

# LIBORD FINANCE LIMITED



29<sup>TH</sup>  
Annual Report  
2022-23

**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**

Ms. Vinantee Chetan Shah

**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 - 452010  
Madhya Pradesh  
Tel.: 0731 4065799 / 98 / 97

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## NOTICE

Notice is hereby given that the 29<sup>th</sup> Annual General Meeting of the Members of Libord Finance Limited will be held on Thursday, September 21, 2023 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, 2023 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, 2023 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 Mr. Raghvendra Raj Mehta (DIN: 01947378) 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. Raghvendra Raj Mehta (DIN: 01947378), 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 February 26, 2024 up to February 25, 2029.

**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."

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 4, 2023

Dr. (Mrs.) Vandna 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 15, 2023 to Thursday, September 21, 2023 (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 Registrars 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. 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 reappointment. 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.
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. 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 2022-23 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](http://www.libord.com), website of the Stock Exchange i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and website of Central Depository Services (India) Limited (CSDL) at [www.evotingindia.com](http://www.evotingindia.com). Further, the Ministry of Corporate Affairs vide its circular dated May 5, 2020, January 13, 2021, May 5, 2022 and December 28, 2022 and SEBI vide its Circular dated May 12, 2020, January 15, 2021, May 13, 2022 and January 5, 2023 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](mailto: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](http://www.evotingindia.com) and from the website of the Company at [www.libord.com](http://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 shares of the paid-up equity share capital of the Company as on the cut-off date of Thursday, September 14, 2023. 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 Thursday, September 14, 2023, may obtain the login ID and password by sending a request at [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or [investorrelations@libord.com](mailto: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 and March 16, 2023, 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 29th 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 Sunday, September 17, 2023 and will end at 5.00 P.M. on Wednesday, September 20, 2023 (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 Thursday, September 14, 2023 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, under Regulation 44 of SEBI (LODR) Regulations, 2015, 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"> <li>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 required to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi Tab.</li> <li>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 are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi Tab and then click on registration option.</li> <li>Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from the e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be 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.</li> </ol>

Individual Shareholders holding securities in demat mode with <b>NSDL Depository</b>	<ol style="list-style-type: none"> <li>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: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> 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.</li> <li>2. If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS" "Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a>.</li> <li>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number 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 CDSL and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants (DP)</b>	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 <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33.
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free nos.: 1800 1020 990 and 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](http://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](http://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:

	<b>For Physical shareholders and other than individual shareholders holding shares in Demat.</b>
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"> <li>• 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.</li> </ul>
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"> <li>• 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.</li> </ul>

- (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](http://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](mailto: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](mailto: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](mailto: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](mailto: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, Central Depository Services (India) Limited (CDSL), 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](mailto: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. Thursday, September 14, 2023, 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](http://www.libord.com) and on the website of Central Depositories Services (India) Limited (CDSL) [www.evotingindia.com](http://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 4, 2023.

**ITEM NO. 3:**

Mr. Raghvendra Raj Mehta (DIN: 01947378) was appointed as an Independent Director at the 25th Annual General Meeting of the Company for 5 years w.e.f. February 26, 2019 up to February 25, 2024 (First Term) as per provisions of the Companies Act, 2013, and the Articles of Association of the Company. Mr. Raghvendra Raj Mehta, aged 72 years, is a Chartered Accountant and holds over 40 years of senior management experience at national and international levels. The Company has immensely benefitted from his strategic insights. Any re-appointment of such independent Director at Second Term shall be approved by the members of the Company by way of special resolution.

The Nomination and Remuneration Committee (NRC) in its meeting held on August 4, 2023 has evaluated the performance of Mr. Raghvendra Raj Mehta in terms of the contribution, skill sets and rich experience and has recommended his re-appointment by the Board of Directors. The Board of Directors of the Company at its meeting held on August 4, 2023 considered the recommendation of the NRC and approved the re-appointment of Mr. Mehta as an Independent Director of the Company for the second term of 5 (five) consecutive years with effect from February 26, 2024, not liable to retire by rotation, subject to approval of the Members in this Annual General Meeting by way of special resolution. A brief profile of Mr. Mehta is annexed and forms part of the notice.

In the opinion of the Board of Directors, Mr. Mehta 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 (LODR) 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. Raghvendra Raj Mehta, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their respective relatives are concerned or interested, financial or otherwise, in the 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 29th Annual General Meeting is given below:

Ordinary / Special Business	Item No. 2 : Ordinary Business	Item No. 3 : Special Business
<b>Name of the Director</b>	Mr. Nawal Agrawal	Mr. Raghvendra Raj Mehta
<b>DIN</b>	01753155	01947378
<b>Age</b>	57 Years	72 Years
<b>Date of Appointment</b>	January 12, 2006	February 26, 2019
<b>Qualification</b>	B.Com.	Chartered Accountant
<b>Experience in specific functional areas</b>	Over 34 years' experience in Financial Services industry and Capital Market/ Accountancy	Over 40 years of national and international senior management experience in ship owning, international trade, large overseas steel companies and Ex-CEO of a leading electricity distribution service company.
<b>Directorships in other Companies</b>	Libord Securities Limited, Libord Consultants Pvt. Ltd., Libord Brokerage Pvt. Ltd., Libord Advisors Pvt. Ltd., Neha System and Services Pvt. Ltd.	Balu Forge Industries Ltd – Independent Director
<b>Chairman/ Member of the Committees of the Board of Directors of the Company</b>	Member of Stakeholders Relationship Committee.	Member of Audit Committee and Nomination and Remuneration Committee.
<b>Chairman/Member of the Committees of the Board of Directors of the other companies in which he is a Director</b>	Member of Stakeholders Relationship Committee of the Board of Directors of Libord Securities Limited	Chairman of Audit Committee, Stakeholders Relationship Committee and Corporate Social Responsibility Committee and Member of Nomination and Remuneration Committee of the Board of Directors of M/s Balu Forge Industries Ltd.
<b>Remuneration</b>	Nil	Nil
<b>Number of Board Meetings Attended</b>	4	4
<b>No. of Shares held in the Company</b>	Nil	Nil
<b>Inter-se Relationship between Directors and KMPs</b>	None	NA

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 4, 2023

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 29th Annual Report along with the Audited Accounts of the Company for the year ended March 31, 2023.

### 1. FINANCIAL PERFORMANCE

A summary of the standalone & consolidated financial performance of your Company for the financial year ended March 31, 2023, is as under:

Particulars	Standalone		Consolidated	
	2022-23	2021-22	2022-23	2021-22
Total Income	93.81	75.07	93.81	75.07
Profit before Finance Cost & Depreciation	30.48	32.46	30.48	32.46
Finance Cost	2.73	4.54	2.73	4.54
Depreciation, Amortisation and impairment	16.80	16.86	16.80	16.86
Profit before Taxes	10.95	11.06	10.95	11.06
Current tax	2.60	3.00	2.60	3.00
Tax effect of earlier year	0.00	0.06	0.00	0.06
Deferred Tax	0.42	(0.43)	0.42	(0.43)
Profit after Taxation (PAT)	7.93	8.43	7.93	8.43
Share of Profit of Associate Companies	-	-	(8.17)	63.53
Profit/(Loss) for the year transferred to the Profit & Loss Account under Retained Earnings	7.93	8.43	(0.24)	71.96
Net Gain/(Loss) on equity instruments measured at Fair Value through OCI	(1.29)	(9.97)	(1.29)	(9.97)
Total Comprehensive Income	6.64	(1.54)	(1.53)	61.99

### 2. REVIEW OF OPERATIONS

#### (a) Standalone Results

The total income/revenue on standalone basis during the year was Rs. 93.81 lakhs (Previous Year - Rs. 75.07 lakhs). The Company's turnover has increased by about 25% on standalone basis due to increase in consultancy and other income in this financial year. The gross profits before taxes stood at Rs. 10.95 lakhs (Previous Year -Rs. 11.06 lakhs).

#### (b) Consolidated Results

This fiscal, your Company has achieved a turnover of Rs. 93.81 lakhs (Previous Year - Rs. 75.07 lakhs on consolidation basis. The net loss after tax was Rs. 0.24 lakhs (Previous Year net profit of Rs. 71.96 lakhs) on consolidation basis.

### 3. OUTLOOK & PROSPECTS

Based on the Reports of the Economic Survey for 2022–2023, India's GDP is expected to increase by 6%–6.8% in 2023–2024 depending on how global economic and political developments affect it. The baseline GDP is anticipated to expand at a pace of 6.5% in the current fiscal year compared to 8.7% growth in the last fiscal year and a real growth rate of 7% for the year ending March 2023.

According to predictions made by the World Trade Organization, the growth rate of global trade may drop from 3.5% in 2022 to 1.0% in 2023. The Indian economy has succeeded in keeping its growth trajectory higher and inflation rate lower than the global average, even though the global economy is struggling due to several issues, most notably the ongoing conflict in Ukraine and a remarkably high inflation rate. The Micro, Small, and Medium Enterprises (MSME) sector's average loan growth from January to November 2022 was over 30.5 percent, which is extraordinarily strong and indicates a promising prospect for rising output and employment in the nation.

Additionally, the central government's capital expenditures (capex) grew by 63.4% in the first eight months of the financial year 2023, which boosted the Indian economy this year. Also, compared to the previous year, the housing market's inventory overhang has significantly decreased, thanks to the return of migrant workers to the building industry. Due to a recovery in contact-intensive activities like trade, lodging, and transportation, private consumption as a percentage of GDP has recovered dramatically.

The Agricultural growth rate has been around 5 percent in the last two quarters of the year 2022-23. During this period the construction and core services have also registered growth. The growth in the manufacturing sector has also picked up compared to the preceding two quarters. India's Manufacturing Purchasing Managers' Index had recorded strongest improvement to 56.4 in March compared with 55.3 in February. The record surge indicates faster expansions in new orders and output.

In conclusion, the Indian economy has demonstrated a good deal of resilience even though the International Monetary Fund (IMF) predicted a difficult road ahead for most economies. The company anticipates a favourable economic environment in the current financial year.

### 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. 7.93 lakhs have been transferred to the Profit & Loss account under Reserves & Surplus. Further Rs. 16.00 lakhs were transferred to the Reserves and surplus on account of reversal of provision made under ECL.

### 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. Further, Mr. Raghvendra Raj Mehta, Non-Executive Independent Director of the Company will be completing his first term of five years as on 25.02.2024. The Board of Directors of the Company 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. 26.02.2024 not liable to retire by rotation.

During the year, Mr. Dinker Mishra (ACS 48511) has been relieved from the post of Company secretary and Compliance Officer w.e.f. February 3, 2023. Further, Ms. Vinantee Chetan Shah (ACS 64362) has been appointed as the Company Secretary and Compliance Officer w.e.f. April 19, 2023.

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

During the year, there were 4 (Four) meetings of the Board of Directors held on May 24, 2022, August 11, 2022, November 11, 2022 and February 3, 2023. 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 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 of the Company has been disclosed on its website at [www.libord.com](http://www.libord.com) at the link [https://libord.com/Finance/InvestorRelations.aspx?Inv\\_Rel\\_Id=91](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](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, 2023 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 2022-23 with regard to the financial statements and other matters. The said certificate forms part of the report on Corporate Governance.

**16. BOARD COMMITTEES**

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. 4. Risk Management Committee.

The Company is not required to constitute the Risk Management Committee pursuant to the provisions of Regulation 21 of Listing Regulations. However, the Risk Management Committee is constituted in pursuance of the Reserve Bank of India Circular No. RBI/2021-22/112 DOR.CRE.REC.No.60/03.10.001/2021-22 dated October 22, 2021.

**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 loss after tax of LBPL is Rs 28.99 lakhs for the year ended March 31, 2023. A non-controlling interest of Rs. (11.585) 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. 7.37 lakhs for the year ended as at March 31, 2023. A non-controlling interest of Rs. 3.414 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](http://www.libord.com). Details of Vigil Mechanism/Whistle Blower Policy are also included in the report on Corporate Governance. During the financial year 2022-23, 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](http://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, 2023, 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, 2023 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, 2023.

**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 complies with all applicable secretarial standards issued by the Institute of Company Secretaries of India.

**28. 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.

**29. ANNUAL RETURN**

Pursuant to the provisions of Section 134(3)(a) and Section 92(3) of the Companies Act, 2013 read with Rule 12 of the Companies (Management and Administration) Rules, 2014, the Annual Return of the Company shall be uploaded on the website of the Company at [www.libord.com](http://www.libord.com).