

LIBORD FINANCE LIMITED



27TH
Annual Report
2020-21

REGISTERED OFFICE

104, M.K. Bhavan,
300, Shahid Bhagat Singh Road,
Fort, Mumbai 400 001
Tel.: 022 - 2265 8108 / 9 /10
Fax: 022 - 2266 2520
Email : investorrelations@libord.com
Website : www.libord.com

STATUTORY AUDITOR

Mehta Singhvi & Associates
Chartered Accountants

**COMPANY SECRETARY &
COMPLIANCE OFFICER**

Mr. Lakhan Suganchand Dargad

DIRECTORS

Dr. (Mrs.) Vandna Dangi
Mr. Lalit Kumar Dangi
Mr. Nawal Agrawal
Mr. Radhey Shyam Soni
Mr. Raghvendra Raj Mehta

**REGISTRAR & SHARE TRANSFER AGENT
LINK INTIME INDIA PVT. LTD.**

C-101, 247 Park, L.B.S. Marg,
Vikhroli (West), Mumbai - 400083
Tel.: 022-49186270
Fax: 022-49186060

| Contents | Page No |
|---|----------------|
| Notice | 1 |
| Directors' Report & State of Affairs Report | 6 |
| Management Discussion and Analysis Report | 13 |
| Report on Corporate Governance | 15 |
| Independent Auditor's Report on Standalone Financial Statements | 25 |
| Standalone Balance Sheet | 30 |
| Standalone Profit & Loss Account | 31 |
| Statement of Cash Flow | 32 |
| Statement of Changes in Equity | 33 |
| Notes Forming Part of Standalone Financial Statements | 34 |
| Independent Auditor's Report on Consolidated Financial Statements | 45 |
| Consolidated Balance Sheet | 48 |
| Consolidated Profit & Loss Account | 49 |
| Consolidated Cash flow Statement | 50 |
| Consolidated Statement of Changes in Equity | 51 |
| Notes Forming Part of Consolidated Financial Statements | 52 |
| Proxy Form | 64 |
| Ballot Paper | 65 |
| Attendance Slip and Route Map | 66 |

NOTICE

Notice is hereby given that the 27th Annual General Meeting of the Members of Libord Finance Limited will be held on Tuesday, September 7, 2021 at 11.00 A.M. at B-524-526, Chintamani Plaza, Mohan Studio Compound, Andheri Kurla Road, Andheri (East), Mumbai - 400099 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider, approve and adopt the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2021 and the Auditor's Report thereon and the Report of the Directors along with Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2021 and the Auditor's Report thereon.
2. To appoint a Director in place of Mr. Nawal Agrawal (DIN 01753155) who retires by rotation and being eligible, offers himself for reappointment.

SPECIAL BUSINESS:

3. To re-appoint Dr. (Mrs.) Vandna Dangi as Managing Director of the Company.
To consider and, if thought fit, to pass with or without modification the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to Section 196, 197, 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, including any statutory modification or re-enactment thereof for the time being in force, approval of the members of the Company be and is hereby accorded to the re-appointment of Dr. (Mrs.) Vandna Dangi (DIN: 00886496) as Managing Director of the Company, for a period of 3 (three) years with effect from March 10, 2021 to March 9, 2024 on the following terms and conditions:

| Sr. No. | Particulars | Proposed Remuneration |
|---------|--------------------|---|
| 1. | Basic Salary | Rs. 3,00,000/- per month. |
| 2. | Car Facility | Car with services of a driver to be maintained by the Company for official use. |
| 3. | Telephone Facility | Reimbursement of telephone expenses used for Company's work. |

RESOLVED FURTHER THAT in the event of any statutory amendment, modification or relaxation by the Central Government through Schedule V to the Companies Act, 2013, the Board of Directors of the Company be and is hereby authorized to vary or increase the remuneration including salary, perquisites, allowances etc. within such limit or ceiling as may be prescribed under such amendment, modification or relaxation and the agreement between the Company and the Managing Director be suitably amended to give effect to such modification, relaxation or variation without any further reference to the Members of the Company in General Meeting.

RESOLVED FURTHER THAT where in any financial year during the currency of the tenure of the Managing Director, the Company has no profits or its profits are inadequate, the Company will pay the remuneration by way of salary and perquisites and allowances as per the maximum amount permissible under Schedule V to the Companies Act, 2013.

RESOLVED FURTHER THAT any of the directors be and is hereby authorized to file the necessary forms with the Registrar of Companies, and to do all such acts, deeds, matters and things as may be required to give effect to this resolution."

Place : Mumbai
Date : August 5, 2021

By the Order of the Board

Registered Office:
104, M. K. Bhavan,
300, Shahid Bhagat Singh Road,
Fort, Mumbai- 400 001

Dr. (Mrs.) Vandna Dangi
Managing Director
DIN: 00886496

Nawal Agrawal
Chief Financial Officer and Director
DIN: 01753155

Notes: -

1. The 27th Annual General Meeting (AGM) will be held at the said venue by strictly adhering to the social distancing norms and other safety protocols including face masks, hand sanitization etc. as per the guidelines/advisories issued by the Government of India and the State Government in COVID-19 pandemic.
2. A member entitled to attend and vote is entitled to appoint a proxy to attend and vote on poll on his/her behalf and the proxy need not be a member of the Company. Pursuant to Section 105 of the Companies Act, 2013, a person can act as a Proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder. The Instruments of proxy, in order to be effective, must be deposited at the Registered Office of the Company, duly completed and signed, not later than 48 hours before the commencement of the meeting. A Proxy Form is annexed to this Report.
3. Corporate members intending to send their authorized representatives to attend the meeting are requested to send a duly certified copy of the Board Resolution authorizing their representative for voting purpose and to attend the Annual General Meeting.
4. The Register of Members of the Company and the Shares Transfer Books of the Company will remain closed from Friday, September 3, 2021 to Tuesday, September 7, 2021 (both days inclusive). The book closure dates have been fixed in consultation with the Stock Exchange (BSE). Pursuant to the provisions of Section 94 and all other applicable provisions, if any, of the Companies Act, 2013, the Company hereby informs that the register of members and index of members register and copies of all annual returns prepared, together with the copies of certificates and documents required to be annexed thereto under Sections 92 of the Act are kept at the registered office of the Company's Registrars and Share Transfer Agents viz. Link Intime India Private Limited (RTA), situated at, C 101, 247 Park, L.B.S. Marg, Vikhroli West, Mumbai 400 083. The Registers, Indexes, Returns, documents etc. as aforesaid shall be kept open for inspection between 2.00 p.m. and 4.00 p.m. on any working day of the Registrars except when the Registers and Books are closed.
5. Members are advised to avail themselves of nomination facility as per the Section 72 of the Companies Act, 2013 for which Nomination Form can be availed from the RTA.

6. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 relating to Special Business to be transacted with respect to Item No. 3 at the Annual General Meeting is annexed below and forms part of the notice.
7. In terms of Section 152 of the Companies Act, 2013, Mr. Nawal Agrawal (DIN: 01753155), Director of the Company retires by rotation at the Meeting and being eligible, offers himself for re-appointment. A brief profile of Mr. Agrawal is given below and forms part of the notice. The Board of Directors of the Company commends his re-appointment.
8. Section 20 of the Companies Act, 2013 permits service of documents on members by a company through electronic mode. In accordance with the Companies Act, 2013 read with the Rules framed thereunder, the Annual Report for the year 2020-21 is being sent through electronic mode to those members whose email addresses are registered with the Company/Depository Participant(s). Members may note that the Notice and Annual Report will also be available on the website of the Company at www.libord.com, website of the Stock Exchange i.e. BSE Limited at www.bseindia.com and website of Central Depository Services (India) Limited (CDSL) at www.evotingindia.com. Further, the Ministry of Corporate Affairs vide its circular dated May 5, 2020 and January 13, 2021 and SEBI vide its Circular dated May 12, 2020 and January 15, 2021, have eased compliance norms pertaining to requirement of sending physical copies of annual reports to shareholders, due to COVID-19 pandemic. In view of the above the Company will not be printing physical copies of the annual report. Members who would like to obtain pdf copy of the annual report on their email ID may write an email to investorrelations@libord.com.
9. Members who have not registered their e-mail address with the Company can now register the same with M/s. Link Intime India Pvt. Ltd (Registrars & Share Transfer Agents of the Company) or with the investor relations department of the Company. The Notice of the Annual General Meeting (AGM) of the Company inter alia indicating the process and manner of remote e-Voting along with the Attendance Slip and Proxy Form can be downloaded from the link www.evotingindia.com and from the website of the Company at www.libord.com. Members/ Proxies are requested to bring their duly filled attendance slip attached herewith to attend the AGM.
10. In case of joint holders attending the meeting, such joint holder who is higher in the order of names will be entitled to vote at the Meeting.
11. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), the Company is pleased to provide members facility to exercise their right to vote on the resolutions proposed to be passed at AGM by electronic means. The Members may cast their votes on electronic voting system from place other than the venue of the meeting [remote e-Voting].
12. The Company has availed remote e-Voting services from CDSL through its e-Voting platform. In this regard, your Demat Account/Folio Number has been enrolled by the Company for your participation in e-voting on resolutions placed by the Company on the e-voting system.
13. The voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date of Tuesday, August 31, 2021. Any person, who acquires shares of the Company and becomes member of the Company after dispatch of AGM Notice and holding shares as of the cut-off date i.e. Tuesday, August 31, 2021, may obtain the login ID and password by sending a request at evoting@cdsl.co.in or investorrelations@libord.com.
14. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised to not leave their demat account(s) dormant for a long time. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified from time to time.
15. In terms of the Listing Regulations, securities of listed companies can only be transferred in dematerialized form with effect from April 1, 2019. In view of the above, Members are advised to dematerialize shares held by them in physical form.
16. A route map giving the directions of the venue of the 27th Annual General Meeting is given at the end of the notice.

17. The Procedure for Remote E-Voting

The Instructions of Shareholders for Remote E-Voting are as under:

- (i) The Remote e-Voting period begins at 9.00 A.M. on Friday, September 3, 2021 and will end at 5.00 P.M. on Monday, September 6, 2021 (both days inclusive). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Tuesday, August 31, 2021 may cast their vote electronically. The e-Voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for remote e-Voting for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

| Type of Shareholders | Login Method |
|--|---|
| Individual Shareholders holding securities in Demat mode with CDSL | 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 URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. |
| | 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-Voting is in progress as per the information provided by company. On clicking the e-Voting 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 i.e. CDSL/NSDL/ KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly. |

| | |
|---|---|
| | <p>3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration.</p> <p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from the e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin. 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 e-Voting is in progress and also able to directly access the system of all e-Voting Service Providers.</p> |
| Individual Shareholders holding securities in demat mode with NSDL | <p>1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting 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 name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.</p> <p>2. If the user is 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.</p> <p>3. 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 be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p> |
| Individual Shareholders (holding securities in demat mode) login through their Depository Participants | <p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you 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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p> |

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

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

| Login Type | Helpdesk details |
|---|---|
| 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 022- 23058738 and 022-23058542-43. |
| 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 toll free no.: 1800 1020 990 and 1800 22 44 30. |

(iv) Login method for e-Voting for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-Voting website www.evotingindia.com.
- 2) Click on "Shareholders" module
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-Voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

| | For Physical shareholders and other than individual shareholders holding shares in Demat. |
|--|---|
| PAN | <p>Enter your 10-digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA. |
| Dividend Bank Details or Date of Birth (DOB) | <p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field. |

(v) After entering these details appropriately, click on "SUBMIT" tab.

- (vi) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-Voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vii) For Shareholders holding shares in physical form, the details can be used only for e-Voting on the resolutions contained in this Notice.
- (viii) Click on the EVSN for "**LIBORD FINANCE LIMITED**".
- (ix) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option "YES" or "NO" as desired. The option "YES" implies that you assent to the Resolution and option "NO" implies that you dissent to the Resolution.
- (x) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xi) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xiv) If a Demat account holder has forgotten the login password, then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xv) Additional Facility for Non – Individual Shareholders and Custodians – Remote E-Voting only:**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively, Non-Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz. investorrelations@libord.com, if they have voted from individual tab & not uploaded same in the CDSL e-Voting system for the scrutinizer to verify the same.
- 18. Process for those Shareholders whose E-mail/Mobile No. are not registered with the Company/Depositories.**
- 1) For Physical shareholders- please provide necessary details like 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 RTA_at_rnt.helpdesk@linkintime.co.in.
 - 2) For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP)
 - 3) For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting through Depository.
19. If you have any queries or issues regarding remote e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 022-23058542/43.
20. All grievances connected with the facility for voting by electronic means may be addressed to Shri Rakesh Dalvi, Sr. Manager, (CDSL)Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.
- 21. Voting at the Venue of the AGM**
- (i) The Company also offers the facility for voting through polling paper at the venue of the meeting. The Members as on the cut-off date i.e. Tuesday, August 31, 2021, attending the AGM are entitled to exercise their voting right at the meeting in case they have not already cast their vote by remote e-Voting.
 - (ii) Members who have cast their vote by remote e-Voting are also entitled to attend the AGM but they shall not be entitled to cast their vote again at the AGM.
 - (iii) The Chairman will fix the time for voting at the meeting. Shareholders present in person or by proxy can vote at the meeting.
- 22. Other Instructions**
- 1) Mr. Mehul Chhajed, Practicing Company Secretary (Membership No: A36517), Partner of M/s SKCM & Associates, has been appointed as the Scrutinizer by the Board of Directors of the Company to scrutinize the votes cast through remote e-Voting and by poll in a fair and transparent manner.
 - 2) The Scrutinizer shall, within one working day from the conclusion of the remote e-Voting period unblock the votes in the presence of at least two witnesses not in the employment of the Company. The Scrutinizer will collate the votes downloaded from the e-Voting system and the votes cast at the Meeting and submit a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, within two working days of conclusion of the AGM to the Chairman or a person authorised by him in writing, who shall countersign the same.
 - 3) The results of the voting shall be declared on or after the Annual General Meeting of the Company. The Results declared, along with the Scrutinizer's Report, shall be placed on the Company's website www.libord.com and be communicated to the Stock Exchange where the equity shares of the Company are listed, viz. BSE Ltd. and the Registrar & Share Transfer Agents. The date of declaration of the results by the Company is deemed to be the date of passing of the Resolutions.

ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

As required by Section 102 (1) of the Companies Act, 2013, the following explanatory statement sets out all material facts relating to the business mentioned under Item No. 3 of the accompanying Notice dated September 7, 2021.

ITEM NO. 3:

Dr. (Mrs.) Vandna Dangi has been the Managing Director of the Company since 2012. She was reappointed as the Managing Director of the Company in the year 2018 for consecutive term of three years as approved by the Shareholders of the Company in the 24th AGM of the Company. The Board of Directors in their meeting held on January 21, 2021 have reappointed Dr. (Mrs.) Vandna Dangi as Managing Director of the Company for a further term of 3 (three) years with effect from March 10, 2021 to March 9, 2024, under Schedule V of the Companies Act, 2013, subject to approval by the shareholders of the Company, not liable to retire on rotation, on the terms & conditions forming part of the Resolution as duly reviewed and recommended by the Nomination & Remuneration Committee of the Company.

Dr. (Mrs.) Vandna Dangi is a Chartered Accountant (F.C.A.), Management Graduate (M.B.A.) and Doctor of Philosophy (Ph.D.) in Business Management and a Post Graduate in Economics (M.A.). She has over 30 years of experience in the field of Academics, Management and Consultancy. She has written eight books and has published over 500 articles in Newspapers, Business Magazines and Management Journals on the Indian and Global Economy.

A brief profile of Dr. Dangi is annexed below and forms part of the notice. The Board of Directors accordingly recommend the proposed Ordinary Resolution as set out at item number 3 of the accompanying Notice for approval by Members.

Memorandum of Interest

Mr. Lalit Kumar Dangi spouse of Dr.(Mrs.) Vandna Dangi (KMP) is deemed to be concerned and interested in the resolution at Item No. 3. None of the other directors of the Company are concerned or interested in this Resolution.

ANNEXURE A

As required under Regulation 36 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a brief profile of the Director proposed to be re-appointed at the 27th Annual General Meeting is given below:

| Ordinary / Special Business | Item No. 2 | Item No. 3 |
|---|---|---|
| Name of the Director | Mr. Nawal Agrawal | Dr. (Mrs.) Vandna Dangi |
| DIN | 01753155 | 00886496 |
| Age | 55 Years | 59 Years |
| Date of Appointment | January 12, 2006 | June 24, 2011 |
| Qualification | B.Com | B.A. (Hons.), M.B.A., F.C.A., Ph.D.(Mgt), M.A. in Economics |
| Experience in specific functional areas | Over 32 years' experience in Financial Services Industry, Capital Market and Accountancy | Over 30 years' experience in Financial Services industry and as Faculty in leading Management Institutes. |
| Directorships in other Companies | Libord Securities Limited Libord Consultants Pvt. Ltd. Libord Brokerage Pvt. Ltd. Libord Advisors Pvt. Ltd. Libord IRP Advisors Pvt. Ltd. Neha System and Services Pvt. Ltd. | Libord Securities Limited Libord Consultants Pvt. Ltd. Libord Brokerage Pvt. Ltd. Libord Advisors Pvt. Ltd. Libord IRP Advisors Pvt. Ltd. Libord Exports Pvt. Ltd. |
| Chairman/ Member of the Committees of the Board of Directors of the Company | Member of Stakeholders Relationship Committee of the Board of Directors | None |
| Chairman/Member of the Committees of the Board of Directors of the other companies in which he is a Director | Member of Stakeholders Relationship Committee of the Board of Directors of Libord Securities Limited | Member of Nomination and Remuneration Committee of the Board of Directors of Libord Securities Limited |
| Remuneration | Nil | As per terms of Resolution |
| Number of Board Meetings Attended | 4 | 4 |
| No. of Shares held in the Company | Nil | 7,62,355 |
| Inter-se Relationship between Directors and KMPs | NA | Spouse of Mr. Lalit Kumar Dangi, Director of the Company |

Place : Mumbai
Date : August 5, 2021

By the Order of the Board

Registered Office:
104, M. K. Bhavan,
300, Shahid Bhagat Singh Road,
Fort, Mumbai- 400 001

Dr. (Mrs.) Vandna Dangi
Managing Director
DIN: 00886496

Nawal Agrawal
Chief Financial Officer and Director
DIN: 01753155

DIRECTORS' REPORT & STATE OF AFFAIRS REPORT

To
The Members,
Libord Finance Limited

Your Directors have pleasure in presenting the 27th Annual Report along with the Audited Accounts of the Company for the year ended March 31, 2021.

1. FINANCIAL PERFORMANCE

A summary of the standalone & consolidated financial performance of your Company for the financial year ended March 31, 2021, is as under: (Rs. in Lakhs)

| Particulars | Standalone | | Consolidated | |
|---|------------|---------|--------------|----------|
| | 2020-21 | 2019-20 | 2020-21 | 2019-20 |
| Total Income | 68.69 | 153.44 | 68.69 | 153.44 |
| Profit before Finance Cost & Depreciation | 33.53 | 58.62 | 33.53 | 58.62 |
| Finance Cost | 3.14 | 3.24 | 3.14 | 3.24 |
| Depreciation, amortisation and impairment | 19.02 | 21.57 | 19.02 | 21.57 |
| Profit before Taxes | 11.37 | 33.81 | 11.37 | 33.81 |
| Current tax | 2.63 | 7.75 | 2.63 | 7.75 |
| Tax effect of earlier year | (0.54) | 0.38 | (0.54) | 0.38 |
| Deferred Tax | 0.15 | (0.71) | 0.15 | (0.71) |
| Profit after Taxation (PAT) | 9.13 | 26.39 | 9.13 | 26.39 |
| Gain/(Loss) on of equity instrument measured at Fair Value through OCI | 14.60 | (7.27) | 14.60 | (7.27) |
| Share of Profit of Associate Companies | - | - | 103.62 | (314.85) |
| Profit/(Loss) for the year transferred to the Profit & Loss Account under Retained Earnings | 9.13 | 26.39 | 112.75 | (288.46) |
| Total Comprehensive Income | 23.73 | 19.12 | 127.35 | (295.73) |

2. REVIEW OF OPERATIONS

(a) Standalone Results

The total income on standalone basis during the year was Rs.68.69 lakhs (Previous Year - Rs. 153.44 lakhs). The Company's turnover has decreased by about 55.23% on standalone basis due to decrease in consultancy income in this financial year. The gross profits before taxes have decreased from Rs. 33.81 lakhs to Rs. 11.37 lakhs due to decrease in scale of operations.

(b) Consolidated Results

This fiscal, your Company has achieved a turnover of Rs.68.69 lakhs (Previous Year Rs. 153.44 lakhs on consolidation basis. The net profit after tax was Rs. 112.75 lakhs (Previous Year net loss of Rs. 288.46 lakhs) on consolidation basis.

3. OUTLOOK & PROSPECTS

The year 2020 was adversely affected with the onslaught of COVID-19 which brought a significant transformation in the global economic order. The resultant lockdown disrupted supply chains and dampened the level of economic activity in most nations in the world. The year was stressful and volatile for the global economy as the gross domestic product (GDP) plunged to record lows across economies.

After a sharp decline of 23% in the GDP in the first quarter (April-June of the FY2020-21) the Indian economy has been showing decisive and strong signs of recovery. Several measures taken by the Government and the Reserve Bank of India have helped the economy remain resilient and striving. Particularly, suspension of the fresh IBC proceedings, the breakthrough in the vaccine roll-out, low interest rates, special relief for NBFCs and MSME sector, return of consumer confidence and measures attracting investment have put the economy in a better position to sail through the crisis emanating from the covid19 pandemic.

With the prospects of robust growth gaining grounds in consumption and investment and a lower base effect, GDP is estimated to grow at 11% in FY 2022 (Source: Economic Survey 2020-21). However, a second wave of coronavirus infections has again posed severe challenges Indian economy. Several states have resorted to reimposition of lockdown measures which may curb economic activity and dampen market and consumer sentiment. However, the Government is responding to the need for enhanced health infrastructure on the war footing and has opened up the vaccine access to all above the age of eighteen years. Also, the lockdown in this second wave of COVID-19 is not nation-wide and is rather focused on curbs on movement across severely affected states and micro containment zones therein.

The financial services industry is allowed to function with selective curbs on the number of staff attending the office physically on any working day and with social distancing and other precautionary safety measures. The second wave of covid19 pandemic may slow the near-term economic recovery but Indian economy's is not completely shut down and is projected to achieve positive growth rate in the current fiscal. In last few years India has emerged as the fastest growing major economy in the world and is one of the top five economic powers. The initiatives and measures taken to deal with challenges posed by the pandemic will have a positive impact on Indian economy in the long run. For instance, expansion and strengthening of the medical infrastructure will improve the quality of life for many Indians a majority of whom are members of the work force.

The digitalization drive will change the way Indian businesses work. The work from home arrangements may improve the female participation in productive activities. Many brokerages and rating agencies have predicted a positive outlook for the Indian economy. The International Monetary Fund (IMF) has predicted that India's GDP growth rate would be at 12.5 per cent in 2021. (April, 2021). Though it may reconsider scaling down its projections in view of the recent resurgence of second wave of covid19 in India on the lines with some other rating agencies which have scaled down India's growth rate projections from what they projected earlier. Moody's, for instance, has cut its projected growth rate from 13.7 percent projected in February, 2021 to 9.3 percent in May, 2021 for the current fiscal. However, given the severity of the situation in contemporary times, a 9.3 per cent growth rate projection seems to be indicative of improved resilience to pandemic related shocks.

Further the Index of Industrial Production indicates an increase by 22.4 percent in March in comparison to a year before. The Consumer Price Index for the month of April shows a deceleration in retail inflation. Moreover, the economy may perform better than the last year as the lock down in this year is not at macro level. Rather, the focus is more on micro containment zones and increasing the pace and coverage of vaccination. In a nutshell, the outlook for Indian economy in general and the financial services industry in particular appears to be positive in the current fiscal.

4. SHARE CAPITAL

During the year, there was no change in the share capital during the year under review. The Company has not issued shares with differential voting rights nor granted stock options nor sweat equity.

5. DIVIDEND

In order to conserve the resources of the Company, your directors do not recommend any dividend for the current year. A sum of Rs. 9.13 lakhs have been transferred to the Profit & Loss account under Reserves & Surplus.

6. DEPOSITS

Your Company has not accepted any deposits within the meaning of Section 73 of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014.

7. MAINTENANCE OF COST RECORDS

The Maintenance of Cost Records pursuant to Section 148(1) of the Companies Act, 2013 is not required by the Company and accordingly such accounts and records are not made and maintained by the Company.

8. INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Company has an Internal Control System, commensurate with the size and nature of its operations. During the year, controls were tested and no material weakness in design and operation were observed. These have been designed to provide reasonable assurance with regard to recording and providing reliable financial and operational information, complying with applicable statutes, safeguarding assets from unauthorized use, executing transactions with proper authorization and ensuring compliance of corporate policies.

9. DIRECTORS & KEY MANAGERIAL PERSONNEL

In accordance with the provisions of the Companies Act, 2013, Mr. Nawal Agrawal (DIN 01753155), Director of the Company will be retiring by rotation at the ensuing Annual General Meeting and is eligible for re-appointment. During the year, the Board of Directors has re-appointed Dr. (Mrs.) Vandna Dangi (DIN 00886496) as Managing Director (KMP) of the Company for a period of three years with effect from March 10, 2021 to March 9, 2024, subject to approval by the Members in the ensuing Annual General Meeting. The Board of Directors recommend her re-appointment. Further, Mr. Nawal Agrawal (DIN 01753155) has been re-appointed as a Chief Financial Officer of the Company for a period of three years from March 10, 2021 to March 9, 2024.

10. NUMBER OF MEETINGS OF THE BOARD OF DIRECTORS

During the year, there were 4 (four) meetings of the Board of Directors held on June 29, 2020, August 10, 2020, November 11, 2020 and January 21, 2021. The intervening gap between the meetings was within the period prescribed under the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 and as per the Circulars issued by the Ministry of Corporate Affairs and SEBI. Details about the Board meetings and committee meetings are given in the report on Corporate Governance which forms part of this Report.

11. DECLARATION GIVEN BY INDEPENDENT DIRECTORS

The Independent Directors have given their respective declarations that they meet the criteria of independence as specified under Section 149 (6 and 7) of the Act, the Rules made thereunder and the Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

12. REMUNERATION POLICY

Based on the recommendation of the Nomination & Remuneration Committee, the Board of Directors have approved and adopted a Remuneration policy for Directors, Key Managerial Personnel and other employees of the Company under Section 178 (3) of the Companies Act, 2013. The remuneration policy has been disclosed on the website of the Company [www.libord.com](https://libord.com/Finance/InvestorRelations.aspx?Inv_Rel_Id=91) at the link https://libord.com/Finance/InvestorRelations.aspx?Inv_Rel_Id=91.

13. CODE OF CONDUCT

The Code of Conduct for the Board of Directors and the senior management has been adopted by the Company. The Code of Conduct has been disclosed on the website of the Company at https://libord.com/Finance/InvestorRelations.aspx?Inv_Rel_Id=28.

14. REPORT ON CORPORATE GOVERNANCE AND MANAGEMENT DISCUSSION AND ANALYSIS

Report on Corporate Governance for the financial year ended March 31, 2021 along with the certificate from the Auditors of the Company confirming the compliance with regulations of corporate governance and Management Discussion Analysis under the Listing Regulations forms part of this Report.

15. MANAGING DIRECTOR (MD) AND CHIEF FINANCIAL OFFICER (CFO) CERTIFICATE

In terms of Regulation 17(8) of the Listing Regulations, the certificate, as prescribed in Part B of Schedule II of the said Regulations, has been obtained from Dr. Vandna Dangi, Managing Director and Mr. Nawal Agrawal, Chief Financial Officer, for the financial year 2020-21 with regard to the financial statements and other matters. The said certificate forms part of the report on Corporate Governance.

16. BOARD COMMITTEES

The Company is not required to constitute the Risk Management Committee pursuant to the provisions of Regulation 21 of Listing Regulations. Details of the following Committees constituted by the Board along with their composition, terms of reference and meetings held during the year are provided in the Report on Corporate Governance which forms part of this Report: 1. Audit Committee 2. Stakeholders' Relationship Committee 3. Nomination and Remuneration Committee.

17. SUBSIDIARY COMPANIES / ASSOCIATE COMPANIES

M/s. Libord Brokerage Private Limited (LBPL) is an Associate Company of the Company. Your Company has 39.96% of the equity holding in LBPL. LBPL is registered as a stock broker under the SEBI Act and is a member of the BSE, NSE, MCX and CDSL. The Company is also a member of AMFI, Comris and CCRL-RP. The net profit after tax of LBPL is Rs 256.56 lakhs for the year ended March 31, 2021. A non-controlling interest of Rs. 102.52 lakhs has been considered in consolidation. M/s. Libord Advisors Private Limited (LAPL) is an Associate Company of the Company. Your Company has 46.29% of the equity holding in LAPL. LAPL is a SEBI registered Category 1 Merchant Banker. The net profit after tax of LAPL is Rs. 2.38 lakhs for the year ended as at March 31, 2021. A non-controlling interest of Rs. 1.10 lakhs has been considered in consolidation. (Refer Annexure II for Form AOC-1)

18. VIGIL MECHANISM / WHISTLE BLOWER POLICY

The Company has adopted a Whistle Blower Policy to report to the Management instances of unethical behaviour, actual or suspected, fraud or violation of the Company's code of conduct or ethics policy. Under this policy, the employees can approach the Company's Compliance Officer and/or Chairman of the Audit Committee. Whistle Blower Policy ensures that strict confidentiality is maintained whilst dealing with concerns and also that no discrimination be meted out to any person for a genuinely raised concern. The Whistle Blower Policy of the Company is also posted on the website of the Company www.libord.com. Details of Vigil Mechanism/Whistle Blower Policy are also included in the report on Corporate Governance. During the financial year 2020-21, no cases under this mechanism were reported to the Company and/or to any of its associates.

19. PREVENTION OF INSIDER TRADING

The Company has adopted a code of conduct for Prevention of Insider Trading with a view to regulate trading in securities by the Directors and designated employees of the Company. The "Code of Fair Disclosure, Internal Procedures and Conduct for Regulating, Monitoring and Reporting of Trading by Insiders" has been adopted and has been disclosed on the website of the Company at www.libord.com. The Code requires pre-clearance for dealing in the Company's shares and prohibits the purchase or sale of Company shares by the Directors and the designated employees while in possession of unpublished price sensitive information in relation to the Company and during the period when the Trading Window is closed.

20. CORPORATE SOCIAL RESPONSIBILITY

The provisions of Section 135 of the Companies Act, 2013 are not presently applicable to the Company.

21. DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the requirement under Section 134 (3c) & (5) of the Companies Act, 2013, with respect to Directors' Responsibility Statement, it is hereby confirmed:

- (i) That in the preparation of the accounts for the financial year ended March 31, 2021, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- (ii) That the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that were reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit or loss of the Company for the year under review.
- (iii) That the Directors have taken proper and sufficient care of 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.
- (iv) That the Directors have prepared the accounts for the financial year ended March 31, 2021 on a going concern basis.
- (v) That the Directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively.
- (vi) That the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

22. BUSINESS RISK MANAGEMENT

Pursuant to Section 134 (3) (n) of the Companies Act, 2013, the Company has undertaken suitable measures for the development and implementation of a risk management policy for the Company including identification of elements of risk, if any, which in the opinion of the Board may threaten the existence of the Company. At present the Company has not identified any element of risk which may threaten the existence of the Company.

23. PARTICULARS OF MATERIAL ORDERS

During the year under review, neither any Regulator nor any Court or Tribunal has passed any significant and material order impacting the going concern status and the Company's operations in the future.

24. MATERIAL CHANGES AFFECTING THE FINANCIAL POSITION OF THE COMPANY

There were no material changes and commitments affecting the financial position of the company which have occurred between the end of the financial year of the Company to which the financial statements relate and the date of the report.

25. BOARD EVALUATION

The performance of Board of Directors and the Committees constituted by the Board and the individual Directors have been evaluated during the Financial Year ended March 31, 2021.

26. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

There are no contracts or arrangements with related parties which are not at arms' length during the year. Hence, Form AOC-2 pursuant to the provisions of Section 134(3)(h) of the Companies Act, 2013 and rule 8(2) of the Companies (Accounts) Rules, 2014 is not applicable and does not form part of this report accordingly.

27. PURCHASE OF SHARES OF THE COMPANY

The Company does not give any loan, guarantee or security, or any financial assistance to the employees of the Company for the purpose of purchase or subscription for any shares of the Company pursuant to Section 67 (2) of the Companies Act, 2013.