividend income and fees and commission income were higher. Higher financial cost and higher provision on account of impairment of financial instruments resulted in higher expenses. The total expenses for the year under review was Rs.562.17 lakhs as against Rs.367.31 lakhs for the last year. Due to this, the Company earned a lower pre-tax profit of Rs.342.40 lakhs as against Rs.2380.51 lakhs a year ago.

Your Directors do not propose to transfer any amount to general reserve. A sum of Rs.27.29 lakhs is transferred to Statutory Reserve Fund in terms of Section 45 IC(1) of RBI Act, 1934.

SHARE CAPITAL:

During the year 2022-23 there was no change in share capital. As on 31st March, 2023 the issued, subscribed and paid-up capital of your Company was Rs.10,13,78,250/- divided into 1,01,37,825 Equity Shares of Rs.10/- each.

There was no issue of equity shares with differential rights related to the dividend, voting or otherwise, and there was no buyback of shares.

MATERIAL CHANGES AND COMMITMENT

There have been no material change and commitment affecting the financial position of the Company between the end of the financial year to which the financial statements relate and the date of this report.

SUBSIDIARY:

The Company does not have any subsidiary, joint venture or associate company.

CONSOLIDATED FINANCIAL STATEMENT

Since the Company does not have any subsidiary company or associate or joint venture, consolidated financial statements are not prepared.

CORPORATE GOVERNANCE:

A report on Corporate Governance is annexed as Annexure 1 and the same forms part of this Directors' Report.

LOANS, GUARANTEE AND INVESTMENT:

Particulars of loans and investments made by the Company pursuant to Section 186 of the Companies Act, 2013 are given in the notes to the Financial Accounts, which forms part of the Annual Report. The Company has not given any guarantee.

PUBLIC DEPOSIT:

Your Company has not accepted any deposits from the public, its shareholders or employees during the year under review.

TRANSACTION WITH RELATED PARTIES:

All the transactions with related parties entered into during the financial year 2022-2023 were on arm's length basis and also in the ordinary course of business. Details of all related party transactions are placed before the audit committee. The policy on related party transactions as approved by the Board of Directors is placed on the Company's website.

Since all the transactions with the related parties entered into by the Company were in ordinary course of business and were on arm's length basis, Form AOC-2 is not applicable.

CONSERVATION OF ENERGY, ETC.

Since your Company is not engaged in any manufacturing activity, information as required under the provisions of Section 143(3)(m) of the Act is not furnished. During the year under review, the Company neither earned nor spent any foreign exchange.

DIRECTORS AND KEY MANAGERIAL PERSONNEL

To comply with the requirement of Articles of Association of the Company and the Companies Act, 2013, Mr. Sandeep P. Shah (DIN: 00368350) shall retire by rotation in the forthcoming Annual General Meeting and being eligible offers himself for re-appointment.

Mr. Priyesh Jhaveri and Mrs. Ankita M. Shah resigned on 16th June, 2023 from the Board as Independent Directors on completion of their tenure. Ms. Mahita S. Shah resigned from the Board as Director on 22nd August, 2023. Directors of your Company place on record deep sense of appreciation for esteemed services and guidance given to the Company during their tenure with the Company.

The Board of Directors had appointed Mr. Kirit B. Rathod (DIN: 10289051) as an Additional Independent Director, effective from 22nd August, 2023. He will be vacating the office at the ensuing Annual General Meeting. The Company has received notice from its member signifying his intention of proposing appointment of Mr. Kirit B. Rathod as an Independent Director. Mr. Kirit B. Rathod is Commerce Graduate (B.Com.) and Diploma Holder in Computer Operation. He has about 14 years' experience of garment industry. He has worked in various capacity in this industry. Your Directors recommend passing of the resolution as set-out in the Notice of Annual General Meeting accompanying this report.

During the year under review, none of the non-executive directors had any pecuniary relationship or transactions with the Company.

The Company has the following personnel as the Key Managerial Personnel (KMP) under Section 203 of the Companies Act, 2013:

1. Mr. Sandeep P. Shah, Executive Chairman
2. Mr. Girish Jajoo, Managing Director
3. Mr. Subhash R. Yadav, Chief Financial Officer
4. Ms. Sarita Jotaniya, Company Secretary.

Tenure of Mr. Girish Jajoo as Managing Director shall expire on 31st January, 2024. On the basis of recommendation made by the Nomination and Remuneration Committee, the Board of Directors of your Company has subject to approval of the members of the Company has re-appointed Mr. Jajoo for an another term of five years. Necessary resolution proposed to be passed by the members is included in the Notice convening the 27th Annual General Meeting. Considering long lasting services of the Mr. Jajoo as Managing Director and growth made under his leadership, the Board of Directors recommends passing of the resolution.

DISCLOSURE BY INDEPENDENT DIRECTORS

All the Independent Directors have furnished declarations that they meet the criteria of independence as laid down under Section 149 (6) of the Companies Act, 2013.

The Independent Directors met on 28th March, 2023, without the attendance of Non-Independent Directors and members of the management. The Independent Directors reviewed the performance of Non-independent Directors and the Board as a whole; the performance of the Chairman of the Company took into account the views of Executive Directors and Non-Executive Directors; it assessed the quality, quantity and timeliness of information flow between the Company's management and the Board necessary for the Board to effectively perform their duties.

BOARD EVALUATION

Pursuant to the provisions of Section 134 (3) of the Companies Act, 2013 and the applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, the Independent Directors evaluated the performance of Non-Independent Directors and Chairperson of the Company after considering the views of the Executive and Non-Executive Directors, the Board as a whole and assessed the quality, quantity and timeliness of flow of information between the Company's management and the Board. The Nomination and Remuneration Committee evaluated the performance of every Director. The Independent Directors were regularly updated on the industry and market trends and the operational performance of the Company through presentations.

AUDIT COMMITTEE

The Committee presently comprises of Ms. Ankita M. Shah and Mr. Priyesh Jhaveri, both Independent Directors and Mr. Girish Jajoo, Managing Director. All the members of the Committee are having financial and accounting knowledge. The Committee met 4 times during the financial year 2022-23.

NOMINATION & REMUNERATION COMMITTEE/POLICY

The said Committee presently comprises of Ms. Ankita Shah and Mr. Priyesh Jhaveri, both Independent Directors and Mr. Sandeep Shah, Director. The Committee met once during the financial year.

The Nomination and Remuneration Policy recommended by the Nomination & Remuneration Committee is duly approved and adopted by the Board of Directors. The said policy is available on the Company's website viz. www.spsfinquest.com.

STAKEHOLDER RELATIONSHIP COMMITTEE

The Stakeholder Relationship Committee consists of three members viz. Ms. Ankita Shah, Chairperson, Mr. Sandeep Shah and Mr. Girish Jajoo as its members. The Committee mainly looks into redressal of shareholders and investors grievances with respect to transfer of shares, dematerialization of shares, non-receipt of annual report or declared dividend, etc. The shareholders grievances committee met once during

the year. During the year ended 31st March, 2023, the Company did not receive any complaint from any of its members.

BOARD MEETINGS

Six meetings of the Board were held during the year under review. One meeting of the Independent Directors was also held during the year.

CSR COMMITTEE

The Company's profit for the financial year ended 31st March, 2022 had crossed the prescribed limit of Rs.500 lacs. Hence, the Board of Directors in its meeting held on 10th August, 2022 constituted a committee called 'Corporate Social Responsibility' as required under the provisions of Section 135(1) of the Companies Act, 2013 read with the Companies (Corporate Social Responsibility Policy) Rules, 2014.

As a part of its initiatives under Corporate Social Responsibility (CSR), the Company has undertaken projects in the areas of education and rural development. These projects were undertaken in association with RL Education Sanstha, Paithan, Maharashtra, and Shree Patan Panjarapole, Patan, Gujarat and are largely in accordance with Schedule VII of the Companies Act, 2013. The brief outline of the CSR Policy and the CSR initiatives undertaken by the Company during the financial year under review are provided in the Annual Report on Corporate Social Responsibility Activities in Annexure 2 forming part of this report. The policy adopted by the Company can be viewed at the website of the Company viz. www.spsfinquest.co.in

INTERNAL CONTROL SYSTEM

Adequate internal control systems are in place to maintain quality of product, proper accounting as per norms and standards prescribed, asset maintenance and its proper use. The Company has an independent internal auditor, who periodically reviews the accounts and reports to the Audit Committee.

RISK MANAGEMENT

The management continuously assess the risk involved in the business and all out efforts are made to mitigate the risk with appropriate action. All the assets of the Company are adequately covered by comprehensive insurance.

EMPLOYEE:

The Company had ten employees during the year under review.

Information required under Section 197(12) of the Companies Act, 2013 read with Rule 5 of the Companies (Appointment and Remuneration of Management Personnel) Rule, 2014, and forming part of Directors' Report for the year ended 31st March, 2023 is given in a separate annexure III to this report.

The information relating to top ten employees in terms of remuneration will be provided to any Shareholder on a written request to the Company Secretary. In terms of Section 136 of the Act, the said report will be available for inspection of the Members at the registered office of the Company during the business hours on all working days of the Company upto the date of Annual General Meeting and through electronic mode.

STATUTORY AUDITORS

According to Directors, there is no adverse remarks made by Statutory Auditors in their report. Notes to the accounts are self-explanatory to comments/observation made by the auditors in their report. Hence, no separate explanation is given.

M/s. Shah & Savla LLP Chartered Accountants, Statutory Auditors of your Company, (FRN 109364W/W100143) were appointed as Statutory Auditors by the members of the Company in their 26th Annual General Meeting held on 28th September, 2022 for consecutive term of three years.

INTERNAL AUDITORS

The Internal Auditors, Mrs. Bhavna Pandya, Chartered Accountant, are the internal auditors of the Company, who plays an important role in strengthening the internal control. The Internal Auditors reports to the Audit Committee.

SECRETARIAL AUDIT

During the year, Secretarial Audit was carried out by Mr. Upendra Shukla, Practicing Company Secretary, for the financial year 2022-23. The report on the Secretarial Audit is appended as Annexure 4 to this report. According to the Board of Directors the report does not have any adverse remark.

COST AUDIT

Provisions relating to cost audit is not applicable to your Company.

ANNUAL RETURN

Pursuant to the provisions of Section 92(3) and Section 134 (3)(a) of the Companies Act, 2013 a copy of the Annual Return of the Company for the year ended 31st March, 2022 is placed on the website of the Company at www.spsfinquest.co.in.

DETAILS OF SIGNIFICANT & MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNAL

No such order was passed by any of the authorities, which impacts the going concern status and company's operations in future.

VIGIL MECHANASIM

The Company has a vigil mechanism policy to deal with instances of fraud and mismanagement. The whistle blower policy is adopted by the Board of Directors and is hosted on the website of the Company.

FRAUD REPORTING

During the year, no fraud whether actual, suspected or alleged was reported to the Board of Directors.

PREVENTION OF SEXUAL HARRASSMENT AT WORKPLACE

The Company has in place an anti-Sexual Harassment Policy in line with the requirement of the Prevention of Sexual Harassment of Women at Workplace (Prohibition, Prevention and Redressal) Act, 2013. Internal complaints committee (ICC) has been set-up to redress complaints received regarding sexual harassment during the year 2022-23 under review.

The Company has not received any complaint of sexual harassment during the year 2022-23.

CAUTIONARY STATEMENT

Statements in the Annual Report, particularly those which relate to Management Discussion and Analysis may constitute forward looking statements within the meaning of applicable laws and regulations. Although the expectations are based on the reasonable assumption, the actual results might differ.

ACKNOWLEDGEMENT

Your Directors place on record their deep sense of appreciation to the Company's Bankers, clients and all employees for their unstinted support. Your directors also wish to thank the shareholders for confidence reposed in the management of the Company.

For and on behalf of the Board

Mumbai,
04th August, 2023

Sd/-
(SANDEEP P. SHAH)
CHAIRMAN
(DIN: 00368350)

Annexure 1

CORPORATE GOVERNANCE REPORT

[Pursuant to Regulation 34(3) read with Section C of Schedule V to SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015]

COMPANY'S PHYLOSOPHY ON CODE OF GOVERNANCE

In India, Corporate Governance standards for listed companies are regulated by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [SEBI (LODR) Regulations, 2015]. The Company has adopted best practices contained in SEBI (LODR) Regulations, 2015.

The Company believes that good corporate governance is essential to achieve long term corporate goals and to enhance shareholders' value. In this pursuit, the Company is committed to conducting its business in accordance with the highest legal and ethical standards, superior product quality and services to its customers. The Company has adhered to such superior product policies to fulfill its corporate responsibilities and achieve its financial objectives.

BOARD OF DIRECTORS

The Board of SPS Finquest Limited consists of persons with optimum balance of Executive Directors, Non-Executive Directors and Independent Directors having professional expertise from different fields such as technical, business strategy and management, marketing, finance, governance and thus, meets the requirements of the Board diversity.

The Board monitors the strategic direction of the Company. The Board provides and evaluates the strategic direction of the Company, management policies and their effectiveness and ensures that the long-term interests of the Shareholders are being served. The Managing Director is assisted by senior managerial personnel in overseeing the functional matters of the Company.

a. Composition and category of Directors

The Board of Directors consists of six (6) Directors. Out of these two (2) are Executive Directors; one (1) Non-Executive Director and 3 (three) Independent Directors including three women Directors.

The said information as on March 31, 2023 is presented as below:

Sr. No.	Name of Director	Category
1	Mr. Sandeep P. Shah	Executive Director, Chairperson
2	Mr. Girish T. Jajoo	Executive Director, Managing Director
3	Mr. Priyesh Jhaveri*	Non- Executive Independent Director
4	Ms. Ankita M. Shah*	Non-Executive Independent Director
5.	Ms. Mahita S. Shah**	Non- Executive Director
6.	Ms. Megha M. Mehta	Non- Executive Independent Director

*upto June 16, 2023

**upto August 22, 2023

b. Number of Board Meetings held and Attendance of each Director at Board Meetings and last Annual General Meeting (AGM)

The Board of Directors met six (6) times during the Financial Year ended March 31, 2023. The gap between any two meetings did not exceed one hundred and twenty days. The Attendance Record of Directors in Board Meeting and AGM for the Financial Year 2022-23 are tabulated below:

Sr. No.	Name of Directors	Attendance of Board Meetings					AGM	
		28.04.2022	23.05.2022	10.8.2022	30.8.2022	09.11.2022	09.2.2023	28.09.2022
1	Mr. Sandeep P. Shah	√	√	√	√	√	√	√
2	Mr. Girish T. Jajoo	√	√	√	√	√	√	√
3	Mr. Priyesh Jhaveri	√	√	√	√	√	√	√
4	Ms. Ankita M. Shah	√	√	√	√	√	√	√
5.	Ms. Mahita S. Shah	N.A.	N.A.	N.A.	N.A.	√	√	√
6.	Ms. Megha M. Mehta	N.A.	N.A.	N.A.	N.A.	√	√	√

√ Present, • Absent

c. Board Procedure

The Board meets at regular intervals to discuss and decide on Company / Business policy and strategy apart from other Board business. The Board / Committee Meetings are pre-scheduled and a tentative annual calendar of the Board and Committee Meetings is circulated to the Directors well in advance to facilitate them to plan their schedule and to ensure meaningful participation in the meetings.

The Board business generally includes consideration of important corporate actions and events including :-

- Quarterly and annual result announcements;
- Oversight of the performance of the business;
- Declaration of dividends;
- Development and approval of overall business strategy;
- Review of the functioning of the Committees and
- Other strategic, transactional and governance matters as required under the Companies Act, 2013, Listing Regulations and other applicable legislations.

The notice of Board / Committee meeting is given well in advance to all the Directors. The Agenda of the Board / Committee Meetings is set by the Company Secretary in consultation with the Chairman and the Managing Director of the Company. The Agenda is circulated a week prior to the date of the meeting. The Agenda for the Board and Committee Meetings covers items set out as per the guidelines in Listing Regulations to the extent it is relevant and applicable. The Agenda for the Board and Committee Meetings include detailed notes on the items to be discussed at the meeting to enable the Directors to take an informed decision.

d. Number of other Directorships and Chairmanships/Memberships of Committees of each Director in various Companies as on March 31, 2023.

Sr. No.	Name of Directors	No. of Directorships in other Public Companies 1	No. of Chairmanship/ Membership of Committee of Other Public Companies 2	Relationship Interse
1	Mr. Sandeep P. Shah	1	2	Related to Ms. Mahita Shah
2	Mr. Girish T. Jajoo	NIL	NIL	
3	Mr. Priyesh Jhaveri	NIL	NIL	
4	Ms. Ankita M. Shah	NIL	NIL	
5.	Ms. Mahita S. Shah	NIL	NIL	Related to Mr. Sandeep P. Shah
6.	Ms. Megha M. Mehta	NIL	NIL	

1. Excludes Directorship in Foreign Companies and Companies Registered under Section 8 of the Companies Act, 2013 and includes directorship of subsidiaries of Public Limited Companies.
2. Committee positions of Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship committee and Risk Management committee are considered here.
3. Mr. Sandeep Shah is Director in one listed entity i.e. Modella Woollens Ltd. .

e. Number of Shares and Convertible instruments held by Non-Executive Directors as on Financial Year ended March 31, 2023

Sr. No.	Name of Directors	No. of Shares
1	Mr. Priyesh Jhaveri	0
2	Ms. Ankita M. Shah	0
3	Ms. Mahita S. Shah	0
4.	Ms. Megha M. Mehta	0

f. Separate meeting of Independent Directors

As stipulated by the code of Independent Directors under the Companies Act, 2013 and the SEBI (LODR) Regulations, 2015 a separate meeting of Independent Directors of the Company was held on 28th March, 2023 to review the performance of non-independent directors and the Board as a whole. The Independent Directors also reviewed the quality, content and timeliness of the flow of information between the Management and the Board and its committees, which is necessary to perform and discharge their duties effectively and reasonably.

g. Directors' Induction, Familiarization & Training of Board Members

As and when a new Director is appointed, the Company takes steps to familiarize the Director with the Company, his/her roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company, etc.

At various Board meetings during the year, presentations are made to the Board on sustainability issue, risk management, Company policies, changes in regulatory requirements applicable to the corporate sector and to the industry in which it operates with areas of improvement and other relevant issues.

Quarterly presentations on operations made to the Board include information on business performance, operations, market share, financial parameters, working capital management, fund flows, senior management change, major litigation, compliances, regulatory scenario, etc. However, the Board is of the view that no separate link needs to be provided.

h. Core skills/expertise/competencies identified by the Board of Directors as required in the context of its business(es):

The Board has identified individuals possessing wide experience and expertise in their areas of function viz. general management and leadership, financial and risk management skill and technical, professional skill and knowledge including legal, governance and regulatory aspects that allows them to make effective contribution to the Board and its committees.

In terms of requirements of the listing regulations the Board has identified the following skills/expertise/competencies of the Directors as on 31st March, 2023:

S/No:	Name of Directors	General Management & Leadership	Financial & Risk Management	Technical, Professional skills & knowledge including legal, governance and regulatory aspects.
1)	Mr. Sandeep P. Shah	✓	✓	✓
2)	Mr. Girish T. Jajoo	✓	✓	✓
3)	Mr. Priyesh Jhaveri	✓	✓	✓
4)	Ms. Ankita M. Shah	✓	--	✓
5)	Ms. Mahita S. Shah	✓	✓	--
6)	Ms. Megha M. Mehta	--	✓	--

i. Board Independence

Our definition of 'Independence' of Directors is derived from Section 149(6) of the Companies Act, 2013 and Regulation 16 of the Listing Regulations. Based on the confirmation / disclosures received from all Independent Directors, they have met with criteria of their independence as mentioned in Regulation 16(1)(b) of the SEBI Regulations.

j. Code of Conduct

The Company has adopted a 'Code of Conduct' for its employees at all levels including Senior Management and Directors. The Code has also been posted on the Company's website. The Code serves as a guide to the employees of the Company to make informed and prudent decisions. As required under the Listing Regulations, the affirmation of compliance with the Code from Directors and Senior Management personnel has been obtained for Financial Year 2022-23. The Annual Report contains a declaration to this effect signed by the Managing Director of the Company.

3. COMMITTEES OF THE BOARD

The Board Committees play a crucial role in the governance structure of the Company and have been constituted to deal with specific areas / activities as mandated by applicable regulation, which concern the Company and need a closer review. The Board Committees are set up under the formal approval of the Board to carry out clearly defined roles, which are performed by Members of the Board, as a part of good governance practice. The Chairman of the respective Committees informs the Board about the summary of the discussions held in the Committee Meetings. The minutes of the meetings of all Committees are placed before the Board for review. The Board Committees can request special invitees to join the meeting as the Committee think appropriate.

a. AUDIT COMMITTEE**i. Brief Description and terms of reference:**

The Audit Committee has been constituted as per Section 177 of the Companies Act, 2013 and the guidelines set out in the Listing Regulations. The Audit Committee of the Company, inter-alia, provides assurance to the Board on the existence and adequacy of an effective Internal Control systems that ensures.

The terms of reference of the Audit Committee are in conformity with the requirements of SEBI Listing Regulations and Section 177(4) of the Companies Act, 2013. Further, the Audit Committee has powers, which are in line with the SEBI Listing Regulations. The terms of reference of the Audit Committee include the following:

- Overseeing of the Company's financial reporting process and disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible Recommendation for appointment, remuneration and terms of appointment of auditors of the Company;
- Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- Reviewing with the Management the annual financial statements and auditor's report thereon before submission to the Board for approval;
- Reviewing with the Management quarterly financial statements before submission to the Board for approval;
- Evaluation of internal financial controls and risk management systems;
- Reviewing with the Management performance of the statutory and internal auditors and adequacy of the internal control system;
- Discussion with the internal auditors of any significant findings and follow-up thereon;
- Review the functioning of the vigil mechanism.

ii. Composition, Name of Members & Chairperson :

The Audit Committee comprises of two (2) Non-Executive Independent Directors and Managing Director. The Composition of the Audit Committee during the Financial Year 2022-23 was as under:

Sr. No.	Name of Directors	Status	Category of Membership
1	Ms. Ankita M. Shah	Chairperson	Non –Executive Independent Director
2	Mr. Priyesh Jhaveri	Member	Non –Executive Independent Director
3.	Mr. Girish T. Jajoo	Member	Executive Director

iii. Meetings and attendance :

During the Financial Year 2022-23, four (4) Audit Committee Meetings were held on the following dates:

Sr. No.	Name of Directors	Attendance of Audit Committee Meetings			
		23.05.2022	10.08.2022	09.11.2022	09.02.2023
1	Ms. Ankita M. Shah	√	√	√	√
2	Mr. Priyesh Jhaveri	√	√	√	√
3	Mr. Girish T. Jajoo	√	√	√	√

√Present, •Absent

The Statutory Auditors, Internal Auditors and Chief Financial Officer are the permanent invitees to the Audit Committee Meetings. The Company Secretary acts as the Secretary to the Audit Committee.

b. NOMINATION AND REMUNERATION COMMITTEE**i. Brief description of terms of reference**

The Nomination and Remuneration Committee has been constituted in accordance with the requirements of statutes and its terms of reference is in compliance with the governing provisions of the Companies Act, 2013 and Regulation 19 of the Listing Regulations.

The Committee reviews and recommends payment of annual salaries, commission, service agreements and other employment conditions of the Executive Directors of the Company. The Committee fixes the remuneration after taking into consideration remuneration practices followed by Companies of similar size and standing in the industry.

The role of Nomination and Remuneration Committee, inter alia, includes -

- Determine / recommend the criteria for appointment of Executive, Non-Executive and Independent Directors to the Board;
- Determine / recommend the criteria for qualifications, positive attributes and independence of Director;
- Review and determine all elements of remuneration package of all the Executive Directors, i.e. salary, benefits, bonuses, stock options, pension etc.;

ii. Composition

As on March 31, 2023 the Nomination and Remuneration Committee comprises of three Directors out of which two (2) are Non-Executive Independent Directors and one (1) Non- Executive, non- Independent Director. The Chairman of the Committee is a Non-Executive Independent Director nominated by the

Board. The composition of the Nomination and Remuneration Committee Meeting during the Financial Year 2022 - 2023 was as under:

Name of Directors	Status	Category of Membership
Mr. Priyesh Jhaveri	Chairman	Non –Executive Independent Director
Ms. Ankita M. Shah	Member	Non –Executive Independent Director
Ms. Mahita S. Shah	Member	Non- Executive

iii. Meetings and Attendance

During the Financial Year 2022 -23, two (2) Meetings were held on the following dates:

Sr. No.	Name of Directors	Attendance		
		10.08.2022	09.02.2023	
1	Mr. Priyesh Jhaveri	√	√	
2	Ms. Ankita M. Shah	√	√	
3	Ms. Mahita S. Shah	√	√	

√ Present, • Absent

iv. Performance Evaluation Criteria for Independent Directors

The Board is responsible for undertaking a formal Annual Evaluation of its own performance, its Committees and individual Directors as per the provisions of Companies Act, 2013 and Listing Regulations, with a view to ensure that individual Directors and the Board as a whole work efficiently and effectively in achieving Company's objectives.

During the year, the Board with the assistance of Nomination and Remuneration Committee has completed the evaluation exercise as per the internally designed evaluation process approved by the Board. The Independent Directors were evaluated on various performance indicators including aspects relating to:

- Contribution to achievement of corporate objectives
- Understanding strategic plan and key issues
- Constructive contribution to resolution of issues at meetings
- Communicating expectations & concern clearly
- Promotion of company's interest externally
- Interpersonal relationships with other directors and management
- Attendance, confidentiality and preparation for meetings

c. Share Transfer/Stakeholders Relationship Committee

In line with provisions of Section 178 of the Companies Act, 2013 and Regulation 20 of Listing Regulations, the Company has constituted a Share Transfer/Stakeholder Relationship Committee to oversee investors' grievances and redressal mechanism and to recommend measures to improve the level of Investors' services and to investigate and decide matters pertaining to share transfers, duplicate share certificates and related matters.

Composition: The Committee comprises of Executive Director and Non-Executive Independent Directors. The composition of this Committee during the year April 01, 2022 to March 31, 2023 was as under:

Sr. No.	Name of Directors	Status	Category of Membership
1	Ms. Ankita M. Shah	Chairperson	Non –Executive Independent Director
2	Mr. Girish T. Jajoo	Member	Executive Director
3	Mr. Sandeep P. Shah	Member	Executive Director

During the financial year 2022-23 one meeting was held on 09.02.2023 in which all the members of the committee were present.

The functioning and terms of reference of the Committee are as prescribed under the Listing Regulations with reference to transfer, dematerialization and complaints of Shareholders etc. The quorum for the functioning of the Committee is any two Members present. The Board has delegated the authority for approving transfers, transmission etc. once in a fortnight to the Chairman or Company Secretary of the Company. A summary of transfer, transmission of shares of the Company so approved by the Chairman or Company Secretary is placed at every Share Transfer/ Stakeholder Relationship Committee Meeting. The Company obtains from a Company Secretary in practice yearly certificate of Compliance with the share transfer formalities as required under Regulation 40(9) of Listing Regulations and files a copy of the certificate with the Stock Exchanges within the prescribed time.

- ii. **Name and Designation of Compliance Officer:** Ms. Sarita H. Jotaniya, Company Secretary and Compliance officer acts as Secretary to the said Committee.
- iv. **Status of Investor Complaints received, pending and resolved During the Financial Year 2022 - 2023:**

Sr. No.	Particulars	Status
1	No. of Complaints Received	NIL
2	No. of Complaints Resolved	NIL
3	No. Of Complaints Pending	NIL

D. Corporate Social Responsibility Committee (CSR):

The Company was not required to set-up a Corporate Social Responsibility Committee under Section 135 of the Companies Act, 2013 along with relevant rules. The Board of Directors has adopted CSR Policy, which is hosted on the Company's website viz. www.spsfinquest.co.in

E. **Risk Management Committee:** Company is not required to constitute Risk Management Committee.

3. REMUNERATION OF DIRECTORS:

The Nomination & Remuneration Committee determines and recommends to the Board of Directors, the remuneration payable to Executive and Non-Executive Directors of the Company.

i. Remuneration paid to Executive Directors for the Financial Year 2022-23 :

(Rs. in Lakhs)

Sr. No.	Name of Director	Designation	Salary	Perquisite and allowances	Commission	Total
1	Mr. Sandeep Shah	Chairperson, Executive Director	52.03	13.00	-	65.03
2.	Mr. Girish Jajoo	Managing Director	8.61	4.42	-	13.03

ii. Remuneration paid to Non- Executive Director for the Financial Year 2022-23 :

(Rs. in Lakhs)

Sr. No.	Name of Director	Designation	Sitting Fees
1	Mr. Priyesh Jhaveri	Non-Executive Independent Director	Nil
2	Ms. Ankita Shah	Non-Executive Independent Director	Nil
3	Ms. Mahita S. Shah	Non- Executive Non- Independent Director	Nil
4	Ms. Megha M. Mehta	Non- Executive Independent Director	Nil

iii. All pecuniary relationship or transactions of the non-executive directors vis-à-vis the listed entity shall be disclosed in the annual report:

None of the Non-Executive Directors of your Company have any other material pecuniary relationships with the Company.

iv. Criteria of making payments to Non-Executive Directors:

No payment by way of commission, bonus, pension, incentives etc. is paid to any of the Non - Executive Directors.

v. Employee Stock Option Schemes:

No ESOP is issued by the Company.

v. Service Contracts, Notice Periods, Severance Fees:

The appointment of the Managing Director is governed by resolutions passed by the Board and the Shareholders of the Company, which cover the terms and conditions of such appointment, read with the service rules of the Company. A separate Service Contract is entered into by the Company with those elevated to the Board from the management cadre since they already have a Service Contract with the Company. Letters of appointment are issued by the Company to the Independent Directors, incorporating their roles, duties, and responsibilities etc., which have been accepted by them.

There is no separate provision for payment of severance fee under the resolutions governing the appointment of Executive Directors, who have all been drawn from amongst the management cadre. The statutory provisions will, however, apply. With respect to notice period of Directors, the statutory provisions also applies.

vi. No Security/Instruments of the Company is pending for conversion into Equity Shares.

4. GENERAL BODY MEETINGS:

a. The details of Annual General Meetings (AGMs) held in the last three years are as follows:

Financial Year	Date	Time	Venue
2021 -22	28.09.2022	4:00 p.m.	Bhangwadi Shopping Complex, 2 nd Floor, Bhangwadi, Kalbadevi Road, Mumbai- 400 002
2020 – 21	28.09.2021	11:00 a.m.	Room no. 514, Rotunda Building, 5 th Floor, B.S. Marg, Fort, Mumbai- 400 001
2019 - 20	30.09.2020	4:00 p.m.	Room no. 514, Rotunda Building, 5 th Floor, B.S. Marg, Fort, Mumbai- 400 001

b. Details of Special Resolutions passed in previous three Annual General Meetings (AGM):

i. AGM held on September 28, 2022:

- Appointment of Ms. Mahita S. Shah (DIN: 09674887) as Director of the Company.
- Appointment of Ms. Megha M. Mehta (DIN: 09720126) as an Independent Director of the Company.

ii. AGM held on September 28, 2021 :

No Special Resolution was passed in that meeting.

iii. AGM held on September 30, 2020:

No Special Resolution was passed in that meeting.

c. Extra-ordinary General Meeting :

There was no Extraordinary General Meeting held during the financial year.

d. Resolution passed last year through Postal Ballot (2021-22):

The Company had passed the following resolution by Postal Ballot on 03rd July, 2021:

- a) Increase in Authorised Share Capital and amendment of Capital Clause of the Memorandum of Association – Ordinary Resolution
- b) Issue of Bonus shares – Special Resolution
- c) Migration of capital of the Company for SME platform to Main Board – Special Resolution
- d) Preferential Issue of Compulsorily Convertible Debentures – Special Resolution
- e) Appointment of Mr. Sandeep P. Shah as Executive Chairman – Special Resolution.

3. MEANS OF COMMUNICATION

a. Quarterly Results

The Quarterly/ Half Yearly / Yearly Financial Results of the Company are published in leading and widely circulated English and Marathi dailies viz. Active Times (English) and in Mumbai Lakshdeep, a Marathi Daily.

The Company's financial results are displayed on the Company's website at www.spsfinquest.co.in and the websites of BSE Limited (BSE).

b. Investor Presentations / Press Releases

The Company has not made any presentation to investors and/or issued press release except publication of quarterly/half yearly/ yearly financial results.

c. Occasional News Releases/ Conference Calls

During the financial year 2022-23 there was no news release or conference call.

d. Website

The Company's website provides a comprehensive reference on its management, vision, mission, policies, corporate governance, updates and news. The section on 'Investors' gives complete financial details, annual reports, shareholding patterns, Registrar and Share Transfer Agents, etc.

The section also includes material events or information as detailed in Regulation 30 of the SEBI (LODR) Regulations, 2015 as disclosed to the Stock Exchanges. The Company has not paid any dividend. Hence, no details pertaining to transfer of unpaid dividend and unclaimed shares to IEPF is provided either on the Company's website and as notes to the Notice of AGM.

e. Designated exclusive email-ids: The Company has designated the following email-ids exclusively for investor servicing:

- (i) For Investor Grievances and Queries: girish.jajoo@spsfinquest.co.in
- (ii) For queries related to financial statement: girish.jajoo@spsfinquest.co.in

4. GENERAL SHAREHOLDER INFORMATION

a. Annual General Meeting : The 27th Annual General Meeting is scheduled as under:

Date: 29th September, 2023

Day: Friday Time: 4.00 p.m.

Venue: Bhangwadi Shopping Complex, 2nd floor, Bhangwaaadi, Kalbadevi Road, Mumbai 400 002

b. Date of Book Closure : - September 23, 2023 to September 29, 2023 (both days inclusive)

c. Registered Office: R- 514, 5th Floor, Rotunda Building, B.S. Marg, Fort, Mumbai-400 001, Maharashtra.

d. Financial Year : April 01, 2022 to March 31, 2023

e. Dividend & Dividend Payment Date :

No dividend is recommended by the Board of Directors.

f. Name and Address of Stock Exchange, where Company's Equity is listed:

Stock Exchange	Scrip Code
BSE Limited Phiroze Jee jee bhoy Towers, Dalal Street, Mumbai - 400 001.	538402

Listing Fee for the year 2022-23 has been paid to the BSE Limited (BSE) within applicable time-frame.

ISIN No: INE502O01018

g. Stock Market Data during the Financial Year 2022 - 23:

The monthly High and Low Prices of the Shares of the Company listed on BSE Limited (BSE) are as follows:

Month	BSE	
	Share Price	
	High	Low
April 2022	145.00	100.20
May 2022	130.00	91.30
June 2022	119.95	90.00
July 2022	114.70	92.75
August 2022	113.80	78.55
September 2022	103.00	78.20
October 2022	91.85	69.00
November 2022	96.60	77.00
December 2022	99.20	77.00
January 2023	93.95	76.95
February 2023	87.45	73.40
March 2023	89.00	72.10

h. In case the securities are suspended from trading, the Directors Report shall explain the reason thereof:

The trading in the equity shares of the Company was never suspended.

i. Registrars and Share Transfer Agent (For Physical as well as for Demat Segment)

Name & Address :

Purva Sharegistry (India) Pvt. Ltd. (w.e.f. 01/09/2022)

9, Shiva Shakhty Industrial Estate, Ground Floor, Sitaram Mill Compound,
J.R.Boricha Marg, Lower Parel. Mumbai 400 011, Tel: 022-23016761/8261

Email: support@purvashare.com

Website: www.purvashare.com

Universal Capital Securities Private Limited (Upto 31/08/2022)

C-101, 247 Park, 1st Floor, L.B.S. Marg, Vikhroli (West),

Vikhroli (West), Mumbai- 400083

Email: gamare@unisec.in

j. Share Transfer System

All work related to Share Registry, both in physical form and electronic form, is handled by the Company's Registrar and Share Transfer Agent. The Company had appointed Purva Shareregistry (India) Pvt. Ltd. (w.e.f. 01/09/2022) as the Registrar & Share Transfer Agent earlier M/s Universal Capital Securities Pvt. Ltd. was the Registrar & Share Transfer Agent up to 31/08/2022. The Share transfers in physical form are approved by the Managing Director on fortnightly basis and the same are approved and ratified by the Share Transfer/ Stakeholder Relationship Committee. Entire share capital of the Company is held in demat form.

k. Distribution of equity shareholding as on March 31, 2023:

Range	Number of shares	% of capital	Number of accounts/ shareholders	% to total accounts
1 – 500	11243	0.11	234	69.64
501 – 1000	11408	0.11	13	3.87
1001 – 2000	26457	0.26	15	4.46
2001 – 3000	8173	0.08	3	0.89
3001 – 4000	140100	1.38	39	11.61
4001 – 5000	9275	0.09	2	0.60
5001 – 10000	40103	0.40	5	1.49
Over 10000	9891066	97.57	25	7.44
Grand Total	10137825	100.00	336	100.00

l. Shareholding Pattern of the Company as on March 31, 2023:

Category	No. of Shares	% of Shareholding
Indian Promoters	59,22,571	58.42
Foreign Collaborators	-	-
Bodies Corporate	27,79,482	27.42
Indian Public	7,07,007	6.98
Directors & Relatives (other than Promoter Directors)	--	
N.R.Is. / OCB's	860	0.01
Clearing Members	585384	5.77
Others	1,42,521	1.40
Total	1,01,37,825	100.00

m. Dematerialization of Shares :

As per notifications issued by the Securities and Exchange Board of India (SEBI), the trading in Company's shares is permitted only in dematerialized form. In order to enable the Shareholders to hold their shares in electronic form and to facilitate scrip less trading, the Company has enlisted its shares with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). The Company's shares are liquid and are actively traded on Stock Exchanges.

Status of Dematerialization and Liquidity as on March 31, 2023 :**Dematerialization:**

Category	No. of Shares
Shares in Demat mode with NSDL	6,87,040
Shares in Demat mode with CDSL	94,50,785
Shares in Physical mode	0

Liquidity: The Numbers of Shares of the Company traded in the Stock Exchange during the financial year 2022-23 is given below:

Particulars	BSE
No. of shares traded	5,35,562
Percent of total equity	5.28%

n. Outstanding GDRs/ADRs/Warrants or any convertible Instrument, Conversion Date and Likely impact on Equity

The Company has not issued GDR/ADR/warrants or any convertible security.

Equity Shares in the Suspense Account:

The Company does not have any Equity Shares in suspense account.

o. Certificate from a Company Secretary in Practice:

The Company has obtained a Certificate from a Company Secretary in Practice that none of the Directors on the Board of the Company has been debarred or disqualified from being appointed or continuing as director of the Company by the SEBI/Ministry of Corporate Affairs or any such statutory authorities.

p. Commodity price risk or foreign exchange risk and hedging activities:

The Company is not exposed to the risk relating to commodity price or foreign exchange.

q. Address for correspondence

For transfer/dematerialization of shares, change of address of members and other queries relating to the shares of the Company:

Purva Sharegistry (India) Pvt. Ltd. (with effect from 01/09/2022)

9, Shiva Shakhty Industrial Estate, Ground Floor, Sitaram Mill Compound,

J.R.Boricha Marg, Lower Parel. Mumbai 400 011, Tel: 022-23016761/8261

Email: busicomp@vsnl.com ; support@purvashare.com

Website: www.purvashare.com

r. List of credit ratings: The Company is not required to get credit rating.

5. Other Disclosure :**a. Disclosures on materially significant related party transactions that may have potential conflict with the interests of listed entity at large :**

All transaction entered into by the Company with Related Parties during the Financial Year 2022-23 are in ordinary course of business and on arm's length basis.

The Company had not entered into any materially significant Related Party Transactions i.e. transaction of the Company of material nature with its Promoters/ Director/Senior Employees or relatives etc., which could have a potential conflict with the interest of Company at large.

The Audit Committee reviews on a quarterly basis, the details of related party transactions entered into by the Company.

The policy on Related Party Transactions has been placed and can be accessed on the Company's website www.spsfinquest.co.in

b. Whistle Blower Policy:

The Company has adopted a Whistle Blower policy and has established the necessary vigil mechanism as defined under Regulation 22 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for Directors and employees about unethical behavior, actual or suspected fraud or violation of the Company's Code of conduct. No person has been denied access to the Chairman of the Audit Committee. The said policy has been disclosed on the Company's website under the web link : www.spsfinquest.co.in

c. Disclosure of pending cases/instances of non-compliance:

There was no non-compliance by the Company and no instances of penalties and strictures imposed on the Company by the stock exchanges or SEBI or any other statutory authority on any matters related to the capital market during the last three years.

d. Mandatory Requirements

The Company is in compliance with all mandatory requirements of Listing Regulations.

e. Non-Mandatory Requirements

The Company has adopted the following non-mandatory requirements to the extent mentioned below:

- Shareholders rights – the quarterly results are uploaded on the website of the Company.
- Audit qualifications - the Company's financial statements are unqualified.

Reporting of Internal Auditors – the Internal Auditors of the Company directly reports to the Audit Committee on functional matters. The Internal Auditors are invited to the meetings of the Audit Committee.

f. Total fees for all services paid by the listed entity to Statutory Auditor on Consolidated basis for the F Y 2022 -23:

Sr. No	Particulars	Amount (Rs.)
1	Statutory Audit + Tax Audit fees + SAC Certificate	2,36,000
2	Limited Review	1,35,700
3	Consolidation Audit	-
4	Certifications	-
5	Out of Pocket Expenses	-

Note: The Company has paid a consolidated fees of Rs 3,71,700/- for the aforesaid services.

g. Disclosure of certain types of agreements binding listed entities:

There are no such agreement entered by other parties binding the Company.

6. Disclosures of the compliance with Corporate Governance Requirements specified in Regulation 17 to 27 and clauses (b) to (i) of sub-regulation (2) of Regulation 46:

The Company has complied with all mandatory terms of the Regulations 17 to 27 and Clause (b) to (i) and (t) of sub-regulation (2) of Regulation 46 with Schedule II and V of the Listing Regulations.

On behalf of the Board of Directors

(SANDEEP P. SHAH)
CHAIRMAN
DIN: 00368350

DECLARATION BY THE CEO UNDER CLAUSE 26(3) OF SEBI (LODR) REGULATIONS, 2015

To,
SPS Finquest Limited
R-514, 5th Floor, Rotunda Building,
B.S. Marg, Fort, Mumbai- 400 001
Maharashtra

In accordance with Clause 26(3) of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, I, Girish T. Jajoo, Managing Director of SPS Finquest Limited, hereby confirm that all the Members of the Board of Directors and Senior Management Personnel have affirmed compliance with the Code of Conduct for the financial year ended March 31, 2023

Sd/-

Girish T. Jajoo
Managing Director
DIN: 03108620

Place: Mumbai
Date: 04.08.2023

Annexure 2

REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES

1. A brief outline of the Company's CSR policy, including overview of projects or programs proposed to be undertaken and a reference to the web-link to the CSR policy and projects or programs.
 - I. Corporate Social Responsibility (CSR) remains a core value and one of Company's main corporate objectives.
 - II. CSR Policy of the Company commits to make a positive contribution to society through high impact and sustainable programmes.
 - III. The CSR commitments include but are not limited to education, healthcare, energy and climate change and betterment of the society through respect for universal human rights and the environment, acting with integrity and accountability and sustainability.
 - IV. CSR Policy of the company has been uploaded in the company's website at www.spsfinquest.co.in
2. The Composition of the CSR Committee: The Company is not required to constitute Committee in terms of Section 135 of the Companies Act, 2013.
3. Average net profit of the company for last three financial years : Rs. 5.86 crores
4. Prescribed CSR Expenditure (2% of the amount as in item 3 above)
5. The Company is required to spend during the financial year 2022-23 is : Rs. 11,71,994/-
6. Details of CSR spent during the financial year
7. Total amount spent for the financial year 2022-23 is Rs. **11,76,000/-**. Amount Unspent if any: NIL

Manner in which the amount spent during the financial year is detailed below:

Sr. No:	CSR Project/ activity	Sector in which the project is covered	Location	Amount outlay (budget) project or program wise	Amount spent on the project or program wise	Cumulative expenditure upto the reporting period	Amount spent: Direct or through implementing agency
				(Rs)	(Rs.)	(Rs.)	
1	Animal Welfare	Animal Welfare	Patan, Gujarat	125000	125000	125000	Direct
2	Education Project	Education	Paithan, Maharashtra	1051000	1051000	1051000	Direct

8. Responsibility statement of the CSR committee that the implementation and monitoring of CSR policy, is in compliance with CSR objectives and policy of the Company:

We hereby declare that implementation and monitoring of the CSR policy are in compliance with CSR objectives and CSR policy of the Company.

For and on behalf of the Board

Mumbai,
04th August, 2023

(SANDEEP P. SHAH)
CHAIRMAN (DIN: 00368350)

Annexure -3

Details under Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

Rule	Particulars			
(1)	The Ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year	a	Mr. Girish Jajoo, Managing Director	2.98 : 1
		None of the other Directors were in receipt of any remuneration		
(2)	The percentage increase in remuneration of each Director, Chief Financial officer, Chief Executive Officer, Company Secretary in the financial year	a	Mr. Girish Jajoo, Managing Director	5
		b	Mr. Subhash Yadav, Chief Finance Officer	5
		d	Ms. Sarita Jotaniya, Company Secretary	Nil
(3)	The percentage increase in the median remuneration of employees on the rolls of the Company			Nil
(4)	The number of permanent employees on the rolls of the Company			10
(5)	Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration.	There is no increase in the remuneration of managerial personnel as also for others. This is based on other factors relevant for the purpose.		
(6)	It is hereby confirmed that the remuneration is as per the Remuneration Policy of the Company			

2 (i)(ii) None of the employee of the Company was in receipt of an remuneration exceeding Rs.1,02,00,000/- per annum, if employed through-out the year, and Rs.8,50,000/- per month, if employed for a part of the financial year.

For and on behalf of the Board

Mumbai,
04th August, 2023

(SANDEEP P. SHAH)
CHAIRMAN
(DIN: 00368350)

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31st March, 2023

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

To,
The Members,
SPS Finquest Limited,

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

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has during the audit period covering the financial year ended on 31st March, 2023 complied with the statutory provisions listed hereunder and also that the Company has proper Board process and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

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

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial borrowing (**Not applicable since as confirmed by the management there was no FDI, ODI and/or ECB**);
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - a) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - c) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
 - d) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018.

UPENDRA SHUKLA

I report that during the year under review there was no action/event in pursuance of –

- (a) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;
- (b) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021;
- (c) The Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018;
- (d) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
- (e) The Securities and Exchange board of India (Registrar to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with the client.
- (vi) The following Acts/Guidelines specifically applicable to the Company:
 - (a) Reserve Bank of India Act, 1934; and
 - (b) Notifications/circulars pertaining to Non-Banking Finance Company issued by RBI from time to time.

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

- a) Secretarial Standard with regard to meeting of the Board of Directors (SS-1) and General Meetings (SS-2) issued by the Institute of Company Secretaries of India; and
- b) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Listing Agreement entered into by the Company with Stock Exchange.

I report that during the year under review, the Company has complied with the provisions of the Act, Rules, Regulations and Guidelines as applicable, mentioned above.

I further report that

- The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the year under review were carried out in compliance with the provisions of the Act.
- Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
- As per the minutes of the meeting duly recorded and signed by the chairman, the decisions of the Board and its Committees were unanimous and no dissenting views have been recorded.

I further report that based on the information provided by the Company, its officers and authorised representatives during the conduct of the audit, in my opinion adequate systems and processes and control mechanism exists commensurate with the size and operation of the Company to monitor and ensure compliance with applicable general laws, rules, regulations and guidelines.

UPENDRA SHUKLA

I further report that the compliance by the Company of applicable financial laws like direct and indirect tax laws has not been reviewed in this audit since the same has been subject to review by statutory financial audit and other designated professionals.

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

UDIN: F002727E000907301
Peer Review Certificate No. 1882/2022
Place: Mumbai
Date: 01/09/2023

U.C. SHUKLA)
COMPANY SECRETARY
FCS: 2727/CP: 1654

Note: This report is to be read with my letter of even date, which is annexed as 'ANNEXURE A' and forms an integral part of this report.

Annexure A

To,
The Members,
SPS Finquest Ltd.

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

1. Maintenance of secretarial record is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on my audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on the test basis to ensure that correct facts are reflected in secretarial records. I believe that the process and practices, I followed, provide 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 the laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of corporate and other applicable laws, rules, regulations and standards is the responsibility of the management. My examination was limited to the verification of procedure on test basis.
6. The secretarial audit report is neither an assurance as to future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Place: Mumbai
Date: 01/09/2023

(U.C. SHUKLA)
COMPANY SECRETARY
FCS: 2727/CP: 1654

CERTIFICATE BY MANAGING DIRECTOR AND CHIEF FINANCIAL OFFICER OF THE COMPANY

We certify that –

We have reviewed the financial statements and the cash flow statement for the year ended 31st March, 2023 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 together present a true and fair view of the Company's affairs and are in compliance with the existing accounting standards, applicable laws and regulations.

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.

We accept responsibility for establishing and maintaining internal controls for financial reporting and we have evaluated effectiveness of the internal control system of the Company pertaining to financial reporting and we have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.

We have indicated to the Auditors and the Audit Committee:

- significant changes in internal control over financial reporting during the year;
- significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
- instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

Sd/-
Girish Jajoo
Managing Director
DIN 03108620

Sd/-
Subhash R. Yadav
CFO

Place: Mumbai

Date: 11.05.2023

Certificate as per Clause 10 (i) of Part C of Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 by Practicing Company Secretary:

To,
 The Board of Directors
 SPS Finquest Limited
 R-514, 5th Floor, Rotunda Building,
 B.S. Marg, Fort, Mumbai- 400 001
 Maharashtra

I have examined the registers, records, books, form, returns and disclosures received from the Directors of SPS Finquest Limited, (CIN: L67120MH1996PLC098051), having Registered Office at R-514, 5th Floor, Rotunda Building, B. S. Marg, Fort, Mumbai (the Company), produced before me by the Company for the purpose of issuing this Certificate in pursuance to Regulation 34(3) read with Schedule V Para-C Sub-clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my information and according to the verification (including Director Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanation furnished to me by the Company and its officers, I hereby certify that none of the Directors on the Board of the Company as stated below for the financial year ended on 31st March, 2023 has been debarred or disqualified from being appointed or continuing as Directors of the companies by the Securities and Exchange Board of India and/or Ministry of Corporate Affairs:

Sr. No:	Name of the Director	Designation	Date of Appointment in the Company
1)	Mr. Sandeep Pramod Shah (DIN: 00368350)	Chairperson, Executive Director	20/05/2010
2)	Mr. Girish T. Jajoo (DIN: 03108620)	Managing Director, Executive Director	01/04/2011
3)	Mr. Priyesh Jhaveri (DIN: 01928047)	Non- Executive-Independent Director	05/04/2013
4)	Ms. Ankita M. Shah (DIN: 06508838)	Non- Executive-Independent Director	05/04/2013
5)	Ms. Mahita S. Shah (DIN: 09674887)	Non-Executive - Non Independent Director	28/09/2022
6)	Ms. Megha M. Mehta * (DIN: 09720126)	Non- Executive Independent Director	28/09/2022

*Not appeared online proficiency test required

Note: Ensuring the eligibility for appointment/continuing as Director on the Board is the responsibility of the management of the Company. My responsibility is to express an opinion based on verification of documents/ information available to me. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

UDIN: F002727E000886808
 Place: MUMBAI
 Date: 29/08/2023

SD/-
 (UPENDRA C. SHUKLA)
 COMPANY SECRETARY
 FCS: 2727/CP No: 1654

**Practicing Company Secretary's Certificate regarding compliance of conditions of
Corporate Governance**

To,
The Members,
SPS Finquest Limited,

1. The Corporate Governance Report prepared by SPS Finquest Limited (hereinafter 'the Company'), contains the details as specified in regulations 17 to 27, clauses (b) to (i) and (t) of sub-regulation 2 of regulation 46 and para C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended (the listing regulations) ('applicable criteria') for the year ended 31st March, 2023 as required by the Company for annual submission to the stock exchange.

Management's Responsibility

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

Auditor's Responsibility

4. Pursuant to the requirements of the listing regulations, my responsibility is to provide a reasonable assurance in the form of an opinion whether, the Company has complied with the conditions of Corporate Governance as specified in the listing regulations.
5. I conducted my examination of the Corporate Governance Report in accordance with the Guidance Notes on Certification of Corporate Governance issued by the Institute of Company Secretaries of India ('ICSI').
6. The procedures selected depend on the Auditor's judgement, including the assessment of the risks associated in compliance of the Corporate Governance Report with the applicable criteria. Summary of procedures performed include:
 - i) Read and understood the information prepared by the Company and included in its Corporate Governance Report.
 - ii) Obtained and verified that the composition of the Board of Directors with respect to executive and non-executive directors has been met through-out the reporting period.
 - iii) Obtained and read the Register of Directors as on 31st March, 2023 and verified that atleast one Independent Woman Director was on the Board of Directors through out the year.

...2/

UPENDRA SHUKLA

: 2 :

iv) Obtained and read the minutes of the following committee meetings/ other meetings held during the period 1st April, 2022 to 31st March, 2023:

- a) Board of Directors;
- b) Audit Committee;
- c) Annual General Meeting (AGM)
- d) Nomination and Remuneration Committee
- e) Stakeholders' Relationship Committee
- f) Corporate Social Responsibility Committee

v) Obtained necessary declaration of Directors of the Company.

vi) Obtained and read policy adopted by the Company for related party transactions.

vii) Performed necessary inquiries with the management and also obtained necessary specific representation from management.

Opinion

7. Based on the procedures performed by me as referred in paragraph 6 above and according to the information and explanation given to me, I am of the opinion that the Company has complied with the conditions of Corporate Governance as specified in the listing regulations as applicable for the year ended 31st March, 2023 referred to paragraph 4 above.

Other matters and Restriction on Use

8. This report is neither an assurance as to the future viability of the Company nor the efficiency for effectiveness with which the management has conducted the affairs of the Company.
9. This report is solely for the purpose of enabling the Company to comply with its obligations under the listing regulations with reference to compliance with relevant regulations of Corporate Governance and should not be used by any other person or for any other purpose.

UDIN: F002727E000886841

Place: MUMBAI

Date: 29.08.2023

(UPENDRA C. SHUKLA)

COMPANY SECRETARY

FCS: 2727/CP No: 1654

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF SPS FINQUEST LIMITED

Report on the Audit of the Financial Statements

Opinion

We have audited the accompanying financial statements of **SPS Finquest Limited** (the “Company”), which comprise the Balance Sheet as at March 31, 2023, and the Statement of Profit and Loss including Other Comprehensive Income, the Statement of Cash Flows and the Statement of Changes in Equity 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 Companies Act, 2013 (the “Act”) in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, (“Ind AS”) and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2023, and its profit, total comprehensive income, its cash flows and the changes in equity for the year ended on that date.

Basis for Opinion

We conducted our audit of the financial statements in accordance with the Standards on Auditing specified under section 143(10) of the Act (SAs). Our responsibilities under those Standards are further described in the Auditor's Responsibility 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 (ICAI) together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

Key Audit Matters

Key audit matter is the matter that, in our professional judgment, was of most significance in our audit of the financial statements of the current period. The matter was 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 the matter. We have determined the matter described below to be the key audit matter to be communicated in our report.

<u>Key Audit Matter</u>	<u>Auditor's Response</u>
Impairment of loans	Principal audit procedures performed
<p>Recognition and measurement of impairment of loans and advances involve significant management judgement.</p> <p>Under Ind AS 109, Financial Instruments, allowance for loan losses is determined using</p>	<p>Our audit procedures included:</p> <ul style="list-style-type: none"> Evaluation of the appropriateness of the impairment principles used by management based on the requirements of Ind AS 109, our business understanding and industry practice.

<u>Key Audit Matter</u>	<u>Auditor's Response</u>
<p>expected credit loss (ECL) model. The Company's impairment allowance is derived from estimates including the historical default and loss ratios. Management exercises judgement in determining the quantum of loss based on a range of factors.</p> <p>The most significant areas are:</p> <ul style="list-style-type: none"> - Segmentation of loan book - Determination of exposure at default - Loan staging criteria - Calculation of probability of default / Loss given default - Consideration of probability weighted scenarios and forward looking macro-economic factors - Complexity of disclosures <p>There are many data inputs required by the ECL model. This increases the risk of completeness and accuracy of the data that has been used to create assumptions in the model. In some cases, data is unavailable and reasonable alternatives have been applied to allow calculations to be performed.</p>	<ul style="list-style-type: none"> • Assessing the design and implementation of key internal financial controls over loan impairment process used to calculate the impairment charge. • Understanding management's revised processes, systems and controls implemented in relation to impairment allowance process/ • Evaluating management's controls over collation of relevant information used for determining estimates for management overlays. • Testing the controls over 'Governance Framework' in line with the RBI guidance. • Testing of review controls over measurement of impairment allowances and disclosures in financial statements. • Test of details over calculation of impairment allowance for assessing the completeness, accuracy and relevance of data. • Model calculations testing through reperformance where possible • The appropriateness of management's judgments was also independently reconsidered in respect of calculation methodologies, segmentation, economic factors, the period of historical loss rates used and the valuation of recovery assets and collateral.

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 and Directors' Report (the "Reports") but does not include financial statements and our auditors' report thereon. The reports are expected to be made available to us after the date of this auditors' report.
- 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.
- When we read the Other Information, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance as required under SA 720 (Revised) 'The Auditor's responsibilities Relating to Other Information'.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the Ind AS and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

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

Auditor's Responsibilities for the Audit of the Financial Statements

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

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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion.

The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal financial control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, 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 the 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 financial statements.

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

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not

be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, based on our audit we report that :

- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
- c) The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, the Statement of Cash Flows and Statement of Changes in Equity dealt with by this Report are in agreement with the relevant books of account.
- d) In our opinion, the aforesaid financial statements comply with the Ind AS specified under Section 133 of the Act.
- e) On the basis of the written representations received from the directors and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2023 from being appointed as a director in terms of Section 164(2) of the Act.
- f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in “Annexure A”. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company’s internal financial controls over financial reporting.
- 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, amended:
In our opinion and according to the information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of Section 197 of the Act. The remuneration paid to any director is not in excess of the limit laid down under Section 197 of the Act. The Ministry of Corporate Affairs has not prescribed other details under section 197 (16) which are required to be commented upon by us.
- 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, as amended in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company does not have any pending litigations as at year-end which would impact its financial position.
 - ii. The Company did not have any long-term contracts including derivative contracts as at the year-end 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. (a) The Management has represented that, to the best of it's knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

(b) The Management has represented, that, to the best of it's knowledge and belief, no funds (which are material either individually or in the aggregate) 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, 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. Refer note 33 to the financial statements.

(c) Based on the audit procedures that has been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material mis-statement.
 - v. Since the company has not declared any dividend in the previous years. Accordingly, reporting under said clause is not applicable to the company.
2. As required by the Companies (Auditors' Report) Order, 2020 (the "Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "Annexure B" a statement on the matters specified in paragraphs 3 and 4 of the Order.

For **Shah & Savla LLP**

Chartered Accountants

FRN :109364W/W100143

Sd/-

CA Miral H. Nagda

Partner

Membership No.: 108135

UDIN :23108135BGXKPI8854

Place : Mumbai

Date : 11th May, 2023

ANNEXURE “A” TO THE INDEPENDENT AUDITORS’ REPORT

(Referred to in paragraph 1(f) under ‘Report on Other Legal and Regulatory Requirements’ section of our report of even date)

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

We have audited the internal financial controls over financial reporting of **SPS Finquest 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 (the “Guidance Note”). 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 Act.

Auditor’s Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting of the Company based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

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

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

Meaning of Internal Financial Controls Over Financial Reporting

A Company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for

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

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, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2023, based on the criteria for internal financial control over financial reporting established by the Company considering the essential components of internal control stated in the Guidance Note.

For **Shah & Savla LLP**

Chartered Accountants

FRN :109364W/W100143

Sd/-

CA Miral H. Nagda

Partner

Membership No.: 108135

UDIN :23108135BGXKPI8854

Place : Mumbai

Date : 11th May, 2023

ANNEXURE “B” TO THE INDEPENDENT AUDITORS’ REPORT

(Referred to in paragraph 2 under ‘Report on Other Legal and Regulatory Requirements’ section of our report of even date)

Based on the audit procedures performed for the purpose of reporting a true and fair view on the financial statements of the Company and taking into consideration the information and explanations given to us and the books of accounts and other records examined by us in the normal course of audit, and to the best of our knowledge and belief, we report that:

- (i) According to the information and explanations given to us, in respect of Property, Plant and Equipment & Intangible Assets.
 - a) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment. The Company has maintained proper records showing full particulars of intangible assets.
 - b) The Company has a program of verification of Property, Plant and Equipment, so as to cover all the items once every three years which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets.
 - c) The Company does not have any immovable properties and hence reporting under clause 3(i)(c) of the Order is not applicable.
 - d) The Company has not revalued any of its Property, Plant and Equipment including Right of Use Assets and intangible assets during the year.
 - e) No proceedings have been initiated during the year or are pending against the Company as at March 31, 2023 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder.
- (ii)
 - a) The Company does not have any inventory and hence, reporting under clause 3(ii)(a) of the Order is not applicable.
 - b) According to the information and explanations given to us, the Company has not been sanctioned working capital limits in excess of ₹ 5 crores, in aggregate, at points of time during the year, from financial institution on the basis of security of Current Assets of the Company. Accordingly reporting under clause 3(ii) (b) of the Order is not applicable.
- (iii) During the year, the Company has made investments in and granted loans or advances in the nature of loans, secured or unsecured, to companies, firms, limited liability partnerships or any other parties. The Company has not provided guarantee or security to any other entity during the year. With respect to such investments, loans and advances and guarantee provided:
 - a) The Company’s principal business is to give loans, and hence reporting under clause 3(iii)(a) of the Order is not applicable.
 - b) The investments made and the terms and conditions of the grant of all the loans and advances in the nature of loans, during the year are, in our opinion, prima facie, not prejudicial to the Company’s interest.
 - c) In respect of loans and advances in the nature of loans (together referred to as “loan assets”), the schedule of repayment of principal and payment of interest has been stipulated. Note B.9 (a) to the Financial Statements explains the Company’s accounting policy relating to impairment of financial assets which include loans assets. In accordance with that policy, loan assets with

balances as at March 31, 2023, aggregating ₹500.00lakhs were categorised as credit impaired (“Stage 3”) and ₹ Nil were categorised as those where the credit risk has increased significantly since initial recognition (“Stage 2”). Disclosures in respect of such loans have been provided in Note 3 to the Financial Statements. Additionally, out of loans and advances in the nature of loans with balances as at the year-end aggregating ₹ 1904.26lakhs, where credit risk has not significantly increased since initial recognition (categorised as “Stage 1”), overdues in the repayment interest and/or principal aggregating ₹ Nil were also identified. In all other cases, the repayment of principal and interest is regular. Having regard to the nature of the Company’s business and the volume of information involved, it is not practicable to provide an itemised list of loan assets where delinquencies in the repayment of principal and interest have been identified.

- d) The total amount overdue for more than ninety days, in respect of loans and advances in the nature of loans, as at the year-end is ₹ 500.00lakhs. Basis information and explanation provided to us by the Management, reasonable steps are being taken by the Company for recovery of the principal and interest as stated in the applicable Regulations and Loan agreements.
- e) The Company’s principal business is to give loans, and hence reporting under clause 3(iii)(e) of the Order is not applicable.
- f) According to information and explanations given to us and based on the audit procedures performed, the Company has granted loans or advances during the year in loans which are repayable on demand. However, the Company has not granted loans or advances without specifying any terms or period of repayment during the year. Details of loans repayable on demand are as below.
 - a) Aggregate amount of loans repayable on demand outstanding as at March 31, 2023- Rs.2,404.26 lakhs
 - b) % of above loans amounts mentioned in (a) above to the total gross loans outstanding- 100.00%
 - c) Aggregate amount of loans granted to promoters(included in (a) above) -Rs. Nil
 - d) Aggregate amount of loans to related parties (included in (a) above)- Rs. Nil
- (iv) In our opinion and according to information and explanation given to us, there are no loans, investments or guarantees and security given in respect of which provisions of section 185 and 186 of the Act are applicable hence reporting under paragraph 3(iv) of the Order is not applicable.
- (v) In our opinion, the Company has not accepted any deposits from public within the meaning of sections 73 to 76 of the Act and the Companies (Acceptance of Deposits) Rules 2014 (as amended). Accordingly, the provisions of clause 3(v) of the Order are not applicable.
- (vi) According to the information and explanations given to us, the Central Government has not prescribed the maintenance of cost records under section 148(1) of the Act, in respect of the services rendered by the Company. Hence, reporting under clause 3(vi) of the Order is not applicable.
- (vii) According to the information and explanations given to us, in respect of statutory dues:
 - a) Undisputed statutory dues, including Goods and Service tax (GST), Provident Fund, Employees’ State Insurance, Income-tax, cess and other material statutory dues applicable to the Company have generally been regularly deposited by it with the appropriate authorities.

- b) There were no undisputed amounts payable in respect of GST, Provident Fund, Employees' State Insurance, Income-tax, cess and other material statutory dues which were in arrears as at March 31, 2023 for a period of more than six months from the date they became payable.
- c) According to the information and explanations given to us and on the basis of our examination of the records of the Company did not have dues which have not been deposited as on March 31, 2023, except for the following :

Name of the statute	Nature of dues	Amount	Period to which the amount relates	Forum where dispute is pending
Income Tax Act, 1961	Income Tax Demand	Rs. 856.99 Lakhs	FY 2016-2017 (AY 2017-18)	CIT (A)

- (viii) According to the information and explanations given to us, no transactions relating to previously unrecorded income were surrendered or disclosed as income in the tax assessments under the Income Tax Act, 1961 during the year.
- (ix) According to the information and explanations given to us, in respect of borrowings:
- The Company has not defaulted in the repayment of loans or other borrowings or in the payment of interest thereon to any lender during the year.
 - The Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.
 - In our opinion, the Company has not taken any term loan during the year and there are no outstanding term loans at the beginning of the year, hence clause 3(ix)(c) of the Order is not applicable.
 - On an overall examination of the maturity profile of financial assets and financial liabilities provided in Note 30 to the financial statements of the Company, funds raised on short term basis have, prima facie, not been used during the year for long-term purposes by the Company.
 - The Company did not have any subsidiary or associate or joint venture during the year and hence, reporting under clause 3(ix)(e) of the Order is not applicable.
 - The Company does not have any subsidiary or associate or joint venture and hence reporting on clause 3(ix)(f) of the Order is not applicable.
- (x) a) The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) during the year and hence reporting under clause 3(x)(a) of the Order is not applicable.
- b) According to the information and explanations given to us, the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully or partly or optionally) during the year and hence reporting under clause 3(x)(b) of the Order is not applicable.
- (xi) a) According to the information and explanations given to us, no fraud by the Company and no material fraud on the Company has been noticed or reported during the year.
- b) No report under section 143(12) of the Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government during the year and upto the date of this report.

- c) As represented to us by the Management, there were no whistle blower complaints received by the Company during the year.
- (xii) The Company is not a Nidhi Company and hence, reporting under clause 3(xii) of the Order is not applicable.
- (xiii) According to the information and explanations given to us, the Company is in compliance with Section 188 and 177 of the Act, where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the financial statements, etc. as required by the applicable accounting standards.
- (xiv) a) In our opinion, the Company has an adequate internal audit system commensurate with the size and the nature of its business.
b) We have considered, the internal audit reports issued to the Company during the year and covering the period upto March 31, 2023.
- (xv) According to the information and explanations given to us, during the year, the Company has not entered into any non-cash transactions with its directors or persons connected with him and hence, provisions of section 192 of the Act are not applicable.
- (xvi) (a) The Company is required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934 and such registration has been obtained by the Company. Hence, reporting under clauses 3(xvi) b and c of the Order is not applicable.
As per information provided to us during the course of audit, the Company does not have any Core Investment Company as defined under the Regulations by the Reserve Bank of India(the 'RBI') and accordingly reporting under clause 3(xvi)(d) of the Order is not applicable.
- (xvii) The Company has not incurred cash losses during the financial year covered by our audit and the immediately preceding financial year.
- (xviii) During the year, Kochar& Associates, Chartered Accountants, erstwhile statutory auditors has resigned consequent to circular No. RBI/2021-22/25 Ref. No. DoS. CO.ARG /SEC.01/08.91.001/2021-22 dated 27th April, 2021 issued by the RBI related to Rotation of statutory auditors of NBFCs. According to the information and explanations given to us, there have been no issues, objections or concerns raised by the said outgoing statutory auditors of the Company.
- (xix) On the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, Asset Liability Maturity (ALM) pattern, other information accompanying the financial statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that the Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period

of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

- (xx) The Company has fully spent the required amount towards Corporate Social Responsibility (CSR) and there is no unspent CSR amount for the year requiring a transfer to a Fund specified in Schedule VII to the Act or special account in compliance with the provision of section 135(6) of the said Act. Accordingly, reporting under clause 3(xx) of the Order is not applicable.
- (xxi) According to the information and explanations given to us, the Company does not have subsidiary, associate and joint venture. Accordingly, reporting under clause 3(xxi) of the Order is not applicable.

For Shah & Savla LLP
Chartered Accountants
FRN :109364W/W100143

Sd/-

CA Miral H. Nagda
Partner
Membership No.: 108135
UDIN :23108135BGXKPI8854
Place : Mumbai
Date : 11th May, 2023

SPS Finquest Limited
CIN : L67120MH1996PLC098051
Balance Sheet as at 31st March, 2023

(Amount in Lakhs)

Sr.	Particulars	Notes	As at 31.03.2023	As at 31.03.2022
I	ASSETS			
1	<u>Financial Assets</u>			
a	Cash and cash equivalents	2	300.45	1369.76
b	Receivables			
	(i) Trade Receivables		-	-
c	Loans	3	2398.25	3747.92
d	Investments	4	5611.40	3150.96
e	Other Financial Assets	5	-	12.61
			8310.10	8281.25
2	<u>Non Financial Assets</u>			
a	Current Tax Assets (Net)	6	310.04	426.49
b	Property, Plant and Equipment	7	15.01	20.33
c	Other Non-Financial Assets	8	0.74	0.93
			325.79	447.75
			8635.89	8729.00
	TOTAL ASSETS			
II	LIABILITIES AND EQUITY			
	<u>LIABILITIES</u>			
1	<u>Financial Liabilities</u>			
a	Derivative Financial Instrument		-	-
b	Trade Payables	9		
	-Total Outstanding Dues of Micro & Small Enterprises		-	-
	-Total Outstanding Dues of creditors other than Micro & Small enterprises		4.12	1.25
c	Borrowing (Other than Debt Securities)	10	2509.83	2970.61
			2513.95	2971.86
2	<u>Non - Financial Liabilities</u>			
a	Provisions	11	12.37	10.41
b	Deferred Tax Liabilities (Net)		339.24	187.70
c	Other Non-Financial Liabilities	12	75.03	0.22
			426.64	198.33
	<u>EQUITY</u>	13	1013.78	1013.78
	Equity Share capital	14	4681.52	4545.03
	Other Equity		5695.30	5558.81
			8635.89	8729.00
	Total Liabilities and Equity			

See accompanying notes to the financial statements

As per our attached report of even date

For and on behalf of
Shah & Savla LLP
Chartered Accountants
FRN109364W / W100143

For and on behalf of the Board
SPS Finquest Limited

Sd/-

CA. Miral H Nagda
Partner, M. No. 108135
UDIN: 23108135BGXKPI8854
Place Mumbai Date 11/05/2023

Sd/-

Sandeep Shah
Director
DIN00368350
Place Mumbai

Sd/-

Girish Jajoo
Managing Director
DIN03108620
Date 11/05/2023

SPS Finquest Limited
CIN : L67120MH1996PLC098051

Statement of Profit & Loss for the year ended 31st March, 2023 (Amount in Lakhs)

Sr.	Particulars	Notes	Year Ended 31.03.2023	Year Ended 31.03.2022
I	Revenue from operations			
a	Interest Income	15	414.90	473.65
b	Fees and Commission Income	16	9.07	1.11
c	Dividend Income	17	10.75	3.20
d	Net gain /(loss) on Fair Value Changes	18	453.32	2261.74
	Total Revenue from Operations		888.04	2739.70
II	Other Income	19	16.53	8.12
III	Total Income (I + II)		904.57	2747.82
	Expenses			
a	Finance Costs	20	301.59	170.71
b	Impairment on Financial Instruments	21	71.61	0.59
c	Depreciation, amortization and impairment	7	5.31	2.55
d	Employee benefit expense	22	110.88	107.85
e	Other expenses	23	72.78	85.61
VI	Total Expenses		562.17	367.31
V	Profit/(loss) before exceptional items and Tax		342.40	2380.51
VI	Exceptional Items		-	-
VII	Profit/(loss) before tax		342.40	2380.51
VIII	Tax expense:			
	(1) Current tax		52.02	-
	(2) Deferred tax		151.52	221.09
	(3) Tax of earlier years		2.41	(11.73)
I	Profit for the year		136.45	2171.14
X	Other Comprehensive Income			
X	(A)(i) items that will not be reclassified to profit or loss		0.07	2.14
	(ii) income tax relating to items that will not be reclassified to profit or loss		0.02	0.54
	Sub total (A)			
	(B)(i) items that will be reclassified to profit or loss		-	-
	(ii) income tax relating to items that will be reclassified to profit or loss		-	-
	Sub total (B)			
	Other Comprehensive Income (A + B)		0.05	1.60
	Total Comprehensive Income for the period (XIII + XIV)		136.50	2172.74
XI	Earnings per equity share			
	(1) Basic	24	1.35	21.43
	(2) Diluted		1.35	21.43

See accompanying notes to the financial statements

As per our report of even date

For and on behalf of
Shah & Savla LLP
Chartered Accountants
FRN109364W / W100143

For and on behalf of the Board
SPS Finquest Limited

Sd/-
CA. Miral H Nagda
Partner, M. No. 108135
UDIN: 23108135BGXKPI8854
Place Mumbai Date 11/05/2023

Sd/-
Sandeep Shah
Director
DIN00368350
Place Mumbai

Sd/-
Girish Jajoo
Managing Director
DIN03108620
Date 11/05/2023

SPS Finquest Limited
CIN : L67120MH1996PLC098051

Statement of Cash Flows for the year ended 31st March, 2023 (Amount in Lakhs)

Particulars	As at 31.03.2023	As at 31.03.2022
Operating activities		
Profit Before Tax	342.40	2380.51
Adjustments to reconcile profit before tax to net cash inflow		
Dividend Income	(10.75)	(3.20)
Impairment Loss	71.61	0.59
Profit on Sale of Asset	-	(6.05)
Net Gain on Fair Value Changes	(453.32)	(2261.74)
Interest Paid	301.59	170.71
Operating Profit before working capital changes	5.31	2.55
	256.83	283.37
Working capital adjustments :-		
Increase / (Decrease) in Trade and Other Payables	2.87	(2.52)
(Increase) / Decrease in Other Financial Assets	12.61	892.85
(Increase) / Decrease in Other Non Financial Assets	0.19	33.62
Increase / (Decrease) in Derivative Instrument	-	(369.53)
Increase / (Decrease) in Other Non Financial Liabilities	76.84	(63.95)
	349.34	773.84
Less: Taxes Paid	62.03	(78.84)
Net cash flow from operating activities	411.37	695.00
Investing activities		
Purchase /Sale of property, plant & equipment and intangible assets	-	(7.86)
Dividend Received	10.75	3.20
Loans Given/Repaid	1278.06	(237.72)
Sale / Purchase of Investments	(2007.12)	852.88
Net cash flow used in investing activities	(718.31)	610.50
Financing activities		
Proceeds of other short-term borrowings (Net)	(460.78)	197.06
Deposits Received / Paid	-	-
Interest paid	(301.59)	(170.70)
Net cash flow from financing activities	(762.37)	26.36
Increase in cash and cash equivalents	(1069.31)	1331.86
Cash and cash equivalents at the beginning of the year	1369.76	37.90
Cash and cash equivalents at the end of the year	300.45	1369.76

Note : The above Cash Flow Statement has been prepared under the 'Indirect method' as set out in Ind AS 7 on 'Statement of Cash Flows'

Components of Cash and Cash Equivalents

Particulars	As at 31.03.2023	As at 31.03.2022
Cash in Hand	0.56	0.27
Other Bank Balances	299.89	1369.49
Total	300.45	1369.76

As per our attached report of even date

For and on behalf of
Shah & Savla LLP
Chartered Accountants
FRN109364W / W100143

For and on behalf of the Board
SPS Finquest Limited

Sd/-

CA. Miral H Nagda
Partner, M. No. 108135
UDIN: 23108135BGXKPI8854
Place Mumbai Date 11/05/2023

Sd/-

Sandeep Shah
Director
DIN00368350
Place Mumbai

Sd/-

Girish Jajoo
Managing Director
DIN03108620
Date 11/05/2023

SPS Finquest Limited
CIN : L67120MH1996PLC098051
Statement of Changes in Equity for the year ended 31st March, 2023

A. Equity Share Capital**(Amount in Lakhs)**

Particulars	As at 31, March 2023	As at 31, March 2022
Balance at the beginning of the year i.e. as at April 1	1013.78	450.57
Changes in equity share capital due to prior period errors	-	-
Restated Balance at the beginning of year	1013.78	450.57
Changes in equity share capital during the year	-	563.21
Balance at the end of the year i.e. as at March 31	1013.78	1013.78

B. Other Equity

Particulars	Security Premium	General Reserve	Retained Earnings	Reserve Fund as per Reserve Bank of India Act 1934	Equity Component of Liability Instrument	Other Compre- hensive Reserve	Total
Balance as at April 1, 2021	2174.65	0.10	427.95	332.81	-	-	2935.50
Changes in accounting policy or prior period errors	-	-	-	-	-	-	-
Restated balance as at 1, April 2021	2174.64	0.10	427.95	332.81	-	-	2935.50
Profit for the year	-	-	2171.14	-	-	-	2171.14
Other Comprehensive Income for the year	-	-	1.60	-	-	-	1.60
Dividends	-	-	-	-	-	-	-
Transfer to / from other Equity	(563.21)	-	(434.23)	434.23	-	-	(563.21)
Any other Change	-	-	-	-	-	-	-
Balance as at March 31, 2022	1611.43	0.10	2166.46	767.03	-	-	4545.03
Changes in accounting policy or prior period errors	-	-	-	-	-	-	-
Restated balance as at 31, March 2022	1611.43	0.10	2166.46	767.03	-	-	4545.03
Profit for the year	-	-	136.45	-	-	-	136.45
Other Comprehensive Income for the year	-	-	0.05	-	-	-	0.05
Dividends	-	-	-	-	-	-	-
Transfer to / from other Equity	-	-	(27.29)	27.29	-	-	-
Any other Change	-	-	-	-	-	-	-
Balance as at March 31, 2023	1611.43	0.10	2275.67	794.32	-	-	4681.52

As per our attached report of even date

For and on behalf of
Shah & Savla LLP
Chartered Accountants
FRN109364W / W100143

Sd/-

CA. Miral H Nagda
Partner, M. No. 108135
UDIN: 23108135BGXKPI8854
Place Mumbai Date 11/05/2023

For and on behalf of the Board
SPS Finquest Limited

Sd/-

Sandeep Shah
Director
DIN00368350
Place Mumbai

Sd/-

Girish Jajoo
Managing Director
DIN03108620
Date 11/05/2023

SPS Finquest Limited**Notes to financial statements for the year ended 31st March, 2023****Note 1: COMPANY INFORMATION & SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES****A COMPANY INFORMATION**

SPS Finquest Limited ('the Company'), incorporated in India, is a public limited company, headquartered in Mumbai. The Company is a Non-Banking Financial Company ('NBFC') engaged in providing asset finance through its pan India branch network. The Company is registered as a Systemically Important Deposit Accepting NBFC as defined under Section 45-IA of the Reserve Bank of India ('RBI') Act, 1934 with effect from 4 September 1998. The equity shares of the Company are listed on the Bombay Stock Exchange ("BSE") in India.

B SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**B.1 Statement of compliance and basis for preparation and presentation of financial statements**

The Company's financial statements have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under section 133 of the Companies Act, 2013 ("the Act"), read with Companies (Indian Accounting Standards) Rules, 2015, as amended and other accounting principles generally accepted in India.

Basis of accounting

These financial statements have been prepared and presented under the historical cost convention, on the accrual basis of accounting except for certain financial assets and liabilities that are measured at fair values at the end of each reporting period, as stated in the accounting policies stated below.

Presentation of financial statements

The Balance Sheet and the Statement of Profit and Loss are prepared and presented in the format prescribed in the Schedule III to the Companies Act, 2013 ("the Act"). The Statement of Cash Flows has been prepared and presented as per the requirements of Ind AS 7 "Statement of Cash Flows". The disclosure requirements with respect to items in the Balance Sheet and Statement of Profit and Loss, as prescribed in the Schedule III to the Act, are presented by way of notes forming part of the financial statements.

Amount in the financial statements are presented in Indian Rupees in lakhs rounded off to two decimal places as permitted by Schedule III to the Companies Act, 2013

The financial statements of the Company for the year ended March 31, 2023 were approved for issue in accordance with the resolution of the Board of Directors on May 11, 2023

B.2 Functional and presentation currency

These financial statements are presented in Indian Rupees ('INR' or 'Rs.') which is also the Company's functional currency. All amounts are rounded-off to the nearest lakhs, unless otherwise indicated.

B.3 Basis of measurement

The financial statements have been prepared on the historical cost basis except for certain financial instruments which are measured at fair values.

B.4 Measurement of fair values

A number of Company's accounting policies and disclosures require the measurement of fair values, for both financial and non-financial assets and liabilities. The Company has established policies and procedures with respect to the measurement of fair values. Fair values are categorised into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows:

- Level 1: Quoted prices (unadjusted) in active markets for identical assets and liabilities.
- Level 2: inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly or indirectly.
- Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

B.5 Use of estimates and judgments and Estimation uncertainty

In preparing these financial statements, management has made judgments, estimates and assumptions that affect the application of the Company's accounting policies and the reported amounts of assets, liabilities,

income, expenses and the disclosures of contingent assets and liabilities. Actual results may differ from these estimates. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to estimates are recognised prospectively.

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below. The Company based its assumptions and estimates on parameters available when the financial statements were issued. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising that are beyond the control of the Company. Such changes are reflected in the assumptions when they occur.

Following are areas that involved a higher degree of estimate and judgment or complexity in determining the carrying amount of some assets and liabilities.

Effective Interest Rate (EIR) Method

The Company recognizes interest income / expense using a rate of return that represents the best estimate of a constant rate of return over the expected life of the loans given / taken. This estimation, by nature, requires an element of judgment regarding the expected behavior and life-cycle of the instruments, as well as expected changes to other fee income/expense that are integral parts of the instrument.

Impairment of Financial Assets

In accordance with Ind AS 109, the Company applies the expected credit loss ("ECL") model for measurement and recognition of impairment loss on financial assets and credit risk exposures.

The Company follows 'simplified approach' for recognition of impairment loss allowance on trade receivables. Simplified approach does not require the Company to track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime ECL at each reporting date, right from its initial recognition.

For recognition of impairment loss on other financial assets and risk exposure, the Company determines that whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12-month ECL is used to provide for impairment loss. However, if credit risk has increased significantly, lifetime ECL is used. If, in a subsequent period, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the entity reverts to recognising impairment loss allowance based on 12-month ECL.

ECL is the difference between all contractual cash flows that are due to the group in accordance with the contract and all the cash flows that the entity expects to receive (i.e., all cash shortfalls), discounted at the original EIR. Lifetime ECL are the expected credit losses resulting from all possible default events over the expected life of a financial instrument. The 12-month ECL is a portion of the lifetime ECL which results from default events that are possible within 12 months after the reporting date.

ECL Impairment loss allowance (or reversal) recognized during the period is recognized as income/expense in the Statement of Profit and Loss.

B.6 Revenue recognition :

a) Recognition of interest income on loans

Interest income is recognised in Statement of profit and loss using the effective interest method for all financial instruments measured at amortised cost, debt instruments measured at amortised cost and debt instruments designated at FVTPL. The 'effective interest rate' is the rate that exactly discounts estimated future cash payments or receipts through the expected life of the financial instrument.

If expectations regarding the cash flows on the financial asset are revised for reasons other than credit risk, the adjustment is recorded as a positive or negative adjustment to the carrying amount of the asset in the

balance sheet with an increase or reduction in interest income. The adjustment is subsequently amortised through Interest income in the Statement of profit and loss

The Company calculates interest income by applying the EIR to the gross carrying amount of financial assets other than credit-impaired assets.

When a financial asset becomes credit-impaired, the Company calculates interest income by applying the effective interest rate to the net amortised cost of the financial asset. If the financial asset cures and is no longer credit impaired, the Company reverts to calculating interest income on a gross basis.

Additional interest and interest on trade advances, are recognised when they become measurable and when it is not unreasonable to expect their ultimate collection.

b) Fee and commission income :

Fee based income are recognised when they become measurable and when it is probable to expect their ultimate collection.

Commission and brokerage income earned for the services rendered are recognised as and when they are due.

c) Dividend and interest income on investments:

- Dividends are recognised in Statement of profit and loss only when the right to receive payment is established, it is probable that the economic benefits associated with the dividend will flow to the Company and the amount of the dividend can be measured reliably.
- Interest income from investments is recognised when it is certain that the economic benefits will flow to the Company and the amount of income can be measured reliably. Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable.

B.7 Property, Plant and Equipments (PPE)

Property, plant and equipment are stated at cost, net of accumulated depreciation and accumulated impairment losses, if any.

The initial cost of an asset comprises its purchase price or construction cost, any costs directly attributable to bringing the asset into the location and condition necessary for it to be capable of operating in the manner intended by management, the initial estimate of any decommissioning obligation, if any, and, borrowing cost for qualifying assets (i.e. assets that necessarily take a substantial period of time to get ready for their intended use).

Subsequent expenditure is capitalised only if it is probable that the future economic benefits associated with the expenditure will flow to the Company.

Spare parts which meet the definition of Property, Plant and Equipment are capitalized as Property, Plant and Equipment. In other cases, the spare part is inventorised on procurement and charged to the Statement of Profit and Loss on consumption.

An item of property, plant and equipment and any significant part initially recognised separately as part of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on de-recognition of the asset is included in the Statement of Profit and Loss when the asset is derecognised.

The residual values and useful lives of property, plant and equipment are reviewed at regular intervals and changes, if any, are accounted in line with revisions to accounting estimates.

B.8 Depreciation and Amortisation:

Depreciation on Plant, Property and Equipment has been provided on the Written down Value basis, over the estimated useful lives of assets. The Company provides pro-rata depreciation from the date of addition /

up to the date of deletion made during the reporting period. Intangible assets are amortized on a Written Down Value basis over the estimated useful economic life.

Depreciation methods, useful lives and residual values are reviewed at each reporting date.

When parts of an item of property, plant and equipment have different useful lives, they are accounted for as separate items (major components) of property, plant and equipment. The cost and related accumulated depreciation are eliminated from the financial statements upon sale or disposal of the asset and the resultant gains or losses are recognized in the statement of Profit and Loss.

The useful lives determined are in line with the useful lives as prescribed in the Schedule II of the Act.

B.9 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. Financial Assets

Initial Recognition

In the case of financial assets, not recorded at fair value through profit or loss (FVTPL), financial assets are recognised initially at fair value plus transaction costs that are directly attributable to the acquisition of the financial asset. Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognised on the trade date, i.e., the date that the Company commits to purchase or sell the asset.

Subsequent Measurement

For purposes of subsequent measurement, financial assets are classified in following categories:

Financial Assets at Amortised Cost

Financial assets are subsequently measured at amortised cost if these financial assets are held within a business model with an objective to hold these assets 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. Interest income from these financial assets is included in finance income using the effective interest rate ("EIR") method. Impairment gains or losses arising on these assets are recognised in the Statement of Profit and Loss.

Financial Assets Measured at Fair Value

Financial assets are measured at fair value through OCI if these financial assets are held within a business model with an objective to hold these assets in order to collect contractual cash flows or to sell these 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. Movements in the carrying amount are taken through OCI, except for the recognition of impairment gains or losses, interest revenue and foreign exchange gains and losses which are recognised in the Statement of Profit and Loss.

Financial asset not measured at amortised cost or at fair value through OCI is carried at FVTPL.

Impairment of financial instruments :

In accordance with Ind AS 109, the Company applies the expected credit loss ("ECL") model for measurement and recognition of impairment loss on financial assets and credit risk exposures.

The Company follows 'simplified approach' for recognition of impairment loss allowance on trade receivables. Simplified approach does not require the Company to track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime ECL at each reporting date, right from its initial recognition.

For recognition of impairment loss on other financial assets and risk exposure, the Company determines that whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12-month ECL is used to provide for impairment loss. However, if credit risk has increased significantly, lifetime ECL is used. If, in a subsequent period, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the entity reverts to recognising impairment loss allowance based on 12-month ECL.

ECL is the difference between all contractual cash flows that are due to the group in accordance with the contract and all the cash flows that the entity expects to receive (i.e., all cash shortfalls), discounted at the original EIR. Lifetime ECL are the expected credit losses resulting from all possible default events over the expected life of a financial instrument. The 12-month ECL is a portion of the lifetime ECL which results from default events that are possible within 12 months after the reporting date.

De-recognition of Financial Assets

The Company de-recognises a financial asset only when the contractual rights to the cash flows from the asset expire, or it transfers the financial asset and substantially all risks and rewards of ownership of the asset to another entity.

If the Company neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Company recognizes its retained interest in the assets and an associated liability for amounts it may have to pay.

If the Company retains substantially all the risks and rewards of ownership of a transferred financial asset, the Company continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received.

b. Equity Instruments and Financial Liabilities

Financial liabilities and equity instruments issued by the Company are classified according to the substance of the contractual arrangements entered into and the definitions of a financial liability and an equity instrument.

i) Equity Instruments

An equity instrument is any contract that evidences a residual interest in the assets of the Company after deducting all of its liabilities. Equity instruments which are issued for cash are recorded at the proceeds received, net of direct issue costs. Equity instruments which are issued for consideration other than cash are recorded at fair value of the equity instrument.

ii) Financial Liabilities

1)Initial Recognition

Financial liabilities are classified, at initial recognition, as financial liabilities at FVTPL, loans and borrowings and payables as appropriate. All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

2)Subsequent Measurement

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

Financial liabilities at FVTPL

Financial liabilities at FVTPL include financial liabilities held for trading and financial liabilities designated upon initial recognition as at FVTPL. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. Gains or losses on liabilities held for trading are recognised in the Statement of Profit and Loss.

Financial liabilities at amortised cost

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the EIR method. Any difference between the proceeds (net of transaction costs) and the settlement or redemption of borrowings is recognised over the term of the borrowings in the Statement of Profit and Loss.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the Statement of Profit and Loss.

3)De-recognition of Financial Liabilities

Financial liabilities are de-recognised when the obligation specified in the contract is discharged, cancelled or expired. 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 de-recognition of the original liability and recognition of a new liability. The difference in the respective carrying amounts is recognised in the Statement of Profit and Loss.

c. Offsetting Financial Instruments

Financial assets and financial liabilities are offset and the net amount is reported in the Balance Sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis to realise the assets and settle the liabilities simultaneously.

d. Derivative financial instruments

Derivatives are initially recognised at fair value at the date the contracts are entered into and are subsequently remeasured to their fair value at the end of each reporting period. The resulting gain/loss is recognised in Statement of profit and loss.

B.10 Impairment of Non-Financial Assets

As at each Balance Sheet date, the Company assesses whether there is an indication that a non-financial asset may be impaired and also whether there is an indication of reversal of impairment loss recognised in the previous periods. If any indication exists, or when annual impairment testing for an asset is required, the Company determines the recoverable amount and impairment loss is recognised when the carrying amount of an asset exceeds its recoverable amount. Recoverable amount is determined:

- In case of an individual asset, at the higher of the assets' fair value less cost to sell and value in use;
and
- In case of cash generating unit (a group of assets that generates identified, independent cash flows),
at the higher of cash generating unit's fair value less cost to sell and value in use.

In assessing value in use, the estimated future cash flows are discounted to their present value using pre-tax discount rate that reflects current market assessments of the time value of money and risk specified to the asset. In determining fair value less cost to sell, recent market transaction are taken into account. If no such transaction can be identified, an appropriate valuation model is used.

Impairment losses of continuing operations are recognised in the Statement of Profit and Loss, except for properties previously revalued with the revaluation taken to OCI. For such properties, the impairment is recognised in OCI up to the amount of any previous revaluation.

When the Company considers that there are no realistic prospects of recovery of the asset, the relevant amounts are written off. If the amount of impairment loss subsequently decreases and the decrease can be related objectively to an event occurring after the impairment was recognised, then the previously recognised impairment loss is reversed through the Statement of Profit and Loss.

B.11 Provisions, Contingent Liabilities and Contingent Assets

The company recognizes a provision when there is a present obligation as a result of a past event that probably requires an outflow of resources and a reliable estimate can be made of the amount of the obligation. A disclosure of a contingent liability is made when there is a possible obligation or a present obligation that probably will not require an outflow of resources. When there is a possible obligation or a present obligation that the likelihood of outflow of resource is remote, no provision or disclosure is made. Contingent liabilities are disclosed by way of a note.

Contingent assets are not recognized. However, contingent assets are assessed continually and if it is virtually certain that an economic benefit will arise, the asset and related income are recognized in the period in which the change occurs.

B.12 Taxes on Income

Income Tax expense comprises current tax (i.e. amount of tax for the period determined in accordance with the income tax law), deferred tax charge or credit (reflecting the tax effect of timing differences between accounting income and taxable income for the period).

Current Tax:

Provision for current tax is made on the basis of estimated taxable income for the accounting year in accordance with the Income Tax Act 1961 after considering tax allowances and exemptions, if any.

Deferred Tax:

A deferred tax charge or credit and the corresponding deferred tax liabilities and assets are recognized using the tax rates that have been enacted or substantively enacted by the Balance sheet date. Deferred tax charge or credit is recorded for timing differences, namely the differences that originate in one accounting period and reverse in another, based on the tax effect of the aggregate amount. Deferred tax assets are recognized only if there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized and are reassessed for the appropriateness of their respective carrying values at each balance sheet date.

B.13 Earnings Per Share

The Company reports basic and diluted earnings per share in accordance with Ind AS 33 on Earnings per share. Basic EPS is calculated by dividing the net profit or loss for the year attributable to equity shareholders (after deducting preference dividend and attributable taxes) by the weighted average number of equity shares outstanding during the year.

For calculating diluted earnings per share, the net profit or loss for the year attributable to equity shareholders and the weighted average number of shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares. Dilutive potential equity shares are deemed converted as of the beginning of the period, unless they have been issued at a later date. In computing the dilutive earnings per share, only potential equity shares that are dilutive and that either reduces the earnings per share or increases loss per share are included

B.14 Employee Benefits

1. Contribution to provident fund by the Company is considered as defined contribution plan and are charged as an expense based on the amount of contribution required to be made as and when services are rendered by the employees.

2. Defined benefit and other long-term benefit plans

Company's liabilities towards defined benefit plans and other long term benefits viz. gratuity and compensated absences are determined using the Projected Unit Credit Method. The liability is determined as a differential amount on the basis of actuarial valuation being carried out at each balance sheet date and fund balance.

Remeasurement, comprising actuarial gains and losses, the return on plan assets (excluding amounts included in net interest on the net defined benefit liability or asset) and any change in the effect of asset ceiling (wherever applicable) is recognised in other comprehensive income and is reflected in retained earnings and the same is not eligible to be reclassified to profit or loss.

Defined benefit employee costs comprising current service cost, past service cost and gains or losses on settlements are recognised in the Statement of Profit and Loss as employee benefits expense. Interest cost implicit in defined benefit employee cost is recognised in the Statement of Profit and Loss under finance cost. Gains or losses on settlement of any defined benefit plan are recognised in profit or loss when such settlement occurs.

Past service cost is recognised as an expense on a straight line basis over the average period until the benefits become vested. To the extent the benefits are already vested immediately following the introduction of, or changes to, a defined benefit plan, past service cost is recognised immediately.

In case of funded plans, the fair value of the plan assets is reduced from the gross obligation under the defined benefit plans to recognise the obligation on a net basis.

3.Short-term employee benefits

Short-term employee benefits expected to be paid in lieu of the employment are recognised undiscounted during the period the employee renders the service. These benefits include performance incentives.

4.Other long-term employment benefits

Compensated absences which are not expected to be settled within twelve months after the end of the period in which the employee renders the related services are recognized as a liability at the present value of the defined benefit obligations at the balance sheet date based on actuarial valuation by an independent actuary using the Projected Unit Credit Method. The discount rates used for determining the present value of the obligation under the defined benefit plan are based on the market yields on government bonds as at the balance sheet date.

B.15 Key sources of estimation

The preparation of financial statements, in conformity with generally accepted accounting principles, requires estimates and assumptions to be made that affect the reported amounts of assets and liabilities (including contingent liabilities) on the date of the financial statements and the reported amounts of revenue and expenses during the reported period. Differences between actual results and estimates are recognized in the periods in which the results are known / materialise.

B.16 Provisions and contingencies:

Provision is recognized in accounts when there is a present obligation as a result of past events and it is probable that an outflow of resources will be required to settle the obligation. Contingent liabilities, if any, are disclosed in the notes to the financial statements.

B.17 Statement of Cash Flows

Cash comprises cash on hand and demand deposits with banks. Cash equivalents are short-term balances (with an original maturity of three months or less from the date of acquisition), highly liquid investments that are readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value.

B.18 Segment Reporting

Information required to be reported to the chief operating decision maker (CODM) for the purposes of resource allocation and assessment of segment performance focuses on the types of services delivered or provided. The directors of the Company have chosen to organise the Company around different types of services rendered. The Company has identified business segment as its primary segment as permitted by Ind AS 108 "Operating Segments".

SPS Finquest LimitedNotes to financial statements for the year ended 31st March, 2023**Note 2 : Cash and cash equivalents****(Amount in Lakhs)**

Particulars	As at 31.03.2023	As at 31.03.2022
Cash in Hand	0.56	0.27
Balances with Banks:		
On current accounts	299.89	1369.49
	300.45	1369.76

Note 3 : Loans

Particulars	As at 31.03.2023	As at 31.03.2022
(A) Loans (at amortised cost) :		
Retail loans –Loan against securities	2404.26	3757.31
Loan /Inter corporate deposits to related parties	-	-
Total (Gross)	2404.26	3757.31
Less : Impairment loss allowance	6.01	9.39
Total (Net)	2398.25	3747.92
(B) Secured by		
i) Secured by tangible assets	2404.26	3757.31
ii) Secured by intangible assets	-	-
iii) Covered by bank / Government guarantees	-	-
iv) Unsecured	-	-
Total (Gross)	2404.26	3757.31
Less : Impairment loss allowance	6.01	9.39
Total (Net)	2398.25	3747.92
(C)i) Loans in India		
a) Public Sector	2404.26	3757.31
b) Others	-	-
Total (Gross)	2404.26	3757.31
Less : Impairment loss allowance	6.01	9.39
Total (Net) - C-(i)	2398.25	3747.92
ii) Loans outside India		
Less : Impairment loss allowance	-	-
Total (Net) - C-(ii)	-	-
Total (Net) - C (i+ii)	2398.25	3747.92

Note: There is no loan asset measured at FVOCI or FVTPL or designated at FVTPL

Note 4 : Investment

Particulars	As at 31.03.2023	As at 31.03.2022
Investments in equity instruments of Other companies at Fair Value through Profit or Loss		
(Quoted and fully paid up)		
Nil equity shares of ARTEFACT PROJECTS EQ of Rs 10 each fully paid (P.Y.9900)	-	6.03
5000 equity shares of Bajaj Finserv Ltd EQ of Rs.1 each fully paid (P.Y. Nil)	63.32	-
2500 equity shares of BHEL of Rs.2 each fully paid (P.Y. 4000)	1.75	1.97
Nil equity shares of CONCURRENT (INDIA) I of Rs 10 each fully paid (P.Y. 50000)	-	0.77
5000 equity shares of DRA CONSULTANTS LTD of Rs 10 each fully paid (P.Y. 5000)	1.00	0.67
223882 equity shares of EUEKA FORBES of Rs 10 each fully paid (P.Y. 211680)	955.30	828.30
NIL equity shares of FORBES & COMPANY LTD .of Rs 10 each fully paid (P.Y. 14312)	-	58.74
1 equity shares of HFCL LTD .of Rs 1 each fully paid (P.Y. NIL)	0	-
2000 equity shares of Inflame Appliances Ltd EQ of Rs.10 each fully paid (P.Y. Nil)	8.78	-
226854 equity shares of INFOMEDIA PRESS LTD. of Rs 10 each fully paid (P.Y. 226854)	9.37	12.70
Nil equity shares of INDIAN ENERGY EXCHANGE LI (P.Y. 50000)	-	112.23
Nil equity shares of IRCTC LTD. of Rs 10 each fully paid (P.Y.1000)	-	7.75
Nil equity shares of ITC LTD. of Rs 2 each fully paid (P.Y. 20000)	-	50.16
15000 equity shares of Maharashtra Apex Corporation Ltd EQ of Rs.1 each fully paid (P.Y. Nil)	13.36	-
Nil equity shares of MAX HELTHCARE INSURANCE of Rs 10 each fully paid (P.Y. 125000)	-	433.63
Nil equity shares of ONGC-EQ of Rs 10 each fully paid (P.Y. 1000)	-	1.64
Nil equity shares of OPTIEMUS INFRACOM LTD .of Rs 10 each fully paid(P.Y. 10000)	-	31.90
Nil equity shares of ORBIT EXPORTS LTD. of Rs 10 each fully paid(P.Y. 240000)	-	294.00
2000 equity shares of ORISA MINERALS DEVELOPME. of Rs 10 each fully paid(P.Y. 1660)	47.52	47.30
Nil equity shares of PIRAMAL ENTERPRISES LTD. - EQ of Rs 10 each fully paid (P.Y. 1000)	-	21.87
1180161 equity shares of SAGAR PRODUCTIONS LIMITED of Rs10 each fully paid(PY. 1180161)	24.67	38.12
3000 equity shares of SHRI DINESH MILLS LTD..of Rs 10 each fully paid(P.Y. 3000)	15.51	22.06
209294 equity shares of STERLING & WILSON SOLAR-EQ of Rs10 each fully paid(P.Y. 204289)	611.45	648.41
Nil equity shares of STONE INDIA LTD. of Rs 10 each fully paid (P.Y.24,572)	-	2.42
5 equity shares of SUYOG TELEMATICS LTD. of Rs 10 each fully paid (P.Y. 5)	0.02	0.02
277 equity shares of VADILAL ENTERPRISES LTD. of Rs 10 each fully paid(P.Y. 27946)	9.97	477.75
3640000 equity shares of VODAFONE IDEA LIMITED. of Rs 10 each fully paid(P.Y. 500000)	211.85	48.40
189339 equity shares of YES BANK EQ of Rs.2 each fully paid (P.Y. Nil)	28.50	-
15000 equity shares of ZOMATO. of Rs 10 each fully paid(P.Y. 5000)	7.64	4.12
Investments in Mutual Funds at Fair Value through Profit or Loss		
Quoted		
66.353 units of NIP Liquid Bees (P.Y. 0.127)	0.66	0.00
70673.690 units of SBI MAGNUM ULTRA SHORT DURATION FUND REGULAR GROWTH(P.Y. NIL)	3600.73	-
Total	5611.40	3150.96
Investments in India	5611.40	3150.96
Investments Outside India	-	-
Total	5611.40	3150.96

There is no investments measured at FVOCI or designated at FVTPL

Note 5 : Other Financial Assets

Particulars	As at 31.03.2023	As at 31.03.2022
Margin A/c	-	2.59
Receivable from Broker	-	10.02
	-	12.61

Note 6 : Current Tax Assets (Net)

Unsecured Considered Good

Particulars	As at 31.03.2023	As at 31.03.2022
Advance Tax & TDS (net of provisions)	310.04	426.49
	310.04	426.49

Note 7 : Property, Plant & Equipment

Particulars	Computers	Television	Air conditioner	Vehicles	Refrigerator	Total
Gross Block						
As at April 01,2021	3.99	0.34	0.83	19.58	0.07	24.81
Additions	-	-	-	19.99	-	19.99
Disposals	-	-	-	(19.58)	-	(19.58)
Year Ended March 31, 2022	3.99	0.34	0.83	19.99	0.07	25.22
Additions	-	-	-	-	-	-
Disposals	-	-	-	-	-	-
As at March 31, 2023	3.99	0.34	0.83	19.99	0.07	25.22
Accumulated Depreciation						
As at April 01,2021	3.18	0.32	0.60	11.68	0.07	15.85
Depreciation charge during the year	0.44	-	0.06	2.06	-	2.55
Disposals	-	-	-	(13.51)	-	(13.52)
As at March 31,2022	3.62	0.32	0.66	0.23	0.07	4.90
Depreciation charge during the year	0.16	-	0.04	5.11	-	5.31
Disposals	-	-	-	-	-	-
As at March 31,2023	3.78	0.32	0.70	5.34	0.07	10.21
Net Carrying Amount	0.21	0.02	0.13	14.65	0.00	15.01

Note 08 : Other Non-Financial Assets

Unsecured, Considered Good

Particulars	As at 31.03.2023	As at 31.03.2022
Other Advances		
Prepaid Expenses	0.74	0.93
	0.74	0.93

Note 9 : Trade Payable

Particulars	As at 31.03.2023	As at 31.03.2022
Total Outstanding Dues to Micro and Small Enterprises	-	-
Total Outstanding Dues to other than Micro and Small Enterprises	4.12	1.25
	4.12	1.25

9.B The Company had sought confirmation from the vendors whether they fall in the category of Micro, Small and Medium Enterprises. Based on the information available, the required disclosure for Micro, Small and Medium Enterprises under the above Act is given below:

Particulars	As at 31.03.2023	As at 31.03.2022
The principal amount remaining unpaid to any supplier as at the end of accounting year ;	-	-
interest due thereon remaining unpaid at the end of accounting year;	-	-
The amount of interest paid by the buyer under MSMED Act, 2006 along with the amounts of the payment made to the supplier beyond the due date during each accounting year;	-	-
The amount of interest due and payable for the period of delay in making payment (which has been paid but beyond the appointed day during the year) but without adding the interest specified under the MSMED Act, 2006;	-	-
The amount of interest accrued and remaining unpaid at the end of accounting year; and		
The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise, for the purpose of disallowance as a deductible expenditure under section 23 of the MSMED Act, 2006.	-	-

There are no trade payables not due for payment as also unbilled trade payables.

All Trade payables are undisputed.

9.C : Trade Payable Ageing Schedule**As at March 31, 2023**

Particulars	Outstanding for the following periods from due date of payment				
	Less than 1 Year	1-2 Year	2-3 Year	More than 3 years	Total
(i) MSME	-	-	-	-	-
(ii) Others	4.12	-	-	-	4.12
(iii) Disputed Dues – MSME	-	-	-	-	-
(iii) Disputed Dues – Others	-	-	-	-	-
Total	4.12	-	-	-	4.12

As at March 31, 2022

Particulars	Outstanding for the following periods from due date of payment				
	Less than 1 Year	1-2 Year	2-3 Year	More than 3 years	Total
(i) MSME	-	-	-	-	-
(ii) Others	1.25	-	-	-	1.25
(iii) Disputed Dues – MSME	-	-	-	-	-
(iii) Disputed Dues – Others	-	-	-	-	-
Total	1.25	-	-	-	1.25

Note 10 : Borrowing (Other than Debt Securities)**(Unsecured, at amortized cost)**

Particulars	As at 31.03.2023	As at 31.03.2022
Unsecured, Repayable on Demand		
Inter Corporate Deposits	2509.83	2970.61
Loan from Directors	-	-
	2509.83	2970.61
Borrowing in India	2509.83	2970.61
Borrowing Outside India	-	-
	2509.83	2970.61

The borrowings have not been guaranteed by directors or others.

There are no borrowings measured at FVTPL or designated at FVTPL

The company has not defaulted in repayment of principal and interest to its lenders as on the Balance Sheet date

There are no borrowings from banks or financial institutions

Interest rates 10 to 11.50 %

Note 11 : Provision

Particulars	As at 31.03.2023	As at 31.03.2022
Provision for employee benefits i.e. Gratuity	12.37	10.41
	12.37	10.41

Note 12 : Other Non-Financial Liabilities

Particulars	As at 31.03.2023	As at 31.03.2022
Other- Statutory Dues Payable	0.03	0.22
Provision for Bad Debts	75.00	-
	75.63	0.22

Note 13 : Equity Share capital

Particulars	As at 31.03.2023	As at 31.03.2022
Authorised Capital		
Equity Share Capital		
120,00,000 (P.Y. 120,00,000) Equity Shares of Rs.10 each	1,200.00	1,200.00
Issued, Subscribed and Fully Paid Up		
1,01,37,825 (P.Y. 1,01,37,825) Equity Shares of Rs.10 each fully paid up	1,013.78	1,013.78
	1,013.78	1,013.78

a) Reconciliation of shares outstanding at the beginning and at the end of the period

Particulars	No of shares	Amount (Thousands Rs.)
As at 31.03.2021	45,05,700	450.57
Issued during the year	56,32,125	563.21
As at 31.03.2022	1,01,37,825	1,013.78
Issued during the year	-	-
As at 31.03.2023	1,01,37,825	1,013.78

b) Terms / rights attached to equity shares

The Company has only one class of equity shares having a par value of Rs. 10 per share. Each holder of equity share is entitled to one vote per share.

In the event of liquidation of the Company, the holder of equity shares will be entitled to receive 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.

c) Details of Shareholders holding more than 5% shares in the company:

Particulars	As at 31.03.2023		As at 31.03.2022	
	No.	% holding	No.	% holding
Mr Sandeep P Shah	2,618,675	25.83%	2,618,675	25.83%
Mrs Rina Sandeep Shah	1,903,735	18.78%	1,513,575	14.93%
Pramodbhai Patanwala Real Estates Pvt. Ltd	891,261	8.79%	891,261	8.79%
A & N Ventures Pvt. Ltd.	529,477	5.22%	529,477	5.22%
Shapoorji Pallonji & Company Pvt. Ltd.	572,400	5.65%	572,400	5.65%
Goswami Infratech Pvt. Ltd.	561,600	5.54%	561,600	5.54%
Galina Consultancy Services Pvt. Ltd.	561,600	5.54%	561,600	5.54%
Shapoorji Pallonji Finance Pvt. Ltd.	554,400	5.47%	554,400	5.47%
Javeri Fiscal Ser Pvt Ltd	537,184	5.30%	537,000	5.30%

Particulars	31/3/2023	31/3/2022
Shares held by the holding company or the ultimate holding company or subsidiaries or associates of the holding company or the ultimate holding company in aggregate \	Nil	Nil
Shares reserved for issue under options and contracts / commitments for the sale of shares / disinvestment, including the terms and amounts	Nil	Nil
<u>For a period of five years immediately preceding the date as at which the balance sheet is prepared</u>		
Aggregate number and class of shares allotted as fully paid up pursuant to contract without payment being received in cash	Nil	Nil
Aggregate number and class of shares allotted as fully paid up by way of bonus shares	Nil	Nil
Aggregate number and class of shares bought back	Nil	Nil
Terms of securities convertible into equity / preference shares issued along with the earliest date of conversion	NA	NA
Calls unpaid (showing aggregate value of calls unpaid by directors and officers)	Nil	Nil
Forefeited shares (amount originally paid up)	Nil	Nil

Disclosure of Shareholding of Promoters

Name of Promoter	31-03-23		31-03-22		Change	
	No	%	No	%	No	%
Sandeep P Shah	2618675	25.83	2618675	25.83	-	-
Rina Sandeep Shah	1903735	18.78	1513575	14.93	3,90,160	3.85
Kalpana Pramod Shah	400875	3.95	340875	3.36	60,000	0.00
Sandeep Pramod Shah (Huf)	106275	1.05	102600	1.01	3,675	0.00
Alpa Vinesh Shah	675	0.01	675	0.01	-	0.00
Jesal Manoj Bhansali	675	0.01	675	0.01	-	0.00
Maalav Sandeep Shah	400	0.00	400	0.00	-	0.00
Sps Multi-Commodity Llp	-	-	387000	3.82	(3,87,000)	(3.82)
Pramodbhai Patanwala Real Estates Private Limited	891261	8.79	891261	8.79	-	-
	5922571	58.42	5855736	57.76	66,835	0.66

Note 14 : Other Equity				
Particulars			As at 31.03.2023	As at 31.03.2022
<u>Equity Component of Liability Instrument</u>				
Balance at the beginning of the year			-	-
Add: Transfer within Equity			-	-
Balance as at the end of the period		A	-	-
<u>RESERVES & SURPLUS</u>				
<u>Security Premium</u>				
Balance at the beginning of the year			1,611.43	2,174.64
Less : Bonus Shares issued during the year			-	563.21
Balance as at the end of the period		B	1,611.43	1,611.43
<u>Other Reserves</u>				
<u>General Reserve</u>				
Balance at the beginning of the year			10.00	10.00
Balance as at the end of the period		C	10.00	10.00
<u>Statutory reserve (Pursuant to Sec 45 IC of the RBI Act 1934)</u>				
Balance at the beginning of the year			767.03	332.81
Add: Transfer from retained earnings			27.29	434.23
Balance as at the end of the period		D	794.32	767.03
<u>Other Comprehensive Reserve</u>				
Balance at the beginning of the year			-	-
Add: Addition during the year			-	-
Balance as at the end of the period		E	-	-
<u>Retained earnings</u>				
Balance at the beginning of the year			2166.46	427.95
Add : Profit for the year			136.45	2,171.14
Add : Comprehensive Income for the year			0.05	1.60
Transfer to Statutory Reserve Fund - RBI 45 IC			(27.29)	(434.23)
Balance as at the end of the period		F	2275.67	2,166.46
Total (A+B+C+D+E+F)			4681.52	4,545.03

Note : Nature and purpose of reserve Statutory reserve

Statutory Reserve represents the Reserve Fund created under Section 45 IC of the Reserve Bank of India Act, 1934. Accordingly an amount representing 20% of Profit for the period is transferred to the fund for the year.

Securities Premium

This Reserve represents the premium on issue of equity shares and can be utilized in accordance with the provisions of the Companies Act, 2013.

General Reserve

Under the erstwhile Companies Act 1956, general reserve was created through an annual transfer of profit for the period at a specified percentage in accordance with applicable regulations. Consequent to introduction of Companies Act 2013, the requirement to mandatorily transfer a specified percentage of the net profit to general reserve has been withdrawn. However, the amount previously transferred to the general reserve can be utilised only in accordance with the specific requirements of Companies Act, 2013.

Retained earnings

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

Note 15 : Interest Income

Particulars	Year ended 31.03.2023	Year ended 31.03.2022
Interest on		
a) Loan against securities	365.03	374.11
b) Inter Corporate Deposit	42.47	2.83
c) IPO Funding	10.19	10.28
d) Other Loan (net of reversal)	(2.79)	86.43
	414.90	473.65

Note 16 : Fees and Commission Income

Particulars	Year ended 31.03.2023	Year ended 31.03.2022
Income from Loan related services	9.07	1.11
	9.07	1.11

Note 17 : Dividend Income

Particulars	Year ended 31.03.2023	Year ended 31.03.2022
Dividend Income	10.75	3.20
	10.75	3.20

Note 18 : Net gain / (loss) on fair value changes

Particulars	Year ended 31.03.2023	Year ended 31.03.2022
Net Gain on financial instruments at FVTPL		
Unrealised Gain / (loss) on investments in Shares & Mutual funds (net)	423.82	525.72
Unrealised Gain / (loss) on Derivatives (net)	314.30	472.28
Realised Gain / (Loss) from Derivatives	(509.54)	(351.79)
Realised Gain / (loss) from Shares	173.48	1576.61
Realised Gain / (loss) from Commercial Paper / Bond / SGL	3.61	15.52
Realised Gain / (loss) from Mutual fund units	47.88	23.40
Realised Gain / (loss) from Liquid Bees	(0.23)	-
	453.32	2261.74

Note 19 : Other Income

Particulars	Year ended 31.03.2023	Year ended 31.03.2022
Profit on sale of Asset (Motor Car)	-	6.05
Interest on Income tax Refund	16.53	2.07
	16.53	8.12

Note 20 : Financial Cost

Particulars	Year ended 31.03.2023	Year ended 31.03.2022
Interest on Loan	301.59	170.71
	301.59	170.71

Note 21 : Impairment on Financial Instruments

Particulars	Year ended 31.03.2023	Year ended 31.03.2022
On Loan	71.61	0.59
	71.61	0.59

Note 22 : Employee benefit expense

Particulars	Year ended 31.03.2023	Year ended 31.03.2022
Remuneration / Salary to Director	78.05	67.28
Salaries, other allowances and Bonus	28.92	37.39
Gratuity Expenses	2.03	2.67
Staff Welfare	1.88	0.51
	110.88	107.85

Note 23 : Other expenses

Particulars	Year ended 31.03.2023	Year ended 31.03.2022
Demat Charges	0.19	0.23
Depository Charges	1.56	0.37
Donation	5.00	-
Advertisement Expenses	0.94	0.47
Audit Fees (Refer note 23.A below)	3.72	0.89
BSE Listing Fees	3.54	3.78
Business Promotion Expenses	2.05	-
Computer Expenses	0.66	0.27
Consultancy & Professional Charges	4.17	13.05
Conveyance	1.10	1.70
Corporate Social Responsibility (Refer note 23.B below)	11.76	-
Professional Tax	0.03	0.03
Printing and Stationery	0.40	0.22
Registrar & Transfer Agents Charges	0.76	0.38
Rent	6.71	19.83
SLB Lending Fees	0.50	-
STT on Quoted Shares	20.28	18.81
STT on Derivatives	4.08	8.03
Insurance	0.65	0.42
Miscellaneous Expenses	4.68	17.13
	72.78	85.61

23.A Payment to auditor includes :

Particulars	Year ended 31.03.2023	Year ended 31.03.2022
For Audit	3.27	0.69
For Tax audit	0.45	0.20
For other services	-	-
	3.72	0.89

23.B : Corporate Social Responsibility (CSR)

Amount of Corporate Social Responsibility spent by Company during the year is for purposes other than construction / acquisition of any asset. Gross amount of Corporate Social Responsibility required to be spent by the Company for the year aggregates to Rs. 11.76 lakhs (Previous year Rs. Nil)

Particulars	Year ended 31.03.2023	Year ended 31.03.2022
i. Amount required to be spent during the year	11.72	-
ii. Amount spent during the year		
a) Amount Spent on CSR Project /Programme	11.76	-
b) Amount transferred to unspent CSR Account for ongoing projects of respective financial years	-	-
iii. Amount offset against CSR Liability	-	-
iv. Amount of shortfall at the end of the year, out of the amount required to be spent during the year	-	-
v. Amount spent from unspent CSR A/c during the financial year	-	-
vi. Total of previous year shortfall	-	-
vii. Nature of CSR activities	Refer Note	NA
viii. Details of related party transactions	-	-

Note: Shree Patan Panjarpol engaged in field of taking care of animals, live stock etc. and RL Education Sanstha Paithan (NGOs) engaged in the field of providing Free Education to the weaker section of society.

Note 24 : Earnings per equity share [Face Value of Rs. 10 each (PY Rs. 10 each)]

Particulars	Year ended 31.03.2023	Year ended 31.03.2022
Weighted average number of shares outstanding during the period	10,137.83	10,137.83
Weighted average number of Potential Equity shares outstanding during the year	10,137.83	10,137.83
Total number of Potential Equity Share for calculating Diluted Earning Per share	10,137.83	10,137.83
Net Profit \ (Loss) after tax available for equity shareholders	136.15	2172.74
Basic Earning per share (in Rs.)	1.35	21.43
Diluted Earning per share (in Rs.)	1.35	21.43

Note 25: Disclosure regarding Related Party

As required under Ind AS 24 "Related Party Disclosure" (Ind AS-24), following are details of transactions during the year with the related parties of the Company as defined in Ind AS 24:

I Key Management Personnel

Name	Designation
Mr. Sandeep Shah	Director
Mr. Girish Jajoo	Managing Director

II Fellow Subsidiary / Fellow Enterprise

SPS Share Brokers P. Ltd.

SPS Multi Commodity LLP

III Transactions during the year

Particulars	Nature of Transaction	Year ended 31.03.2023	Year ended 31.03.2022
SPS Share Brokers P. Ltd.	Brokerage Paid	5.49	0.28
	Transaction Charges Paid	25.01	37.88
	Rent Paid	0.71	0.71
	Demat Charges	0.19	0.16
	Interest Received	13.03	-
	Loans Given	2500.00	-
	Loans Received Back	2500.00	-
Girish Jajoo	Directors Remuneration	13.03	12.26
Sandeep Shah	Directors Remuneration	65.03	55.02
	Interest Paid	-	3.60
	Loan Received	-	1314.00
	Loan Re-paid	-	1314.00
SPS MULTI-COMMODITY LLP	Interest Received	13.22	-
	Loans Given	2545.00	-
	Loans Given	2545.00	-

I. Balance outstanding at the end of the year

Particulars	Year ended 31.03.2023	Year ended 31.03.2022
SPS Share Brokers P. Ltd.	-	10.02

Note 26 : Segment Reporting

The Company's operating segments are established on the basis of those components that are evaluated regularly by the 'Chief Operating Decision Maker' as defined in Ind AS 108 - 'Operating Segments', in deciding how to allocate resources and in assessing performance. These have been identified taking into account nature of products and services, the differing risks and returns and the internal business reporting systems.

Information about Primary Business Segment

The Company has identified business segments as its primary segment and geographic segments as its secondary segment. The Company is engaged in NBFC activities during the year, consequently the Company does not have separate reportable business segment for the year ended March 31, 2023.

Information about Secondary Geographical Segment

The Company is engaged in providing services to customers located in India, consequently the Company does not have separate reportable geographical segment for the year ended March 31, 2023.

Note 27 : Movement in Provisions

(Amount in Lakhs)

Particulars	As at 31.03.2022	Additional provision	Utilisation / Reversal	As at 31.03.2023
Income Tax	-	52.02	52.02	-
Employee Benefits	988.36	1.96	-	12.37

Note 28 : CAPITAL MANAGEMENT

For the purpose of the Company's capital management, capital includes issued equity capital and all other equity reserves attributable to the equity holders of the Company. The primary objective of the Company's capital management is to maintain strong credit rating and healthy capital ratios in order to support its business and maximize the shareholder value.

(Amount in Lakhs)

Particulars	As at 31.03.2023	As at 31.03.2022
Gross debt (inclusive of long term and short term borrowing)	2509.83	2970.61
Less: Cash And Cash Equivalents	300.45	1369.76
Net debt	2209.38	1600.85
Equity	5695.30	5558.81
Total Capital	7904.67	7159.66
Gearing ratio	28%	22%

Note 29: Fair Value Measurement**A. Accounting classification and fair values**

The Company uses the following hierarchy for determining and disclosing the fair value of financial instruments by valuation technique:

Level 1: Quoted prices (unadjusted) in active markets for identical assets and liabilities.

Level 2: Inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly or indirectly.

Level 3: Inputs for the asset or liabilities that are not based on observable market data (unobservable inputs).

The following table shows the carrying amounts and fair values of financial assets and financial liabilities, including their levels in the fair value hierarchy. It does not include fair value information for financial assets and financial liabilities not measured at fair value if the carrying amount is a reasonable approximation of fair value.

(Amount in Lakhs)

Financial Asset & Liabilities as at 31st Mar 2023	Carrying Amount				Fair Value			
	FVTPL	FVTOCI	Amortised Cost	Total	Level 1	Level 2	Level 3	Total
Financial Assets:								
Cash and cash equivalents		-	300.45	300.45	300.45			300.45
Loans		-	2398.25	2398.25	-		2398.25	2398.25
Investment	5611.40	-	-	5611.40	5611.40			5611.40
Other Financial Asset		-	-	-	-			-
Total Financial Assets	5611.40	-	2,698.70	8310.10	5911.85	-	2398.25	8310.10
Financial Liabilities:								
Derivative Financial Instrument			-	-		-	-	-
Trade Payable			4.12	4.12			4.12	4.12
Debt Securities			-	-			-	-
Borrowing (Other than Debt Securities)			2,509.89	2,509.83			2,509.83	2,509.83
Other Financial liabilities			-	-			-	-
Total Financial Liabilities	-	-	2,513.95	2,513.95	-	-	2,513.95	2,513.95

Financial Asset & Liabilities as at 31st Mar 2022	Carrying Amount				Fair Value			
	FVTPL	FVTOCI	Amortised Cost	Total	Level 1	Level 2	Level 3	Total
Financial Assets:								
Cash and cash equivalents			1,369.76	1,369.76	1,369.76	-	-	1,369.76
Loans			3,747.92	3,747.92	-	-	3,747.92	3,747.92
Investment	3,150.96		-	3,150.96	3,150.96	-	-	3,150.96
Other Financial Asset			12.61	12.61	12.61	-	-	12.61
Total Financial Assets	3,150.96	-	5130.28	8281.25	4533.33	-	3,51,079.13	8281.25
Financial Liabilities:								
Derivative Financial Instrument			-	-	-	-	-	-
Trade Payable			1.25	1.25	-	-	1.25	1.25
Debt Securities			-	-	-	-	-	-
Borrowing (Other than Debt Securities)			2,970.61	2,970.61	-	-	2,970.61	2,970.61
Other Financial liabilities			-	-	-	-	-	-
Total Financial Liabilities	-	-	2971.86	2971.86	-	-	2971.86	2971.86

Note 30 : Financial risk management framework

A wide range of risks may affect the Company's business and operational / financial performance. The risks that could have significant influence on the Company are market risk, credit risk and liquidity risk. The Company's Board of Directors reviews and sets out policies for managing these risks and monitors suitable actions taken by management to minimise potential adverse effects of such risks on the company's operational and financial performance.

i. Credit risk

Credit risk is the risk of financial loss to the Company that a customer or counter party to a financial instrument fails to meet its obligations. The Company is exposed to credit risk from its operating activities (primarily Loans receivables) and from its financing activities, including deposits with banks, mutual funds, financial institutions and other financial instruments.

The gross carrying amount of financial assets, net of impairment losses recognised represents the maximum credit exposure. The maximum exposure to credit risk as at 31st March, 2023 and 31st March, 2022 is as follows:

Particulars	As at 31.03.2023	As at 31.03.2022
Financial assets for which loss allowances is measured using 12 months Expected credit loss (ECL)		
Cash and cash equivalents	300.45	1369.76
Financial assets for which loss allowances is measured using Life time Expected credit loss (ECL)	2398.25	3,347.92
Loans		
Total	2698.70	5117.68

ii. Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset.

Liquidity risk is managed by Company through effective fund management of the Company's short, medium and long-term funding and liquidity management requirements.

The Company manages liquidity risk by maintaining adequate reserves, banking facilities and reserve borrowing facilities, by continuously monitoring forecast and actual cash flows, and by matching the maturity profiles of financial assets and liabilities.

A. Maturity profile of non-derivative financial liabilities

31st March 2023	Upto 1 year	1-5 years	More than 5 years	Total
Trade Payable		-	-	
MSME		-	-	
Others	4.12	-	-	4.12
Borrowing (Other than Debt Securities)	2,509.83	-	-	2,509.83

31st March 2022	Upto 1 year	1-5 years	More than 5 years	Total
Trade Payable		-	-	
MSME		-	-	
Others	1.25	-	-	1.25
Borrowing (Other than Debt Securities)	2,970.61	-	-	2,970.61

B. Maturity profile of derivative financial liabilities

31st March 2023	Upto 1 year	1-5 years	More than 5 years	Total
Gross Settled				
Equity index / stock derivative	-	-	-	-

31st March 2022	Upto 1 year	1-5 years	More than 5 years	Total
Gross Settled				
Equity index / stock derivative	-	-	-	-

iii. Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: interest rate risk, currency risk and other price risk.

A. Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's exposure to the risk of changes in market interest rates relates primarily to the Company's total debt obligations with floating interest rates.

B. Foreign currency risk

Foreign currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. Foreign currency risk is limited since all significant transactions are in Indian Rupees.

C. Other price risk

The Company is not exposed to any other price risk.

Note 31 : Employee Benefits:

As per Indian Accounting Standard 19 “Employee Benefits”, the disclosures of Employee benefits as defined in the Accounting Standard are given below:

The present value of gratuity obligation is recognised based on actuarial valuation using the Projected Unit Credit Method, which recognises each period of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation.

Disclosure of Gratuity (non-funded) in terms of INDAS 19 is as under:

I. Expenses recognized in the Statement of Profit and Loss		(Amount in Lakhs)	
Particulars	31 March 2023	31 March 2022	
Amounts recognised in statement of profit and loss in respect of defined benefit plans are as follows:			
Current Service cost	1.31	2.03	
Interest Expense	0.71	0.64	
Components of defined benefit costs recognised in statement of profit and loss (A)	2.03	2.87	
Remeasurement of gains/(losses) in other comprehensive income:			
Actuarial changes arising from changes in demographic assumptions	-	0.01	
Actuarial changes arising from changes in financial assumptions	(0.47)	(0.27)	
Experience adjustments	0.40	(1.88)	
Components of defined benefit costs recognised in other comprehensive income (B)	(0.07)	(2.14)	
Total (A+B)	1.96	0.54	

II. Calculation of benefit liability/(asset) :

Particulars	31 March 2023	31 March 2022
Defined benefit obligation/liability	(12.37)	(10.41)
Fair value of plan assets	-	-
Net Assets/(Liability) recognized in the Balance Sheet	(12.37)	(10.41)

III. Movement in the present value of the defined benefit obligation are as follows

Particulars	31 March 2023	31 March 2022
Change in the obligation during the year ended		
Present value of defined obligation at the beginning of the year	10.41	9.88
Expenses recognised in statement of profit and loss:		
Current service cost	1.32	2.03
Interest expense / (income)	0.71	0.64
Recognised in other comprehensive income remeasurement gains/(losses)	(0.07)	(2.14)
Present value of defined obligation at the end of the year	12.37	10.41

VI. The principal assumptions used in determining gratuity obligations for the Company's plans are shown below:

Particulars	31 March 2023	31 March 2022
Expected return on plan assets	N.A.	N.A.
Rate of discounting	7.39%	6.84%
Expected rate of salary increase	10.00%	10.00%
Rate of employee turnover	10.00%	10.00%
Mortality rate during employment	Indian Assured Lives Mortality 2012-14 (Urban)	Indian Assured Lives Mortality 2012-14 (Urban)

V. Assumptions

Assumptions	Sensitivity Level	Impact on defined benefit obligation March 31, 2023	Impact on defined benefit obligation March 31, 2022
Discount rate	1% increase	(0.78)	(0.70)
	1% decrease	0.88	0.79
Future salary increases	1% increase	0.85	0.76
	1% decrease	(0.77)	(0.69)
Attrition rate	1% increase	(0.17)	(0.18)
	1% decrease	0.18	0.19

VI.

Expected payment for future years	As at March 31, 2023	As at March 31, 2022
1st Following Year	1.60	1.35
2nd Following Year	0.93	0.69
3rd Following Year	1.00	0.76
4th Following Year	1.00	0.80
5th Following Year	0.99	0.80
Sum of Years 6 To 10	4.77	3.86
Sum of Years 11 and above	12.28	10.44

Notes

ii) The estimates of future salary increases considered in the actuarial valuation take account of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market.

Note : 32 Capital & Risk Asset Ratios :

	Particulars	Numerator	Denominator	FY 2022-23	FY 2021-22	% Variance
1	Tier I Capital Ratio	Tier I Capital	Risk Weighted Assets	62.26%	80.16%	(17.89%)
2	Tier II Capital Ratio	Tier II Capital	Risk Weighted Assets	0.00%	0.00%	0.00%
3	CRAR	Tier I Capital + Tier II Capital	Risk Weighted Assets	62.26%	80.16%	(17.89%)
4	Liquidity Coverage Ratio	Highly liquid assets	Borrowings	11.97%	46.11%	(34.14%)*

Note : Additional regulatory information required for disclosure of ratios is made as per Division III of Schedule III, as it is NBFC registered under Section 45-IA of Reserve Bank of India Act, 1934

Notes : Explanation for variance in ratios more than 25%

*Liquidity Coverage Ratio : The variance is majorly due to decrease in cash & cash equivalent and decrease in amount of borrowings compared with previous year.

Note : 33 Other Statutory Information

- I There are no immovable properties whose title deeds are not held in the name of the company.
- II As there are no investment property considered Not Applicable
- III The Company has not revalued its Property, Plant and Equipment
- IV As there are no intangible assets hence considered Not Applicable
- V There are no loans or advances in the nature of loans granted to promoters, directors, KMP's and the related parties either severally or jointly with any other person that are (a) repayable on demand (b) without specifying any terms or period of repayment
- VI No Capital Work in Progress
- VII No intangible assets under development
- VIII No proceedings are initiated or pending against the Company for holding any benami property under the Benami transactions (Prohibition) Act, 1988.
- IX The Company has no borrowings from banks of financial institutions on the basis of security of current assets
- X The Company has not been declared a willful defaulter by any bank or financial institution or other lender
- XI The Company does not have any transactions with companies struck off under Section 248 of the Companies Act, 2013 or section 560 of the Companies Act, 1956.
- XII There are no charges or satisfaction yet to be registered with ROC beyond the statutory period
- XIII The Company has complied with the number of layer of companies prescribed under clause (87) of Section 2 of the Act read with Companies (Restriction on number of Layers) Rules, 2017
- XIV No scheme of arrangement has been approved by the competent authority in terms of Section 230 to 237 of the Companies Act, 2013
- XV 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 or entities, including foreign entities (Intermediaries) with the understanding (whether recorded in writing or otherwise) that the Intermediary shall: (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries); or (b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.

The Company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the company shall: (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries); or (b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
- XVI There are no transactions not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act 1961. Further there are no previously un recorded income and related assets that need to be recorded in the books of accounts during the year.

- XVII The Company has not traded or invested in Crypto currency or Virtual Currency during the financial year.
- XVIII Other Notes
There have been no events after the reporting date
- XIX There are no material prior period errors which can impact the financial position of the company as per IND AS 8
- XX Contingent liabilities and commitments - Nil : (Previous year : Nil)

**Note 34: Disclosure as required by Para 13 of Non Banking Financial (Non Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2007.
As at March 31, 2023**

(Amount in Lakhs)			
Sr. N	Particulars	Amount Outstanding	Amount Overdue
1	Liabilities Side: Loans and Advances availed by the non banking financial company inclusive of interest accrued there on but not paid: (a) Debentures: Secured Unsecured Loan (Other than Falling within the meaning of Public Deposit) (b) Deferred Credits (Asset) (c) Term Loans (d) Inter-corporate Loans and borrowing (e) Commercial Paper (f) Other Loans (specify nature) Unsecured Loan from Member * Please see Note 1 below	- - - 2509.83 - - -	- - - - - - -
	ASSET SIDE:		
2	Break-up of Loans & Advances Including Bills Receivable (other than those included in (4) below): (a) Secured (b) Unsecured	1,903.61 500.65	- -
3	Break-up of Leased Assets and stock on hire and other assets counting towards AFC activities: (i) Lease assets including lease rentals under sundry debtors: (a) Financial Lease (b) Operating Lease (ii) Stock on hire including hire charges under sundry debtors: (a) Asset on Hire (b) Repossessed Assets (iii) Other loans counting towards AFC activities: a. Loans where assets have been repossessed b. Loans other than (a) above	- - - - - - -	- - - - - - -

4	Break up Investments:		
	Current Investment:		
	1. Quoted:		
	(i) Shares : (a) Equity	2,010.00	-
	(b) Preference	-	-
	(ii) Debentures and Bonds	-	-
	(iii) Units of Mutual Funds	3600.73	-
	(iv) Government Securities	-	-
	(v) Others (please specify)-Liquid B	0.66	-
	2. Unquoted		
	(i) Shares : (a) Equity	-	-
	(b) Preference	-	-
	(ii) Debentures and Bonds	-	-
	(iii) Units of Mutual Funds	-	-
	(iv) Government Securities	-	-
	(v) Others (please specify) Long Term	-	-
	Investments:		
	1. Quoted:		
	(i) Shares :(a) Equity	-	-
	(b) Preference	-	-
	(ii) Debentures and Bonds	-	-
	(iii) Units of Mutual Funds	-	-
	(iv) Government Securities	-	-
	(v) Others (please specify)	-	-
	2. Unquoted		
	(i) Shares : (a) Equity	-	-
	(b) Preference	-	-
	(ii) Debentures and Bonds	-	-
	(iii) Units of Mutual Funds	-	-
	(iv) Government Securities	-	-
	(iv) Others (please specify)	-	-
5	Borrower group-wise classification of assets financed as in (2) and (3) above: Please see Note 2 below		
	Categories	Amount net of Provisions	
		Secured	Unsecured
			Total
	1. Related Parties		
	(a) Subsidiaries	-	-
	(b) Companies in the same	-	-
	(c) Other related parties	-	-
	2. Other than related parties	1,903.61	500.65
	Total	1,903.61	500.65
6	Investors group-wise classification of all investments (current and long term) in shares and securities (both quoted and unquoted)Please see note 3 below		
	Category	Market Value/ Break up or Fair	Book Value (net of Provisions)
	1. Related Parties		
	(a) Subsidiaries	-	-
	(b) Companies in the same group (Unquoted Shares)	-	-
	(c) Other related parties	-	-

	2. Other than related parties	5,611.40	5,611.40
	Total	5,611.40	5,611.40
	** As per Accounting Standard of ICAI (Please see Note 3)		
7	Other Information:		
	Particulars	Amount	
	(i) Gross Non-Performing Assets		
	(a) Related parties	Rs. Nil	
	(b) Other than related parties	Rs. 20.80%	
	(ii) Net Non-Performing Assets		
	(a) Related Parties	Rs. Nil	
	(b) Other than related Parties	Rs. 17.68	
	(iii) Assets acquired in satisfaction of debts	Rs. Nil	

Notes:

1. As defined in paragraph 2(1)(Xii) of the Non Banking Financial Companies Acceptance of Public Deposits (Reserve Bank) Direction, 1998
2. Provisioning norms shall be applicable as prescribed in Non Banking Financial (Non- Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions 2007
3. All Accounting Standard and Guidance Notes issued by ICAI are applicable including for valuation of Investments and other assets as also assets acquired in satisfaction of debt. However, Market value in respect of quoted investments and break up/fair value/NAV in respect of unquoted investments should be disclosed irrespective of whether they are classified as long term or current in (4) above.

As per our attached report of even date

For and on behalf of

Shah & Savla LLP

Chartered Accountants FRN109364W / W100143

For and on behalf of the Board

SPS Finquest Limited

Sd/-

CA. Miral H Nagda

Partner, M. No. 108135

UDIN: 23108135BGXKPI8854

Place Mumbai Date 11/05/2023

Sd/-

Sandeep Shah

Director

DIN00368350

Place Mumbai

Sd/-

Girish Jajoo

Managing Director

DIN03108620

Date 11/05/2023

ATTENDANCE SLIP

SPS FINQUEST LIMITED

(L67120MH1996PLC098051)

Registered Office:- Room No-514, 5th Floor, Rotunda Building, B.S. Marg, Fort, Mumbai- 400 001.

(Please fill attendance slip and hand it over at the entrance of the Meeting Hall)

Name of the Shareholder:

Folio No./DP ID-Client ID

Address of the Shareholder:

No. of Shares

I hereby record my presence at the Twenty-Sixth Annual General Meeting of the Company held on Tuesday, the 29th September, 2023 at 4:00 P.M. at Bhangwadi Shopping Complex, 2nd floor, Bhangwaaadi, Kalbadevi Road, Mumbai 400 002.

Signature of the Shareholder/Proxy/Representative*

** For e-voting, please refer point no.12 in the notes of the notice

-----tear here-----

PROXY FORM
(Form No. MGT-11)

SPS FINQUEST LIMITED

U67120MH1996PLC098051

Registered Office:- Room No-514, 5th Floor, Rotunda Building, B.S.Marg, Fort, Mumbai- 400 001.

Name of the Member(s) and Registered Address	DP id/ Client id/ Folio no.
	Email ID:

I/We being the Member/Members of SPS FINQUEST LIMITED, holding _____ shares, hereby appoint:

_____ Of _____ having e-mail ID _____ or failing him
 _____ Of _____ having e-mail ID _____ or failing him
 _____ Of _____ having e-mail ID _____ or failing him

and whose signature(s) are appended below as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 27th ANNUAL GENERAL MEETING of the Company, to be held on Friday, the 29th September, 2023 at 4:00 p.m. at Bhangwadi Shopping Complex, 2nd floor, Bhangwadi, Kalbadevi Road, Mumbai 400 002 and at any adjournment thereof in respect of such resolutions as are indicated in the notice.

-----tear here-----

** I wish my above Proxy to vote in the manner as indicated in the box below:

Resolutions	For	Against
1. Consider and adopt Audited Financial Statements, Reports of the Board of Directors and Auditors		
2. Reappointment of Mr. Sandeep P. Shah who retires by rotation		
3. Appointment of Mr. Kirit Rathod as an Independent Director		
4. Reappointment of Mr. Girish Jajoo as a Managing Director of the Company		

Signature of first Proxy

Signature of second Proxy

Signature of third Proxy

Notes:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.

2. A Proxy need not be a member of the Company.

3. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

**4. This is only optional. Please put a 'X' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.

5. Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.

6. In the case of joint holders, the signature of anyone holder will be sufficient, but names of all the joint holders should be stated.

Route Map to the 27th AGM

