

# **ROSELABS FINANCE LIMITED**

## **28<sup>th</sup> ANNUAL REPORT FINANCIAL YEAR 2021-22**

IN VIEW OF GREEN INITIATIVES INITIATED BY THE GOVT. OF INDIA, MINISTRY OF CORPORATE AFFAIRS, WE REQUEST YOU TO REGISTER YOUR EMAIL ID WITH THE REGISTRAR AND SHARE TRANSFER AGENT, IF YOU ARE HOLDING SHARES IN PHYSICAL MODE AND WITH YOUR DEPOSITORY PARTICIPANT, IF YOU ARE HOLDING SHARES IN DEMATERIALIZED FORM.

SEBI HAS MANDATED THAT SECURITIES OF LISTED COMPANIES CAN BE TRANSFERRED ONLY IN DEMATERIALIZED FORM W.E.F. APRIL 1, 2019. ACCORDINGLY THE COMPANY / ITS RTA HAS STOPPED ACCEPTING ANY FRESH LODGEMENT OF TRANSFER OF SHARES IN PHYSICAL FORM. MEMBERS HOLDING SHARES IN PHYSICAL FORM ARE ADVISED TO AVAIL OF THE FACILITY OF DEMATERIALIZATION.

## CORPORATE INFORMATION

### BOARD OF DIRECTORS

Ms. Sanjyot Rangnekar      Chairperson (Non-Executive Non Independent Director)  
Mr. Raghava Reddy      Managing Director  
Mr. Prakash Vaghela      Independent Director  
Mr. Mayank Padiya      Independent Director

### CHIEF FINANCIAL OFFICER

Mr. Pravin Kumar Kabra

### COMPANY SECRETARY & COMPLIANCE OFFICER

Mr. Abhijeet Shinde

### STATUTORY AUDITORS

MSKA & Associates,  
Chartered Accountants  
(Firm Registration No. 105047W)

### REGISTRAR & TRANSFER AGENT

Link Intime India Private Limited  
C 101, 247 Park, LBS Road, Surya Nagar,  
Gandhi Nagar, Vikhroli West,  
Mumbai - 400083  
Tel: 91-22-25963838  
Fax: 91-22 -2594 6969  
Email Id: [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in)  
Website: [www.linkintime.co.in](http://www.linkintime.co.in)

### REGISTERED OFFICE

412, 17G Vardhaman Chamber,  
Cawasji Patel Road,  
Horniman Circle, Fort, Mumbai-400 001  
Tel.: +91-22-61334400 Fax: +91 -22-23024420  
Website: [www.roselabsfinancelimited.in](http://www.roselabsfinancelimited.in)  
E-mail: [roselabsfinance@lodhagroup.com](mailto:roselabsfinance@lodhagroup.com)  
CIN: L70100MH1995PLC318333

### CORPORATE OFFICE

Lodha Excelus,  
Apollo Mills Compound, N M Joshi Marg,  
Mahalaxmi, Mumbai 400 011  
Tel.: +91-22-6195 9662 Fax: +91-22-2302 4420

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**NOTICE**

Notice is hereby given that the 28th ANNUAL GENERAL MEETING of the Members of Roselabs Finance Limited will be held on Friday, September 30, 2022, at 5.00 p.m. through video conferencing / Other Audio Visual Means to transact the following business:

**ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2022, together with the Reports of the Board of Directors and the Auditors thereon.
2. To appoint a director in place of Ms. Sanjyot Rangnekar (DIN: 07128992), who retires by rotation and being eligible, offers herself for re-appointment.

**SPECIAL BUSINESS:**

3. To consider and if thought fit, to pass, the following resolution as a **Special Resolution**

Approve re-appointment of Mr. Prakash Vaghela (DIN 07768595) as an Independent Director for a second consecutive term of 5 years

**RESOLVED THAT** pursuant to the provisions of Sections 149, 152, 160 read with Schedules IV & V and other applicable provisions of the Companies Act, 2013 ("Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), (including any amendments or modifications thereto from time to time), upon recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company, Mr. Prakash Vaghela (DIN 07768595), who was appointed as an Independent Director at the 24th Annual General Meeting of the Company and who holds office up to February 06, 2023 and being eligible, has submitted a declaration that he meets the criteria of independence as required under Section 149(6) of the Act and the Listing Regulations and in respect of whom the Company has received a notice in writing under Section 160 of the Act, from a member proposing his candidature for the office of Director, be and is hereby reappointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of 5 (five) consecutive years from February 7, 2023 to February 6, 2028;

**RESOLVED FURTHER THAT** the Board of Directors (including any Committee thereof) be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

4. To consider and if thought fit, to pass, the following resolution as a **Special Resolution**

Approve re-appointment of Mr. Mayank Padiya (DIN 07145403) as an Independent Director for a second consecutive term of 5 years

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 152, 160 read with Schedules IV & V and other applicable provisions of the Companies Act, 2013 ("Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), (including any amendments or modifications thereto from time to time), upon recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company, Mr. Mayank Padiya (DIN 07145403), who was appointed as an Independent Director at the 24th Annual General Meeting of the Company and who holds office up to May 20, 2023 and being eligible, has submitted a declaration that he meets the criteria of independence as required under Section 149(6) of the Act and the Listing Regulations and in respect of whom the Company has received a notice in writing under Section 160 of the Act, from a member proposing his candidature for the office of Director, be and is hereby reappointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of 5 (five) consecutive years from May 21, 2023 to May 20, 2028;

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**RESOLVED FURTHER THAT** the Board of Directors (including any Committee thereof) be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

**By Order of the Board of Directors  
For Roselabs Finance Limited**

**Abhijeet Shinde  
Company Secretary  
Membership No.: A33077**

### **Registered Office**

412, Floor- 4, 17G Vardhaman Chamber,  
Cawasji Patel Road, Horniman Circle,  
Fort, Mumbai-400001  
Website: [www.roselabsfinancelimited.in](http://www.roselabsfinancelimited.in)  
E-mail: [roselabsfinance@lodhagroup.com](mailto:roselabsfinance@lodhagroup.com)  
CIN: L70100MH1995PLC318333

Place: Mumbai

Date: July 12, 2022

### **NOTES:**

- 1) The Statement pursuant to Section 102 (1) of the Companies Act, 2013 (“Act”) setting out material facts concerning the business under Item no. 3 and 4 of the Notice is annexed hereto.
- 2) In view of continuing social distancing norms due to the COVID-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its General Circular Nos. 14/2020, 17/2020, 20/2020 and 02/2022 dated April 8, 2020, April 13, 2020, May 5, 2020 and May 5, 2022 respectively allowed companies whose AGMs were due to be held in the year 2022 or become due in the year 2022, to conduct their AGMs on or before December 31, 2022, in accordance with the requirements provided in paragraphs 3 and 4 of the General Circular No. 20/2020 (collectively referred to as “MCA Circulars”) and Circular No. SEBI/HO/DDHS/P/CIR/2022/62 dated May 13, 2022 issued by the Securities and Exchange Board of India (“SEBI”) (referred to as “SEBI Circular”) (together MCA Circulars and SEBI Circulars referred to as “Circulars”) have permitted convening the Annual General Meeting (“AGM” / “Meeting”) through Video Conferencing (“VC”) or Other Audio Visual Means (“OAVM”), without the physical presence of the members at a common venue. In compliance with these Circulars, provisions of the Companies Act, 2013 (‘the Act’) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) (“Listing Regulations”), the AGM of the Company is being held through VC / OAVM, which does not require physical presence of members at a common venue. Pursuant to these circulars, this Annual Report is being sent by email only.
- 3) In terms of the MCA Circulars since the physical attendance of Members has been dispensed with, there is no requirement of appointment of proxies. Accordingly, the facility of appointment of proxies by Members under Section 105 of the Act will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this notice. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting. The resolution authorising for the aforesaid shall be sent to the Company at [roselabsfinance@lodhagroup.com](mailto:roselabsfinance@lodhagroup.com) with a copy marked to [cs.shravangupta@gmail.com](mailto:cs.shravangupta@gmail.com), scrutiniser appointed for the meeting and to Link Intime India Private Limited at [enotices@linkintime.co.in](mailto:enotices@linkintime.co.in).
- 4) The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation through VC/OAVM provided by NSDL through their platform <https://www.evoting.nsdl.com>.

- 5) The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
- 6) Since the AGM will be held through VC/ OAVM, the route map of the venue of the Meeting is not annexed hereto.
- 7) In line with the MCA Circulars, the Notice calling the AGM has been uploaded on the website of the Company at [www.roselabsfinancelimited.in](http://www.roselabsfinancelimited.in). The Notice may also be accessed from the website of the Stock Exchange i.e. BSE Limited and also on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. <https://www.evoting.nsdl.com>
- 8) The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, and the relevant documents referred to in the Notice will be available electronically for inspection by the members during the AGM.
- 9) All documents referred to in the Notice will also be available electronically for inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an email to [roselabsfinance@lodhagroup.com](mailto:roselabsfinance@lodhagroup.com).
- 10) In terms of Rule 18 of the Companies (Management and Administration) Rules, 2014, the Company may give notice through electronic mode addressing to the person entitled to receive such e-mail as per the records of the Company or as provided by the depository, provided that the Company shall provide an advance opportunity atleast once in a financial year, to the member to register his e-mail address and changes therein and such request may be made by only those members who have not got their email ID recorded or to update a fresh email ID and not from the members whose e-mail IDs are already registered. In view of the above, the Company hereby requests the members who have not updated their email IDs to update the same with their respective Depository Participant(s) or the Link Intime India Private Limited, the Registrar and Transfer Agent of the Company ("R&T Agent"). Further, the members holding shares in electronic mode are requested to keep their email addresses updated with the Depository Participants. Members holding shares in the physical mode are also requested to update their email addresses by writing to the R&T Agent of the Company by email to [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in) or by letter addressed to Mr. Satyan Desai, C 101, 247 Park, LBS Road, Surya Nagar, Gandhi Nagar, Vikhroli West, Mumbai - 400083 or to the Company by email to [roselabsfinance@lodhagroup.com](mailto:roselabsfinance@lodhagroup.com) or by letter addressed to the Company Secretary, 412, 17G, Floor - 4, Vardhaman Chamber, Cawasji Patel Road, Horniman Circle, Fort, Mumbai, Maharashtra, 400001, by quoting their folio number.
- 11) Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details, National Electronic Clearing Service (NECS) and Electronic Clearing Service (ECS) mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc., to their Depository Participant (DP). Changes intimated to the DP will then be automatically reflected in the Company's record which will help the Company and the Company's R&T Agent to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes either to the Company or to the Company's R&T Agent.
- 12) The Securities and Exchange Board of India (SEBI) has mandated submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in demat form are, therefore, requested to submit PAN details to the Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to R&T Agent of the Company.
- 13) Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the MCA Circulars, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM and facility for those members participating in the AGM to cast vote through e-voting system during the AGM.

For this purpose, the Company has engaged the services of National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as e-voting at the AGM will be provided by NSDL.

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- 14) Any person, who acquires shares of the Company and becomes member of the Company after the Company sends notice of the AGM by email and holds shares as on the cut-off date i.e. Friday, September 23, 2022 may obtain their login ID and password by sending a request at [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in).
- 15) The voting rights of the members shall be in proportion to the number of equity shares held by them as on the cut-off date i.e. Friday, September 23, 2022.
- 16) A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date i.e. Friday, September 23, 2022 only shall be entitled to avail the facility of remote e-voting or e-voting at the AGM. A person who is not a member as on the cut-off date should treat this notice for information purpose only.
- 17) The remote e-voting period will commence on Tuesday, September 27, 2022 at 9:00 am IST and will end on Thursday, September 29, 2022 at 5:00 pm. IST During this period the members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Friday, September 23, 2022, may cast their vote by remote e-voting. The remote e-voting module shall be forthwith blocked by NSDL private Limited for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently or vote again.
- 18) You can also update your mobile number and e-mail ID in the user profile details of the folio which may be used for sending future communication(s).
- 19) The Company has appointed Shравan Gupta, (CoP No. 9990), Practicing Company Secretary or failing him Ritul Parmar (CoP No. 14845), as the scrutinizer (the 'Scrutinizer') for securitizing the remote e-voting process as well as e-voting at the AGM in a fair and transparent manner.
- 20) During the AGM, the Chairman shall, after responding to the questions raised by the Members in advance or as a speaker at the AGM, formally propose to the Members participating through VC/OAVM Facility to vote on the resolutions as set out in the Notice of the AGM and announce the start of the casting of vote through the e-Voting system. After the Members participating through VC/OAVM Facility, eligible and interested to cast votes, have cast the votes, the e-Voting will be closed with the formal announcement of closure of the AGM.
- 21) The Scrutiniser shall after the conclusion of e-Voting at the AGM, first download the votes cast at the AGM and thereafter unblock the votes cast through remote e-Voting and shall make a consolidated scrutinizer's report of the total votes cast in favour or against, invalid votes, if any, and whether the resolution has been carried or not, and such Report to the Chairman or any person authorised by him within 48 hours from the conclusion of the meeting, who shall then countersign and declare the result of the voting forthwith.
- 22) The results declared along with the report of the Scrutinizer will be placed on the website of the Company [www.roselabsfinancelimited.in](http://www.roselabsfinancelimited.in) and on the website of the NSDL immediately after the declaration of result by the Chairperson or a person authorized by him. The results will also be immediately forwarded to the stock exchanges.
- 23) The Register of Members and the Share Transfer books of the Company will remain closed from Thursday, September 20, 2022, to Friday, September 30, 2022, both days inclusive.
- 24) In terms of Section 152 of the Act, Ms. Sanjyot Rangnekar, retires by rotation at the Meeting and being eligible, offers herself for re-appointment. The Nomination and Remuneration Committee of the Board and the Board of Directors of the Company has recommended her re-appointment.
- 25) Ms. Sanjyot Rangnekar is interested in the Ordinary Business as set out at Item No. 2 of the Notice with respect to her re- appointment. The relatives of Ms. Sanjyot Rangnekar may also be deemed to be interested in the said Resolution to the extent of her shareholding interest, if any, in the Company. Save and except the above, none of the Directors / Key Managerial Personnel of the Company / their Relatives are, in any way, concerned or interested, financially or otherwise, in the Ordinary Resolution set out under Item No. 2.

26) The additional information in respect of re-appointment and appointments of the Director, along with the Director liable to retire by rotation, pursuant to the provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard on General Meetings are provided as Annexure 1 to the Explanatory Statement.

**THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-**

The remote e-voting period begins on Tuesday, September 27, 2022 at 9:00 A.M. IST and ends on Thursday, September 29, 2022 at 5:00 P.M. IST. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Friday, September 16, 2022, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Friday, September 23, 2022.

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





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

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>1. Existing IDeAS user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>2. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “Register Online for IDeAS Portal” or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.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.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> </ol>

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Type of shareholders	Login Method
	<p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: center; gap: 20px;">   </div> <div style="display: flex; justify-content: center; gap: 20px; margin-top: 10px;">   </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest is <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>

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

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

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



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

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/ Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

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

4. Your User ID details are given below :

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

5. Password details for shareholders other than Individual shareholders are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
  - c) How to retrieve your ‘initial password’?
    - (i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.
    - (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.

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6. If you are unable to retrieve or have not received the “ Initial password” or have forgotten your password:
  - a) Click on “Forgot User Details/Password?”(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) Physical User Reset Password?” (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

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

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

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

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

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [cs.shravangupta@gmail.com](mailto:cs.shravangupta@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

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

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

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

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

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

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

## ROSELABS FINANCE LIMITED

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4. Please note that participants connecting from mobile devices or tablets or through laptop connecting via mobile hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at [roselabsfinance@lodhagroup.com](mailto:roselabsfinance@lodhagroup.com). The same will be replied by the company suitably.

### EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 TO THE ACCOMPANYING NOTICE

The following Statement sets out all material facts relating to the item no. 3 and 4 as mentioned in the Notice

**Item No. 3:** Approve re-appointment of Mr. Prakash Vaghela (DIN 07768595) as an Independent Director for a 2nd term of five years

Mr. Prakash Vaghela was appointed as an Independent Director pursuant to Section 149 of the Companies Act 2013 ("Act") read with the Companies (Appointment & Qualification of Directors) Rules 2014, by the shareholders at the Annual General Meeting held on September 25, 2018, to hold office upto February 06, 2023 ("first term" as per the explanation to Section 149 (10) & (11) of the Act).

Based on recommendation of Nomination and Remuneration Committee (NRC), the Board of Directors has proposed re-appointment of Mr. Prakash Vaghela as Independent Director (not liable to retire by rotation), for a second consecutive term of five years from February 07, 2023 to February 06, 2028.

The Board, based on the performance evaluation and recommendation of NRC, considers that given his background, experience and contribution, the continued association with Mr. Prakash Vaghela would be beneficial to the Company and it is desirable to continue to avail his services as Independent Director.

Pursuant to the provisions of the Act and the Listing Regulations, the Board has carried out the annual performance evaluation of the directors individually. The performance of individual directors including the independent directors was evaluated on parameters such as level of engagement and contribution to the affairs of the Company including by way of attendance in Board and committee meetings, ability to discharge their duties and obligations diligently in the best interest of the Company, ability to provide effective leadership and checks and balances towards sustaining the highest levels of corporate governance, exercising duty of care and skill in the discharge of their functions, level of independence of judgment and safeguarding the interest of the Company and its minority shareholders. Considering the value delivered by the Director, in the opinion of the Board, he fulfils the conditions specified in the Act and Listing Regulations for appointment as an Independent Director and is independent of the management of the Company.

A brief profile of Mr. Prakash Vaghela in terms of Regulation 36(3) of the Listing Regulations is detailed in the Annexure to this notice.

The Board recommends the Special Resolution set out at Item No. 3 of the Notice for approval by the members.

Except Mr. Prakash Vaghela and his relatives, none of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 3 of the Notice.

**Item No. 4:** Approve re-appointment of Mr. Mayank Padiya (DIN 07145403) as an Independent Director for a 2nd term of five years

Mr. Mayank Padiya was appointed as an Independent Director pursuant to Section 149 of the Companies Act 2013 ("Act") read with the Companies (Appointment & Qualification of Directors) Rules 2014, by the shareholders at the Annual General Meeting held on September 25, 2018, to hold office upto May 20, 2023 ("first term" as per the explanation to Section 149 (10) & (11) of the Act).

Based on recommendation of Nomination and Remuneration (NRC), the Board of Directors has proposed re-appointment of Mr. Mayank Padiya as Independent Director (not liable to retire by rotation), for a second consecutive term of five years from May 21, 2023 to May 20, 2028.

The Board, based on the performance evaluation and recommendation of NRC, considers that given his background, experience and contribution, the continued association with Mr. Mayank Padiya would be beneficial to the Company and it is desirable to continue to avail his services as Independent Director.

## ROSELABS FINANCE LIMITED

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Pursuant to the provisions of the Act and the Listing Regulations, the Board has carried out the annual performance evaluation of the directors individually. The performance of individual directors including the independent directors was evaluated on parameters such as level of engagement and contribution to the affairs of the Company including by way of attendance in Board and committee meetings, ability to discharge their duties and obligations diligently in the best interest of the Company, ability to provide effective leadership and checks and balances towards sustaining the highest levels of corporate governance, exercising duty of care and skill in the discharge of their functions, level of independence of judgment and safeguarding the interest of the Company and its minority shareholders. Considering the value delivered by the Director, in the opinion of the Board, he fulfils the conditions specified in the Act and Listing Regulations for appointment as an Independent Director and is independent of the management of the Company.

A brief profile of Mr. Mayank Padiya in terms of Regulation 36(3) of the Listing Regulations is detailed in the Annexure to this notice.

The Board recommends the Special Resolution set out at Item No. 4 of the Notice for approval by the members.

Except Mr. Mayank Padiya and his relatives, none of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the Notice.

**By Order of the Board of Directors  
For Roselabs Finance Limited**

**Abhijeet Shinde  
Company Secretary  
Membership No.: A33077**

### **Registered Office**

412, Floor- 4, 17G Vardhaman Chamber,  
Cawasji Patel Road, Horniman Circle,  
Fort, Mumbai-400001  
Website: [www.roselabsfinancelimited.in](http://www.roselabsfinancelimited.in)  
E-mail: [roselabsfinance@lodhagroup.com](mailto:roselabsfinance@lodhagroup.com)  
CIN: L70100MH1995PLC318333

Place: Mumbai

Date: July 12, 2022

**Annexure 1**

Details of directors retiring by rotation / seeking appointment / re-appointment at the meeting:

<b>Name of the Director</b>	<b>Ms. Sanjyot Rangnekar (DIN: 07128992)</b>	<b>Mr. Prakash Vaghela (DIN: 07768595)</b>	<b>Mr. Mayank Padiya (DIN: 07145403)</b>
Date of Birth	July 06, 1970	September 19, 1973	January 4, 1991
Qualification	Fellow Member of the Institute of the Company Secretaries of India and the Institute of the Cost and Works Accountant of India.	Member of the Institute of the Chartered Accountants of India and Institute of Cost and Works Accountants of India, LLB (G), B.Com.	Member of the Institute of the Company Secretaries of India and B.B.A.
Experience	She has over two decades of rich experience in secretarial, cost accounting, international bond raise, Indian and international public offerings, compliance, FEMA, mergers and corporate finance functions. She holds a bachelor's degree in commerce from the University of Mumbai and is a Fellow Company Secretary and a cost and works accountant. Prior to joining Lodha Group she was Group Company Secretary at Essar Power Limited. Prior to Essar, she was Company Secretary and cost accountant with Swastik Surfactants Limited.	He has diverse experience in preparing financial statements, tax returns in various industries. He also has significant experience in Statutory Auditing and Assurance practice, including corporate law compliance requirements.	Mr. Mayank Padiya has experience in field of Finance, Legal and Secretarial work.
Expertise in specific functional areas	Expertise in M & A, compliance and corporate governance	Experience in Finance and Accounting	Expertise in compliance and corporate governance
Terms & Conditions of appointment	Ms. Sanjyot Rangnekar is proposed to be re-appointed as Non-executive Director without any remuneration from the Company	Independent Director pursuant the provisions of Section 149 read with Schedule IV of the Companies Act, 2013.	Independent Director pursuant the provisions of Section 149 read with Schedule IV of the Companies Act, 2013.
Remuneration last drawn & Sought to be paid	Not applicable	No remuneration to be paid except sitting fees as may be decided by the Board for attendance of meeting of the Board of Directors and committees thereof.	No remuneration to be paid except sitting fees as may be decided by the Board for attendance of meeting of the Board of Directors and committees thereof.
Date of Appointment on the Board	April 19, 2017	February 07, 2018	May 21, 2018

## ROSELABS FINANCE LIMITED

Directorships held in other companies as on March 31, 2022	<ol style="list-style-type: none"> <li>1. Sanathnagar Enterprises Limited</li> <li>2. Center for Urban Innovation</li> <li>3. Primebuild Developers and Farms Private Limited</li> <li>4. Homescapes Constructions Private Limited</li> <li>5. Digirealty Technologies Private Limited</li> <li>6. Palava Induslogic 4 Private Limited (resigned w.e.f. July 28, 2022)</li> <li>7. Bellissimo Digital Infrastructure Investment Management Private Limited</li> <li>8. Bellissimo Digital Infrastructure Development Management Private Limited (resigned w.e.f. May 27, 2022)</li> <li>9. Thane Commercial Tower A Management Private Limited</li> </ol>	<ol style="list-style-type: none"> <li>1. Svp Global Textiles Limited</li> <li>2. Diligent Media Corporation Limited</li> <li>3. National Standard (India) Limited</li> <li>4. Ducon Infratechnologies Limited</li> <li>5. Citron Infraprojects Limited</li> <li>6. Platinum Textiles Limited</li> <li>7. Shrivallabh Pittie Industries Limited</li> <li>8. Helios Exports Limited</li> <li>9. Shrivallabh Pittie Ventures Limited</li> </ol>	Nil
Memberships / Chairmanship of committees of other companies (includes only Audit & Stakeholders Relationship Committee) as on March 31, 2022	<ol style="list-style-type: none"> <li>1. Member of Audit Committee of Sanathnagar Enterprises Limited.</li> <li>2. Member of Stakeholders Relationship Committee of Sanathnagar Enterprises Limited.</li> </ol>	<ol style="list-style-type: none"> <li>1) Chairman of Audit Committee of National Standard (India) Limited</li> <li>2) Member of Audit Committee of Diligent Media Corporation Limited</li> <li>3) Member of Audit Committee and Stakeholders Relationship Committee of Roselabs Finance Limited</li> <li>4) Member of Audit Committee and Stakeholders Relationship Committee of Ducon Infratechnologies Limited</li> <li>5) Member of Audit Committee of Platinum Textiles Limited</li> <li>6) Member of Audit Committee of Shrivallabh Pittie Industries Limited</li> <li>7) Member of Audit Committee of Shrivallabh Pittie Ventures Limited</li> </ol>	Nil
Shareholding in the Company (Equity)	Nil	Nil	Nil
Relationship with other Directors/ Manager/Key Managerial Personnel	None	None	None
Number of Board meetings attended during the year 2021-22	6 (Six)	6 (Six)	6 (Six)



**DIRECTORS' REPORT**

Dear Members,

The Directors are pleased to present the 28th Annual Report of the Company along with the audited financial statements for the financial year ended March 31, 2022.

**FINANCIAL HIGHLIGHTS**

(₹ in lakhs)

<b>Particulars</b>	<b>2021-22</b>	<b>2020-21</b>
Revenue from operations	-	-
Other income	-	16.43
Total Income	-	16.43
Loss before tax	(43.77)	(274.71)
Tax Expenses	0.11	17.44
Loss for the year	(43.66)	(257.27)

**REVIEW OF PERFORMANCE AND FUTURE OUTLOOK**

The Company did not earn any revenue during the financial year 2021-22 as compared to a Total revenue of ₹ 16.43 lakh during the financial year 2020-21. Net loss after tax during the year amounted to ₹ 43.66 lakh against net loss of ₹ 257.27 lakh during financial year 2020-21.

Pursuant to the cancellation of the Certificate of Registration in the financial year 2019-20, the Company is not permitted to pursue any NBFC activity. The Company is evaluating appropriate business opportunity in alternate business lines in the real estate development sector.

Since the company does not have any ongoing business activity, there is no impact of outbreak of Covid-19 all over the world including India.

**DIVIDEND AND RESERVES**

The Board does not recommend any dividend for the financial year under review in view of the losses sustained during the year. No amount is proposed to be transferred to reserves during the year.

**ANNUAL RETURN**

Pursuant to Section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014, Annual Return of the Company for the year ended on March 31, 2022 is available on the Company's website at <http://www.roselabsfinancelimited.in>.

**CHANGES IN SHARE CAPITAL**

There was no change in the authorized and paid-up share capital of the Company during financial year 2021-22.

**DIRECTORS AND KEY MANAGERIAL PERSONNEL****Appointment / Re-appointment**

The Board at its meeting held on May 31, 2021, based on the recommendation of the Nomination and Remuneration Committee, approved the appointment of Mr. Raghava Reddy (DIN 09185972) as Managing Director of the Company for a period of five years without remuneration, whose office shall be liable to retire by rotation, which was approved by the shareholders at the

## ROSELABS FINANCE LIMITED

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Annual General Meeting of the Company held on September 24, 2021.

Mr. Prakash Vaghela was appointed as an Independent Director for a first term of five years effective February 07, 2018. Based on the recommendation of the Nomination & Remuneration Committee at its Meeting held on July 12, 2022, after taking into account the performance evaluation of Mr. Prakash Vaghela during his first term of five years and considering his knowledge, acumen, expertise and experience in his field and the substantial contribution made by him during his tenure as an Independent Director, the Board approved the re-appointment of Mr. Prakash Vaghela as Independent Director on the Board of the Company, to hold office for a second term of five consecutive years commencing from February 7, 2023 to February 06, 2028 (not liable to retire by rotation), would be in the best interests of the Company. The Board recommends his appointment to the shareholders.

Mr. Mayank Padiya was appointed as an Independent Director for a first term of five years effective May 21, 2018. Based on the recommendation of the Nomination & Remuneration Committee at its Meeting held on July 12, 2022, after taking into account the performance evaluation of Mr. Mayank Padiya during his first term of five years and considering his knowledge, acumen, expertise and experience in his field and the substantial contribution made by him during his tenure as an Independent Director, the Board approved the re-appointment of Mr. Mayank Padiya as Independent Director on the Board of the Company, to hold office for a second term of five consecutive years commencing from May 21, 2023 to May 20, 2028 (not liable to retire by rotation), would be in the best interests of the Company. The Board recommends his appointment to the shareholders.

### Retiring by rotation

Ms. Sanjyot Rangnekar retires by rotation and being eligible, offers herself for re-appointment. Necessary resolutions are included in the accompanying notice of the Annual General Meeting.

### Cessation

Mr. Nilesh Rawat, Managing Director of the Company, resigned as director w.e.f. May 31, 2021 due to personal commitments. The Board places on record its appreciation for the services rendered by him during his tenure.

In terms of Section 203 of the Act, the following are the Key Managerial Personnel of the Company as on the date of this report:

- Mr. Raghava Reddy, Managing Director
- Mr. Pravin Kabra, Chief Financial Officer
- Mr. Abhijeet Shinde, Company Secretary & Compliance Officer

The Company has received declarations under section 149 of the Act from all independent directors confirming that they meet the criteria of independence prescribed under the Act and the Listing Regulations.

None of the Non-Executive Directors had any pecuniary relationship or transaction with the Company which could potentially conflict with the interests of the Company at large.

## BOARD AND BOARD COMMITTEES

### Board Meetings

Six Board meetings were held during the year. These meetings were held on April 26, 2021, May 31, 2021, July 21, 2021, October 14, 2021, January 12, 2022, and January 25, 2022. The gap between two meetings did not exceed the period stipulated in the Companies Act 2013 and the Secretarial Standards. The Details of Board Meeting held and attendance of the Directors is given hereunder:

## ROSELABS FINANCE LIMITED

Sr. No.	Name of the Director	Number of Meetings which director was entitled to attend	Number of Meetings attended
1.	Mr. Nilesh Rawat	1	1
2.	Mr. Raghava Reddy	5	5
3.	Ms. Sanjyot Rangnekar	6	6
4.	Mr. Prakash Vaghela	6	6
5.	Mr. Mayank Padiya	6	6

### Independent Directors' Meeting

In compliance with Schedule IV to the Act (Code for Independent Directors) and the Listing Regulations, the Independent Directors of the Company met separately on January 25, 2022.

### Board Committees

The Board has constituted three committees as on March 31, 2022.

#### Audit Committee

As on March 31, 2022, the Audit Committee (AC) comprised Mr. Mayank Padiya, Chairman and Mr. Prakash Vaghela, both independent directors and Ms. Sanjyot Rangnekar. All Members of the Committee have relevant experience in financial matters. The Managing Director and Chief Financial Officer are invitees to the meetings of the Committee and the Company Secretary acts as Secretary to the Committee. The terms of reference of the Audit Committee are in line with the provisions of Section 177 of the Act and SEBI (Listing Obligation and Disclosure Requirements) Regulations 2015.

The Audit Committee met five times during the year; on April 26, 2021, July 21, 2021, October 14, 2021, January 12, 2022 and January 25, 2022. All members attended all meetings during the year.

#### Nomination & Remuneration Committee

As on March 31, 2022, the Nomination & Remuneration Committee (NRC) comprised Mr. Mayank Padiya, Chairman and Mr. Prakash Vaghela, both independent directors and Ms. Sanjyot Rangnekar. The terms of reference of the Committee are in line with the provisions of Section 178 of the Act and SEBI (Listing Obligation and Disclosure Requirements) Regulations 2015.

The Committee met twice during the year; on April 26, 2021 and May 31, 2021. All members attended all the meetings.

#### Stakeholders' Relationship Committee

As on March 31, 2022, the Stakeholders' Relationship Committee (SRC) comprised Ms. Sanjyot Rangnekar, Chairperson and Mr. Mayank Padiya and Mr. Prakash Vaghela, both independent directors.

The Committee met four times during the year; on April 26, 2021, July 21, 2021, October 14, 2021, and January 12, 2022. All members attended all meetings during the year.

### BOARD EVALUATION

The Board carried out an annual evaluation of its own performance, board committees, and individual directors pursuant to the provisions of the Act and the Listing regulations. Performance of the board was evaluated after seeking inputs from all the directors on the basis of criteria such as board composition and structure, effectiveness of board processes, information and functioning, etc. The performance of the committees was evaluated by the Board after seeking inputs from the committee members. The Board and the Nomination and Remuneration Committee reviewed the performance of individual directors on

## ROSELABS FINANCE LIMITED

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the basis of criteria such as the contribution of the individual director to the board and committee meetings.

In a separate meeting of independent directors, performance of non-independent directors, Chairperson and the board as a whole was evaluated, taking into account the views of executive directors and non-executive directors. Performance evaluation of independent directors was done by the entire board, excluding the independent director being evaluated.

### **POLICY ON NOMINATION & REMUNERATION OF DIRECTORS, KMPS & OTHER EMPLOYEES**

In terms of the provisions of Section 178(3) of the Act and Regulation 19 read with Part D of Schedule II to the Listing Regulations, the NRC is responsible for formulating the criteria for determining qualifications, positive attributes and independence of a Director. The NRC is also responsible for recommending to the Board, a policy relating to remuneration of Directors, Key Managerial Personnel and other employees. In line with this requirement, the Board has adopted a Nomination and Remuneration Policy which is available on the Company's website at [www.roselabsfinancelimited.in](http://www.roselabsfinancelimited.in). Salient features of the Policy are reproduced in **Annexure I** to this Report.

### **AUDITORS & AUDITOR'S REPORTS**

- **Statutory Auditor**

MSKA & Associates, Chartered Accountants were re-appointed as Statutory Auditors of the Company at the Annual General Meeting held on September 24, 2021 for a second term of five consecutive years and hold office till the conclusion of the Annual General Meeting to be held in the calendar year 2026.

- **Secretarial Auditor**

Pursuant to the provisions of Section 204 of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Shravan A. Gupta & Associates, Practicing Company Secretary was appointed as Secretarial Auditor to conduct secretarial audit for the financial year 2021-22.

#### **Auditor's Reports**

- The Statutory Auditor's Report for financial year 2021-22 does not contain any qualifications, reservations or adverse remarks. The Auditor's report is enclosed with the financial statements with this Annual Report.
- The Secretarial Audit Report for financial year 2021-22 does not contain any qualifications, reservations or adverse remarks. The Secretarial Audit Report is provided in **Annexure II** of this Report.

### **PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS**

The Company has not given any loans, guarantees or provided security or made investments to/in any other company during the financial year under review.

### **RELATED PARTY TRANSACTIONS**

The transactions/contracts/arrangements, falling within the purview of provisions of Section 188(1) of the Companies Act, 2013, entered by the Company with related parties as defined under the provisions of Section 2(76) of the Companies Act, 2013, during the financial year under review, were in the ordinary course of business and have been transacted at arm's length basis.

Further there are no transactions/contracts/arrangements entered by the Company with related party(ies) as defined under the provisions of Section 2(76) of the Companies Act, 2013 during the financial year, that are required to be reported in Form AOC-2.

### **HOLDING COMPANY, SUBSIDIARIES, JOINT VENTURE AND ASSOCIATES**

The Company is a subsidiary of Macrotech Developers Limited. The ultimate holding company is Sambhavnath Infrabuild and Farms Private Limited. The Company does not have any subsidiary, joint venture or associate Company.

### **MANAGEMENT AND INTERNAL CONTROLS**

#### **Risk Management**

Your Company has robust process in place to identify key risks and to prioritize relevant action plans to mitigate these risks. Your Company has adopted a Risk Management policy which is based on three pillars: Business Risk Assessment, Operational Controls Assessment and Policy Compliance processes. Major risks identified by the businesses and functions are systematically addressed through mitigating actions on a continuing basis.

#### **Internal Controls and their adequacy**

The Company's internal control systems are commensurate with the nature of its business and the size and complexity of operations. These systems are routinely tested and certified by the Statutory as well as the Internal Auditor. The Board / Audit Committee reviews adequacy and effectiveness of the Company's internal control environment. These systems provide a reasonable assurance in respect of financial and operational information, complying with applicable statutes, safeguarding of assets of the Company, prevention & detection of frauds, accuracy & completeness of accounting records and ensuring compliance with corporate policies.

#### **Whistle Blower Policy and Vigil Mechanism**

The Company's Whistle Blower Policy is in line with the provisions of Section 177 of the Act and as per Regulation 22 of the Listing Regulations. This Policy establishes a vigil mechanism for Directors and employees to report genuine concerns regarding unethical behaviour, actual or suspected fraud or violation of the Company's Code of Conduct. The said mechanism also provides for adequate safeguards against victimization of persons who use such mechanism and makes provision for direct access to the chairperson of the Audit Committee in appropriate or exceptional cases. The Vigil Mechanism / Whistle Blower Policy is posted on the Company's website [www.roselabsfinancelimited.in](http://www.roselabsfinancelimited.in).

The Company does not have any employees as on March 31, 2022.

### **DISCLOSURE UNDER SECTION 197(12) OF THE COMPANIES ACT, 2013 AND OTHER DISCLOSURES AS PER RULE 5 OF COMPANIES (APPOINTMENT & REMUNERATION) RULES, 2014**

The information required under Section 197 of the Act read with rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) 2014 is not relevant to the Company as the Company has no employees, directors do not draw any remuneration (other than sitting fees) and key managerial personnel have been deputed by the holding company.

The provisions of Section 197(12) of the Act read with rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time do not apply as there are no employees.

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

The Company has no ongoing project and therefore the particulars as required under the provisions of Section 134(3) (m) of the Act read with Rule 8 of the Companies (Accounts) Rules, 2014 in respect of conservation of energy and technology absorption are not applicable to the Company. During the financial year 2021-22, the Company neither earned any foreign exchange in terms of actual inflows nor is there any foreign exchange outgo in terms of actual outflows.

### **CORPORATE GOVERNANCE REPORT**

As the paid up equity share capital and net worth of the Company are below the limits specified in Regulation 15 of the Listing Regulations, the Company is not required to furnish a report on corporate governance and therefore the same does not form

## ROSELABS FINANCE LIMITED

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part of this Report.

### MANAGEMENT DISCUSSION AND ANALYSIS REPORT

The Management Discussion and Analysis report forms a part of this Annual Report.

#### GENERAL

Your Directors state that for the financial year ended March 31, 2022, no disclosure is required in respect of the following items and accordingly confirm as under:

- a. The Company has neither revised the financial statements nor the Board's report.
- b. As there are no employees, the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 is not applicable to the Company.
- c. There are no material changes or commitments affecting the financial position of the Company between March 31, 2022 and the date of this report.
- d. The Company has not accepted any deposits during the financial year.
- e. No instance of fraud has been reported to the Board by the Auditors or any other person.
- f. No significant or material orders which impact the going concern status and Company's operations in future were passed by Regulators/Courts/Tribunals (other than as disclosed in this report)
- g. There was no issue of equity shares with differential rights as to dividend, voting or otherwise
- h. The Company has not issued any shares (including sweat equity shares) to its employees under any scheme.
- i. The Company has complied with applicable Secretarial Standards issued by the Institute of the Company Secretaries of India.
- j. The provisions related to Corporate Social Responsibility are not applicable to the Company.
- k. No petition/ application has been admitted under the Insolvency and Bankruptcy Code, 2016 by NCLT.
- l. The provisions related to Cost Audit are not applicable to the Company.

#### DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to Section 134(5) of the Act, the Board of Directors, to the best of its knowledge and ability, confirms that:

- a. in the preparation of the annual accounts the applicable accounting standards had been followed and there are no material departures;
- b. Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the loss of the Company for that year;
- c. the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- d. the Directors had prepared the annual accounts on a going concern basis;

- e. the Directors had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively; and
- f. the Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

**ACKNOWLEDGEMENTS**

Your Directors would like to express their grateful appreciation for the assistance and support extended by all stakeholders.

**For and on behalf of the Board  
Roselabs Finance Limited**

**Sanjyot Rangnekar  
Chairperson  
DIN: 07128992**

**Raghava Reddy  
Managing Director  
DIN: 09185972**

Date : July 12, 2022  
Place : Mumbai

## Annexure I

Salient features of the Nomination & Remuneration Policy

### A. Policy Objectives

The objectives of the Nomination & Remuneration Policy are:

1. To ensure that the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the company successfully;
2. To ensure that the relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
3. To ensure that remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals.
4. To ensure retention of high performers at all levels`

### B. Policy Coverage

#### Part A: Board Composition

##### Board Diversity

The Committee shall periodically review the size and composition of the Board so as to have an appropriate mix of executive and Independent Directors, to maintain its independence and separate its functions of governance and management and to ensure that it is structured to make appropriate decisions, with a variety of perspectives and skills, in the best interests of the Company;

##### Succession planning

The Committee shall establish and review Board, KMP and Senior Management succession plans in order to ensure and maintain a continuing balance of relevant skills, experience and expertise on the Board and Senior Management.

#### PART B: Appointment and removal of Directors, KMP and Senior Management

The Committee shall ascertain the integrity, qualification, expertise and experience of the person identified for appointment as Director, KMP or Senior Management and recommend their appointment to the Board.

The Committee may also recommend removal of a Director, KMP or Senior Management with reasons recorded in writing, subject to the provisions and compliance of the said Act, rules and regulations.

#### PART C: Remuneration to Directors, KMP and Senior Management

The overall remuneration (sitting fees and commission) should be reasonable and sufficient to attract, retain and motivate Directors aligned to the requirements of the Company.

Remuneration / compensation / commission etc. to be paid to Directors will be determined by the Committee and recommended to the Board for approval.

Increments to the existing remuneration / compensation structure may be recommended by the Committee to the Board which should be within the limits approved by the Shareholders in the case of Managing Director/ Whole-time Director.



The Company may implement reward & retention schemes from time to time as per organizational needs. These shall be subject to approval of the Committee.

**PART D: Board Evaluation**

The Committee shall carry out an annual evaluation of performance of the Board and Board Committees and formulate criteria for evaluation of performance of independent directors and the Board.

The Committee shall determine whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors.

**For and on behalf of the Board  
Roselabs Finance Limited**

**Sanjyot Rangnekar  
Chairperson  
DIN: 07128992**

**Raghava Reddy  
Managing Director  
DIN: 09185972**

Date : July 12, 2022  
Place : Mumbai

# ROSELABS FINANCE LIMITED

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## Annexure II

### Form No. MR-3 SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED MARCH 31, 2022

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

To  
The Members  
**ROSELABS FINANCE LIMITED**  
CIN: L70100MH1995PLC318333  
412, Floor 4, 17 G Vardhaman Chamber,  
Cawasji Patel Road, Horniman Circle,  
Fort Mumbai 400001

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by ROSELABS FINANCE LIMITED (hereinafter called the "company"). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on 31st March, 2022, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by Company for the financial year ended on 31st March, 2022 according to the provisions of:

- a. The Companies Act 2013 and the Rules made thereunder
- b. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made there under;
- c. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- d. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of foreign direct investments, overseas direct investments, external commercial borrowings; - (Foreign Direct Investment, External Commercial Borrowings and Overseas Direct Investment are not applicable to the Company during the Audit Period).
- e. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act');
  - (a) The SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - (b) The SEBI (Prohibition of Insider Trading Regulations) 2015;
  - (c) The SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018; Not Applicable during the audit period
  - (d) The SEBI (Share based employee benefits) Regulation, 2014; Not Applicable during the audit period
  - (e) The SEBI (Issue and Listing of Debt Securities) Regulations, 2008; Not Applicable during the audit period
  - (f) The SEBI (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; Not Applicable during the audit period
  - (g) The SEBI (Delisting of Equity Shares) Regulations, 2009- Not Applicable during the audit period
  - (h) The SEBI (Buyback of Securities) Regulations, 1998 and The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 notified on 11th September, 2018- Not Applicable during the audit period

- f. The other laws as are applicable specifically to the Company are compiled as per representation made by the management of company during the audit period.

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

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

During the audit period, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

**I further report that, during the audit period:**

The Board of Directors of the Company is duly constituted with proper balance of, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the audit period were carried out in compliance with the provisions of the Companies Act, 2013.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda are sent at least seven days in advance, a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All decisions at Board Meetings and Committee Meetings are carried out either unanimously as recorded in the minutes of the meetings of the Board of Directors or Committee of the Board, as the case may be.

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

**Shravan A. Gupta & Associates**  
**Practicing Company Secretary**

**Shravan A. Gupta**  
**ACS: 27484, CP: 9990**  
**Place: Mumbai**  
**UDIN : A027484D000621495**  
**Date: 15.04.2022**

## ROSELABS FINANCE LIMITED

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To  
The Members  
**ROSELABS FINANCE LIMITED**  
412, Floor 4, 17 G Vardhaman Chamber, Cawasji Patel Road,  
Horniman Circle, Fort Mumbai 400001

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

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

**Shravan A. Gupta & Associates**  
**Practicing Company Secretary**

**Shravan A. Gupta**  
**ACS: 27484, CP: 9990**  
**Place: Mumbai**  
**Date: April 15, 2022**

## MANAGEMENT DISCUSSION AND ANALYSIS

### Cautionary Statement

*Statements in this report on Management Discussion and Analysis may be forward looking statements within the meaning of applicable laws or regulations. These statements are based on certain assumptions and reasonable expectation of future events. Actual results could however differ materially from those expressed or implied. Important factors that could make a difference to the Company's operations include material availability and prices, cyclical demand and pricing in the Company's principal markets, changes in government regulations, tax regimes, economic developments within India and other incidental factors. The Company assumes no responsibility in respect of the forward-looking statements herein, which may undergo changes in future on the basis of subsequent development.*

### (a) Industry structure and developments:

#### Indian Economic Overview

Despite a highly transmissible third wave of Covid-19, India is charting a course of recovery different from the rest of the world. After a slow start, vaccination in India picked up in FY22 with nearly 2 billion vaccine doses covering more than 90% of the eligible population by May 2022. Administration of precautionary doses or booster doses to the eligible population has also commenced. Achieving this gargantuan task could not have been possible without the support of policy makers, health workers and citizens.

On the back of a coordinated policy response from both fiscal and monetary sides, India is poised to grow at the fastest pace year-on-year among all major economies. Due to the strong rebound in economic activity, despite a significant impact of the second and third waves of the pandemic, the National Statistical Office (NSO) pegged India's real gross domestic product (GDP) growth for FY22 at a robust 8.7%. (Source: Ministry of Statistics and Programme Implementation)

Economic uncertainties on account of covid-led supply disruptions and geopolitical tensions have impacted India as well. The country, being a major oil importing country, is grappling with elevated inflation which led the Reserve Bank of India (RBI) to hike the repo rate by 90 basis points (bps) in May and June 2022. It is predicted that this upward trajectory will continue in this financial year leading to interest rate hardening by 150-200 bps cumulatively by end of FY23.

RBI nonetheless predicts the Indian economy to grow at ~7.2% due to its inherent strength and reforms such as Government led public capital expenditure and a focus on enhancing manufacturing capabilities through Production Linked Incentive (PLI) schemes, and so on.

#### Indian real estate industry overview

India's real estate sector in general and the housing segment in particular, has shown quick recovery from the Covid-induced crisis.

There are some critical differences between the global housing market boom and the recovery in the housing market in India. Globally the housing boom has been accompanied by a sharp rise in housing prices, resulting in fears of a housing bubble. However in India, the housing sales surge has not been accompanied by a material rise in prices, leading to a more sustainable recovery.

Healthy capital markets have enabled real estate companies to access equity capital, helping them de-leverage quickly. In the last few years, slowdown in the sector resulted in survival of only few players with better financial health and strong brand identity. Structural reforms like Real Estate Regulatory Authority (RERA) and Goods and Service Tax (GST) in recent years, have led to consolidation and formalisation of the sector. While the commercial real estate segment largely formalised over the past decade or so, formalisation of the residential housing segment began only in 2016-17. This healthy trend will substantially lower the cyclical nature of the industry in future as organised industry players are likely to be more measured and rational in their approach vis-a-vis supply.

## ROSELABS FINANCE LIMITED

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Easing of Covid-related restrictions are leading to stabilisation of the commercial segment. Most of the offices have started moving towards 'mixed work arrangements', with a combination of work from office and 'work from home'. WFH has been seen to lead to substantial benefits to the workforce including savings in transportation time and cost and better 'work life' balance. With the home increasing becoming a 'place to live' rather than a 'place to sleep', the need for better quality and larger housing is likely to be a long-term trend supporting home demand.

Thus, the sector is currently very favorable for the well-known branded developers.

### **(b) Opportunities and Threats**

We are very optimistic about the affordable and mid-income segment of the housing market over the longer term. We believe that as India moves from a low-income economy to a mid-income economy, this segment of the market will grow faster. Residential real estate is consolidating in favour of organised and branded developers at an accelerated pace.

Though the industry is in the early stages of a multi-year upcycle, we continue to keep a watchful eye for challenges like any further pandemic, cost increase due to geopolitical tensions, increase in interest rates, constant regulatory changes, recession in economies etc., which, if they fructify, will impact this upward trajectory. Further, the lending to real estate developers by the NBFCs and HFCs was already limited after the crisis in real estate sector and the pandemic has further deteriorated the liquidity situation for many developers who had to resort to alternative funding in absence of long term loans from banks. Further, the Company does not have any project and has no plan to take up any real estate project in near future.

### **(c) Outlook**

The real estate sector is one of the most globally recognized sectors. In India, real estate is the second largest employer after agriculture and is slated to grow at 30 per cent over the next decade. The real estate sector comprises four sub sectors - housing, retail, hospitality, and commercial.

As the sector slowly trends on the path to recovery, it has to realign to face new realities and meet greater expectations. The growth of this sector is well complemented by the growth of the corporate environment and the demand for office space as well as urban and semi-urban accommodations. The construction industry ranks third among the 14 major sectors in terms of direct, indirect and induced effects in all sectors of the economy. It is also expected that this sector will incur more non-resident Indian (NRI) investments in both the short term and the long term.

The Company does not have any project and has no plan to take up any real estate project in near future.

### **d) Risks and concerns**

The real estate sector is heavily dependent on manpower. During the pandemic, the sector was badly hit due to reverse migration of construction workers which affected the construction activity severely, leading to delayed timelines for project completion. Hence, there is a need for development of technologically less labour intensive alternative methods of construction. Further, the increase in land prices, inputs costs have also been constantly increasing. Higher interest cost would dent margins and may have a direct effect on the customer's cash flow as well. Increase in end product prices coupled with tight liquidity may impact demand. The various taxes and levies would add to the costs and this is likely to squeeze margins as end product prices may not go up correspondingly. The company has a Risk Management Policy, which is being periodically reviewed.

The Company does not have any project and has no plan to take up any real estate project in near future.

### **(e) Internal control systems and their adequacy.**

The internal control commensurate with the activities is supplemented by continuous review by the management. The internal control system is designed to ensure that every aspect of the company's activity is properly monitored.

**(f) Discussion on financial performance with respect to operational performance.**

The details of financial performance and operation performance are given in the directors' report.

**(g) Material developments in Human Resources / Industrial Relations front, including number of people employed.**

The Company does not have any employee. The KMPs are deputed by the holding company.

**(h) Details of Significant Changes in key financial ratios:**

<b>Significant Changes in Key Financial Ratios :</b>	<b>2022</b>	<b>2021</b>	<b>Changes</b>	<b>Reason for change</b>
(i) Debtors Turnover:	NA	NA	NA	NA
(ii) Inventory Turnover:	NA	NA	NA	NA
(iii) Interest Coverage Ratio	NA	NA	NA	NA
(iv) Current Ratio:	0.02	0.01	108.34%	Improvement in Current ratio is due to reductions in Current Liabilities.
(v) Debt equity Ratio:	-0.7794	-0.7765	0.38%	Marginal Variance
(vi) Operating Profit Margin (%)	NA	NA	NA	NA
(vii) Net Profit Margin (%)	NA	NA	NA	NA

**(i) Disclosure of Accounting Treatment:**

In preparation of these financial statements, the Company has followed the prescribed Indian Accounting Standards and no different treatment had been followed.

## INDEPENDENT AUDITOR'S REPORT

To the Members of **Roselabs Finance Limited**

### Report on the Audit of the Financial Statements

#### Opinion

We have audited the financial statements of Roselabs Finance Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2022, and the Statement of Profit and Loss, Statement of Changes in Equity and Statement of Cash Flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with Companies (Indian Accounting Standards) Rules, 2015 as amended and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2022, and loss, changes in equity and its cash flows for the year ended on that date.

#### Basis for Opinion

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

#### Key Audit Matters

We have determined that there are no key audit matters to communicate in our report.

#### Information Other than the Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the other information. The other information comprises the Director's report but does not include the financial statements and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

#### Responsibilities of Management and Those Charged with Governance for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records,



relevant to the preparation and presentation of the financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

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

### **Auditor's Responsibilities for the Audit of the Financial Statements**

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

We give in "Annexure A" a detailed description of Auditor's responsibilities for Audit of the Financial Statements.

### **Report on Other Legal and Regulatory Requirements**

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in "Annexure B" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143(3) of the Act, we report that:
  - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
  - (c) The Balance Sheet, the Statement of Profit and Loss, the Statement of Changes in Equity and the Statement of Cash Flow dealt with by this Report are in agreement with the books of account.

In our opinion, the aforesaid financial statements comply with the Indian Accounting Standard specified under Section 133 of the Act.

- (d) On the basis of the written representations received from the directors as on March 31, 2022 taken on record by the Board of Directors, none of the directors are disqualified as on March 31, 2022 from being appointed as a director in terms of Section 164 (2) of the Act.
- (e) With respect to the adequacy of the internal financial controls with reference to financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure C".
- (f) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
  - i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements – Refer Note 26 to the financial statements;

## ROSELABS FINANCE LIMITED

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- ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;
  - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
  - iv.
    - a. The Management has represented that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities (“Intermediaries”), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
    - b. The Management has represented that, to the best of its knowledge and belief, no funds have been received by the Company from any person / entity, including foreign entities, with the understanding, whether recorded in writing or otherwise, as on the date of this audit report, that the Company has directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
    - c. Based on our audit procedures which we have considered reasonable and appropriate in the circumstances and according to the information and explanations provided to us by the Management in this regard, nothing has come to our notice that has caused us to believe that the representations made by the Management under sub-clause (1) and (2) above contain any material misstatement.
  - v. The Company has neither declared nor paid any dividend during the year.
3. As required by The Companies (Amendment) Act, 2017, in our opinion, according to information, explanations given to us, the remuneration paid by the Company to its directors is within the limits laid prescribed under Section 197 of the Act and the rules thereunder.

**For M S K A & Associates**  
**Chartered Accountants**  
ICAI Firm Registration No. 105047W

Bhavik L. Shah  
Partner  
Membership No. 122071  
UDIN: 22122071AHL PZK6037

Place: Mumbai  
Date: April 15, 2022

**ANNEXURE A TO THE INDEPENDENT AUDITOR'S REPORT ON EVEN DATE ON THE FINANCIAL STATEMENTS OF ROSELABS FINANCE LIMITED**

**Auditor's Responsibilities for the Audit of the Financial Statements**

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

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

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

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements for the current period and are therefore, the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

**For MSKA & Associates**  
**Chartered Accountants**  
ICAI Firm Registration No.: 105047W

Bhavik L. Shah  
Partner  
Membership No.: 122071  
UDIN: 22122071AHL PZK6037

Place: Mumbai  
Date: April 15, 2022

## ROSELABS FINANCE LIMITED

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### ANNEXURE B TO INDEPENDENT AUDITORS' REPORT OF EVEN DATE ON THE FINANCIAL STATEMENTS OF ROSELABS FINANCE LIMITED FOR THE YEAR ENDED MARCH 31, 2022

[Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' in the Independent Auditors' Report]

- i. The Company does not have any Property, Plant and Equipment. Accordingly, the provisions stated in clause 3(i)(a) to (d) of the Order are not applicable to the Company.

According to the information and explanations given to us, no proceeding has been initiated or pending against the Company for holding benami property under the Benami Transactions (Prohibition) Act, 1988 and rules made thereunder. Accordingly, the provisions stated in clause 3(i)(e) of the Order are not applicable to the Company.

- ii. The Company does not have Inventory in its books. Accordingly, the provisions stated in clause 3(ii) of the Order are not applicable to the Company.

- iii. According to the information explanation provided to us, during the year the Company has not made any investments in, provided any guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or any other parties. Hence, the requirements under clause 3(iii) of the Order are not applicable to the Company.

- iv. In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of section 185 and 186 of the Act, in respect of loans, investments, guarantees and security made. Further, as the Company is engaged in the business of providing infrastructural facilities, the provisions of section 186 [except for sub-section (1)] are not applicable to it.

- v. In our opinion and according to the information and explanations given to us, the Company has not accepted any deposits from the public within the meaning of Sections 73, 74, 75 and 76 of the Act and the rules framed there under.

- vi. The provisions of sub-section (1) of section 148 of the Act are not applicable to the Company as the Central Government of India has not specified the maintenance of cost records for any of the products of the Company. Accordingly, the provisions stated in clause 3(vi) of the Order are not applicable to the Company.

- vii. (a) According to the information and explanations given to us and the records of the Company examined by us, in our opinion, undisputed statutory dues including goods and services tax, provident fund, income-tax and any other statutory dues have generally been regularly deposited with the appropriate authorities. The Company's operations during the year did not give rise to any liability for employees' state insurance, sales-tax, duty of custom, value added tax, service tax, excise duty and cess.

Further, no undisputed statutory dues were in arrears, as at March 31, 2022 for a period of more than six months from the date they became payable.

- (b) According to the information and explanation given to us and the records of the Company examined by us, there are no dues of income tax, goods and service tax, customs duty, cess and any other statutory dues which have not been deposited on account of any dispute.

- viii. According to the information and explanations given to us, there are no transactions which are not accounted in the books of account which have been surrendered or disclosed as income during the year in Tax Assessment of the Company. Also, there are no previously unrecorded income which has been now recorded in the books of account. Hence, the provision stated in clause 3(viii) of the Order is not applicable to the Company.

- ix. (a) In our opinion and according to the information and explanations given to us, the Company has not defaulted in repayment of loans or borrowings or in payment of interest thereon to any lender.

- (b) According to the information and explanations given to us and on the basis of our audit procedures, we report that the Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.
- (c) In our opinion and according to the information explanation provided to us, money raised by way of term loans have been applied during the year for the purpose for which they were raised.
- (d) According to the information and explanations provided to us, and the procedures performed by us, and on an overall examination of the financial statements of the Company, we report that no funds raised on short-term basis have been used for long-term purposes by the Company.
- (e) The Company does not have any subsidiary, associate or joint venture. Hence reporting under the clause 3(ix)(e) of the Order is not applicable to the Company.
- (f) The Company does not have any subsidiary, associate or joint venture. Hence reporting under the clause 3(ix)(f) of the Order is not applicable to the Company.
- x. (a) The Company did not raise any money by way of initial public offer or further public offer (including debt instruments) during the year. Accordingly, the provisions stated in clause 3(x)(a) of the Order are not applicable to the Company.
- (b) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully, partly or optionally convertible debentures during the year. Accordingly, the provisions stated in clause 3(x)(b) of the Order are not applicable to the Company.
- xi. (a) During the course of our audit, examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of material fraud by the Company nor on the Company.
- (b) We have not come across of any instance of material fraud by the Company or on the Company during the course of audit of the financial statement for the year ended March 31, 2022, accordingly the provisions stated in clause 3(xi)(b) of the Order is not applicable to the Company.
- (c) We have taken into consideration the whistle blower complaints received by the Company during the year while determining the nature, timing and extent of audit procedures.
- xii. In our opinion and according to the information and explanations given to us, the Company is not a Nidhi Company. Accordingly, the provisions stated in clause 3(xii)(a) to (c) of the Order are not applicable to the Company.
- xiii. According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act, where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.
- xiv. (a) In our opinion and based on our examination, the Company has an internal audit system commensurate with the size and nature of its business.
- (b) We have considered internal audit reports issued by internal auditors during our audit.
- xv. According to the information and explanations given to us, in our opinion during the year the Company has not entered into non-cash transactions with directors or persons connected with its directors and hence, provisions of section 192 of the Act are not applicable to Company. Accordingly, the provisions stated in clause 3(xv) of the Order are not applicable to the Company.

## ROSELABS FINANCE LIMITED

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- xvi. (a) In our opinion, the Company is not required to be registered under section 45 IA of the Reserve Bank of India Act, 1934 and accordingly, the provisions stated in clause 3(xvi)(a) of the Order are not applicable to the Company.
- (b) In our opinion, the Company has not conducted any Non-Banking Financial or Housing Finance activities without any valid Certificate of Registration from Reserve Bank of India. Hence, the reporting under clause 3(xvi)(b) of the Order are not applicable to the Company.
- (c) The Company is not a Core Investment Company (CIC) as defined in the regulations made by Reserve Bank of India. Hence, the reporting under clause 3(xvi)(c) of the Order are not applicable to the Company.
- (d) The Company does not have any CIC as part of its group. Hence the provisions stated in clause 3(xvi)(d) of the order are not applicable to the Company.
- xvii. Based on the overall review of financial statements, the Company has incurred cash losses in the current financial year and in the immediately preceding financial year of Rs. 43.66 lakhs and R 257.27 lakhs respectively.
- xviii. There has been no resignation of the statutory auditors during the year. Hence, the provisions stated in clause 3(xviii) of the Order are not applicable to the Company.
- xix. According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
- xx. According to the information and explanations given to us, the provisions of Section 135 of the Act are not applicable to the Company. Hence, the provisions of clause 3(xx)(a) to (b) of the Order are not applicable to the Company.

**For M S K A & Associates**  
**Chartered Accountants**  
ICAI Firm Registration No. 105047W

Bhavik Shah  
Partner  
Membership No. 122071  
UDIN: 22122071AHL PZK6037

Place: Mumbai  
Date: April 15, 2022

### **ANNEXURE C TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE FINANCIAL STATEMENTS OF ROSELABS FINANCE LIMITED**

[Referred to in paragraph 2(f) under 'Report on Other Legal and Regulatory Requirements' in the Independent Auditors' Report of even date to the Members of Roselabs Finance Limited on the Financial Statements for the year ended March 31, 2022]

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

##### **Opinion**

We have audited the internal financial controls with reference to financial statements of Roselabs Finance Limited ("the Company") as of March 31, 2022 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

In our opinion, the Company has, in all material respects, adequate internal financial controls with reference to financial statements and such internal financial controls with reference to financial statements were operating effectively as at March 31, 2022, based on the internal control with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI) (the "Guidance Note").

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

The Company's Management is responsible for establishing and maintaining internal financial controls based on the internal control with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

##### **Auditors' Responsibility**

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

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

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls with reference to financial statements.

##### **Meaning of Internal Financial Controls With reference to Financial Statements**

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

## ROSELABS FINANCE LIMITED

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

### **Inherent Limitations of Internal Financial Controls With reference to financial statements**

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

**For M S K A & Associates**  
**Chartered Accountants**  
ICAI Firm Registration No. 105047W

Bhavik L. Shah  
Partner  
Membership No.122071  
UDIN: 22122071AHL PZK6037

Place: Mumbai  
Date: April 15, 2022



**ROSELABS FINANCE LIMITED**

**BALANCE SHEET AS AT 31<sup>ST</sup> MARCH, 2022**

	Notes	As at 31 <sup>st</sup> March 22 ₹ in Lakhs	As at 31 <sup>st</sup> March 21 ₹ in Lakhs
<b>ASSETS</b>			
<b>Non-Current Assets</b>			
Non - Current Tax Assets	2	4.69	4.56
Deferred Tax Assets	17	10.92	10.81
<b>Total Non-Current Assets</b>		<b>15.61</b>	<b>15.37</b>
<b>Current Assets</b>			
Financial Assets			
Cash and Cash Equivalents	3	2.77	5.03
Bank Balances other than Cash and Cash Equivalents	4	-	0.10
<b>Total Current Assets</b>		<b>2.77</b>	<b>5.13</b>
<b>Total Assets</b>		<b>18.38</b>	<b>20.50</b>
<b>EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
Equity Share Capital	6	1,000.00	1,000.00
Other Equity			
Retained Earnings	7	(1,631.98)	(1,588.32)
<b>Equity attributable to owners of the Company</b>		<b>(631.98)</b>	<b>(588.32)</b>
<b>Non-Current Liabilities</b>			
Financial liabilities			
Borrowings	8	492.57	-
		<b>492.57</b>	<b>-</b>
<b>Current Liabilities</b>			
<b>Financial Liabilities</b>			
Borrowings	9	-	456.81
Trade Payables	10		
Due to Micro and Small Enterprises		-	-
Due to Others		8.20	2.44
Other Financial Liabilities	11	0.68	0.68
Provisions	12	148.57	148.55
Other Current Liabilities	13	0.34	0.34
<b>Total Current Liabilities</b>		<b>157.79</b>	<b>608.82</b>
<b>Total Liabilities</b>		<b>650.36</b>	<b>608.82</b>
<b>Total Equity and Liabilities</b>		<b>18.38</b>	<b>20.50</b>
<b>Significant Accounting Policies</b>	1		
<b>See accompanying notes to the Financial Statements</b>	1 - 32		

As per our attached Report of even date  
For M S K A & Associates  
Chartered Accountants  
Firm Registration Number: 105047W

Bhavik L. Shah  
Partner  
Membership No. 122071

Place : Mumbai  
Date : April 15, 2022

For and on behalf of the Board of Directors of Roselabs Finance Limited

Sanjyot Rangnekar  
(Chairperson)  
(DIN : 07128992)

Raghava Reddy  
(Managing Director)  
(DIN: 09185972)

Abhijeet Shinde  
(Company Secretary)  
Membership No. A33077

Pravin Kumar Kabra  
(Chief Financial Officer)

## ROSELABS FINANCE LIMITED

### STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2022

	Notes	For the Year ended 31 <sup>st</sup> March 22 ₹ in Lakhs	For the Year ended 31 <sup>st</sup> March 21 ₹ in Lakhs
<b>I INCOME</b>			
Other Income	14	-	16.43
<b>Total Income</b>		-	<b>16.43</b>
<b>II EXPENSES</b>			
Employee Benefits Expense	15	5.09	3.13
Other Expenses	16	38.68	12.60
<b>Total Expense</b>		<b>43.77</b>	<b>15.73</b>
<b>III Profit / (Loss) Before Exceptional Item (I-II)</b>		<b>(43.77)</b>	<b>0.70</b>
Exceptional Items		-	(275.41)
<b>(Loss) Before Tax</b>		<b>(43.77)</b>	<b>(274.71)</b>
<b>IV Tax Expense</b>			
Current Tax	17	-	17.44
Deferred Tax		0.11	-
<b>Total Tax Expense</b>		<b>0.11</b>	<b>17.44</b>
<b>V Loss for the year (III-IV)</b>		<b>(43.66)</b>	<b>(257.27)</b>
<b>VI Other Comprehensive Income (OCI)</b>		-	-
<b>VII Total Comprehensive Income for the year (V + VI)</b>		<b>(43.66)</b>	<b>(257.27)</b>
<b>VIII Earnings per Equity Share (in ₹)</b>			
(Face value of ₹ 10 per Equity Share)			
Basic	25	(0.44)	(2.57)
Diluted		(0.44)	(2.57)
<b>Significant Accounting Policies</b>	1		
<b>See accompanying notes to the Financial Statements</b>	1 - 32		

As per our attached Report of even date  
For M S K A & Associates  
Chartered Accountants  
Firm Registration Number: 105047W

Bhavik L. Shah  
Partner  
Membership No. 122071

Place : Mumbai  
Date : 15-Apr-22

For and on behalf of the Board of Directors of Roselabs Finance Limited

Sanjyot Rangnekar  
(Chairperson)  
(DIN : 07128992)

Abhijeet Shinde  
(Company Secretary)  
Membership No. A33077

Raghava Reddy  
(Managing Director)  
(DIN: 09185972)

Pravin Kumar Kabra  
(Chief Financial Officer)

## STATEMENT OF CASH FLOWS FOR THE YEAR ENDED 31ST MARCH, 2022

	Notes	For the Year ended 31 <sup>st</sup> March 22 ₹ in Lakhs	For the Year ended 31 <sup>st</sup> March 21 ₹ in Lakhs
<b>(A) Operating Activities</b>			
Loss Before Tax		(43.77)	(274.71)
<b>Adjustments for:</b>			
Provisions for disputed Matters		-	275.41
Interest Income on IT refund		-	(16.43)
<b>Operating Profit / (Loss) before working capital changes</b>		<b>(43.77)</b>	<b>(15.73)</b>
<b>Working Capital Adjustments:</b>			
Increase / (Decrease) in Trade and Other Payables		5.67	(124.36)
<b>Net Cash used in Operating Activities</b>		<b>(38.10)</b>	<b>(140.09)</b>
Income Tax paid / (refund)		(0.02)	120.38
<b>Net Cash used in Operating Activities</b>		<b>(38.12)</b>	<b>(19.71)</b>
<b>(B) Investing Activities</b>			
Interest Received		-	16.43
Investment in Bank Deposits		0.10	(0.10)
<b>Net Cash Flows from Investing Activities</b>		<b>0.10</b>	<b>16.33</b>
<b>(C) Financing Activities</b>			
Proceeds of Borrowings (Net)		35.76	7.38
<b>Net Cash Flows from Financing Activities</b>		<b>35.76</b>	<b>7.38</b>
<b>(D) Net Increase / (Decrease) in Cash and Cash Equivalents (A+B+C) :</b>			
Cash and Cash Equivalents at the beginning of the year		5.03	1.03
<b>Cash and Cash Equivalents at end of the year (Refer Note 3)</b>		<b>2.77</b>	<b>5.03</b>

## NOTES:

- Cash flow statement has been prepared under the indirect method as set out in IND AS-7 specified under the Section 133 of the Act.
- Reconciliation of liabilities arising from financing activities under IND AS 7

	31-March-22	31-March-21
<b>Borrowings</b>		
Balance at the beginning of the year	456.81	449.43
Cash flow	35.76	7.38
Non cash changes	-	-
<b>Balance at the end of the year</b>	<b>492.57</b>	<b>456.81</b>

## Significant Accounting Policies

See accompanying notes to the Financial Statements

1

1 - 32

As per our attached Report of even date  
For M S K A & Associates  
Chartered Accountants  
Firm Registration Number: 105047W

Bhavik L. Shah  
Partner  
Membership No. 122071

Place : Mumbai  
Date : 15-Apr-22

For and on behalf of the Board of Directors of Roselabs Finance Limited

Sanjyot Rangnekar  
(Chairperson)  
(DIN : 07128992)

Abhijeet Shinde  
(Company Secretary)  
Membership No. A33077

Raghava Reddy  
(Managing Director)  
(DIN: 09185972)

Pravin Kumar Kabra  
(Chief Financial Officer)





### Notes to Financial Statement for the year ended 31<sup>st</sup> March, 2022

The Company classifies all other liabilities as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities respectively.

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents.

The operating cycle of the Company's real estate operations varies from project to project depending on the size of the project, type of development, project complexities and related approvals. Accordingly, project related assets and liabilities are classified into current and non-current based on the operating cycle of the project. All other assets and liabilities have been classified into current and non-current based on a period of twelve months.

#### 2 Provisions and Contingencies

The Company recognizes provisions when a present obligation (legal or constructive) as a result of a past event exists and it is probable that an outflow of resources embodying economic benefits will be required to settle such obligation and the amount of such obligation can be reliably estimated.

If the effect of time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognized as a finance cost.

A disclosure of contingent liability is also made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. Where there is possible obligation or a present obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made.

#### 3 Financial instruments

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

##### Financial Assets

###### Initial recognition and measurement

The Company classifies its financial assets in the following measurement categories.

- those to be measured subsequently at fair value (either through other comprehensive income, or through profit or loss)
- those measured at amortised cost

All financial assets are recognised initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset.

###### **Subsequent measurement**

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

- i) Debt instruments at amortised cost



### Notes to Financial Statement for the year ended 31<sup>st</sup> March, 2022

#### **Derecognition of Financial Assets**

A financial asset (or, where applicable, a part of a financial asset or part of a Company of similar financial assets) is primarily derecognised (i.e. removed from the Company's balance sheet) when:

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

When the Company has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Company continues to recognise the transferred asset to the extent of the Company's continuing involvement. In that case, the Company also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Company has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Company could be required to repay.

#### **Impairment of Financial Assets**

The Company assess on a forward looking basis the expected credit losses associated with its financial assets carried at amortised cost and FVTOCI debts instruments. The impairment methodology applied depends on whether there has been significant increase in credit risk. For trade receivables, the Company is not exposed to any credit risk as the legal ownership of residential and commercial units are transferred to the buyer only after all the installments are recovered.

For financial assets carried at amortised cost, the carrying amount is reduced and the amount of the loss is recognised in the statement of profit and loss. Interest income on such financial assets continues to be accrued on the reduced carrying amount and is accrued using the rate of interest used to discount the future cash flows for the purpose of measuring the impairment loss. The interest income is recorded as part of finance income. Financial asset together with the associated allowance are written off when there is no realistic prospect of future recovery and all collateral has been realised or has been transferred to the Company. If, in a subsequent year, the amount of the estimated impairment loss increases or decreases because of an event occurring after the impairment was recognised, the previously recognised impairment loss is increased or decreased. If a write-off is later recovered, the recovery is credited to finance costs.

#### **Financial Liabilities**

##### Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, or payables, as appropriate.



**Notes to Financial Statement for the year ended 31<sup>st</sup> March, 2022**

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

The Company's financial liabilities include trade and other payables, loans and borrowings including bank overdrafts and financial guarantee contracts.

**Subsequent measurement**

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

**Financial liabilities at fair value through profit or loss**

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss. Separated embedded derivatives are also classified as held for trading unless they are designated as effective hedging instruments.

Gains or losses on liabilities held for trading are recognised in the profit or loss.

Financial liabilities designated upon initial recognition at fair value through profit or loss are designated as such at the initial date of recognition, and only if the criteria in Ind AS 109 are satisfied. For liabilities designated as FVTPL, fair value gains/ losses attributable to changes in own credit risk are recognized in OCI. These gains/ loss are not subsequently transferred to Statement of Profit and loss. However, the Company may transfer the cumulative gain or loss within equity. All other changes in fair value of such liability are recognised in the statement of profit or loss. The Company has not designated any financial liability as at fair value through profit and loss.

**Loans and borrowings**

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the EIR amortisation process.

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

**Derecognition of Financial Liabilities**

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

**Reclassification of Financial Assets and Financial Liabilities**

The Company determines classification of financial assets and liabilities on initial recognition. After initial recognition, no reclassification is made for financial assets which are equity instruments and financial liabilities. For financial assets which are debt instruments, a reclassification is made only if there is a change in the business model for managing those assets. Changes to the business model are expected to be infrequent. The Company's management determines change in the business model as a result of external or internal changes

### Notes to Financial Statement for the year ended 31<sup>st</sup> March, 2022

which are significant to the Company's operations. Such changes are evident to external parties. A change in the business model occurs when the Company either begins or ceases to perform an activity that is significant to its operations. If the Company reclassifies financial assets, it applies the reclassification prospectively from the reclassification date which is the first day of the immediately next reporting period following the change in business model. The Company does not restate any previously recognised gains, losses (including impairment gains or losses) or interest.

#### Offsetting of Financial Instruments

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

#### 4 Fair Value Measurement

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- i) In the principal market for the asset or liability, or-
- ii) In the absence of a principal market, in the most advantageous market for the asset or liability

The principal or the most advantageous market must be accessible by the Company.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

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

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

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

**Notes to Financial Statement for the year ended 31<sup>st</sup> March, 2022****5 Cash and Cash Equivalents**

Cash and cash equivalent in the Balance Sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

**6 Revenue Recognition**

The Company has applied five step model as set out in Ind AS 115 to recognise revenue in the Financial Statements. The Company satisfies a performance obligation and recognises revenue over time, if one of the following criteria is met:

- a. The customer simultaneously receives and consumes the benefits provided by the Company's performance as the Company performs; or
- b. The Company's performance creates or enhances an asset that the customer controls as the asset is created or enhanced; or
- c. The Company's performance does not create an asset with an alternative use to the Company and the entity has an enforceable right to payment for performance completed to date.

For performance obligations where one of the above conditions are not met, revenue is recognised at the point in time at which the performance obligation is satisfied.

Revenue is recognised either at point of time and over a period of time based on the conditions in the contracts with customers.

The specific revenue recognition criteria are described below:

**(I) Income from Property Development**

The Company has determined that the existing terms of the contract with customers does not meet the criteria to recognise revenue over a period of time. Revenue is recognized at point in time with respect to contracts for sale of residential and commercial units as and when the control is passed on to the customers which is linked to the application and receipt of occupancy certificate.

The Company provides rebates to the customers. Rebates are adjusted against customer dues and the revenue to be recognized. To estimate the variable consideration for the expected future rebates the company uses the "most-likely amount" method or "expected value method".

**(II) Contract Balances****Contract Assets**

The Company is entitled to invoice customers for construction of residential and commercial properties based on achieving a series of construction-linked milestones. A contract asset is the right to consideration in exchange for goods or services transferred to the customer. If the company performs by transferring goods or services to a customer before the payment is due, a contract asset is recognized for the earned consideration that is conditional. Any receivable which represents the Company's right to the consideration that is unconditional is treated as a trade receivable.

### Notes to Financial Statement for the year ended 31<sup>st</sup> March, 2022

#### Contract Liabilities

A contract liability is the obligation to transfer goods or services to a customer for which the Company has received consideration from the customer. If a customer pays consideration before the Company transfers goods or services to the customer, a contract liability is recognised when the payment is made. Contract liabilities are recognised as revenue when the Company performs under the contract.

#### (III) Interest Income

For all debt instruments measured at amortised cost. Interest income is recorded using the effective interest rate (EIR).

#### (IV) Dividends

Revenue is recognised when the Company's right to receive the payment is established.

### 7 Current Income Tax

Current income tax for the current and prior periods are measured at the amount expected to be recovered from or paid to the taxation authorities based on the taxable profit for the period. The tax rates and tax laws used to compute the amount are those that are enacted by the reporting date and applicable for the period.

#### Deferred Tax

Deferred tax is recognized using the balance sheet approach. Deferred tax assets and liabilities are recognized for all deductible and taxable temporary differences arising between the tax bases of assets and liabilities and their carrying amount in financial statements, except when the deferred tax arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and affects neither accounting nor taxable profits or loss at the time of transaction.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period when the asset is realized or the liability is settled, based on tax rates that have been enacted or substantively enacted at the reporting date.

Deferred tax asset in respect of carry forward of unused tax credits and unused tax losses are recognized to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilized.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilized.

#### Presentation of Current and Deferred Tax:

Current and deferred tax are recognized as income or an expense in the Statement of Profit and Loss, except when they relate to items that are recognized in OCI, in which case, the current and deferred tax income/expense are recognized in OCI. The Company offsets current tax assets and current tax liabilities, where it has a legally enforceable right to set off the recognized amounts and where it intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously. In case of deferred tax assets and deferred tax liabilities, the same are offset if the Company has a legally enforceable right to set off corresponding current tax assets against current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same tax authority on the Company.

Notes to Financial Statement for the year ended 31<sup>st</sup> March, 2022**8 Borrowing Costs**

Borrowing costs that are directly attributable to long term project development activities are inventorised / capitalized as part of project cost.

Borrowing costs are inventorised / capitalised as part of project cost when the activities that are necessary to prepare the inventory / asset for its intended use or sale are in progress. Borrowing costs are suspended from inventorisation / capitalisation when development work on the project is interrupted for extended periods and there is no imminent certainty of recommencement of work.

All other borrowing costs are expensed in the period in which they occur. Borrowing costs consist of interest and other costs that the Company incurs in connection with the borrowing of funds.

**9 Earnings Per Share**

Basic earnings per share are calculated by dividing the net profit or loss for the year (after deducting preference dividends and attributable taxes) attributable equity share holders to by the weighted average number of equity shares outstanding during the year. The weighted average number of equity shares outstanding during the year is adjusted for events of bonus issue and consolidation of equity shares. For the purpose of calculating diluted earnings per share, the net profit or loss for the year and the weighted average number of equity shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares.

For the purpose of calculating diluted earnings per share, the net profit or loss for the year (after deducting preference dividends and attributable taxes) attributable equity share holders and the weighted average number of equity shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares

	As at 31 <sup>st</sup> March 22 ₹ in Lakhs	As at 31 <sup>st</sup> March 21 ₹ in Lakhs
<b>2 Non - Current Tax Assets</b>		
Advance Income Tax (Net of Provision)	4.69	4.56
<b>Total</b>	<b>4.69</b>	<b>4.56</b>
<b>3 Cash and Cash Equivalents</b>		
Balances with Banks	2.77	5.03
<b>Total</b>	<b>2.77</b>	<b>5.03</b>
<b>4 Bank Balances other than Cash and Cash Equivalents</b>		
Fixed Deposits with original maturity of more than 3 months	-	0.10
<b>Total</b>	<b>-</b>	<b>0.10</b>
<b>6 Equity Share Capital</b>		
<b>A) Authorised Share Capital</b>		
<b>Equity Shares of ₹ 10 each</b>		
<b>Numbers</b>		
Balance at the beginning of the year	1,10,00,000	1,10,00,000
Increase/(Decrease) during the year	-	-
<b>Balance at the end of the year</b>	<b>1,10,00,000</b>	<b>1,10,00,000</b>

## ROSELABS FINANCE LIMITED

### Notes to Financial Statement for the year ended 31<sup>st</sup> March, 2022

	As at 31 <sup>st</sup> March 22 ₹ in Lakhs	As at 31 <sup>st</sup> March 21 ₹ in Lakhs
<b>Amount</b>		
Balance at the beginning of the year	1,100.00	1,100.00
Increase/(Decrease) during the year	-	-
<b>Balance at the end of the year</b>	<b>1,100.00</b>	<b>1,100.00</b>
<b>B) Issued Equity Capital</b>		
<b>Equity Shares of ₹ 10 each issued, subscribed and fully paid up</b>		
<b>Numbers</b>		
Balance at the beginning of the year	1,00,00,000	1,00,00,000
Increase/(Decrease) during the year	-	-
<b>Balance at the end of the year</b>	<b>1,00,00,000</b>	<b>1,00,00,000</b>
<b>B) Amount</b>		
Balance at the beginning of the year	1,000.00	1,000.00
Increase/(Decrease) during the year	-	-
<b>Balance at the end of the year</b>	<b>1,000.00</b>	<b>1,000.00</b>

#### C) Terms/ rights attached to Equity Shares

The company has only class of equity shares having par value of ₹ 10 per share.

Each Shareholder is entitled for one vote per share. The Shareholders have the right to receive interim dividends declared by the Board of Directors and final dividend proposed by the Board of Directors and approved by the Shareholders.

In the event of liquidation, the Shareholders will be entitled, in proportion to the number of Equity Shares held by them, to receive remaining assets of the Company, after distribution of all preferential amounts.

#### D) Shares held by Holding Company

Macrotech Developers Limited, the Holding Company

Numbers	74,24,670	74,24,670
Amount	742.47	742.47

#### E) Details of Shareholders holding more than 5% shares in the Company

Macrotech Developers Limited, the Holding Company

Numbers	74,24,670	74,24,670
% of Holding	74.25%	74.25%

#### F) Shares held by Promoters

	As at 31 <sup>st</sup> March 22		
	Number of shares	% of total shares	% change during the year
Macrotech Developers Limited	74,24,670	74.25%	Nil

Notes to Financial Statement for the year ended 31<sup>st</sup> March, 2022

	As at 31 <sup>st</sup> March 21		
	Number of shares	% of total shares	% change during the year
Macrotech Developers Limited	74,24,670	74.25%	Nil

G) There are no shares issued for consideration other than cash during the period of five years.

	As at 31 <sup>st</sup> March 22 ₹ in Lakhs	As at 31 <sup>st</sup> March 21 ₹ in Lakhs
<b>7 Retained Earnings</b>		
Balance at the beginning of the year	(1,588.32)	(1,331.05)
Decrease during the year	(43.66)	(257.27)
<b>Balance at the end of the year</b>	<b>(1,631.98)</b>	<b>(1,588.32)</b>
<b>8 Non-Current Liabilities</b>		
<b>Unsecured :</b>		
Loans/ Inter Corporate Deposits from Related Parties (Refer Note 20)*	492.57	-
<b>Total</b>	<b>492.57</b>	<b>-</b>
* Repayment ending on June-2023.		
<b>9 Current Borrowings</b>		
<b>Unsecured :</b>		
Loans/ Inter Corporate Deposits from Related Parties (Refer Note 20)	-	456.81
<b>Total</b>	<b>-</b>	<b>456.81</b>
<b>10 Current Trade Payables</b>		
Due to Micro and Small Enterprises	-	-
Due to Others	8.20	2.44
<b>Total</b>	<b>8.20</b>	<b>2.44</b>
Note: Disclosure of outstanding dues of Micro and Small Enterprise under Trade Payables is based on the information available with the Company regarding the status of the suppliers as defined under the Micro, Small and Medium Enterprises Development Act, 2006 and relied upon by the auditor.		
<b>11 Other Current Financial Liabilities</b>		
Payable to Related Party (Refer Note 20)	0.68	0.68
<b>Total</b>	<b>0.68</b>	<b>0.68</b>
<b>12 Provisions</b>		
Payable against Demand (Refer Note 26)	148.57	148.55
<b>Total</b>	<b>148.57</b>	<b>148.55</b>
<b>13 Other Current Liabilities</b>		
Duties and Taxes	0.34	0.34
<b>Total</b>	<b>0.34</b>	<b>0.34</b>

## ROSELABS FINANCE LIMITED

### Notes to Financial Statement for the year ended 31<sup>st</sup> March, 2022

	For the Year ended 31 <sup>st</sup> March-22 ₹ in Lakhs	For the Year ended 31 <sup>st</sup> March-21 ₹ in Lakhs
<b>14 Other Income</b>		
Interest Income on Income Tax Refund	-	16.43
<b>Total</b>	<b>-</b>	<b>16.43</b>
<b>15 Employee Benefits Expense</b>		
Salaries and Wages*	5.09	3.13
<b>Total</b>	<b>5.09</b>	<b>3.13</b>
*Salaries and Wages of ₹ 3.94 Lakhs (31-March-21 ₹ 1.63 Lakhs) reimbursable to Holding Company Macrotech Developers Ltd.		
<b>16 Other Expenses</b>		
Rates and Taxes	8.92	4.36
Printing and Stationery	-	0.03
Postage / Telephone / Internet	0.10	0.07
Legal and Professional	25.62	6.50
Payment to Auditors as:		
Audit Fees	2.00	0.40
Other Services	1.00	0.10
Advertising Expenses	0.86	0.90
Miscellaneous Expenses	0.18	0.24
<b>Total</b>	<b>38.68</b>	<b>12.60</b>
<b>17 Tax Expense:</b>		
<b>a. The major components of Income Tax Expense are as follows</b>		
<b>(i) Income Tax recognized in the Statement of Profit and Loss</b>		
<b>Current Income Tax (Expense)/ Benefit:</b>		
Current Income Tax	-	0.11
Adjustments in respect of current Income Tax of previous year	(0.11)	(17.55)
<b>Total</b>	<b>(0.11)</b>	<b>(17.44)</b>
Income Tax Expense reported in the Statement of Profit or Loss	(0.11)	(17.44)



Notes to Financial Statement for the year ended 31<sup>st</sup> March, 2022

	For the Year ended 31 <sup>st</sup> March-22 ₹ in Lakhs	For the Year ended 31 <sup>st</sup> March-21 ₹ in Lakhs
<b>b. Reconciliation of tax expense and the accounting profit multiplied by India's tax rates :</b>		
<b>Accounting Profit / (Loss) before Tax</b>	<b>(43.77)</b>	<b>0.70</b>
<b>Income tax expense calculated at corporate tax rate</b>	11.02	(0.18)
Adjustments in respect of current income tax of previous years	-	-
Profit / (Loss) from Partnership Firms	-	-
Tax effect of adjustment to reconcile expected income tax expense to reported Income Tax expense:		
<b>Deductible expenses for tax purposes:</b>		
Deferred Tax Assets not recognised	(11.02)	-
<b>Non-deductible expenses for tax purposes:</b>		
Permanent Differences	-	0.29
Adjustments in respect of current Income Tax of previous year	-	(17.55)
Others	(0.11)	-
<b>Total</b>	<b>(0.11)</b>	<b>(17.44)</b>
<b>c. The major components of Deferred Tax (Liabilities)/Assets arising on account of temporary differences are as follows:</b>		
<b>Deferred Tax relates to the following</b>	<b>Balance Sheet</b>	
	<b>31<sup>st</sup> March-22 ₹ in Lakhs</b>	<b>31<sup>st</sup> March-21 ₹ in Lakhs</b>
MAT Credit	10.92	10.81
<b>Net Deferred Tax Assets</b>	<b>10.92</b>	<b>10.81</b>
<b>d. Reconciliation of Deferred Tax</b>		
Opening Balance	10.81	10.81
Tax Income during the year recognised in Statement of Profit and Loss	0.11	-
<b>Closing balance</b>	<b>10.92</b>	<b>10.81</b>

## ROSELABS FINANCE LIMITED

### Notes to Financial Statement for the year ended 31<sup>st</sup> March, 2022

#### 18 Category wise classification of Financial Instruments

	As at 31 <sup>st</sup> March-22 ₹ in Lakhs	As at 31 <sup>st</sup> March-21 ₹ in Lakhs
<b>Financial Assets carried at Amortised Cost</b>		
Cash and Cash Equivalents	2.77	5.03
Bank Balances other than Cash and Cash Equivalents	-	0.10
	<b>2.77</b>	<b>5.13</b>
<b>Financial Liabilities carried at Amortised Cost</b>		
Borrowings	492.57	456.81
Trade Payables	8.20	2.44
Other Financial Liabilities	0.68	0.68
	<b>501.45</b>	<b>459.93</b>

#### 19 Significant Accounting Judgements, Estimates and Assumptions

##### Judgements, Estimates and Assumptions

The Company makes certain judgement, estimates and assumptions regarding the future. Actual experience may differ from these judgements, estimates and assumptions. The estimates and assumptions that have significant risk of causing material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below.

##### (i) Income Taxes

Significant judgments are involved in estimating budgeted profits for the purpose of paying advance tax, determining the provision for income taxes, including amount expected to be paid/recovered for uncertain tax positions.

##### (ii) Fair Value Measurement of Financial Instruments

When the fair values of financials assets and financial liabilities recorded in the Balance Sheet cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques, including the discounted cash flow model, which involve various judgements and assumptions.

#### 20 Related party transactions

Information on Related Party Transactions as required by IND-AS 24 'Related Party Disclosure'.

##### A. List of related parties: (As identified by the management)

##### I Person having Control or joint control or significant influence

- 1 Mangal Prabhat Lodha (Upto 24-July-20)
- 2 Abhishek Lodha

Notes to Financial Statement for the year ended 31<sup>st</sup> March, 2022**II Close family members of person having Control**

- 1 Mangal Prabhat Lodha (w.e.f. 24-July-20)
- 2 Manjula Lodha
- 3 Vinti Lodha

**III Ultimate Holding Company**

Sambhavnath Infrabuild and Farms Pvt. Ltd.

**IV Holding Company**

Macrotech Developers Ltd.

**V Subsidiaries of Holding Company (with whom the Company had transactions)**

- 1 Cowtown Software Design Pvt. Ltd.
- 2 Palava Dwellers Pvt. Ltd. (Merged with Macrotech Developers Ltd. w.e.f. 31-Dec-21)

**VI Key Management Personnel**

- 1 Nilesh Rawat - Managing Director (Upto 31-May-21)
- 2 Raghava Reddy- Managing Director (w.e.f. 31-May-21)
- 3 Sanjyot Rangnekar- Director
- 4 Pravin Kumar Kabra - Chief Financial Officer (w.e.f. 8-June-20)
- 5 Prakash Vaghela- Independent Director
- 6 Mayank Padiya - Independent Director

**B. Outstanding Balances with related parties and Transactions during the year ended are as follows:****(i) Outstanding Balances:**

₹ in Lakhs

Sr. No.	Nature of Transactions	As on	Subsidiary of Holding Company	Holding Company
1	Loans taken	31-March-22	-	492.57
		31-March-21	456.81	-
2	Other Financial Liabilities	31-March-22	-	0.68
		31-March-21	-	0.68

**(ii) Disclosure in respect of transactions with parties:**

₹ in Lakhs

Sr. No.	Nature of Transactions	Particulars	Relationship	For the year ended	
				31-March-22	31-March-21
1	Loans/ Advances Taken/(returned)(Net)	Palava Dwellers Pvt. Ltd.	Subsidiary of Holding Company	-	7.38
		Macrotech Developers Ltd.	Holding Company	35.76	-
2	Salaries and Wages*	Macrotech Developers Ltd.	Holding Company	4.65	1.90

\* Inclusive of taxes

### Notes to Financial Statement for the year ended 31<sup>st</sup> March, 2022

#### C. Terms and conditions of outstanding balances with related parties

##### a) Receivables from Related parties

The trade receivables from related parties arise mainly from sale transactions and services rendered and are received as per agreed terms. The receivables are unsecured in nature . No provisions are held against receivables from related parties.

##### b) Payable to related parties

The payables to related parties arise mainly from purchase transactions and services received and are paid as per agreed terms.

##### c) Loans to related party

The loans to related parties are unsecured bearing effective interest rate.

#### 21 Segment information

For management purposes, the Company is into one reportable segment ie Real Estate development.

For management purposes, the Company has only one reportable segments namely, Development of real estate property. The Board of Directors of the Company acts as the Chief Operating Decision Maker (“CODM”). The CODM evaluates the Company’s performance and allocates resources based on an analysis of various performance indicators.

#### 22 Financial Instrument measured at Amortised Cost

The carrying amount of financial assets and financial liabilities measured at amortised cost in the financial statements are a reasonable approximation of their fair values since the Company does not anticipate that the carrying amounts would be significantly different from the values that would eventually be received or settled.

#### 23 Financial risk management objectives and policies

The Company’s principal financial liabilities comprise mainly of trade and other financials liabilities. The main purpose of these financial liabilities is to finance the Company’s operations. The Company’s principal financial assets include cash and cash equivalents.

The Company is exposed through its operations to the following financial risks:

- Market risk
- Credit risk, and
- Liquidity risk.

The Company has evolved a risk mitigation framework to identify, assess and mitigate financial risk in order to minimize potential adverse effects on the company’s financial performance. There have been no substantive changes in the company’s exposure to financial instrument risks, its objectives, policies and processes for managing those risks or the methods used to measure them from previous periods unless otherwise stated herein.

Notes to Financial Statement for the year ended 31<sup>st</sup> March, 2022**(a) Market risk**

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risks: interest rate risk, currency risk and other price risk. Financial instruments affected by market risk includes borrowings, investments, trade payables, trade receivables, loans and derivative financial instruments. The Company is not exposed to currency risks.

**b) Credit risk**

Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Company is exposed to credit risk from its operating activities.

The Company's exposure to credit risk is influenced mainly by the individual characteristics of each customer. The demographics of the Company's customer base, including the default risk of the industry and country, in which customers operate, has less influence on the credit risk.

Credit risk from balances with banks and financial institutions is managed by Company's treasury in accordance with the Company's policy. The company limits its exposure to credit risk by only placing balances with local banks and international banks of good repute. Given the profile of its bankers, management does not expect any counterparty to fail in meeting its obligations.

**c) Liquidity risk**

Liquidity risk is the risk that the Company will encounter difficulty in raising funds to meet commitments associated with financial instruments that are settled by delivering cash or another financial asset. Liquidity risk may result from an inability to sell a financial asset quickly at close to its fair value. The Company has an established liquidity risk management framework for managing its short term, medium term and long term funding and liquidity management requirements. The Company's exposure to liquidity risk arises primarily from mismatches of the maturities of financial assets and liabilities. The Company manages the liquidity risk by maintaining adequate funds in cash and cash equivalents. The Company is in the process of making necessary arrangement and expects to meet its financial commitments in a timely and cost-effective manner.

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

	<b>Less than 1 years</b>	<b>1 to 5 years</b>	<b>&gt; 5 years</b>	<b>Total</b>
	<b>₹ in Lakhs</b>	<b>₹ in Lakhs</b>	<b>₹ in Lakhs</b>	<b>₹ in Lakhs</b>
<b>As at 31-March-22</b>				
Borrowings	-	492.57	-	492.57
Trade Payables	8.20	-	-	8.20
Other Financial Liabilities	0.68	-	-	0.68
	<b>8.88</b>	<b>492.57</b>	<b>-</b>	<b>501.45</b>
<b>As at 31-March-21</b>				
Borrowings	456.81	-	-	456.81
Trade Payables	2.44	-	-	2.44
Other Financial Liabilities	0.68	-	-	0.68
	<b>459.93</b>	<b>-</b>	<b>-</b>	<b>459.93</b>

## ROSELABS FINANCE LIMITED

### Notes to Financial Statement for the year ended 31<sup>st</sup> March, 2022

#### 24 Capital management

For the purpose of the Company's capital management, capital includes issued equity share capital and other equity reserves attributable to Shareholders of the Company. The primary objective of the Company's capital management is to maximise the shareholder value.

The Company manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants.

#### 25 Basic and Diluted Earnings Per Share:

		For the Year ended 31 <sup>st</sup> March-22	For the Year ended 31 <sup>st</sup> March-21
(a) Net Loss for the year	₹ in Lakhs	(43.66)	(257.27)
(b) Weighted Average number of Equity Shares outstanding during the year		1,00,00,000	1,00,00,000
(c) Face Value of Equity Shares	(₹)	10	10
(d) Basic and Diluted Earnings Per Share	(₹)	(0.44)	(2.57)

- 26 By Order dated 23-December-19, the Adjudicating Officer of SEBI has confirmed their Show-Cause Notice dated 15-December-09 imposing penalty of ₹ 253.73 Lakhs for alleged violation of certain provisions of SEBI Regulations during the financial year 2003-04 when the Company was under the control of earlier promoters. The Company has filed an appeal before the Securities Appellate Tribunal challenging the Order. Meanwhile the Recovery officer of SEBI issued a notice of demand to recover the penalty of ₹ 253.73 lakhs along with the interest of ₹ 21.68 lakhs on 08-September-20. Accordingly, the Company had made provision of ₹ 275.41 lakhs during earlier year. Further the company had deposited ₹ 126.86 lakhs with the SEBI as per SAT order dated 10-November-2020. The matter is pending before the SAT.

#### 27 Trade Payables Ageing Schedule

₹ in Lakhs

Particulars	MSME	Others	Disputed dues - MSME	Disputed dues - Others
<b>As at 31-March-22</b>				
Unbilled	-	-	-	-
Not due	-	-	-	-
Less than 1 year	-	7.25	-	-
1 - 2 years	-	0.61	-	-
2 - 3 years	-	0.21	-	-
More than 3 years	-	0.13	-	-
<b>Total</b>	-	<b>8.20</b>	-	-
<b>As at 31-March-21</b>				
Unbilled	-	-	-	-
Not due	-	-	-	-
Less than 1 year	-	1.88	-	-
1 - 2 years	-	0.41	-	-
2 - 3 years	-	-	-	-
More than 3 years	-	0.15	-	-
<b>Total</b>	-	<b>2.44</b>	-	-

## Notes to Financial Statement for the year ended 31<sup>st</sup> March, 2022

### 28 (i) Recent Development

On March 23, 2022, Ministry of Corporate Affairs amended the Companies (Indian Accounting Standards) Amendment Rules, 2022, as below which are effective for the annual periods beginning on or after April 1, 2022.

Ind AS 16 – Property Plant and equipment - The amendment clarifies that excess of net sale proceeds of items produced over the cost of testing, if any, shall not be recognised in the profit or loss but deducted from the directly attributable costs considered as part of cost of an item of property, plant, and equipment. The Company has evaluated the amendment and there is no impact on its financial statements.

Ind AS 37 – Provisions, Contingent Liabilities and Contingent Assets – The amendment specifies that the ‘cost of fulfilling’ a contract comprises the ‘costs that relate directly to the contract’. Costs that relate directly to a contract can either be incremental costs of fulfilling that contract (examples would be direct labour, materials) or an allocation of other costs that relate directly to fulfilling contracts (an example would be the allocation of the depreciation charge for an item of property, plant and equipment used in fulfilling the contract). The Company has evaluated the amendment and the impact is not expected to be material.

Ind AS 109 – Financial Instruments – The amendment requires derecognition of a financial liability and recognition of a new financial liability when there is an exchange between an existing borrower and the lender of debt instruments with substantially different terms (including a substantial modification of the terms of an existing financial liability or part of it). The terms are substantially different if the discounted present value of the remaining cash flows under the new terms are at least 10% different from the discounted present value of the remaining cash flows of the original financial liability (‘10%’ test).

The amendment in the Rules clarifies the nature of fees that an entity could include when it applies the ‘10%’ test in assessing whether to derecognise a financial liability. It states that an entity shall include only fees paid or received between the entity (the borrower) and the lender, including fees paid or received by either the entity or the lender on the other’s behalf. The Company has evaluated the amendment and the impact is not expected to be material.

### (ii) Subsequent Events

There are no subsequent events which require disclosure or adjustment subsequent to the Balance Sheet date.

29 The Company has applied to the BSE Ltd (where its shares are listed), for approving a Scheme of merger by absorption of the Company with Macrotech Developers Limited, the holding company, pursuant to approval granted by Board of Directors of the Company, at its meeting held on 25-Jan-22.

### 30 Ratio analysis and its element:

₹ in Lakhs

Sr. No.	Particulars	31 <sup>st</sup> March-22			31 <sup>st</sup> March-21			% Change	Reason for Change
		Numerator	Denominator	Ratio	Numerator	Denominator	Ratio		
1	Current Ratio - (Current Asset / Current Liability)	2.77	157.79	0.02	5.13	608.82	0.01	108.34%	Improvement in Current ratio is due to reductions in Current Liabilities.
2	Debt-Equity Ratio - (Borrowings / Total Equity)	492.57	(631.98)	(0.78)	456.81	(588.32)	(0.78)	0.38%	Marginal variance.

## ROSELABS FINANCE LIMITED

### Notes to Financial Statement for the year ended 31<sup>st</sup> March, 2022

Sr. No.	Particulars	31 <sup>st</sup> March-22			31 <sup>st</sup> March-21			% Change	Reason for Change
		Numerator	Denominator	Ratio	Numerator	Denominator	Ratio		
3	<b>Return on Equity Ratio</b> - (Profit / (Loss) after tax / Average of total Equity)	(43.66)	(610.15)	0.07	(257.27)	(459.69)	0.56	-87.21%	Change in Return on Equity Ratio is due to decrease in loss after tax compare to last year.
4	<b>Return on Capital Employed</b> - ((Profit / (Loss) before tax (+) finance costs) / (Total Equity (+) Borrowings (-) Deferred Tax Asset))	(43.77)	(150.33)	0.29	(274.71)	(142.32)	1.93	-84.92%	Change in Return on Capital employed is due to decrease in loss after tax compare to last year.

Ratios which are not applicable to the company as there are no such transaction/balances : 1. Debt-Equity Ratio , 2. Inventory Turnover Ratio 3. Trade Receivables Turnover Ratio, 4. Trade Payables Turnover Ratio , 5. Net Capital Turnover Ratio , 6. Net Profit Ratio and 7. Return on Investment.

#### 31 Other Information

- (i) The Company does not have any Benami property, where any proceeding has been initiated or pending against the Company for holding any Benami property.
- (ii) The Company does not have any transactions with companies struck off.
- (iii) The Company does not have any secured borrowings, hence registration of charges or satisfaction is not applicable.
- (iv) The Company have not traded or invested in Crypto currency or Virtual Currency during the period/year.
- (v) The Company have not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:
  - (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or
  - (b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
- (vi) The Company have not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:
  - (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or
  - (b) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- (vii) The Company have not any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961.
- (viii) Submission of quarterly return or statement is not applicable as the company does not have borrowings from Banks or financial institutions.



**32** The figures for the corresponding previous year have been regrouped/ reclassified, wherever considered necessary, to make them comparable with current years classification.

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**As per our attached Report of even date  
For M S K A & Associates  
Chartered Accountants  
Firm Registration Number: 105047W**

**For and on behalf of the Board of Directors of Roselabs Finance Limited**

**Bhavik L. Shah  
Partner  
Membership No. 122071**

**Sanjyot Rangnekar  
(Chairperson)  
(DIN : 07128992)**

**Raghava Reddy  
(Managing Director)  
(DIN: 09185972)**

**Abhijeet Shinde  
(Company Secretary)  
Membership No. A33077**

**Pravin Kumar Kabra  
(Chief Financial Officer)**

**Place : Mumbai  
Date : 15-Apr-22**





*if undelivered, please return to:*  
**ROSELLABS FINANCE LIMITED**  
10<sup>th</sup> Floor, Lodha Excelus,  
N.M.Joshi Marg, Mahalaxmi,  
Mumbai- 400011, India