

LIBORD FINANCE LIMITED



28TH
Annual Report
2021-22

REGISTERED OFFICE

104, M.K. Bhawan,
300, Shahid Bhagat Singh Road,
Fort, Mumbai 400 001
Tel.: 022 22658108 / 09
Email : investorrelations@libord.com
Website : www.libord.com

STATUTORY AUDITOR

Mehta Singhvi & Associates
Chartered Accountants

**COMPANY SECRETARY &
COMPLIANCE OFFICER**

Mr. Dinker Mishra

DIRECTORS

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

**REGISTRAR & SHARE TRANSFER AGENTS
ANKIT CONSULTANCY PVT. LTD.**

60, Electronic Complex, Pardeshipura,
Indore – 452 010
Madhya Pradesh
Tel.: 0731 4065799 / 98 / 97

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
Polling Paper	65
Attendance Slip and Route Map	66

NOTICE

Notice is hereby given that the 28th Annual General Meeting of the Members of Libord Finance Limited will be held on Tuesday, September 20, 2022 at 11.00 A.M. at B-524-526, Chintamani Plaza, 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, 2022 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, 2022 and the Auditor's Report thereon.
2. To appoint a Director in place of Mr. Lalit Kumar Dangi (DIN 00886521) who retires by rotation and being eligible, offers himself for reappointment.

SPECIAL BUSINESS:

3. To re-appoint Mr. Radhey Shyam Soni as an Independent Director of the Company.

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the rules made thereunder and Schedule IV to the Act (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 ("Listing Regulations") as amended, Mr. Radhey Shyam Soni (DIN: 07962657), who has submitted a declaration that he meets the criteria of independence as provided in Section 149 (6) of the Act and who is eligible for re-appointment for a second term, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, for a second term of 5 (five) consecutive years with effect from October 30, 2022 up to October 29, 2027.

RESOLVED FURTHER THAT the Board of Directors of the Company, be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

By the Order of the Board

Registered Office:
104, M. K. Bhawan,
300, Shahid Bhagat Singh Road,

Place : Mumbai
Date : August 11, 2022

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

Nawal Agrawal
Chief Financial Officer and Director
DIN: 01753155

Notes: -

1. 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.
2. 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.
3. The Register of Members of the Company and the Shares Transfer Books of the Company will remain closed from Friday, September 16, 2022 to Tuesday, September 20, 2022 (both days inclusive). The book closure dates have been fixed in consultation with the Stock Exchange (BSE Ltd.). 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 Registrar and Share Transfer Agents M/s. Ankit Consultancy Private Limited (RTA), situated at, 60, Electronic Complex, Pardeshipura, Indore, Madhya Pradesh. 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 RTA except when the Registers and Books are closed.
4. Members are advised to avail themselves of nomination facility as per Section 72 of the Companies Act, 2013 for which Nomination Form can be availed from the RTA.
5. 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.
6. In terms of Section 152 of the Companies Act, 2013, Mr. Lalit Kumar Dangi (DIN: 00886521), Director of the Company retires by rotation at the Meeting and being eligible, offers himself for reappointment. A brief profile of Mr. Dangi is given below and forms part of the Notice. The Board of Directors of the Company commends his re-appointment.
7. 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 2021-22 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 (CSDL) at www.evotingindia.com. Further, the Ministry of Corporate Affairs vide its circular dated May 5, 2020, January 13, 2021 and May 5, 2022 and SEBI vide its Circular dated May 12, 2020, January 15, 2021 and May 13, 2022 have eased compliance norms pertaining to requirement of sending physical copies of annual reports to shareholders. 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.

8. Members who have not registered their e-mail address with the Company can now register the same with M/s. Ankit Consultancy Pvt. Ltd (Registrar & 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.
9. 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.
10. 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 the 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].
11. 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.
12. The voting rights of members shall be in proportion to their share of the paid-up equity share capital of the Company as on the cut-off date of Tuesday, September 13, 2022. Any person, who acquires shares of the Company and becomes member of the Company after dispatch of AGM Notice and holding shares as on the cut-off date i.e. Tuesday, September 13, 2022, may obtain the login ID and password by sending a request at helpdesk.evoting@cdslindia.com or investorrelations@libord.com.
13. To prevent fraudulent transactions, Members are advised to notify any change in address or demise of any Member as soon as possible and not to 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.
14. In terms of Listing Regulations, the requests for effecting transfer of securities shall not be processed unless the securities are held in the dematerialised form with depository and the transmission or transposition of securities held in physical or dematerialised form shall be effected only in dematerialised form. Further, pursuant to SEBI Circular dated November 03, 2021, it is mandatory for physical shareholders to update their PAN, KYC and Nomination details in the prescribed forms viz. ISR-1, ISR-2, ISR-3, SH-13 and SH-14. Shareholders are requested to dematerialise their shares held in physical mode.
15. A route map giving the directions of the venue of the 28th Annual General Meeting is given at the end of the Notice.

16. 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 16, 2022 and will end at 5.00 P.M. on Monday, September 19, 2022 (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, September 13, 2022 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.

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode:

- (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 at CDSL/NSDL is given below:

Type of Shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<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 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. 3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration. 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.

Individual Shareholders holding securities in demat mode with NSDL Depository	<ol style="list-style-type: none"> 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. 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. 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 held 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.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	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.

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 toll free no. 1800 22 55 33.
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 nos.: 1800 1020 990 & 1800 22 44 30

Step 2 : Access through CDSL Remote e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(iv) Login method for Remote 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	Enter your 10-digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • 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)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

(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) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification
 - (xvi) **Additional Facility for Non – Individual Shareholders and Custodians – For 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 will be mapped automatically & can be delink in case of any wrong mapping.
 - It is mandatory that 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 mandatory 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.
17. **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 investor@ankitonline.com.
 - 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.
18. If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33.
19. 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 Futurx, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on toll free no. 1800 22 55 33.
20. **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, September 13, 2022, 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.
21. **Other Instructions**
- 1) Mr. Sheetakumar Dak, Practicing Company Secretary (Membership No: FCS 3100), Proprietor of M/s S.DAK & 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 declared, along with the Scrutinizer's Report, shall be placed on the Company's website www.libord.com and on the website of Central Depository Services (India) Limited (CDSL) www.evotingindia.com and shall be simultaneously communicated to BSE Ltd., the Stock Exchange where the equity shares of the Company are listed. 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 August 11, 2022.

ITEM NO. 3:

Mr. Radhey Shyam Soni (DIN: 07962657) was appointed as Director (Independent) at 24th Annual General Meeting of the Company for 5 years w.e.f. October 30, 2017 to October 29, 2022 (First Term) as per provisions of the Companies Act, 2013, and the Articles of Association of the Company. Any re-appointment of such independent Director (Second Term) shall be approved by the members of the Company by way of special resolution.

The Nomination and Remuneration Committee in its meeting held on August 11, 2022 has evaluated the performance of Mr. Radhey Shyam Soni in terms of his contribution, skill set and rich experience and has recommended his re-appointment to the Board of Directors. The Board of Directors of the Company at its meeting held on August 11, 2022 considered the recommendation of the Nomination and Remuneration Committee and approved the re-appointment of Mr. Radhey Shyam Soni as an Independent Director of the Company for the second term of 5 (five) consecutive years with effect from October 30, 2022, not liable to retire by rotation, subject to approval of the Members in the ensuing Annual General Meeting.

Mr. Radhey Shyam Soni, aged 66 years, is a Post Graduate in Commerce (M. Com) and is an Ex-Banker with over 30 years' experience in a leading Public Sector Undertaking Bank (PSU) and the Company has immensely benefitted from his foresight and guidance during his tenure as an independent Director. A brief profile of Mr. Soni is annexed and forms part of the Notice.

In the opinion of the Board of Directors, Mr. Soni fulfills the conditions specified for being re-appointed as an Independent Director of the Company for the second term in pursuance to the applicable provisions of Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended and accordingly recommends the proposed special resolution as set out in Item No. 3 of the accompanying Notice for approval by the Members.

Memorandum of Interest:

Save and except Mr. Radhey Shyam Soni, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their Relatives are concerned or interested, financially or otherwise, in the special resolution set out at Item No. 3.

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 28th Annual General Meeting is given below:

Ordinary / Special Business	Item No. 2 : Ordinary Business	Item No. 3 : Special Business
Name of the Director	Mr. Lalit Kumar Dangi	Mr. Radhey Shyam Soni
DIN	00886521	07962657
Age	63 Years	66 Years
Date of Appointment	April 4, 1994	October 30, 2017
Qualification	F.C.A., A.C.S., A.C.M.A., I.R.P. R.V. (IBBI), B.Com.	M. Com
Experience in specific functional areas	Over 39 years' experience in Financial Services Industry and Capital Market / Accountancy.	Over 30 years' experience in Banking Services with reputed PSU Bank.
Directorships in other Companies	Libord Securities Limited; Libord Consultant Private Limited; Libord Exports Private Limited; Libord Brokerage Private Limited; Libord Advisors Private Limited.; Libord IRP Advisors Private Limited; JITO Administrative Training Foundation	Balu Forge Industries Ltd.; Intellixa Consultancy Private Limited
Chairman/ Member of the Committees of the Board of Directors of the Company	Chairman of Stakeholders Relationship Committee of the Board of Directors. Member of Audit Committee and the Nomination and Remuneration Committee of the Board of Directors.	Chairman of Audit Committee and Nomination and Remuneration Committee and Member of Stakeholders Relationship Committee.
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 Audit Committee, Stakeholder Relationship Committee and Risk Management Committee and Chairman of Nomination and Remuneration Committee of the Board of Directors of M/s Balu Forge Industries Ltd.
Remuneration	Nil	Nil
Number of Board Meetings Attended	6	6
No. of Shares held in the Company	12,73,336	Nil
Inter-se Relationship between Directors and KMPs	Spouse of Dr. (Mrs.) Vandna Dangi (Managing Director of the Company).	None

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

By the Order of the Board

Place : Mumbai
Date : August 11, 2022

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 28th Annual Report along with the Audited Accounts of the Company for the year ended March 31, 2022.

1. FINANCIAL PERFORMANCE

A summary of the standalone & consolidated financial performance of your Company for the financial year ended March 31, 2022, is as under: (Rs. in Lakhs)

Particulars	Standalone		Consolidated	
	2021-22	2020-21	2021-22	2020-21
Total Income	75.07	68.69	75.07	68.69
Profit before Finance Cost & Depreciation	32.46	33.53	32.46	33.53
Finance Cost	4.54	3.14	4.54	3.14
Depreciation, Amortisation and Impairment	16.86	19.02	16.86	19.02
Profit before Taxes	11.06	11.37	11.06	11.37
Current Tax	3.00	2.63	3.00	2.63
Tax Effect of Earlier Year	0.06	(0.54)	0.06	(0.54)
Deferred Tax	(0.43)	0.15	(0.43)	0.15
Profit after Taxation (PAT)	8.43	9.13	8.43	9.13
Net Gain/(Loss) on Equity Instruments measured at Fair Value through OCI	(9.97)	14.60	(9.97)	14.60
Share of Profit of Associate Companies	-	-	63.53	103.62
Profit/(Loss) for the year transferred to the Profit & Loss Account under Reserves and Surplus	8.43	9.13	71.96	112.75
Total Comprehensive Income	(1.54)	23.73	61.99	127.35

2. REVIEW OF OPERATIONS

(a) Standalone Results

The total income/revenue on standalone basis during the year was Rs.75.07 lakhs (Previous Year - Rs. 68.69 lakhs). The Company's turnover has increased by about 9.29% on standalone basis due to increase in consultancy and other income in this financial year. The gross profits before taxes stood at Rs. 11.06 lakhs (Previous Year -Rs. 11.37 lakhs).

(b) Consolidated Results

This fiscal, your Company has achieved a turnover of Rs.75.07 lakhs (Previous Year Rs. 68.69 lakhs) on consolidation basis. The net profit after tax was Rs. 71.96 lakhs (Previous Year net profit of Rs. 112.75 lakhs) on consolidation basis.

3. OUTLOOK & PROSPECTS

The Global economy continued to be affected by Covid19 and its repeated waves in the financial year 2021-22 which disrupted the economic activities amid challenges and uncertainty about the post-Covid world marked by accelerated shifts in digital technology, consumer behaviour, supply-chains, geo-political issues, climate change and other factors. However, it was largely indicated that the economic impact of the "second wave" in the first quarter of 2021-2022 was much smaller than experienced during the full lockdown phase in 2020-21 even though the health impact was more severe. The Indian economy has registered a sustained recovery since the second half of the financial year 2021-22. The GDP growth rate was at 8.7 per cent in the year 2021-22 which was even higher than the pre- pandemic (2019-20) level.

Hence, the economy seems to have bounced back due to extraordinary and timely measures taken by the government and Reserve Bank of India in a well-coordinated and tactical manner. The Atma-nirbhar Bharat campaign launched in the year 2021 and an accommodative monetary policy stance coupled with a series of regulatory dispensations have given a boost to the agriculture, industry and mining sector. The financial markets have also shown commendable resilience despite the pandemic shocks resurfacing from time to time. The RBI maintained the policy rates at 4 per cent during the year 2021-22, which also supported growth.

The Union Budget has taken several initiatives to give a boost to the MSME sector. They are likely to get better access to the various services available through portals such as Udyam, e-Shram, NCS and ASEEM all at one place with added new features such as live, organic databases along with G2C, B2C and B2B services. Improved access to the credit facilities, skilling, and recruitment and other services for the MSMEs through these interlinked portals may further formalise the economy and enhance entrepreneurial opportunities for all. Besides the Emergency Credit Line Guarantee Scheme (ECLGS) has been extended up to March 2023.

Credit Guarantee Trust for Micro and Small Enterprises (CGTMSE) Scheme is likely to be overhauled with required infusion of funds. This will facilitate an additional credit of Rs. 2 lakh crore for MSMEs and expand employment opportunities. Besides, Raising and Accelerating MSME Performance (RAMP) programme with outlay of Rs. 6,000 crore over 5 years has been rolled out. This is likely to help the MSME sector become more resilient, competitive and efficient. Such measures are going to improve the outlook for the Non-Banking Finance Companies which largely cater to their needs. According to the Economic Survey, the GDP is estimated to grow in the range of 8.0 - 8.5 percent in the current fiscal.

The International Monetary Fund (IMF) has projected the global growth rate to slow from an estimated 6.1 percent in 2021 to 3.6 percent in 2022 and 2023 in its World Economic Outlook (April, 2022). This is even 0.8 and 0.2 percentage points lower for 2022 and 2023 than what was projected in an earlier update of the Outlook brought by the IMF in the month of January, 2022. Even beyond 2023, global growth is projected to decline to about 3.3 percent over the medium term. Thus, the ongoing Geopolitical conflict may lead to further escalation of oil and other commodity price resulting into significant slowdown in global growth in 2022 and add to inflation. The RBI has raised the Policy rates in its monetary policy resolution of May 2022 in view of rising price pressures. IMF too has projected that the prices may increase up to 5.7 percent in advanced economies and 8.7 percent in emerging market and developing economies which is even 1.8 and 2.8 percentage points higher than projected last January. Clearly it is a complex scenario and the outlook may continue to be weak in the current financial year.

However, according to the IMF, the geopolitical crisis and the resultant inflationary pressures may be smoothened through Multilateral efforts to respond to the humanitarian crisis, prevent further economic fragmentation, maintain global liquidity, manage the debt distress, tackle climate change, and end the pandemic.

Talking about domestic economy, the rising food and fuel inflation may limit the headway for the RBI to continue with its accommodative policy stance. However, the monsoons are expected to be normal and this may help in moderating food inflation. Further the vaccination coverage is expected to expand which may give boost to the contact intensive services in the urban sector besides the Production Linked Scheme (PLI) may improve capacity utilisation rate in the manufacturing sector giving rise to employment as well as incomes of the people. The RBI's focus may have changed towards keeping inflation within tolerable limit yet it has not completely let go its accommodative policy stance which is considered as favourable for the outlook of Indian Economy.

4. **SHARE CAPITAL**

During the year under review, there was no change in the share capital. 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. 8.43 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. Lalit Kumar Dangi (DIN 00886521), Director of the Company will be retiring by rotation at the ensuing Annual General Meeting and is eligible for re-appointment. Further, Mr. Radhey Shyam Soni, Non-Executive, Independent Director, will be completing his first term of appointment on 29.10.2022 and has offered himself for re-appointment for a second term of five years. The Board has recommended his re-appointment by the Members in the ensuing AGM of the Company for the second term of 5 years w.e.f. 30.10.2022 not liable to retire by rotation.

During the year, the Members of the Company at 27th AGM dated September 7, 2021 have appointed Mr. Ramanathan Thirupathi as Non- Executive and Independent Director of the Company for 5 years not liable to retire by rotation. Mr. Lakhan Suganchand Dargad (ACS 52571) has been relieved from the post of Company Secretary and Compliance Officer w.e.f. October 7, 2021. Further, Mr. Dinker Mishra (ACS 48511) has been appointed as the Company Secretary and Compliance Officer w.e.f. February 15, 2022.

10. **NUMBER OF MEETINGS OF THE BOARD OF DIRECTORS**

During the year, there were 6 (Six) meetings of the Board of Directors held on May 20, 2021, August 5, 2021, August 24, 2021, October 7, 2021, October 26, 2021 and February 7, 2022. The intervening gap between the meetings was within the period prescribed under the Companies Act, 2013. 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 Companies Act, 2013 and the Rules made thereunder, and 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 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, 2022 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 2021-22 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 duly approved by SEBI. The Company is also a member of AMFI, Comris and CCRL-RP. The net profit after tax of LBPL is Rs 154.41 lakhs for the year ended March 31, 2022. A non-controlling interest of Rs. 61.70 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. 3.95 lakhs for the year ended as at March 31, 2022. A non-controlling interest of Rs. 1.83 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 2021-22, 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, 2022, 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, 2022 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, 2022.

26. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

There are no contracts or arrangements with related parties under section 188 of the Companies Act, 2013. 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. SECRETARIAL STANDARDS

The Company has complied with all applicable secretarial standards issued by the Institute of Company Secretaries of India.