

**BFL ASSET FINVEST LIMITED**

**26<sup>TH</sup> ANNUAL REPORT**

**2020-21**

**BFL ASSET FINVEST LIMITED**

ANNUAL REPORT 2020-21

Board of Directors	Board Committees			
	Audit Committee:		Nomination & Remuneration Committee:	
<b>MAHENDRA KUMAR BAID</b> DIN: 00009828 Managing Director	Mr. Amit Kumar Parashar	Chairman	Mr. Amit Kumar Parashar	Chairman
<b>SOBHAG DEVI BAID</b> DIN: 00019831 Non-Executive Director	Mr. Kuldeep Jain	Member	Mr. Kuldeep Jain	Member
<b>ADITYA BAID</b> DIN:03100584 Non- Executive Director	Mr. Puneet Kumar Gupta	Member	Mr. Puneet Kumar Gupta	Member
<b>PUNEET KUMAR GUPTA</b> DIN: 00019971 Independent Director	<b>Stakeholders Relationship Committee:</b>			
<b>AMIT KUMAR PARASHAR</b> DIN: 07891761 Independent Director	Mr. Amit Kumar Parashar	Chairman		
<b>KULDEEP JAIN</b> DIN: 08189540 Independent Director	Mr. Kuldeep Jain	Member		
	Mr. Puneet Kumar Gupta	Member		
<b>Key Managerial Personnel</b>				
<b>Ravi Bohra</b> PAN:ATAPB3005F Chief Financial Officer	<b>CS Surbhi Rawat</b> ACS:- A49694 Company Secretary & Compliance Officer			
<b>Statutory Auditors :</b> M/s. Khilnani & Associates, Chartered Accountants, Jaipur (FRN: 005776C)	<b>Secretarial Auditors:</b> M/s V.M. & Associates, Company Secretaries, Jaipur (FRN: P1984RJ039200)		<b>Internal Auditors:</b> M/s Shiv Shankar Khandelwal & Co., Chartered Accountants, Jaipur (FRN: 006852C)	
<b>Principal Bankers :</b> Kotak Mahindra Bank Limited HDFC Bank Limited Axis Bank Limited	<b>Registrar and Share Transfer Agent :</b> MCS Share Transfer Agent Limited F-65, 1 <sup>st</sup> Floor, Okhla Industrial Area, Phase-I, New Delhi-110020 E-Mail Id:- admin@mcsregistrars.com Contact No.:- 011-41406149			
<b>Registered Office:</b> 1, Tara Nagar, Ajmer Road, Jaipur-302006 (Rajasthan) <b>E-mail:</b> <a href="mailto:bfldevelopers@gmail.com">bfldevelopers@gmail.com</a> , <b>Website:</b> <a href="http://www.bflfin.com">www.bflfin.com</a> , <b>CIN:</b> L45201RJ1995PLC010646				

# BFL ASSET FINVEST LIMITED

ANNUAL REPORT 2020-21

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### NOTICE OF THE 26<sup>TH</sup> ANNUAL GENERAL MEETING

Notice is hereby given that the 26<sup>th</sup> (Twenty-Sixth) Annual General Meeting (“AGM”) of the members of **BFL Asset Finvest Limited** will be held on Monday, September 20, 2021, at 03:00 P.M., through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) to transact the following business:

#### ORDINARY BUSINESS:

##### **ITEM NO. 1 – ADOPTION OF FINANCIAL STATEMENTS**

To adopt the audited financial statements of the Company for the financial year ended on March 31, 2021, together with the Reports of the Board of Directors and Auditors thereon.

##### **ITEM NO. 2 – APPOINTMENT OF DIRECTOR LIABLE TO RETIRE BY ROTATION**

To appoint a Director in place of Mrs. Sobhag Devi Baid (DIN: 00019831), who retires by rotation at this meeting and being eligible, offers herself for re-appointment.

#### SPECIAL BUSINESS:

##### **ITEM NO. 3- RE-APPOINTMENT OF MR. AMIT KUMAR PARASHAR AS AN INDEPENDENT DIRECTOR**

To re-appoint Mr. Amit Kumar Parashar (DIN: 07891761) as an Independent Director and to consider and if thought fit, to pass the following resolution as **Special Resolution**:

**“RESOLVED THAT** pursuant to provisions of Sections 149, 152 read with Schedule IV and other applicable provisions, if any, of Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification (s) or re-enactment (s) thereof for the time being in force) and notifications and circulars of Reserve Bank of India, Mr. Amit Kumar Parashar (DIN: 07891761), who was appointed as an Independent Director of the Company for a term of 5 year(s) and whose tenure expires on August 03, 2022 and being eligible for re-appointment and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director and who has submitted a declaration that he meets criteria for independence as provided in section 149(6) of the Companies Act 2013 and regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for second term of 5 (five) years with effect from August 04, 2022 up to August 03, 2027.

**RESOLVED FURTHER THAT** Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters, things etc. and take all such steps as may be necessary, proper, expedient or incidental for the purpose of giving effect to this resolution.”

### NOTES:

1. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 02/2021 dated January 13, 2021 (collectively referred to as “MCA Circulars”) and Securities and Exchange Board of India (“SEBI”) vide its Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 and (collectively referred to as “SEBI Circulars”) permitted the holding of the AGM through VC / OAVM, without the physical presence of the Members at a common venue and has extended the relaxations to conduct Annual General Meeting due in the Year 2021 till December 31, 2021.
2. In compliance with the provisions of the Companies Act, 2013 (“The Act”) read with the MCA Circulars and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“The Listing Regulations”) read with the SEBI Circulars, the 26<sup>th</sup> AGM of the Company is being held through VC / OAVM. In accordance with Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India (ICSI) read with Guidance/Clarification dated April 15, 2020 issued by ICSI, the proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the AGM.
3. Explanatory Statement setting out material facts pursuant to section 102(1) of the Act, which sets out details relating to Special Business to be transacted at the Meeting is appended hereto.
4. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
5. Members are informed that in case of joint holders attending the Meeting, only such joint holder who is higher in the order of the names will be entitled to vote at the meeting.
6. Members of the Company under the category of Institutional Investors are encouraged to attend and vote at the AGM through VC/OAVM. Corporate members and other non-individual shareholders intending to authorize their representatives to participate and vote at the meeting are requested to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting/e-voting at the AGM.

7. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. However, since this AGM is being held through VC/ OAVM, whereby physical attendance of Shareholders has been dispensed with and in line with the MCA Circulars and SEBI Circulars, The facility to appoint a proxy to attend and cast vote for the shareholder is  
  
not made available for this AGM and hence the Proxy Form and Attendance Slip including Route Map are not annexed to this Notice. However, in pursuance of Section 112 and Section 113 of the Act, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
8. Pursuant to the provisions of Section 91 of the Act, the register of members and share transfer books of the Company will remain closed from Tuesday, September 14, 2021 to Monday, September 20, 2021 (both days inclusive) for the purpose of the AGM.
9. Brief profile and other additional information pursuant to Regulation 36 (3) of the Listing Regulations and Schedule V of the Act and Secretarial Standard on General Meetings (SS-2) issued by The Institute of Company Secretaries of India, in respect of the Directors seeking appointment/reappointment at the AGM, is furnished as Annexure to the Notice. The Directors have furnished consent/declaration of their appointment/re-appointment as required under the Act and the Rules made thereunder.
10. Members are requested to address all correspondence to MCS Share Transfer Agent Ltd., F-65, 1<sup>st</sup> Floor, Okhla Industrial Area, Phase - I, New Delhi -110 020, who is acting as our Registrar and Share Transfer Agent ("RTA"). Please quote your folio number and our Company's name in all your future correspondences.
11. Members wishing to claim dividends that remain unclaimed are requested to correspond with the RTA as mentioned above, or the Company Secretary, at the Company's registered office mentioning the relevant Folio number or DP Id and Client Id, for issuance of demand draft. Members are requested to note that dividends that are not claimed within seven years from the date of transfer to the Company's Unpaid Dividend account, shall, as per section 124 of the Act be transferred to the Investor Education and Protection Fund ("IEPF"). Shares on which dividend remains unclaimed for seven consecutive years will also be transferred to IEPF as per Section 124 of the Act, and the applicable rules.
12. The Company has uploaded the details of unpaid and unclaimed dividends lying with the Company on the website of the Company and the same can be accessed through the link: <https://www.bflfin.com/corporate-governance/#tab-id-15>.

13. We urge members to support our commitment to environmental protection by choosing to receive their shareholding communication through email. You can do this by updating your email address with your depository participant. Members holding shares in physical mode are also requested to update their email addresses by writing to the RTA of the Company quoting their folio number. Members may also note that even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same.
14. In compliance with the aforesaid MCA Circulars and SEBI Circulars, Notice of the AGM along with the Annual Report 2020-21 is being sent only by e-mail to the Members whose email addresses are registered with the Company/Depositories. The Notice and Annual Report 2020-21 has been uploaded on the website of the Company at [www.bflfin.com](http://www.bflfin.com). The Notice can also be accessed from the website of the Stock Exchange i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and website of CDSL at [www.evotingindia.com](http://www.evotingindia.com).
15. Members holding shares in electronic form are requested to intimate all changes pertaining to their bank particulars, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc., to their respective Depository Participant (DP).
16. Members may join the 26<sup>th</sup> AGM through VC or OAVM Facility by following the procedure as mentioned below in the notice, which shall be kept open for the Members from 02:30 P.M. IST i.e. 30 minutes before the time scheduled to start the 26<sup>th</sup> AGM and the Company may close the window for joining the VC or OAVM Facility, 15 minutes after the scheduled time to start the 26<sup>th</sup> AGM. Attendance of members will be counted as the members who have successfully logged in through VC or OAVM and shall be counted for the purpose of reckoning of the quorum under section 103 of the Act.
17. The facility to attend the AGM through VC/OAVM will be made available on first-come-first-served basis. The large shareholders (shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors, Scrutinizers etc. are allowed to attend the AGM without restriction on account of first-come-first-served basis.
18. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from, April 1, 2019, except in case of request received for transmission or transposition of securities and re-lodged transfers of securities. Further, SEBI vide its circular no. SEBI/HO/MIRSD/RTAMB/ CIR/P/2020/236 dated December 2, 2020 had fixed March 31, 2021 as the cut-off date for re-lodgement of transfer deeds and the shares that are re-lodged for transfer shall be issued only in demat mode. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's Registrars and Transfer Agents, M/s MCS Share Transfer Agents Limited ("MCS") for assistance in this regard.

19. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. Members are requested to submit the said details to their DP in case the shares are held by them in electronic form and to RTA in case the shares are held in physical form.
20. 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. 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 e-mail to [bfldevelopers@gmail.com](mailto:bfldevelopers@gmail.com).
21. Members desirous of getting any information about the accounts and/or operation of the Company are requested to write to the Company at least seven days before the date of the meeting to enable the Company to keep the information ready at the meeting.
22. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their Demat accounts. Members holding shares in physical form can submit their PAN details to the Company / RTA.
23. Members who hold shares in the physical form in the multiple folios in identical names or joint holdings in the same order of names are requested to send the Share Certificate to, RTA, for consolidation into single folio.
24. In compliance with Section 108 of the Act, Rule 20 of the Companies (Management and Administration) Rules, 2014, (as amended), and the Regulation 44 of the Listing Regulations, the Company is pleased to offer remote e-voting facility to the members to enable them to cast their votes electronically from a place other than the venue of the AGM ('Remote E-voting') on all resolutions set forth in this Notice as well as online voting on the date of the AGM. Members who have cast their votes by remote e-voting prior to the Meeting may attend the Meeting but shall not be entitled to cast their votes again. The instructions for e-voting are annexed to the Notice.

The Company has appointed CS Manoj Maheshwari, FCS 3355, Practicing Company Secretary and Partner of M/s V. M. & Associates, Company Secretaries to act as the Scrutinizer for remote e-voting and e-voting to be carried out at the Meeting in a fair and transparent manner.

25. The Remote e-voting period starts at 10:00 A.M. on Thursday, September 16, 2021 and ends at 05:00 P.M. on Sunday, September 19, 2021. The remote e-voting module will be disabled by CDSL for voting thereafter.



26. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Monday, September 13, 2021 may cast their vote electronically.
27. The voting rights of shareholders shall be in proportion to their equity shares in the paid up equity share capital of the Company as on Monday, September 13, 2021 (cut-off date).
28. The final results including votes casted during the AGM and votes casted through remote e-voting shall be declared within 2 working days from the conclusion of meeting. The final results along with the scrutinizer's report shall be placed on the Company's website [www.bflfin.com](http://www.bflfin.com), website of stock exchange [www.bseindia.com](http://www.bseindia.com) and on CDSL's website [www.evotingindia.com](http://www.evotingindia.com), immediately after the result is declared by the Chairman.
29. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
30. Instructions for remote e-voting, e-voting and joining the virtual Meeting are as follows:

**THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:**

- I. The voting period begins on Thursday, September 16, 2021 at 10:00 A.M. and ends on Sunday, September 19, 2021 at 05:00 P.M. During this period shareholders' of the Company, holding shares either in physical form or in Dematerialized form, as on the cut-off date (record date) of Monday, September 13, 2021 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- II. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting.
- III. Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 09, 2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the Demat account holders, by way of a single login credential, through their Demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- IV. In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in Demat mode are allowed to vote through their Demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their Demat accounts in order to access e-Voting facility.

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

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	<ol style="list-style-type: none"> <li>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi/Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li> <li>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</li> <li>3. 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>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from an e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page or click on <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a>. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	<ol style="list-style-type: none"> <li>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a</li> </ol>

	<p>mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “Register Online for IDeAS “Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit Demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting</p>
<p>Individual Shareholders (holding securities in Demat mode) login through their <b>Depository Participants</b></p>	<p>You can also login using the login credentials of your Demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period 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 above mentioned website.

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

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

V. Login method for e-Voting and joining virtual meetings for Physical shareholders and shareholders other than individual holding in Demat form.

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

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

	company, please enter the member id / folio number in the Dividend Bank details field.
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- VI. After entering these details appropriately, click on “SUBMIT” tab.
- VII. Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in Demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the Demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- VIII. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- IX. Click on the EVSN for the relevant <**BFL ASSET FINVEST LIMITED**> on which you choose to vote.
- X. On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- XI. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- XII. After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- XIII. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- XIV. You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.

If a Demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

- XV. Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to **www.evotingindia.com** and register themselves in the “Corporates” module.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to **helpdesk.evoting@cdslindia.com**.
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.

- The list of accounts linked in the login should be mailed to **helpdesk.evoting@cdslindia.com** and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; **bfldevelopers@gmail.com**, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

**INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:**

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will also be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. 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.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance till September 13, 2021 mentioning their name, Demat account number/folio number, email id, mobile number at [bfldevelopers@gmail.com](mailto:bfldevelopers@gmail.com). The shareholders who do not wish to speak during the AGM but have queries may send their queries till September 13, 2021 prior to meeting mentioning their name, Demat account number/folio number, email id, mobile number at [bfldevelopers@gmail.com](mailto:bfldevelopers@gmail.com). These queries will be replied to by the company suitably by email.

8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are 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 available during the AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.**

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Company/RTA email id.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at 022- 23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call on 022-23058542/43.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013.**

**Item No.3**

Mr. Amit Kumar Parashar (DIN: 07891761) was appointed as Independent Director on the Board of the Company pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013(**"The Act"**) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015(**"the Listing Regulations"**)(including any statutory modification(s) or

re-enactment thereof for the time being in force) by the members at the 22<sup>nd</sup> AGM of the Company held on September 11, 2017 for a period of five consecutive years w.e.f. August 04, 2017 to August 03, 2022 ("first term" in line with the explanation to Sections 149(10) and 149(11) of the Act).

Section 149(10) of the Act provides that an independent director shall hold office for a term of up to five consecutive years on the Board and shall be eligible for re-appointment on passing a special resolution by the company and disclosure of such appointment in its Board's report. Section 149(11) of the Act provides that an independent director may hold office for up to two consecutive terms.

Based on terms of the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Act and the Listing Regulations, Mr. Amit Kumar Parashar, being eligible for re-appointment as an Independent Director, is proposed to be re-appointed as an Independent Director for second term of five years from August 04, 2022 upto August 03, 2027. The Company has received declaration from him stating that he meets the criteria of Independence as prescribed under sub-section (6) of Section 149 of the Act, and Regulation 16(1)(b) of the SEBI Listing Regulations. He has also given his consent to continue to act as Director of the Company, if so appointed by the members and the declaration in DIR-8 that he is not disqualified from being appointed as a director along with the certificate of independence and confirmation that he is not debarred or disqualified from being appointed or continuing as directors of companies.

As required under Section 160 of the Act, Notice has been received from a member proposing the candidature of Mr. Amit Kumar Parashar for the Office of Director of the Company. Further as per Schedule IV of the Act, the Nomination and Remuneration Committee and Board of Directors of the company carried out the performance evaluation of Mr. Amit Kumar Parashar and found the same satisfactory during his first term of five years considering the knowledge, acumen, expertise, relevant experience and the substantial contribution made.

The Board considered his background and experience and contributions made by him during his tenure, the continued association of Mr. Amit Kumar Parashar would be beneficial to the Company and it is desirable to continue to avail his services as Independent Director. In the opinion of the Board, Mr. Amit Kumar Parashar fulfills the conditions specified under Section 149 (6) of the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1) (b) of the SEBI Listing Regulations for his reappointment as an Independent Director of the Company and is independent of the management. Accordingly, it is proposed to re-appoint Mr. Amit Kumar Parashar as Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) years on the Board of the Company. Therefore on recommendation of Nomination & Remuneration Committee the Board of the Company at its meeting held on June 14, 2021 has recommended the said appointment for a second term of 5 (five) years on the Board of the Company subject to the approval of shareholders in the Annual General Meeting.

Details of Director whose re-appointment as Independent Director is proposed at Item No. 3, is provided in the "Annexure" to the Notice pursuant to the provisions of Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.



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Save and except Mr. Amit Kumar Parashar, being appointee, none of the other Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 3 of the Notice.

The Board recommends the special resolution as set out at Item No. 3 of the Notice for approval by the shareholders.

**Date: June 14, 2021**

**Place: Jaipur**

**Registered Office: 1, Tara Nagar, Ajmer Road,  
Jaipur-302 006, Rajasthan**

**By Order of The Board of Directors  
For BFL Asset Finvest Limited**

**Sd/-**

**Surbhi Rawat  
Company Secretary and Compliance officer  
M.NO:- A49694**

**ANNEXURE**

Information on Directors being appointed/ re-appointed as required under Regulation 36 (3) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and relevant provisions of Secretarial Standard on General Meetings:

<b>PARTICULARS</b>	<b>Mr. Amit Kumar Parashar</b>	<b>Mrs. Sobhag Devi Baid</b>
<b>Date of birth</b>	April 06, 1987	May 26, 1948
<b>Nationality</b>	Indian	Indian
<b>Age</b>	34 years	73 Years
<b>Qualification</b>	Graduate(B.Com)	Graduate (B.Com)
<b>Expertise in specific functional areas</b>	Operation, Marketing, Accounting and Finance,	Operations
<b>Years of Experience</b>	14 years	16 Years
<b>Shareholding of Non-Executive Directors in the listed entity as a beneficial owner.</b>	NIL	NIL
<b>Terms of Appointment/ Re-appointment</b>	To re-appoint as Independent director of the Company for the second term of 5 (Five) years with effect from August 04, 2022.	Re-Appointed as Director liable to retire by rotation.
<b>Remuneration last drawn</b>	NIL	NIL
<b>Remuneration to be drawn</b>	NIL	NIL
<b>No. of Board meetings attended during the year</b>	4 (Four) Board meetings attended in the Financial Year 2020-21	4 (Four) Board meetings attended in the Financial Year 2020-2021.

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<b>Original date of appointment</b>	August 04, 2017	August 31, 2005
<b>No. of shares held as on March 31, 2021</b>	-	3,55,900
<b>Relationship between Directors KMPs etc inter-se</b>	Not related to any Director / Key Managerial Personnel	Mr. Mahendra Kumar Baid (Son) Mr. Aditya Baid (Grand-Son)
<b>Name of the Public Companies in which Directorship was held on June 14, 2021 except BFL Asset Finvest Limited</b>	NIL	NIL
<b>No. Of The Companies In Which Directorship Was Held On June 14, 2021, Except BFL Asset Finvest Limited</b>	NIL	3 (Three)
<b>Membership/Chairmanship of committees in all companies in India except BFL Asset Finvest Limited</b>	NIL	NIL

**Date: June 14, 2021****Place: Jaipur****Registered Office: 1, Tara Nagar, Ajmer Road,  
Jaipur-302 006, Rajasthan****By Order of The Board of Directors  
For BFL Asset Finvest Limited****Sd/-****Surbhi Rawat****Company Secretary and Compliance officer****M.NO:- A49694**

**BOARD'S REPORT**

To,  
The Members,  
BFL Asset Finvest Limited

The Board of Directors are pleased to present the 26<sup>th</sup> (Twenty-Sixth) Annual Report of your Company together with the Audited Financial Statements for the Financial Year ended on 31<sup>st</sup> March 2021.

**1. FINANCIAL PERFORMANCE**

The highlights of Company's financial performance for the Financial Year ended on 31<sup>st</sup> March, 2021 are summarized below:

(Amount in Rs.)

Particulars	31 <sup>st</sup> March 2021	31 <sup>st</sup> March 2020
Total Income	1,33,26,060/-	2,95,16,012/-
Less: Total Expenditure	1,31,36,619/-	289,18,854/-
Profit / (Loss) before Taxation	1,89,441/-	5,97,158/-
Tax expenses	47,682/-	3,75,531/-
Profit / (Loss) after Tax	1,41,759/-	2,21,627/-

**2. PERFORMANCE REVIEW AND STATE OF COMPANY'S AFFAIRS**

The Company's main business is dealing in shares, securities, futures and options.

The total income for the FY 2020-21 under review were Rs. 1,33,26,060/- as against Rs. 2,95,16,012/- in the previous FY 2019-20. The Profit before tax for the FY 2020-21 is Rs. 1,89,441/- as against Rs. 5,97,158/- in the previous FY 2019-20. The Profit after tax is Rs. 1,41,759/- for the FY 2020-21 as against Rs. 2,21,627/- in the previous FY 2019-20.

Further during the year under review, there was a turmoil scenario for the Securities Sector therefore there was reduction in the Total Income of the Company by 54.85% as compared to the previous year. However keeping such situation in view, the Company managed to curtail the Expenses incurred during the year, still there was reduction in overall profit of the Company as compared to last year.

The Company is dealing in shares & stock trading which is unforeseen, in terms of the performance of the Industries, economic scenario, GDP Growth of the Company, Government policies, political situation and global trends etc. However your company shall review the long term impact of the pandemic and shall take necessary steps to adapt itself to emerging changes and the new normal.

Further COVID-19 has had a catastrophic impact on people and economy globally. We, focused on safety of employees, stakeholders and towards the growth of Company as well as society with commitment to serve the customer and shareholders to their satisfaction and better experience.

Your Directors wish to place on record their appreciation to the Company's employees, Government authorities for their selfless efforts which helped your Company reach normalcy in operations within few months of lock-down.

### **3. DIVIDEND**

With a view to conserve fund, given the challenging situation caused by outbreak of the COVID-19 pandemic. Your Directors feel that it is prudent to plough back the profits for future growth of the Company and do not recommend any dividend for the financial year ended on 31<sup>st</sup> March, 2021.

### **4. MATERIAL CHANGES AND COMMITMENT AFFECTING FINANCIAL POSITION OF THE COMPANY/CHANGE IN THE NATURE OF THE BUSINESS**

The ongoing COVID-19 pandemic has increased the estimation uncertainty in the preparation of the Financial Statements for the year ended on 31<sup>st</sup> March, 2021. The Company has developed various accounting estimates in these Financial Statements based on forecasts of economic conditions which reflect expectations and assumptions as at 31<sup>st</sup> March, 2021 about future events that the Management believe are reasonable in the circumstances. There is a considerable degree of judgment involved in preparing forecasts. The underlying assumptions are also subject to uncertainties which are often outside the control of the Company. Accordingly, actual economic conditions are likely to be different from those forecast since anticipated events frequently do not occur as expected, and the effect of those differences may significantly impact accounting estimates included in these financial statements.

The significant accounting estimates impacted by these forecasts and associated uncertainties are predominantly related to expected credit losses, fair value measurement, and recoverable amount assessments of non-financial assets.

The COVID-19 pandemic which is a once in a lifetime occurrence has brought with it an unimaginable suffering to people and to almost all sections of the economy. The dynamic and evolving nature of the pandemic with its resurgence (second wave) at the close of the year once again creates uncertainty, including economic impact. Hopefully, the outreach of vaccination drives across the country, additional efforts to set up medical infrastructure and obtain required medical supplies, in addition to continued adherence to COVID-19 specific protocols will help in overcoming this testing situation.

Like the greater economy, the pandemic coupled with the lockdown and relief measures provided by RBI had a bearing on the performance of the Company

Save and except the affect of the above, there have been no material changes and commitment that have occurred after the closure of the Financial Year 2020-21 till the date of this Report, which would affect the financial position of your Company.

### **5. TRANSFER TO THE INVESTOR EDUCATION AND PROTECTION FUND**

In terms of Section 124 & 125 of the Companies Act, 2013 (hereinafter referred as "Act"), (read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 as amended from time to time, dividends which remains unpaid or unclaimed for a period of 7 (seven) years from the date of transfer to unclaimed dividend account are required to be transferred to the Investors Education and Protection Fund. There were no unclaimed/unpaid dividend

liable for transfer to the Investors Education and Protection Fund for the reporting Financial Year under review.

## **6. ANNUAL RETURN**

In accordance with the provisions of Companies (Amendment) Act, 2017, read with Section 134(3) of the Act, the Annual Return, under Section 92 (3) of the Act, is hosted on the website of the Company at <http://www.bflfin.com/wp-content/uploads/2021/08/Annual-Return-2020-21-1.pdf>

## **7. TRANSFER TO RESERVE FUND**

Reserve and Surplus Account as on March 31, 2021 of your Company reduced by 50.82% to Rs. 86,05,857 as against Rs. 1,75,00,755/- as on March 31, 2020.

Under Section under Section 45IC of the Reserve Bank of India Act, 1934, non-banking financial companies (NBFCs) are required to transfer a sum not less than 20% of its net profit every year to reserve fund before declaration of any dividend. Accordingly, the Company has transferred a sum of Rs. 28,352/- to Special Reserve in compliance with the Section 45IC of the Reserve Bank of India Act, 1934.

The Board doesn't propose to transfer any amount to the General Reserve for the period under review.

## **8. ASSOCIATE COMPANIES, JOINT VENTURES AND SUBSIDIARY COMPANIES**

Your Company does not have any Company, which is its subsidiary or associate. Hence the details of this clause are not applicable to the Company.

## **9. DIRECTORS/KEY MANAGERIAL PERSONNEL APPOINTMENT/RE-APPOINTMENT/CESSATION**

During the year under review, following changes took place in the Composition of Board of Directors and Key Managerial Personnel of the Company:

### **Board of Directors**

- A. **Directors liable to retire by rotation:** In accordance with the provisions of the Act and the rules made there under and the Articles of Association of the Company, Mrs. Sobhag Devi Baid, Non-Executive Director of the Company is liable to retire by rotation at the ensuing Annual General Meeting ('AGM') and being eligible, has offered herself for re-appointment.

Mr. Mahendra Kumar Baid, Managing Director, retired by rotation and was re-appointed in the previous AGM held on September 28, 2020.

- B. **Appointment of Non-Executive Director:** Mr. Aditya Baid was appointed as Additional Non-Executive Director of the Company on March 21, 2020 and thereafter he was appointed as Director in the previous AGM held on September 28, 2020.

C. **Re-appointment of Managing Director:** Mr. Mahendra Kumar Baid was re-appointed as Managing Director for a period of 3 years with effect from July 28, 2020 and July 27, 2023 in the previous AGM held on September 28, 2020.

Mr. Mahendra Kumar Baid possess appropriate skills, experience and knowledge; inter alia, in the field of securities and finance sector, and he is eligible for re-appointment. His vast experience and association would be of immense benefit to the Company and it is desirable to continue to avail his service. Your Board believes his re- appointment will benefit the Company.

D. **Re-appointment of an Independent Director:** On the basis of report of performance evaluation, done by Nomination and Remuneration Committee and Board of Directors of the Company which was found satisfactory and after considering his integrity, Knowledge, expertise and experience, Mr. Amit Kumar Parashar shall be eligible for re-appointment as an Independent Director of the Company for a Second term of 5 (five) years w.e.f. August 04, 2022 up to August 03, 2027with the approval of members at the 26<sup>th</sup> Annual General Meeting of the Company.

#### **Key Managerial Personnel**

During the Financial Year 2020-21, there was no change in the Key Managerial Personnel.

The present Directors and Key Managerial Personnel (KMP) of the Company are as follows:

<b>S. No.</b>	<b>Name of Director/KMP</b>	<b>Designation</b>
1	Mr. Mahendra Kumar Baid	Managing Director
2	Mr. Aditya Baid	Non-Executive Director
3	Mrs. Sobhag Devi Baid	Non-Executive Director
4	Mr. Amit Kumar Parashar	Independent Director
5	Mr. Kuldeep Jain	Independent Director
6	Mr. Puneet Kumar Gupta	Independent Director
7	Ms. SurbhiRawat	Company Secretary & Compliance Officer
8	Mr. Ravi Bohra	Chief Financial Officer

#### **10. DECLARATION BY INDEPENDENT DIRECTORS**

The Company has received necessary declaration from each of the Independent Directors of the Company that they meet the criteria of independence as provided under section 149(6) of the Act, and complied with the Code of Conduct as prescribed in the Schedule IV of the Act, as amended and

Regulation 16 and 25 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”) in respect of their position as an “Independent Director” of BFL Asset Finvest Limited.

The independent directors have also confirmed compliance with the provisions of rule 6 of Companies (Appointment and Qualification of Directors) Rules, 2014, as amended, relating to inclusion of their name in the databank of independent directors.

The Board took on record the declaration and confirmation submitted by the independent directors regarding them meeting the prescribed criteria of independence, after undertaking due assessment of the veracity of the same in terms of the requirements of regulation 25 of the SEBI Listing Regulations.

In the opinion of the Board, the Independent Directors of the Company fulfill the conditions specified in the Act and Listing Regulations and have complied with the Code for Independent Directors prescribed in Schedule IV to the Act and are independent of the management.

#### **11. REMUNERATION POLICY FOR DIRECTORS, KEY MANAGERIAL PERSONNEL AND OTHER EMPLOYEES AND CRITERIA FOR APPOINTMENT OF DIRECTORS**

For the purpose of selection of any Director, the Nomination and Remuneration Committee identifies persons of integrity who possess relevant expertise, experience and leadership qualities required for the position. The Committee also ensures that the incumbent fulfils such criteria with regard to qualifications, positive attributes, independence, age and other criteria as laid down under the Act, Listing Regulations, or other applicable laws.

The Board has, on the recommendation of the Nomination and Remuneration Committee, framed a policy on appointment and remuneration of Directors, Key Managerial Personnel and Senior Managerial Personnel including criteria for determining qualifications, positive attributes, independence of a Director and other matters as mandated under Section 178 (3) of the Act, and Regulation 19 read with Part D of Schedule II of the Listing Regulations.

The Nomination and Remuneration Policy, approved by the Board is available on the website of the Company, the same can be accessed at [http://www.bflfin.com/wp-content/uploads/2018/02/Nomination-and-Remuneration-Policy\\_Website.pdf](http://www.bflfin.com/wp-content/uploads/2018/02/Nomination-and-Remuneration-Policy_Website.pdf)

The salient aspects covered in the Nomination and Remuneration Policy have been outlined below:

(a) To review the structure, size and composition (including the skills, knowledge and experience) of the Board at least annually and making recommendations on any proposed changes to the Board to complement the Company’s corporate strategy, with the objective to diversify the Board;

(b) To identify individuals suitably qualified to be appointed as the KMPs or in the senior management of the Company;

(c) To recommend to the Board on the selection of individuals nominated for Directorship;



- (d) To make recommendations to the Board on the remuneration payable to the Directors / KMPsso appointed /reappointed;
- (e) To assess the independence of independent Directors;
- (f) such other key issues/matters as may be referred by the Board or as may be necessary in view of the Listing Regulations and provisions of the Act and Rules thereunder.
- (g) To make recommendations to the Board concerning any matters relating to the continuation in office of any Director at any time including the suspension or termination of service of an Executive Director as an employee of the Company subject to the provision of the law and their service contract;
- (h) To ensure that level and composition of remuneration is reasonable and sufficient, relationship of remuneration to performance is clear and meets appropriate performance benchmarks;
- (i) Performance Evaluation of every Director and Key Managerial Personnel

## **12. FAMILIARISATION PROGRAMME FOR THE INDEPENDENT DIRECTORS**

In compliance with the requirements of Regulation 25(7) of the Listing Regulations, the Company has put in place a Familiarisation Programme for the Independent Directors to familiarise them with the Company, their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company and related matters etc. The details of number of programmes and number of hours spent by each of the Independent Directors during the Financial Year 2020-21 and on Cumulative basis, in terms of the requirements of Listing Regulations are available on the website of the Company [www.bflfin.com](http://www.bflfin.com) and can be accessed through the web link: <http://www.bflfin.com/wp-content/uploads/2014/11/DETAILS-OF-FAMILIARISATION-PROGRAMME-IMPARTED-TO-INDEPENDENT-DIRECTORS-DURING-THE-YEAR-2020-21.pdf>

## **13. NUMBER OF MEETINGS OF BOARD OF DIRECTORS**

Regular meetings of the Board are held to discuss and decide on various business policies, strategies and other matters.

The Board of Directors of the Company met 4 (Four) times during the year under review on June 29, 2020, August 27, 2020, November 06, 2020 and February 04, 2021. The intervening gap between the meetings was within the period prescribed under the Act, Secretarial Standard-1 (SS-1) and the listing regulations.

The details of Board and Committees including composition and meetings held during the financial year ended March 31, 2021 and attendance thereto are set out in the Corporate Governance Report enclosed as **Annexure VI** which forms a part of this report.

**COMMITTEE OF DIRECTORS**

The Company has various Committees which have been constituted as a part of good corporate governance practices and the same are in compliance with the requirements of the relevant provisions of applicable laws and statutes. The Board has constituted three Committees:

- i.) Audit Committee
- ii.) Nomination and Remuneration Committee
- iii.) Stakeholders' Relationship Committee

the abovementioned committees are formed in compliance with the provisions of the Act and Listing Regulations. The Company Secretary is the Secretary of all the aforementioned Committees.

The Board of Directors also takes decisions by Resolutions passed through Circulation which is noted by the Board at their subsequent meeting.

**MEETING OF INDEPENDENT DIRECTORS**

A separate meeting of Independent Directors was held on June 29, 2020 without presence of Non-Independent Directors, Members of Management and employees of the Company as required under the Act and in Compliance with requirement under Schedule IV of the Act and as per requirements of Listing Regulations and discussed matters specified therein.

**14. EVALUATION OF PERFORMANCE OF THE BOARD, ITS COMMITTEES AND INDIVIDUAL DIRECTORS**

Performance evaluation is becoming increasingly important for Board and Directors, and has benefits for individual Directors, Board and the Companies for which they work. The Securities and Exchange Board of India has issued a Guidance Note on Board Evaluation and pursuant to the provisions of the Act, the Board of Directors has carried out an annual performance evaluation of its own performance, Board Committees and individual Directors.

The evaluation of the performance of the Board as a whole, Individual Directors and of the Committees was carried out by way of questionnaires.

In a separate meeting of Independent Directors, performance of Non Independent Directors and performance of the Board as a whole was evaluated. Further, they also evaluated the performance of the Chairman of the board, taking into account the views of the Executive Directors and Non-executive Directors.

The performance of the Board was evaluated by the Board after seeking inputs from all the Directors on the basis of various criteria such as structure and diversity of the Board, competency of Directors, experience of Director, strategy and performance evaluation, secretarial support, evaluation of risk, evaluation of performance of the management and feedback, independence of the management from the Board etc.

The performance of the Committees was evaluated by the Board on the basis of criteria such as mandate and composition, effectiveness of the committee, structure of the committee and meetings, independence of the committee from the Board and contribution to decisions of the Board.

The Nomination and Remuneration Committee reviewed the performance of the individual Directors on the basis of the criteria such as qualification, experience, knowledge and competency, fulfilment of functions, availability and attendance, initiative, integrity, contribution and commitment etc., and the Independent Directors were additionally evaluated on the basis of independence, independent views and judgment etc.

The performance of the Individual Directors was evaluated by the Board on the basis of criteria such as ethical standards, governance skills, professional obligations, personal attributes etc.

Further the evaluation of Chairman of the Board, in addition to the above criteria for individual Directors, also included evaluation based on effectiveness of leadership and ability to steer the meetings, impartiality, etc.

The Board discussed upon the performance evaluation of every Director of the Company and concluded that they were satisfied with the overall performance of the Directors individually and that the Directors generally met their expectations of performance.

The summary of the feedback from the members were thereafter discussed in detail by the members. The respective Director, who was being evaluated, did not participate in the discussion on his/her performance evaluation.

The Directors expressed their satisfaction with the evaluation process.

#### **15. DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013.**

Your Company has always believed in providing safe and harassment free workplace for every individual working in its premises through various interventions and practices. The Company ensures that the work environment at all its locations is conducive to fair, safe and harmonious relations between employees. It strongly believes in upholding the dignity of all its employees, irrespective of their gender or seniority. Discrimination and harassment of any type are strictly prohibited.

The Company has a policy for Prevention, Prohibition and Redressal of Sexual Harassment of Women at Workplace in line with the requirements of The Sexual Harassment of Women at the Workplace (Prevention, Prohibition And Redressal) Act, 2013 (POSH Act). All women employees are covered under this policy. The requirement of constitution of Internal Complaint Committee is not applicable on the Company.

The details of the complaints received during the year under review were as follows:

<b>Particulars</b>	<b>Nos.</b>
No. of Complaints Pending at the Beginning of the Year	0
No. of Complaints Received and Resolved during the year	0
<b>No. of Complaints Pending at the End of the Year</b>	<b>0</b>

## **16. AUDITORS & AUDITOR'S REPORT**

- **Statutory Auditors & Audit Report**

Pursuant to the provisions of section 139 of the Act, M/s. Khilnani & Associates, Chartered Accountants (Firm Registration No. 005776C) were appointed as the Statutory Auditors of the Company, at 25<sup>th</sup> AGM of the Company held on September 28, 2020 for a term of five years.

The Auditors are eligible to continue as Auditors in accordance with the provisions of Section 141 of the Act. Further M/s. Khilnani & Associates, Chartered Accountants have given a confirmation to the effect that they are eligible to continue with their appointment and that they have not been disqualified in any manner from continuing as Statutory Auditors.

The Financial Statements and the Auditor's Report for the financial year ended on March 31, 2021 are free from any qualification, reservation and adverse remark; further the notes on accounts are self-explanatory. The Auditors' Report is enclosed with the financial statements in this annual report.

- **Secretarial Auditors & Secretarial Audit Report**

As per Section 204 of the Act, read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, every Listed Company is required to appoint a Secretarial Auditor to carry out Secretarial Audit of the Company.

In consonance with the aforementioned requirements, M/s V. M. & Associates, Company Secretaries (Firm Reg. No. P1984RJ039200) were appointed as Secretarial Auditors to conduct the secretarial audit of the Company for the financial year 2020-21.

Secretarial Audit Report as issued by M/s V. M. & Associates, Company Secretaries, in respect of the secretarial audit of the Company in Form MR-3 for the financial year ended on March 31, 2021, is given in **Annexure-I** to this Report. The Audit Report are free from any qualification, reservation and adverse remark and are self-explanatory.

In addition to the above and pursuant to SEBI circular dated February 08, 2019, a report on secretarial compliance issued by M/s V. M. & Associates for FY 2020-21 has been submitted with the stock exchanges. There are no observations, reservations or qualifications in that report.

M/s. V. M. & Associates, Company Secretaries (Firm Registration No. P1984RJ039200) have confirmed their eligibility and willingness to accept the re-appointment as Secretarial Auditor of the Company. The Company has received consent/eligibility certificates from M/s V. M. & Associates, Company Secretaries. Accordingly Board in its meeting held on June 14, 2021 has re-appointed M/s V. M. & Associates, Company Secretaries, Jaipur as Secretarial Auditor (Firm Reg. No. P1984RJ039200) of the Company to carry out Secretarial Audit of the Company for the financial year 2021-22.

- **Internal Auditor**

Pursuant to Section 138 of the Act, read with Companies (Audit and Auditors) Rules, 2014, every Listed Company is required to appoint an Internal Auditor or a firm of Internal Auditors to carry out Internal Audit of the Company.

In consonance with the aforementioned, M/s Shiv Shankar Khandelwal & Co., (Firm Registration No. 006852C), Chartered Accountants, were appointed as Internal Auditors of the Company for the financial year 2020-21.

Their scope of work includes review of operational efficiency, effectiveness of systems & processes, compliances and assessing the internal control strengths in all areas. Internal Auditors findings are discussed and suitable corrective actions are taken as per the directions of Audit Committee on an on-going basis to improve efficiency in operations.

M/s. Shiv Shankar Khandelwal & Co., Chartered Accountants (Firm Registration No. 006852C) have confirmed their eligibility and willingness to accept the re-appointment. The Company has received consent/eligibility certificates from M/s. Shiv Shankar Khandelwal & Co., Chartered Accountants. Accordingly, Board in its meeting held on June 14, 2021 has re-appointed M/s Shiv Shankar Khandelwal & Co., Chartered Accountants, Jaipur (Firm Reg. No. 006852C) as the Internal Auditor of the Company for the financial year 2021-22.

- **Cost Audit**

The provisions of Section 148 of the Act and the Companies (Cost Records and Audit) Rules, 2014 are not applicable to the Company. Hence, the maintenance of the cost records as specified by the Central Government under Section 148(1) of the Act, is not required and accordingly, such accounts and records are not made and maintained. The Company has not appointed any Cost Auditor during the year.

- **Reporting of Frauds by Auditors**

During the year under review, neither the Statutory Auditor nor the Secretarial Auditor has reported to the audit committee, under Section 143 (12) of the Act, any instances of fraud committed against the Company by its officers or employees.

**17. PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS IN SECURITIES BY THE COMPANY**

Pursuant to the provisions of Section 186(11) of the Act, read with Rule 11(2) of the Companies (Meetings of Board and its Powers) Rules, 2014, the loans made, guarantees given or securities provided or acquisition of securities by a Non-Banking Financial Company (NBFC) registered with RBI, in the ordinary course of its business are exempted from the applicability of the provisions of Section 186 of the Act. As such, the particulars of loans and guarantee have not been disclosed in this Report. However the same are mentioned in the Note No. 3 and 4 of audited financial statements for the financial year ended on March 31, 2021.

**18. RELATED PARTY TRANSACTIONS**

All contracts / arrangements / transactions entered by the Company during the financial year ended on March 31, 2021 with related parties were in its ordinary course of business and on an arm's length basis. Relevant Form for disclosure of particulars of contracts/arrangements/transactions entered into by the Company with related parties referred to in sub-section (1) of section 188 of the Act, is given in **Annexure II** to this Report. The Company's Policy on Materiality of Related Party Transactions is put up on the Company's website and can be accessed at <http://www.bflfin.com/wp-content/uploads/2020/12/POLICY-ON-MATERIALITY-OF-RELATED-PARTY-TRANSACTION.pdf>

**19. RISK MANAGEMENT**

Risk Management is an integral part of the Company's business strategy with focus on building risk management culture across the organization. The Company has developed and implemented a risk management policy which encompasses practices relating to identification, assessment monitoring and mitigation of various risks to key business objectives. The Risk management framework of the Company seeks to minimize adverse impact of risks on our key business objectives and enables the Company to leverage market opportunities effectively.

The various key risks to key business objectives are as follows:

**Liquidity Risk:** It is the risk that the Company will be unable to meet its financial commitment to a Bank/ Financial Institution in any location, any currency at any point in time. Liquidity risk can manifest in three different dimensions for the Company.

**Funding Risk:** To replace net outflows due to unanticipated outflows.

**Time Risk:** To compensate for non-receipt of expected inflows of funds.

**Call Risk:** Due to crystallization of contingent liabilities or inability to undertake profitable business opportunities when desirable.

**Interest Rate Risk:** It is the risk where changes in market interest rates might adversely affect the Company's financial condition. The short term/immediate impact of changes in interest rates are on the Company's Net Interest Income (NII). On a longer term, changes in interest rates impact the cash flows on the assets, liabilities and off-balance sheet items, giving rise to a risk to the net worth of the Company arising out of all re-pricing mismatches and other interest rate sensitive positions.

**Risk Treatment**

To prioritize risk control actions in terms of their potential to benefit the organization. Risk treatment includes risk control/ mitigation and extends to risk avoidance, risk transfer (insurance), risk financing, risk absorption etc. for-

- a) Effective and efficient operations
- b) Effective Internal Controls
- c) Compliance with laws & regulations

Risk Treatment shall be applied at all levels through carefully selected validations at each stage to ensure smooth achievement of the objective.

The Company's Risk Management Policy is put up on the Company's website and can be accessed at <http://www.bflfin.com/wp-content/uploads/2014/11/Risk-Management-Policy-1.pdf>

**20. INTERNAL FINANCIAL CONTROL SYSTEMS**

The Company believes that internal control is a necessary prerequisite of Governance and that freedom should be exercised within a framework of checks and balances. The Company has a well-established internal control framework, which is designed to continuously assess the adequacy, effectiveness and efficiency of financial and operational controls.

The management is committed to ensure an effective internal control environment, commensurate with the size, scale and complexity of the business, which provides an assurance on compliance with internal policies, applicable laws, regulations and protection of resources and assets. The control system ensures that the Company's assets are safeguarded and protected and also takes care to see that revenue leakages and losses to the Company are prevented and our income streams are protected. The control system enables reliable financial reporting. The Audit Committee reviews adherence to internal control systems and internal audit reports.

The Company has received report on Internal Financial Controls from statutory auditors of the company.

**21. DETAILS RELATING TO DEPOSITS**

The Company has not accepted any deposit within the meaning of the Companies (Acceptance of Deposits) Rules, 2014 or Chapter V of the Act, and guidelines and directions of Non-Banking Financial Companies (Acceptance of Public Deposits) (Reserve Bank) Directions, 2016 as prescribed by RBI in this regard and as such no details are required to be furnished.

Also, Company has not taken any Loan/borrowing from its directors during the year under review.

**22. MANAGEMENT DISCUSSION & ANALYSIS REPORT**

Management’s Discussion and Analysis Report for the year under review, pursuant to Regulation 34 of Securities Exchange Board of India (Listing Obligations and Disclosures Requirement) Regulations, 2015 is annexed herewith as **AnnexureV**, forming part of the Annual Report.

**23. CORPORATE GOVERNANCE REPORT**

Your Company practices a culture that is built on core values and ethical governance practices. The Company is committed to maintain the highest standards of Corporate Governance and adhere to the Corporate Governance requirements set out by the Securities and Exchange Board of India (“SEBI”). The Company has also implemented several best governance practices. The report on Corporate Governance for the financial year ended on March 31, 2021 along with Certificate issued by M/s V.M. & Associates, Company Secretaries confirming the compliance to applicable requirements related to corporate governance as stipulated under Schedule V of the Listing Regulations forms part of this Annual Report as **Annexure VI**.

Compliance reports in respect of all laws applicable to the Company have been reviewed by the Board of Directors.

**24. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO**

**Particulars with respect of conservation of energy, technology absorption, foreign exchange earnings and outgo:**

The information required under Section 134(3) (m) of the Act, read with the Companies (Accounts) Rules, 2014 relating to the conservation of energy and technology absorption, foreign exchange earnings and outgo are given below:

**(a) Conservation of energy:**

I	the steps taken or impact on conservation of energy	<ol style="list-style-type: none"> <li>1. The operations of the Company, being dealing in Securities, commodities futures, financial and capital markets which require normal consumption of electricity. However the Company is making necessary efforts to reduce the consumption of energy.</li> <li>2. The office of the Company has been using LED bulbs that consume less electricity as compared to CFL and incandescent bulbs. The Company has increased the usage of low electricity consuming monitors in place of conventional monitors. The Company has started buying the new energy efficient computers that</li> </ol>
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		automatically goes into low power ‘sleep ‘mode or off-mode when not in use. As a part of Green Initiative, a lot of paper work at Registered Office has been reduced by increased usage of technology.
II	the steps taken by the Company for utilizing alternate sources of energy	The Company has installed a solar panel at its registered office which produces energy and provides power to the equipments of complete office.
III	the capital investment on energy conservation equipment	In view of the nature of activities carried on by the Company, there is no capital investment on energy conservation equipment except installed solar panel at its registered office.

**(b) Technology absorption**

I	the efforts made towards technology absorption	Your Company being a Non-Banking Finance Company, its activities do not require adoption of any specific technology. However, your Company has been in the forefront in implementing latest information technologies & tools towards enhancing our customer convenience and continues to adopt and use the latest technologies to improve the productivity and quality of its services. The Company’s operations do not require significant import of technology.
II	The benefits derived like product improvement cost reduction, product development or import substitution	N.A.
III	Technology Imported during the last three years  (a) The details of technology imported  (b) The year of import  (c) Whether the technology been fully absorbed and  If not fully absorbed, areas where absorption has not	N.A.  N.A.  N.A.

	taken place, and the reasons thereof	N.A.
IV	The expenditure incurred on Research and Development	Company has not incurred any expenditure on research and development during the year under review.

**(c) Foreign exchange earnings and Outgo**

Foreign exchange earnings and outgo is reported to be **NIL** during the financial year under review.

**25. CORPORATE SOCIAL RESPONSIBILITY**

The Company's net worth is below than Rs. 500 crore, Turnover is less than Rs.1000 Crore and Net profit (Before Tax) is less than Rs. 5 Crore, during the immediately preceding financial year, hence provisions of section 135 of the Act, read with the Companies (Corporate Social Responsibility Policy) rules, 2014, are not applicable on the Company.

**26. SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS-**

There were no significant and material orders passed by the Regulators or Courts or Tribunals during the year impacting the going concern status and the operations of the Company in future pursuant to Rule 8 (5) (vii) of the Companies (Accounts) Rules, 2014 .

**27. VIGIL MECHANISM**

In line with the provisions of Listing Regulations, Act, and the principles of good governance, the Company has devised and implemented a vigil mechanism, in the form of 'Whistle-Blower Policy'. Detailed information on the Vigil Mechanism of the Company is provided in the Report on the Corporate Governance which forms part of the Annual Report.

**28. DISCLOSURE ON SECRETARIAL STANDARDS**

During the period under review, applicable Secretarial Standards, i.e. SS-1 and SS-2, relating to 'Meetings of the Board of Directors' and 'General Meetings', respectively, issued by The Institute of Company Secretaries of India have been duly followed by the Company and have devised proper systems to ensure compliance with the provisions of all applicable Secretarial Standards and that such systems are adequate and operating effectively.

**29. RBI COMPLIANCES**

Your Company is a Non-Banking Non Deposit Taking Non Systemically Important Investment and credit Company (“**NBFC-ICC**”), your Company continues to comply with the applicable regulations and guidelines of Reserve Bank of India and provisions as prescribed in Master Direction - Non-Banking Financial Company - Non Systemically Important Non-Deposit taking Company (Reserve Bank) Directions, 2016 (“Master Directions”) as amended from time to time.

Further, your Company has complied with all the rules and procedure as prescribed in above mentioned master directions and any other circulars & notifications, time to time, issued by Reserve Bank of India.

**30. PARTICULARS OF REMUNERATION OF DIRECTORS, KMPs AND EMPLOYEES**

- During the year under review, none of the Directors/KMP/employee of the Company was in receipt of the remuneration exceeding the limits prescribed u/s 197 (12) of the Act read with rule 5, sub-rule 2 of The Companies (Appointment and Remuneration of Managerial Personnel), Rules, 2014 of the Act.

The statement containing names of employees in terms of remuneration drawn and the particulars of employees as required under Section 197(12) of the Act read with Rule 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is provided in a separate **Annexure III** forming part of this report.

- The ratio of the remuneration of each Director to the median employee’s remuneration and other details in terms of sub-section 12 of Section 197 of the Act, read with Rule 5(1) of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, are forming part of this report as **Annexure IV**.

**31. MANAGING DIRECTOR AND CFO CERTIFICATE**

The Managing Director and the Chief Financial Officer of the Company give annual certification on financial reporting and internal controls to the Board in terms of Regulation 17(8) of Listing Regulations. The Managing Director and the Chief Financial Officer also give quarterly certification on financial results while placing the financial results before the Board in terms of Regulation 33(2) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. The annual certificate given by Managing Director and the Chief Financial Officer is published in this Report.

**32. PREVENTION OF INSIDER TRADING**

Pursuant to the provisions of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and amendments thereto, the Board has formulated and implemented a Code of Conduct to regulate, monitor and report trading by its designated person and other connected person and Code of Practices and Procedures for fair disclosure of Unpublished Price Sensitive Information.

The trading window is closed during the time of declaration of results and occurrence of any material events as per the code. The same is available on the Company's website at [www.bflfin.com](http://www.bflfin.com).

### **33. COMPLIANCE WITH THE CODE OF CONDUCT AND ETHICS**

In compliance with the Listing Regulations and Act, the Company has framed and adopted a code of conduct and ethics ("the code"). The code is applicable to the members of the Board, the executive officers and all the employees of the Company.

All the members of the Board and Senior Management Personnel have affirmed compliance to the code for the financial year ended on March 31, 2021 and a declaration to this effect signed by the Managing Director forms part of the Corporate Governance Report as **Annexure VI**

### **34. DISCLOSURE OF ACCOUNTING TREATMENT**

The Financial Statement of the Company for FY 2020-21 have been prepared with the applicable accounting principles in India and the mandatory Indian Accounting Standard ('Ind AS') as prescribed under Section 133 of the Act, read with the rules made there under.

### **35. DIRECTORS' RESPONSIBILITY STATEMENT**

Pursuant to sub section 3 (c) of Section 134 of the Act, the Board of Directors of the Company hereby state and confirm that:

- i. in the preparation of the annual accounts for the year ended on March 31, 2021, the applicable accounting standards have been followed and there are no material departures from the same;
- ii. the Directors have 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 ended on March 31, 2021 and of the profit and loss of the Company for that period;
- iii. the Directors have 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;
- iv. the Directors have prepared the annual accounts on a going concern basis;
- v. the Directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively; and
- vi. the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

**36. OTHER DISCLOSURES**

Other disclosures with respect to Board's Report as required under the Act, Rules notified thereunder and Listing Regulations are either NIL or NOT APPLICABLE.

**37. ACKNOWLEDGEMENTS**

Your Board acknowledges with appreciation, the invaluable support provided by the Reserve Bank of India, Securities and Exchange Board of India, Ministry of Corporate Affairs, Central Registry of Securitisation Asset Reconstruction and Security Interest of India, Bankers, Company's shareholders, auditors, advisors, business partners, for the patronage received from them including officials there at from time to time. The Board would also like to thank the BSE Limited, National Securities Depository Limited, Central Depository Services (India) Limited and MCS Registrar and Share transfer Agent (Registrar and Share Transfer Agent) for their continued co-operation.

Your Board records with sincere appreciation the valuable contribution made by employees at all levels and looks forward to their continued commitment to achieve further growth and take up more challenges that the Company has set for the future.

**Date: June 14, 2021**

**Place: Jaipur**

**Registered Office: 1 Tara Nagar,  
Ajmer Road, Jaipur – 302006  
(Rajasthan)**

**For and on behalf of the Board  
For BFL Asset Fivest Limited**

<b>Sd/-</b>	<b>Sd/-</b>
<b>Mahendra Kumar Baid</b>	<b>Aditya Baid</b>
<b>(Managing Director)</b>	<b>(Director)</b>
<b>DIN: 00009828</b>	<b>DIN: 03100584</b>

**ANNEXURE-I**

**Form No. MR-3**  
**SECRETARIAL AUDIT REPORT**  
FOR THE FINANCIAL YEAR ENDED MARCH 31, 2021

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

To,  
The Members,  
BFL Asset Finvest Limited  
1, Tara Nagar, Ajmer Road  
Jaipur– 302 006 (Rajasthan)

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **BFL Asset Finvest Limited** (hereinafter called “**the Company**”). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our 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, the explanations and clarifications given to us and the representations made by the Management and considering the relaxations granted by the Ministry of Corporate Affairs and Securities and Exchange Board of India warranted due to the spread of the COVID-19 pandemic, we hereby report that in our opinion, the Company has, during the audit period covering the Financial Year ended on March 31, 2021 (**‘Audit Period’**) 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:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the Financial Year ended on March 31, 2021 according to the provisions of:

- (i) The Companies Act, 2013 (**‘the Act’**) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 (**‘SCRA’**) and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (**‘SEBI Act’**):-
  - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

- (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; **(Not applicable to the Company during the Audit Period);**
  - (d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; **(Not applicable to the Company during the Audit Period);**
  - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(Not applicable to the Company during the Audit Period);**
  - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
  - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; **(Not applicable to the Company during the Audit Period);**
  - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **(Not applicable to the Company during the Audit Period);** and
  - (i) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- (vi) As confirmed, following other laws are specifically applicable to the Company for which the Management has confirmed that the Company has devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively:
- (a) The Reserve Bank of India Act, 1934;
  - (b) Non-Banking Financial Company-Non-Systemically Important Non-Deposit taking Company (Reserve Bank) Directions, 2016;
  - (c) Non-Banking Financial Companies Auditor's Report (Reserve Bank) Directions, 2016;
  - (d) Non-Banking Financial Company Returns (Reserve Bank) Directions, 2016; and
  - (e) Information Technology Framework for the NBFC Sector.

We 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 Listing Agreement entered into by the Company with BSE Limited.

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

#### **We further report that**

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

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

Majority decision is carried through while the dissenting members' views, if any, are captured and recorded as part of the minutes.

**We 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.

**We further report that** during the audit period the company has not undertaken any event/action having a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc.

**Place: Jaipur**

**Date: June 14, 2021**

**UDIN: F009985C000460380**

**For V. M. & Associates  
Company Secretaries  
(ICSI Unique Code P1984RJ039200)  
PR 581 / 2019**

**Sd/-**

**CS Vikas Mehta  
Partner  
Membership No.: FCS 9985  
C P No.: 12789**

Note: This report is to be read with our letter of even date which is annexed as **Annexure A** and forms an integral part of this report.



**Annexure A**

To,  
The Members,  
BFL Asset Finvest Limited  
1, Tara Nagar, Ajmer Road  
Jaipur– 302 006 (Rajasthan)

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

1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We 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. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Wherever required, we have obtained the 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. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit Report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

**Place: Jaipur**  
**Date: June 14, 2021**  
**UDIN: F009985C000460380**

**For V. M. & Associates**  
**Company Secretaries**  
**(ICSI Unique Code P1984RJ039200)**  
**PR 581 / 2019**

**Sd/-**  
**CS Vikas Mehta**  
**Partner**  
**Membership No.: FCS 9985**  
**C P No.: 12789**

**ANNEXURE-II****Form No. AOC-2**

(Pursuant to *clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014*)

**Form for disclosure of particulars of contracts/arrangements entered into by the Company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto**

**1. Details of contracts or arrangements or transactions not at arm's length basis: NIL**

(a) Name(s) of the related party and nature of relationship: N.A.

(b) Nature of contracts/arrangements/transactions: N.A.

(c) Duration of the contracts / arrangements/transactions: N.A.

(d) Salient terms of the contracts or arrangements or transactions including the value, if any: N.A.

(e) Justification for entering into such contracts or arrangements or transactions: N.A.

(f) Date(s) of approval by the Board: N.A.

(g) Amount paid as advances, if any: N.A.

(h) Date on which the special resolution was passed in general meeting as required under first proviso to section 188: N.A.

**2. Details of material contracts or arrangement or transactions at arm's length basis:**

(a) Name(s) of the related party and nature of relationship: Baid Leasing and Finance Co. Ltd., Listed Public Company in which the Directors along with their relatives hold more than 2% of its paid up share capital.

(b) Nature of contracts/arrangements/transactions: Service arrangement in the ordinary course of business and on arm's length.

(c) Duration of the contracts / arrangements/transactions: 3 Years i.e. Financial year 2021-22, 2022-23 and 2023-24.

(d) Salient terms of the contracts or arrangements or transactions including the value, if any: The Company will provide services (providing of customer Base for the Operation of Financial Activities.) to Baid Leasing and Finance Co. Ltd at commission basis for an aggregate value of services availed not more than Rs. 75,00,000/- (Rupees Seventy Five Lakhs Only) per annum for F.Y. 2021-22, 2022-23 and 2023-24.

(e) Date(s) of approval by the Board, if any: June 29, 2020

(f) Amount paid as advances, if any: Nil

**Date: June 14, 2021**

**Place: Jaipur**

**Registered Office: 1 Tara Nagar,  
Ajmer Road, Jaipur – 302006  
(Rajasthan)**

**For and on behalf of the Board  
For BFL Asset Finvest Limited**

<b>Sd/-</b>	<b>Sd/-</b>
<b>Mahendra Kumar Baid</b>	<b>Aditya Baid</b>
<b>(Managing Director)</b>	<b>(Director)</b>
<b>DIN: 00009828</b>	<b>DIN: 03100584</b>

# BFL ASSET FINVEST LIMITED

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## ANNEXURE-III

### DISCLOSURE OF REMUNERATION OF EMPLOYEES PURSUANT TO SUB RULE 2 & 3 OF COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES. 2014

Following is the list of the top ten employees of the Company in terms of remuneration drawn:

(Amount in Rs.)

Sr. No	Name of Employee	Designation	Remuneration received during the Year  (Amount in Rs.)	Nature of Employment, whether contractual or otherwise	Qualification and experience of the employee	Date of Commencement of employment	Age of such employee (in Years)	The last employment held by such employee before joining the company	The percentage of equity shares held by the employee along with the spouse and dependent children in the Company within the meaning of clause (iii) of sub -rule (2) as on 31.03.2021	Name of Director or manager of whom such employee is a relative.
1	Mr. Mahendra Kumar Baid	Managing Director	2,40,000	Contractual Relationship	Graduate and More than 29 years of experience	August 31, 2005	54	NIL	7.92%	Mrs. Sobhag Devi Baid and Mr. Aditya Baid
2	Ms. Surbhi Rawat	Company Secretary and	3,17,926	Other	Company Secretary and	June 10, 2017	30	NIL	NIL	NIL

**BFL ASSET FINVEST LIMITED****ANNUAL REPORT 2020-21**

		Compliance Officer			4 years' of experience					
3	Mr. Ravi Bohra	Chief Financial Officer	1,35,000	Other	BSC in Mathematics and 17 years of experience	March 09, 2018	47	NIL	NIL	NIL
4	Mr. Surendra Yadav	Office Executive	73,309	Other	Under Graduate and 22 years' experience	April 02, 2015	38	NIL	NIL	NIL
5	Mr. Sharvan Kumar Yadav	Office Executive	69,380	Other	Under Graduate and 14 years' experience	April 03, 2015	33	NIL	NIL	NIL
6	Mr. Arvind Kumar Kumawat	Office Executive	74,458	Other	B.A. and 6 years of experience	April 02, 2015	24	NIL	NIL	NIL

**Date: June 14, 2021****Place: Jaipur****Registered Office: 1 Tara Nagar,  
Ajmer Road, Jaipur – 302006  
(Rajasthan)****For and on behalf of the Board  
For BFL Asset Finvest Limited****Sd/-  
Mahendra Kumar Baid  
(Managing Director)  
DIN: 00009828****Sd/-  
Aditya Baid  
(Director)  
DIN: 03100584**

### ANNEXURE-IV

#### Analysis of Managerial Remuneration

Pursuant to Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 as amended the statistical analysis of the remuneration paid to Directors and Key Managerial Personnel's (KMPs) as against the other employees of the Company and with respect to the performance of the Company (PAT) is given below:-

Sr · N o.	Requirements	Disclosure									
1	The ratio of the remuneration of each director to the median remuneration of the employees of the company for the financial year 2020-21.	Mahendra Kumar Baid, Managing Director:- 1.57:1.  Rest other directors are Non-Executive and Independent Directors and are not receiving any remuneration.									
2	The percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year 2020-21	<table border="1" data-bbox="813 1146 1284 1633"> <thead> <tr> <th colspan="2" data-bbox="813 1146 1284 1220">Name of Director/ KMP</th> </tr> </thead> <tbody> <tr> <td data-bbox="813 1220 1073 1367">Mr. Mahendra Kumar Baid, Managing Director</td> <td data-bbox="1073 1220 1284 1367">No Change</td> </tr> <tr> <td data-bbox="813 1367 1073 1514">Mr. Ravi Bohra, Chief Financial Officer</td> <td data-bbox="1073 1367 1284 1514">No Change</td> </tr> <tr> <td data-bbox="813 1514 1073 1633">Ms. Surbhi Rawat, Company Secretary</td> <td data-bbox="1073 1514 1284 1633">22.55%</td> </tr> </tbody> </table> <p data-bbox="813 1703 1393 1860">Note: None of the other directors were paid remuneration during the FY 2020-21 and 2019-20, therefore no increase in remuneration during the year.</p>		Name of Director/ KMP		Mr. Mahendra Kumar Baid, Managing Director	No Change	Mr. Ravi Bohra, Chief Financial Officer	No Change	Ms. Surbhi Rawat, Company Secretary	22.55%
Name of Director/ KMP											
Mr. Mahendra Kumar Baid, Managing Director	No Change										
Mr. Ravi Bohra, Chief Financial Officer	No Change										
Ms. Surbhi Rawat, Company Secretary	22.55%										

3	The percentage increase in the median remuneration of employees in the financial year 2020-21	6.00 %
4	The number of permanent employees on the rolls of company as on 31 <sup>st</sup> March 2021	6
5	Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:	Average % increase in the salary of employees other than Managerial Personnel:  2020-2021 -8%  2019-2020 -5.25%  Average % increase in the Salary of the Managerial Personnel:-  2020-2021 – 9.28%  2019–2020 – 10.18%
6	Affirmation that the remuneration is as per the remuneration policy of the Company	Yes, it is confirmed.

**Date: June 14, 2021****For and on behalf of the Board  
For BFL Asset Finvest Limited****Place: Jaipur****Registered Office: 1 Tara Nagar,  
Ajmer Road, Jaipur – 302006  
(Rajasthan)**

<b>Sd/ Mahendra Kumar Baid (Managing Director) DIN: 00009828</b>	<b>Sd/- Aditya Baid (Director) DIN: 03100584</b>
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**ANNEXURE-V****MANAGEMENT DISCUSSION & ANALYSIS REPORT****INDUSTRY STRUCTURE AND DEVELOPMENTS**

Given the impact of the COVID-19 pandemic, FY2021 was expected to be an extremely demanding year. The degrowth in GDP was much larger than expected. Thankfully, we began to witness early signs on resumption of economic activity in the second half of the year with several high frequency indicators suggesting that the economy was back to positive growth. The only cause for concern at present is the huge surge in infections that started with the second wave beginning in early March 2021. Hopefully, a serious increase in the pace of vaccinations across the country coupled with proper wearing of masks and social distancing will bring this surge down. If we keep all enterprises and workers open for business, this second surge should not affect the economy in a significant manner. However, that remains to be seen. For much depends on whether state governments react to the surge by large scale lockdowns; and whether the vaccination drive can be accelerated significantly.

**OUTLOOK ON OPPORTUNITIES**

The Capital market looks very solid in long term. Reports of various agencies and leading economists reflect that there is an early sign of revival of economic growth with strong positive sentiments. Growth in GDP numbers and other economic parameters being positive overall economic scenario looks favorable for coming years.

Rising aspiration of stakeholders enabled by higher income is the largest opportunity for the Company. Your Directors expect that with the strong business model of the Company, innovative fund management techniques, continued confidence of investors, the Company should achieve better performance in the year 2021-22. The Board of Directors are hopeful to deliver good business in the current financial year.

**OUTLOOK ON THREATS, RISKS AND CONCERNS**

FY2021 was a volatile year for capital market, the second wave in the form of COVID-19 virus surfaced across the country in a short span. The Capital market witnessed ups and downs during 2020-21, the Outbreak acted as the major catalyst to a decline of the capital market. The Global Economy had begun to slowdown in the year 2020. However, the management took possible steps to cash in on various opportunities and at times also observed closely which may lead to the erosion of investments.

The Company is dealing in shares & stock trading which is unforeseen in terms of the performance of the Industries, economic scenario, GDP Growth of the Company, Government policies, political situation and global trends etc. Moreover, after the introduction of online trading in commodities, the attention of high net worth investors has also diverted into commodities futures. The overall economic environment will impact all our business but we expect that we will be able to overcome it easily.



The Company is committed to best benchmarking in good corporate governance, which promotes the long-term interests of all stakeholders which help in building public trust in the Company.

The Company believes that managing risks helps in maximizing returns.

**PRODUCT WISE PERFORMANCE**

As per the results of the Company as on March 31, 2021, the Company is working in segments, viz. shares and securities, interest income, and futures and options and other finances.

<b>Particulars</b>	<b>2020-21</b>	<b>2019-20</b>
Revenue from shares and securities	<b>26,53,690/-</b>	<b>6,52,070/-</b>
Dividend Income	<b>47,905/-</b>	<b>3,76,465/-</b>
Revenue from Interest Income	<b>99,28,732/-</b>	<b>1,50,09,271/-</b>
Revenue from F&O	<b>6,95,454 /-</b>	<b>(5,11,55,203)</b>
Revenue from other finances	<b>48,184/-</b>	<b>6,50,09,874/-</b>

**INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY**

The Company has a well-established internal financial control and risk management framework, with appropriate policies and procedures, to ensure the highest standards of integrity and transparency in its operations and a strong corporate governance structure, while maintaining excellence in services to all its stakeholders. Appropriate controls are in place to ensure:

- (a) The orderly and efficient conduct of business, including adherence to policies
- (b) Safeguarding of assets and ensure operational excellence
- (c) Prevention and detection of frauds/errors
- (d) Accuracy and completeness of the accounting records and
- (e) Timely preparation of reliable financial information.

The Company has appointed M/s. Shiv Shankar Khandelwal & Co., Chartered Accountants (Firm Registration No. 006852C) as an internal auditors to conduct internal audit and to ensure that all transactions are correctly authorised and reported. The reports are reviewed by the Audit Committee of the Board to internal controls.

Further the audit committee has concluded that, as of March 31, 2021, the company's internal controls were adequate and operating effectively.

**INFORMATION TECHNOLOGY**

Our Company has taken further steps in its technology roadmap toward future readiness and digitalisation. The Company has been using the best possible information technology as a management tool for internal control. The Company continues to invest reasonable into information technology for monitoring operation.

**FINANCIAL PERFORMANCE OVERVIEW**

Snapshot of the Company's financial performance for the last three years is as follows:-

<b>Year</b>	<b>Total Revenue (inRs.)</b>	<b>Revenue growth %</b>	<b>Profit after Tax(PAT) (inRs.)</b>	<b>PAT change %</b>	<b>EPS (inRs.)</b>	<b>EPS change %</b>
2020-21	1,33,26,060	-54.85	1,41,759	-36.04	0.01	-50
2019-20	2,95,16,012/-	-52.24	2,21,627/-	-71.92	0.02	-75
2018-19	6,17,94,266/-	975.85	7,89,236/-	139.64	0.08	100

**HUMAN RESOURCE MANAGEMENT**

Human resources are a valuable asset for any organization. We ensure a workplace that is fair, equitable, enabling and responsive to the needs and aspirations of our employees so that they can realise their full potential and contribute their best to the organization. The Company is committed to create an environment of constant learning and development, drive an effective and transparent performance culture and build a culture of appreciation & transparent communication. We constantly strive to upgrade the skills of employees and give them the edge to compete in the dynamic market and become future ready. The Company is giving emphasis to upgrade the skills of its human resources. This is in keeping with its policy of enhancing the individual's growth potential within the framework of corporate goals. Our employee-friendly and inclusive policies, health and fitness benefits ensure safe and secured environment for employees at workplace. Total number of employees as on 31<sup>st</sup> March, 2021 stood at 6.

**Details of significant changes (i.e. change of 25% or more as compared to the immediately previous financial year) in key financial ratios, along with detailed explanations therefore, including:**

There were significant changes in the key financial ratios as compared to the immediately previous financial year, details of the same are as follows:

	F.Y. 2020-21	F.Y. 2019-20	Change in %	Reason (if more than 25% change)
(i) Debtors Turnover	0	-	-	-
(ii) Inventory Turnover	0.22	0.73	(69.86)	This being trading in shares, this ratio is not correct indicator.
(iii) Interest Coverage Ratio	1.03	1.06	(2.83)	-
(iv) Current Ratio	2.54	2.39	6.28	-
(v) Debt Equity Ratio	0.21	-	-	-
(vi) Operating Profit Margin (%)	1.43%	(1.55)%	(192.26)	Company is mainly into share trading. Profit margin under this sector remains volatile and largely depends on share market.
(vii) Net Profit Margin (%)	1.06%	0.75%	41.33	Company is mainly into share trading. Profit margin under this sector remains volatile and largely depends on share market.

Details of any change in Return on Net Worth as compared to the immediately previous financial year.

Particulars	FY 2020-21 (Rs. in Crores)	FY 2019-20 (Rs. in Crores)
<b>Net Worth</b>		
Share Capital	10.20	10.20
Special Reserve	0.27	0.27
Capital Redemption Reserve	0.38	0.38
Securities Premium	1.77	1.77
Surplus in P&L	(1.55)	(0.66)
<b>Total Net worth</b>	<b>11.07</b>	<b>11.96</b>
<b>PAT</b>	<b>0.01</b>	<b>0.02</b>
<b>Return on Net Worth</b>	<b>0.09%</b>	<b>0.17%</b>

### **CAUTIONARY STATEMENT**

Statements in this Management Discussion and Analysis describing the Company's objectives, projections, estimates and expectations may be 'forward-looking statements' within the meaning of applicable laws and regulations. This report contains statements extracted from reports of Government Authorities / Bodies, Industry Associations etc. available on the public domain which may involve risks and uncertainties including, but not limited to, economic conditions, government policies, dependence on certain businesses and other factors. Actual results, performance or achievements could differ materially from those expressed or implied in such forward-looking statements.

This report should be read in conjunction with the financial statements included herein and the notes thereto. The Company does not undertake to update these statements.

**Date: June 14, 2021**

**Place: Jaipur**

**Registered Office: 1 Tara Nagar,  
Ajmer Road, Jaipur – 302006  
(Rajasthan)**

**For and on behalf of the Board  
For BFL Asset Fivest Limited**

<b>Sd/-</b>	<b>Sd/-</b>
<b>Mahendra Kumar Baid (Managing Director)</b>	<b>Aditya Baid (Director)</b>
<b>DIN: 00009828</b>	<b>DIN: 03100584</b>

### ANNEXURE- VI

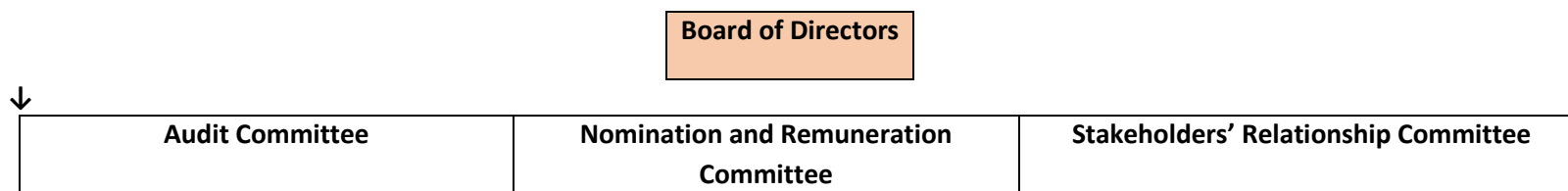
#### CORPORATE GOVERNANCE REPORT

Corporate Governance is about promoting fairness, transparency, accountability, commitment to values, ethical business conduct and about considering all stakeholders' interest while conducting business. In compliance with Regulation 34(3) read with Para C of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**"), as amended from time to time, the Company submits the Corporate Governance Report for the year ended March 31, 2021.

#### **1. COMPANY'S PHILOSOPHY ON CODE OF CORPORATE GOVERNANCE**

The Company considers good Corporate Governance a pre-requisite for meeting needs and aspirations of its shareholders and other stakeholders of the Company and firmly believes that the same should be achieved by maintaining transparency in its dealings, creating robust policies and practices for key processes and systems with clear accountability, integrity, transparent governance practices and the highest standard of regulatory compliance. The Company's Governance philosophy also reflects its commitment to disclose timely and accurate information regarding its financial and operational performance, as well as its leadership and governance structure.

#### Governance Structure at BFL Asset Finvest Ltd.



#### ETHICS / GOVERNANCE POLICIES

We strive to conduct our business and strengthen our relationships in a manner that is dignified, distinctive and responsible. We adhere to ethical standards to ensure integrity, transparency, independence and accountability in dealing with all stakeholders. Therefore, we have adopted various codes and policies to carry out our duties in an ethical manner. It is also disclosed on the website of the Company i.e. [www.bflfin.com](http://www.bflfin.com).

**2. BOARD COMPOSITON AND CATEGORY OF DIRECTORS**

The Board is entrusted with the ultimate responsibility of the management, directions and performance of the Company. As its primary role is fiduciary in nature, the Board provides leadership, strategic guidance, objective and independent view to the Company’s management while discharging its responsibilities, thus ensuring that the management adheres to ethics, transparency and disclosures.

The Company’s Board is a balanced Board, having optimum combination of Executive and Non-Executive Directors including Woman Director. in compliance with the requirements of Listing Regulations, and the Companies Act, 2013 (“Act”) as amended from time to time. The present strength of the Board is **Six** Directors. Board of Directors of your Company plays the primary role as the trustees to safeguard and enhance stakeholders' value through their effective decisions and supervision.

**Composition of the Board**

<b><u>Sr. No.</u></b>	<b><u>NAME OF DIRECTOR</u></b>	<b><u>CATEGORY</u></b>
1	Mr. Mahendra Kumar Baid (DIN: 00009828)	Managing Director (Promoter)
2	Mrs. Sobhag Devi Baid (DIN: 00019831)	Non- Executive Director (Promoter)
3	Mr. Aditya Baid (DIN: 03100584)	Non- Executive Director
4	Mr. Amit Kumar Parashar (DIN: 07891761)	Independent Non- Executive Director
5	Mr. Puneet Kumar Gupta (DIN: 00019971)	Independent Non- Executive Director
6	Mr. Kuldeep Jain (DIN:08189540)	Independent Non- Executive Director

## BFL ASSET FINVEST LIMITED

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None of the Directors on the Board acts as a Chairperson in more than five Committees and holds membership in more than ten Committees in Companies in which he/she was a director.

None of the Directors on the Board serves as a Director in more than seven listed entities, Managing Director have not served as an independent director in more than three listed entities.

None of the Directors on the Board including any alternate Directorship holds Directorship in more than twenty Companies and ten public companies at the same time as stipulated in Section 165 of the Act.

### **BOARD MEETINGS**

The Board meets atleast once in every quarter to review the quarterly financial results and other items of the agenda and if necessary, additional meetings are held as and when required. The intervening gap between the meetings was within the period prescribed under regulation 17(2) of the Listing Regulations and the Act and Secretarial Standards -1on Meetings of Board of Directors issued by the Institute of Company Secretaries of India(“SS-1”). During the year under review, 4 (Four) Board Meetings were held .Further MCA vide its General Circular no. 08/2021 dated May 03, 2021, granted the relaxation in the gap of two Board Meetings from 120 days to 180 days.

Number of Board meetings the Directors were entitled to attend, attendance of each Director at the Board meetings and at the last Annual General Meeting (AGM), and number of other Directorships and Chairmanships/Memberships of Committee of each Director for the year under review is given below:

Name Of Directors	Board Meeting		Whether attended last AGM held on September 28, 2020	Directorship in other companies as on March 31, 2021*	Committee position in other Public companies as on March 31, 2021*		Directorship in other listed entities as on March 31, 2021* (Category of Directorship)	No. of Equity shares held in the Company as on March 31, 2021
	Entitled to attend	Attended			Chairman	Member		
Mr. Mahendra Kumar Baid (DIN: 00009828)	4	4	Yes	12	-	-	-	7,37,100

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Mrs. Sobhag Devi Baid (DIN: 00019831)	4	4	Yes	3	-	-	-	3,55,900
Mr. Aditya Baid (DIN: 03100584)	4	4	Yes	11	-	-	-	1,19,200
Mr. Amit Kumar Parashar(DIN: 07891761)	4	4	Yes	-	-	-	-	-
Mr. Puneet Kumar Gupta(DIN: 00019971)	4	3	Yes	1	-	-	-	-
Mr. Kuldeep Jain(DIN:08189540)	4	2	Yes	-	-	-	-	-

\* excluding Directorship in BFL Asset Finvest Limited.

a) Dates of the Board meetings held during the year under review are as follows:

Sr. No.	Date	Quorum
1	June 29, 2020	The necessary quorum was present at all the meetings.
2	August 27, 2020	
3	November 06, 2020	
4	February 04, 2021	



b) Inter-se relation among Directors:

- Mr. Mahendra Kumar Baid, Managing Director is son of Mrs. Sobhag Devi Baid, Non-Executive Director and father of Mr. Aditya Baid, Non-Executive Director.
- Mrs. Sobhag Devi Baid, Non-Executive Director is mother of Mr. Mahendra Kumar Baid, Managing Director and grandmother of Mr. Aditya Baid, Non-Executive Director.

Except these, none of other Directors are related to each other.

c) The Company has not issued any convertible instruments.

d) The Independent Directors, are from diverse fields of expertise and have long standing experience and expert knowledge in their respective fields as well as of considerable value for the Company’s business. As a part of familiarization programme as required under Listing Regulations, the Independent Directors have been appraised about the Company, NBFC industry, business model of the Company, their roles, rights and responsibilities, major developments and updates on the Company and group, amendments to the various enactments viz., Act and Listing Regulations etc., throughout the year on an ongoing and continuous basis.

e) The details of the familiarization programme of the Independent Directors are available on the website of the Company and can be access through Weblink: <http://www.bflfin.com/wp-content/uploads/2014/11/DETAILS-OF-FAMILIARISATION-PROGRAMME-IMPARTED-TO-INDEPENDENT-DIRECTORS-DURING-THE-YEAR-2020-21.pdf>

f) Pursuant to Regulation 34(3) read with Schedule V Part (C) (2)(h) of Listing Regulations, the Board of Directors has identified the following requisite skills/expertise and competencies of the Directors for the effective functioning of the Company:

**PART A – GOVERNANCE SKILLS**

<b>Strategy</b>	Strategy and Strategic Planning	Ability to think strategically and identify and critically assess strategic opportunities and threats and develop effective strategies in the context of the strategic objectives of the Company’s relevant policies and priorities.
<b>Policy</b>	Policy Development	Ability to identify key issues and opportunities for the Company, and develop appropriate policies to define the parameters within which the Company should operate.

**BFL ASSET FINVEST LIMITED**

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<b>Finance</b>	Financial Performance	Qualifications and experience in accounting and/or finance and the ability to: <ul style="list-style-type: none"> <li>• analyse key financial statements;</li> <li>• critically assess financial viability and performance;</li> <li>• contribute to strategic financial planning;</li> <li>• oversee budgets and the efficient use of resources;</li> <li>• and oversee funding arrangements and accountability.</li> </ul>
<b>Risk</b>	Risk and Compliance Oversight	Ability to identify key risks to the Company in a wide range of areas including legal and regulatory compliance, and monitor risk and compliance management frameworks and systems
<b>IT</b>	Information Technology Strategy	Knowledge and experience in the strategic use and governance of information management and information technology within the Company.
<b>Executive Management</b>	Executive Management	Experience at an executive level including the ability to: <ul style="list-style-type: none"> <li>• appoint and evaluate the performance of the CFO and senior executive managers;</li> <li>• oversee strategic human resource management including workforce planning, and employee and industrial relations; and oversee large scale organisational change.</li> </ul>

**PART B: PERSONAL ATTRIBUTES**

Attributes	Description
<b>Integrity (ethics)</b>	A commitment to: <ul style="list-style-type: none"> <li>• understanding and fulfilling the duties and responsibilities of a Director, and maintain knowledge in this regard through professional development;</li> <li>• putting the Company’s interests before any personal interests;</li> <li>• acting in a transparent manner and declaring any activities or conduct that might be a potential conflict; and</li> <li>• maintaining Board confidentiality at all times.</li> </ul>

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<b>Effective listener and communicator</b>	The ability to: <ul style="list-style-type: none"> <li>• listen to, and constructively and appropriately debate, other people's view points;</li> <li>• develop and deliver cogent arguments; and</li> <li>• communicate effectively with a broad range of stakeholders.</li> </ul>
<b>Constructive questioner</b>	The preparedness to ask questions and challenge management and peer Directors in a constructive and appropriate way about key issues.
<b>Contributor and team player</b>	The ability to work as part of a team, and demonstrate the passion and time to make a genuine and active contribution to the Board.
<b>Commitment</b>	A visible commitment to the purpose for which the Company has been established and operates, and its on-going success.
<b>Influencer and negotiator</b>	The ability to negotiate outcomes and influence others to agree with those outcomes, including an ability to gain stakeholder support for the Board's decisions.
<b>Critical and innovative thinker</b>	The ability to critically analyse complex and detailed information, readily distil key issues, and develop innovative approaches and solutions to problems.
<b>Leader</b>	Innate leadership skills including the ability to: <ul style="list-style-type: none"> <li>• appropriately represent the Company;</li> <li>• set appropriate Board and Company culture; and</li> <li>• make and take responsibility for decisions and actions.</li> </ul>

In the table below, the specific areas of focus or expertise of individual Board members have been provided:-

Area of Expertise	Name of the Director & Designation					
	Mr. Mahendra Kumar Baid	Mrs. Sobhag Devi Baid	Mr. Aditya Baid	Mr. Amit Kumar Parashar	Mr. Puneet Kumar Gupta	Mr. Kuldeep Jain
	Managing Director	Non- Executive Director	Non- Executive Director	Independent Director	Independent Director	Independent Director

<b>PART A: GOVERNANCE SKILLS</b>						
<b>1. Strategy</b>	✓	✓	✓	✓	✓	✓
<b>2. Policy</b>	✓	✓	✓	✓	✓	✓
<b>3. Finance</b>	✓	✓	✓	✓	✓	✓
<b>4. Risk</b>	✓	✓	✓	✓	✓	✓
<b>5. IT</b>	✓	✓	✓	✓	✓	✓
<b>6.Executive Management</b>	✓	✓	✓	✓	✓	✓
<b>PART B: PERSONAL SKILLS</b>						
<b>1. Integrity</b>	✓	✓	✓	✓	✓	✓
<b>2.Effective listener and communicator</b>	✓	✓	✓	✓	✓	✓
<b>3.Constructive questioner</b>	✓	✓	✓	✓	✓	✓
<b>4. Contributor and team player</b>	✓	✓	✓	✓	✓	✓
<b>5.Commitment</b>	✓	✓	✓	✓	✓	✓

**BFL ASSET FINVEST LIMITED****ANNUAL REPORT 2020-21**

6. Influencer and negotiator	✓	✓	✓	✓	✓	✓
7. Critical and innovative thinker	✓	✓	✓	✓	✓	✓
8. Leader	✓	✓	✓	✓	✓	✓

**g) BOARD CONFIRMATION REGARDING INDEPENDENCE OF THE INDEPENDENT DIRECTORS**

The Company has received declarations from all the Independent Directors confirming that they meet the criteria of independence as prescribed under Section 149(6) of the Act read with Rules framed thereunder, and Regulation 16(1)(b) of the Listing Regulations. In terms of Regulation 25(8) of the Listing Regulations, the Independent Directors have confirmed that they are not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact their ability to discharge their duties with an objective independent judgment and without any external influence.

Based on the disclosures received from all the Independent Directors, the Board after taking these declarations/disclosures on record and acknowledging the veracity of the same, concluded that the Independent Directors are persons of integrity and possess the relevant expertise and experience to qualify as Independent Directors of the Company fulfilling the conditions as specified in the Listing Regulations and are Independent of the Management.

**h) COMPLIANCE WITH THE CODE OF CONDUCT**

The SEBI Listing Regulations requires listed companies to lay down a code of conduct for its directors and Senior Management Personnel, incorporating duties of directors including Independent Directors as laid down in the Act. Accordingly, the Company has a Board approved code of conduct for Board members and Senior Management of the Company. The said code has been placed on the Company's website and can be accessed at <http://www.bflfin.com/corporate-governance/#tab-id-6> . All the members of the Board and Senior Management Personnel have affirmed compliance to the code for the financial year ended on March 31, 2021 and a declaration to this effect signed by the Managing Director forms part of this Report.

**3. BOARD COMMITTEES**

The Board has constituted various committees with specific terms of reference to focus effectively on specific issues and ensure expedient resolution of diverse matters in compliance with the provisions of the Act, Listing Regulations and RBI Directions. These include the following Committees:-

**a) AUDIT COMMITTEE**

The Committee composition, powers, role and term of reference of the Committee are in accordance with the requirement mandated under Section 177 of the Act read with rules made thereunder and Regulation 18 read with Schedule II of Listing Regulations. Members of the committee possess requisite qualifications.

**TERMS OF REFERENCE OF AUDIT COMMITTEE:**

The terms of reference of the Audit Committee inter alia include the following:

1. Oversight of the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
2. Recommendation for appointment, remuneration and terms of appointment of auditors of the company;
3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
4. Reviewing with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
  - a. Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of section 134 of the Act.
  - b. Changes, if any, in accounting policies and practices and reasons for the same.

- c. Major accounting entries involving estimates based on the exercise of judgment by management.
  - d. Significant adjustments made in the financial statements arising out of audit findings.
  - e. Compliance with listing and other legal requirements relating to financial statements.
  - f. Disclosure of any related party transactions.
  - g. Qualifications in the draft audit report.
5. Reviewing, with the management, the quarterly financial statements before submission to the board for approval;
  6. Reviewing and monitoring the auditor's independence and performance and effectiveness of audit process.
  7. Approval or any subsequent modification of transactions with related parties of the Company.
  8. Scrutiny of inter-corporate loans and investments.
  9. Valuation of undertakings or assets of the Company, wherever it is necessary.
  10. Evaluation of internal financial controls and risk management systems.
  11. Reviewing, with the management, performance of statutory and internal auditors; adequacy of the internal control systems.
  12. Discussion with internal auditors of any significant findings and follow up there on.
  13. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
  14. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
  15. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;

16. To review the functioning of the whistle blower mechanism;
17. Approval of appointment of chief financial officer after assessing the qualifications, experience and background, etc. of the candidate;
18. Carrying out any other function as is mentioned in the terms of reference of the audit committee.
19. Mandatorily review the following information:
  - (a) Management Discussion and Analysis of financial condition and results of operations;
  - (b) Statement of significant related party transactions (as defined by the audit committee), submitted by management;
  - (c) Management letters / letters of internal control weaknesses issued by the statutory auditors;
  - (d) Internal audit reports relating to internal control weaknesses; and
  - (e) The appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the audit committee.
  - (f) Statement of deviations:
    - Quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1) of the Listing Regulations.
    - Annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7) of the Listing Regulations.

The Audit Committee comprises 3 (three) Independent Directors as members as on March 31, 2021. The Committee is chaired by Mr. Amit Kumar Parashar. All the members of the Committee are financially literate.

Four (4) Audit Committee meeting were held during the financial year. The dates on which the said meetings were held are as follows:



**BFL ASSET FINVEST LIMITED****ANNUAL REPORT 2020-21**

Sr. No.	Date of Meeting	Quorum
1.	June 29, 2020	The necessary quorum was present at all the meetings.
2.	August 27, 2020	
3.	November 06, 2020	
4.	February 04, 2021	

**The details of the composition of the Committee and attendance of the members at the meetings of the Committee are set out in the following table:**

Name Of Member	Category	Capacity	Audit Committee Meeting	
			Entitled to attend	Attended
Mr. Amit Kumar Parashar	Independent Director	Chairman	4	4
Mr. Puneet Kumar Gupta	Independent Director	Member	4	3
Mr. Kuldeep Jain	Independent Director	Member	4	2

**b) NOMINATION AND REMUNERATION COMMITTEE**

The Committee composition, powers, role and term of reference of the committee are in compliance with the requirements as mandate under section 178 of the Act read with rules made thereunder and Regulation 19 read with Schedule II of the Listing Regulations.

**TERMS OF REFERENCE OF NOMINATION & REMUNERATION COMMITTEE:**

The terms of reference of the Nomination & Remuneration Committee inter alia include the following:

- Recommendation of Nomination for membership of the Board, its committees and the leadership team of the Company including Key Managerial personnel (“KMP”) as defined by the Act.
- Formulation of criteria for determining qualifications, positive attributes and independence of a Director and recommend to the Board of Directors a policy relating to remuneration of the Directors, Key Managerial Personnel and other Employees.
- Formulation of Criteria for evaluation of performance of Independent Directors and the Board of Directors.
- Devising a policy on diversity of Board of Directors.
- Whether to extend or continue the term of appointment of the Independent Director, on the basis of the report of performance evaluation of Independent Director.
- Identifying persons who are qualified to become Directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board of Directors their appointment and removal.
- Recommend to the Board, all remuneration, in whatever form, payable to senior management.
- Any other work and policy, related and incidental to the objectives of the committee as per provisions of the Act and rules made there under & the Listing Regulations.

The Nomination and Remuneration Committee comprises 3 (three) Independent Directors as members as on March 31, 2021. The committee is chaired by Mr. Amit Kumar Parashar.

During the year under review, the Committee met 2 (Two) times. The dates on which the said meeting were held are as follows:

Sr. No.	Date of Meeting	Quorum
1.	June 29, 2020	The necessary quorum was present at all the meetings.
2.	February 04, 2021.	

**The details of the composition of the Committee and attendance of the members at the meetings of the Committee are set out in the following table:**

Name of Member	Category	Capacity	Nomination and Remuneration Committee Meeting	
			Entitled to attend	Attended

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Mr. Amit Kumar Parashar	Independent Director	Chairman	2	2
Mr. Puneet Kumar Gupta	Independent Director	Member	2	2
Mr. Kuldeep Jain	Independent Director	Member	2	1

**c) STAKEHOLDERS' RELATIONSHIP COMMITTEE**

The Composition, powers, role and term of reference of the Committee are in compliance with the requirements as mandated under section 178(5) of the Act, read with rules made thereunder and Regulation 20 read with Schedule II of Listing Regulations.

**TERMS OF REFERENCE OF STAKEHOLDERS' RELATIONSHIP COMMITTEE:**

The terms of reference of the Stakeholders' Relationship Committee inter alia include the following:

- Resolving the grievances of the security holders of the listed entity including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.
- Review of measures taken for effective exercise of voting rights by shareholders
- Review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the Registrar & Share Transfer Agent.
- Review of the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the Company.

The Stakeholders Relationship Committee comprises 3 (three) Independent Directors as members as on March 31, 2021. The committee is chaired by Mr. Amit Kumar Parashar.

Name and Designation of Compliance officer: Ms. Surbhi Rawat, Company Secretary of the Company is the Compliance Officer for ensuring compliance with the requirements of Listing Regulations.

During the year under review, the Committee met 1 (one) time i.e. February 04, 2021.

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The details of the composition of the Committee and attendance of the members at the meetings of the Committee are set out in the following table:

Name Of Member	Category	Capacity	Stakeholders' Relationship Committee Meeting	
			Entitled to attend	Attended
Mr. Amit Kumar Parashar	Independent Director	Chairman	1	1
Mr. Puneet Kumar Gupta	Independent Director	Member	1	1
Mr. Kuldeep Jain	Independent Director	Member	1	0

The status and details of the Shareholder's complaint received during the Financial Year 2020-21 are as follows:

No. of Complaints received during the year	0
No. of Complaints disposed off during the year	0
No. of Complaints not resolved to the satisfaction of shareholders	0
No. of Pending Complaints	0

**CRITERIA FOR PERFORMANCE EVALUATION OF INDEPENDENT DIRECTORS AND THE BOARD**

As per the provisions of the Listing Regulation, the Nomination and Remuneration Committee has laid down the evaluation criteria for performance evaluation of Independent Directors and the Board. The manner for performance evaluation of Directors (including Independent Directors) and Board as whole has been covered in the Board's Report.

**REMUNERATION TO DIRECTORS DURING THE YEAR 2020-21**

1. There is no pecuniary relationship or transactions of the non-executive Directors vis-a-vis the Company.
2. Following is the snap shot of remuneration paid to the Directors during the year under review:

(Amount in Rs.)

Name and Designation of the Director	Fixed Salary		Bonus	Stock Option	Pension	Total
	Base Salary	Perquisites/Benefits				
Mr. Mahendra Kumar Baid (Managing Director)	2,40,000/-	-	-	-	-	2,40,000/-
Mrs. Sobhag Devi Baid (Non – Executive Director)	-	-	-	-	-	-
Mr. Aditya Baid (Non – Executive Director)	-	-	-	-	-	-
Mr. Amit Kumar Parashar (Independent Director)	-	-	-	-	-	-
Mr. Puneet Kumar Gupta (Independent Director)	-	-	-	-	-	-
Mr. Kuldeep Jain (Independent Director)	-	-	-	-	-	-

The tenure of office of the Managing Director is for 3 (Three) years from their date of appointment, and can be terminated by either party by giving three months’ notice in writing. There is no separate provision for payment of severance fees, sitting fees and performance linked incentives. The remuneration as mentioned above comprises only of fixed components. Further complete details of remuneration, of Directors and Key Managerial Personnel have been provided in Annual Return for FY 2020-21 hosted on the website of the company which can be accessed through <http://www.bflfin.com/wp-content/uploads/2021/08/Annual-Return-2020-21-1.pdf>.

**4. GENERAL BODY MEETINGS****ANNUAL GENERAL MEETINGS**

Details of special resolution passed in the previous three Annual General Meetings:

YEAR	DATE	TIME	VENUE	SPECIAL RESOLUTION (s) PASSED
2019-20	September 28, 2020	03.00 P.M.	Registered Office	Re-Appointment of Managing Director of the Company.
2018-19	July 31, 2019	03.00 P.M.	Registered Office	Re-appointment of Mr. Puneet Kumar Gupta as an Independent Director.
2017-18	July 31, 2018	03.00 P.M.	Registered Office through Video Conferencing and Other Audio-Visuals Means (OAVM)	No Special Resolution passed

- **Postal Ballot**

During the period under review, no matters were transacted through Postal Ballot. None of the resolution to be passed in the AGM notice required to be conducted through postal ballot.

**5. MEANS OF COMMUNICATIONS****a) Quarterly/Half Yearly and Annual Results and Newspapers wherein results normally published**

The quarterly/half-yearly and annual results were published in 'Nafa Nuksaan' and 'Financial Express'.

Simultaneously they are also posted on the website of the Company ([www.bflfin.com](http://www.bflfin.com)) and disclosed to the stock exchange ([www.bseindia.com](http://www.bseindia.com)).

**b) News Releases , presentations**

Official news releases and media releases are sent to the stock exchange and are hosted on the website of the Company ([www.bflfin.com](http://www.bflfin.com)).

During the year Company has not released any official press release.

The disclosure and announcements filed by the Company from time to time to Stock Exchange ([www.bseindia.com](http://www.bseindia.com)) are also uploaded on the website of the Company i.e. [www.bflfin.com](http://www.bflfin.com).

**c) Annual Report:**

The Annual Report containing, inter alia, Audited Financial Statement, Board's Report, Auditors' Report and other important information is circulated to the members and others entitled thereto. The Management Discussion and Analysis Report forms part of the Annual Report. The Annual Report is also available in downloadable form on the website of the company and can be accessed through weblink: <https://www.bflfin.com/corporate-governance/#tab-id-7>.

**6. GENERAL SHAREHOLDER INFORMATION****I. ANNUAL GENERAL MEETING (Date, Time and Venue)**

**Date:** September 20, 2021

**Time:** 03:00 P.M.

**Venue:** The Company is conducting meeting through VC / OAVM pursuant to the Ministry of Corporate Affairs ("MCA") Circular dated January 13, 2021 read together with circulars dated May 5, 2020 read with circulars dated April 8, 2020 and April 13, 2020 and Securities and Exchange Board of India (SEBI) Circular no. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated May 12, 2020 and Circular dated January 15, 2021 as such there is no requirement to have a venue for the AGM. For details please refer to the Notice of this AGM.

Ministry of Corporate Affairs vide its circulars dated January 13, 2021 read together with circulars 8 April 2020, 13 April 2020 and 5 May 2020 have provided option to companies to conduct Annual General Meeting (AGM) during calendar year 2020 & 2021 through "VC or

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OAVM” and send financial statements (including boards’ report, auditors’ report and other documents to be attached therewith) through email only.

Accordingly, the Annual report of the Company for FY 2020-21 along with the Notice convening the 26<sup>th</sup> AGM is being sent only by email to the members, and all other persons/entities entitled to receive the same. The instructions for participating in the 26<sup>th</sup> AGM through VC or OAVM have been provided in the Notice. The Notice can be accessed on the Company’s website at [www.bflfin.com](http://www.bflfin.com) and on website of the stock exchange [www.bseindia.com](http://www.bseindia.com).

### II. FINANCIAL YEAR

April 1 to March 31

### III. DIVIDEND PAYMENT DATE

N.A.

### IV. FINANCIAL CALENDER

TENTATIVE RESULTS FOR THE QUARTER ENDING:-

- (a) June 30, 2021:- Second week of August, 2021.
- (b) September 30, 2021:- Second week of November, 2021.
- (c) December 31, 2021:- Second week of February, 2022
- (d) March 31, 2022:- Fourth week of May, 2022

### V. LISTING ON STOCK EXCHANGES AND PAYMENT OF LISTING FEES

Name of Stock Exchange	Address	Stock Code	ISIN
BSE LIMITED	PhirozeJeejeebhoy Towers, Dalal Street, Mumbai 400 001-	539662	INE948Q01018



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	(Maharashtra)		
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The annual listing fees for equity shares have been paid to the aforesaid stock exchange for F.Y. 2020-21 and 2021-22.

**VI. MARKET PRICE DATA HIGH LOW DURING EACH MONTH IN THE FINANCIAL YEAR 2020-21.**

The monthly high and low quotations, as well volume of shares traded at the BSE for the year under review are provided as follows:-

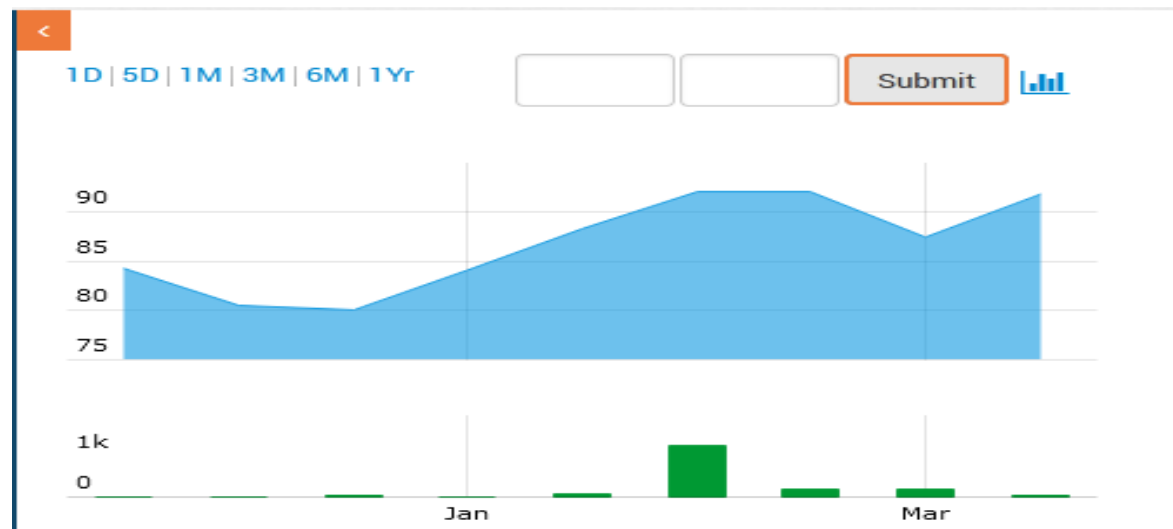
2020-2021	BSE		
	High (Rs.)	Low (Rs.)	Volume of Shares Traded
April, 2020	84.25	84.25	0
May, 2020	84.25	84.25	0
June, 2020	84.25	84.25	0
July, 2020	84.25	80.50	2
August, 2020	80.05	80.05	12
September, 2020	80.05	80.05	0
October, 2020	80.05	80.05	0
November, 2020	80.05	80.05	0
December, 2020	80.05	80.05	0
January, 2021	84.05	84.05	1

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February, 2021	92.00	88.20	759
March, 2021	91.75	87.40	121

## VII. Stock Performance



VIII. Equity Shares of the Company are not suspended from trading.

## IX. REGISTRAR TO ISSUE AND SHARE TRANSFER AGENTS

MCS Share Transfer Agent Ltd.  
F-65, 1<sup>ST</sup> Floor Okhala Industrial Area, Phase-I, New Delhi - 110020  
E-Mail Id: - admin@mcsregistrars.com  
Contact No.:- 011-41406149

**X. SHARE TRANSFER SYSTEM**

In terms of Regulation 40(1) of Listing Regulations, as amended from time to time, securities can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. Further, SEBI has fixed March 31, 2021 as the cut-off date for re-lodgment of transfer deeds and the shares that are re-lodged for transfer shall be issued only in demat mode. Members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company’s Registrars and Transfer Agents, M/s MCS Share Transfer Agents Limited (“MCS”) for assistance in this regard.

The Company obtains half-yearly certificate from a Company Secretary in Practice confirming the issue of Certificate for transfer, sub division, consolidation, renewal, exchange or endorsement of calls/ allotment monies and submits a copy thereof to the Stock exchanges in term of Regulation 40(9) of Listing Regulations. Further the Compliance Certificate under Regulation 7 (3) of Listing Regulations confirming that all the activities in relation to both physical and electronic share transfer facility are maintained by Register and Share Transfer Agent registered with the Board is also submitted to Stock Exchange on a half yearly basis.

**XI. DISTRIBUTION OF SHAREHOLDING AS ON MARCH 31, 2021**

<b>Group Of Shares</b>	<b>Number Of Shareholders</b>	<b>% to total no. of shareholders</b>	<b>No. Of Share Held</b>	<b>% to total shares.</b>
1-500	357	61.1301	165454	1.6215
501-1000	122	20.8904	116800	1.1447
1001-2000	24	4.1096	39100	0.3832
2001-3000	18	3.0822	43500	0.4263
3001-4000	39	6.6781	132500	1.2986
4001-5000	1	0.1712	40200	0.3940

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5001-10000	1	0.1712	47500	0.4655
10001-50000	1	0.1712	71100	0.6968
50001-100000	3	0.5137	260600	2.5540
And Above	18	3.0822	9286746	91.0153

**XII. DEMATERIALISATION OF SHARES**

The Company's shares are available for dematerialisation /rematerialisation with Central Depository Services Limited (CDSL) and National Securities Depository Limited (NSDL). Request for the same are processed within Twenty one days. As on March 31, 2021 79,99,005 and 17,09,595 Equity Shares representing 78.39% and 16.76% of the total paid up share capital were held on dematerialized form with CDSL and NSDL respectively constituting 95.15% of the total capital of the Company.

**XIII. OUTSTANDING GDR/ADR/WARRANTS OR ANY OTHER CONVERTIBLE INSTRUMENTS, CONVERSION DATES AND LIKELY IMPACT ON EQUITY**

The Company does not have any outstanding GDR/ADR/Warrants or any other convertible instruments.

**XIV. COMMODITY PRICE RISK OR FOREIGN EXCHANGE RISK**

Considering the Business of the Company, no such risks are associated with the Company.

**XV. ADDRESS FOR CORRESPONDENCE**

**Registered Office:** - 1, Tara Nagar, Ajmer Road, Jaipur-302006 (Rajasthan)

**Phone No.** – 9214018877

**E-mail id** – [bfldevelopers@gmail.com](mailto:bfldevelopers@gmail.com)

**XVI. As the Company being NBFC is engaged in the business of dealing in shares and securities hence, there is no plant location.**

**XVII. COMPANY REGISTRATION DETAILS**

The Company is registered in the State of Rajasthan, India.

The Corporate Identity Number (CIN) allotted to the Company by the Ministry of Corporate Affairs is L45201RJ1995PLC010646. The Company is a Non-Systemically Important Non-Deposit Taking NBFC registered with Reserve Bank of India.

**7. OTHER DISCLOSURES****I. RELATED PARTY TRANSACTION**

There are no materially significant transaction entered into by the Company which may have potential conflict with the interests of the Company, further the Company has a policy on dealing with Related Party Transaction and the same is disclosed on the website of the Company.

Weblink: <http://www.bflfin.com/wp-content/uploads/2020/12/POLICY-ON-MATERIALITY-OF-RELATED-PARTY-TRANSACTION.pdf>

**II. DETAILS OF NON-COMPLIANCE BY THE COMPANY, PENALTIES AND STRICUTURES IMPOSED ON THE COMPANY BY STOCK EXCHANGE OR SEBI OR ANY OTHER STATUTORY AUTHORITY, ON ANY MATTER RELATED TO CAPITAL MARKET, DURING THE LAST THREE YEARS**

No Penalties and stricutures has been imposed on the Company by stock exchange, SEBI or any other statutory authority, nor any instance of non-compliance with any legal requirements, or any matter related to capital market, during the last three years. The Company has been regular in filing necessary returns with regulators and all necessary information with the Stock Exchange where the shares are listed

**III. WHISTLE BLOWER POLICY/VIGIL MECHANISM**

Pursuant to the requirements of the section 177(9) of the Act and regulation 22 and Regulation 18 (3) read with Part C of Schedule II of Securities and Exchange Board of India(Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has a Whistle Blower Policy to provide vigil mechanism for Directors/ Employees to voice their concerns in a reasonable and effective manner regarding unethical behavior, actual or suspected fraud or violation of the Company's code of conduct. It also provides adequate safeguards against

victimization of Directors/ Employees who avail the mechanism and are free to report violations of applicable laws and regulations and the code of conduct.

The Company affirms that during FY 2020-21, no personnel have been denied access to the chairman of the Audit Committee and no whistle blower event was reported.

The Whistle Blower Policy is available on the website of the Company.

Weblink:<http://www.bflfin.com/wp-content/uploads/2014/11/Whistle-Blower-policy.pdf>

**IV. WEBLINK WHERE POLICY FOR DETERMINING 'MATERIAL' SUBSIDIARIES: NA****V. DETAILS OF COMPLIANCE WITH ADOPTION OF MANDATORY REQUIREMENTS AND DISCRETIONARY REQUIREMENTS**

The Company has complied with all mandatory requirements of Regulation 34 of the Listing Regulations. The Company has adopted the following discretionary requirements of the Listing Regulations

**1. EXTERNAL RATING**

The Company does not have any secured external borrowings as such it is not rated.

**2. AUDIT QUALIFICATION**

The Company is in the regime of unqualified Financial Statements.

**3. REPORTING OF INTERNAL AUDITOR**

The Internal Auditor directly reports to the Audit Committee.

**VI. DISCLOSURE OF COMMODITY PRICE RISK AND COMMODITY HEDGING ACTIVITIES**

Considering the Business of the Company, no such risks are associated with the Company.

**VII.** The Company did not raise any funds through preferential allotment or qualified institutions placement during the year under review.

**VIII. CERTIFICATE FROM COMPANY SECRETARY IN PRACTICE**

M/s V. M. & Associates, Company Secretaries, has issued a certificate pursuant to Regulation 34(3) read with Clause 10 (i) of Paragraph C of Schedule V of the Listing Regulations confirming that none of the Directors on the Board of the Company has been debarred or disqualified from being appointed or continuing as Directors of companies by the Board/Ministry of Corporate Affairs, Reserve Bank of India or any such statutory authority is given in **Annexure VII** to this Report.

**IX. CEO/CFO CERTIFICATION**

As required under Regulation 17(8) read with Part B of Schedule II of the Listing Regulations, the Managing Director and the Chief Financial Officer of the Company have jointly certified to the Board regarding the Financial Statements and internal controls relating to financial reporting for the year ended 31st March, 2021. The said Certificate is attached as “**Annexure VIII**” and forms part of this Report.

**X. DETAILS OF TOTAL FEES PAID TO STATUTORY AUDITOR**

M/s. Khilnani& Associates, Chartered Accountants, are the Statutory Auditors of the Company. During the year, details of total fees for all services paid, to the statutory auditor by the company are given below:-

S. No.	Type of Service	F.Y 2020-2021	F.Y 2019-2020
1	Statutory Audit Fees	10,000/-	10,000/-
2	Tax Audit Fees	15,000/-	15,000/-
3	Out-of-pocket Expenses	Nil	Nil
	<b>Total</b>	<b>25,000/-</b>	<b>25,000/-</b>

- XI.** All the recommendations of the various Committees were accepted by the Board.
- XII.** Disclosure under The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 forms part of the Board's Report.
- XIII.** It is confirmed that the Company has complied with the requirements prescribed under Regulation 17 to 27 and clauses (b) to (i) of sub-regulation (2) of Regulation 46 of Listing Regulations.

**Compliance of Corporate Governance requirements specified in Regulation 17 to 27 and Regulation 46(2)(b) to (i) of the Listing Regulations**

<b>Sr. No.</b>	<b>Particulars</b>	<b>Regulation</b>	<b>Compliance Status</b>
1.	Board of Directors	17	Yes
2.	Maximum no. of Directorship	17A	Yes
3.	Audit Committee	18	Yes
4.	Nomination and Remuneration Committee	19	Yes
5.	Stakeholders Relationship Committee	20	Yes
6.	Risk Management Committee	21	NA
7.	Vigil Mechanism	22	Yes
8.	Related party transactions	23	Yes
9.	Corporate Governance Requirement with respect to subsidiary of listed entity	24	NA
10.	Secretarial Audit	24A	Yes
11.	Obligations with respect to Independent	25	Yes



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	Directors		
12.	Obligations with respect to employees including senior management, key managerial persons, directors and promoters	26	Yes
13.	Other Corporate Governance requirements	27	Yes
14.	Website	46	Yes

**XIV.** M/s V. M. & Associates, Company Secretaries, has issued a compliance certificate as required under the Listing regulations confirming compliances of conditions of corporate governance is given in **Annexure IX** to this Report.

**DECLARATION ON COMPLIANCE WITH CODE OF CONDUCT**

In Compliance with the Requirements of Regulations 26(3) of Listing Regulations this is to confirm that all Board Members and the Senior Management Personnel have affirmed compliance with the Code of Conduct for the Year ended on March 31, 2021.

**Date: June 14, 2021**

**Place: Jaipur**

**Registered Office: 1 Tara Nagar,  
Ajmer Road, Jaipur – 302006  
(Rajasthan)**

**For and on behalf of the Board  
For BFL Asset Fivest Limited**

<b>Sd/-</b>	<b>Sd/-</b>
<b>Mahendra Kumar Baid</b>	<b>Aditya Baid</b>
<b>(Managing Director)</b>	<b>(Director)</b>
<b>DIN: 00009828</b>	<b>DIN: 03100584</b>

**ANNEXURE- VII****CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS  
(Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the  
SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)**

To,  
The Members,  
BFL Asset Finvest Limited  
1, Tara Nagar, Ajmer Road  
Jaipur– 302 006 (Rajasthan)

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **BFL Asset Finvest Limited** having **CIN: L45201RJ1995PLC010646** and having registered office at **1, Tara Nagar, Ajmer Road, Jaipur– 302 006 (Rajasthan)** (hereinafter referred to as '**the Company**'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal [www.mca.gov.in](http://www.mca.gov.in)) as considered necessary and explanations furnished to us by the Company & its officers, we hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ended on March 31, 2021 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, Reserve Bank of India or any such other Statutory Authority.

<b>Sr. No.</b>	<b>Name of Director</b>	<b>DIN</b>
1.	MAHENDRA KUMAR BAID	00009828
2.	SOBHAG DEVI BAID	00019831
3.	PUNEET KUMAR GUPTA	00019971
4.	AMIT KUMAR PARASHAR	07891761
5.	KULDEEP JAIN	08189540
6.	ADITYA BAID	03100584

Ensuring the eligibility of, for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**Place: Jaipur**  
**Date: June 14, 2021**  
**UDIN: F009985C000460457**

**For V. M. & Associates**  
**Company Secretaries**  
**(ICSI Unique Code P1984RJ039200)**  
**PR 581 / 2019**  
**Sd/-**  
**CS Vikas Mehta**  
**Partner**  
**Membership No.: FCS 9985**  
**C P No.: 12789**

**ANNEXURE- VIII****MANAGING DIRECTOR AND CHIEF FINANCIAL OFFICER CERTIFICATE**

**Under Regulation 17(8) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015.**

To,  
The Board of Directors,  
BFL Asset Finvest Limited

1. We have reviewed financial statements and the cash flow statement of BFL Asset Finvest Limited for the year ended on March 31, 2021 and to the best of our knowledge and belief:
  - i. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - ii. these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
2. There are to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's Code of Conduct.
3. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting. We have not come across any reportable deficiencies in the design or operation of such internal controls.
4. We have indicated to the Auditors and the Audit Committee:
  - i. there are no significant changes in internal control over financial reporting during the year;
  - ii. there are significant changes in accounting policies during the year; and
  - iii. there are no instances of significant fraud of which we have become aware.

**Sd/-**  
**Mahendra Kumar Baid**  
**Managing Director**

**Sd/-**  
**Ravi Bohra**  
**Chief Financial Officer**

**Date: June 14, 2021**  
**Place: Jaipur**

**ANNEXURE-IX****CERTIFICATE ON CORPORATE GOVERNANCE**

To,  
The Members,  
BFL Asset Finvest Limited  
1, Tara Nagar, Ajmer Road  
Jaipur – 302006 (Rajasthan)

1. We have examined the compliance of conditions of Corporate Governance of **BFL Asset Finvest Limited (“the Company”)** for the year ended on March 31, 2021 as stipulated in Regulations 17 to 27 and clauses (b) to (i) of Regulation 46 (2) and paragraphs C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [collectively referred to as “**SEBI Listing Regulations**”].

**Management’s Responsibility for compliance with the conditions of SEBI Listing Regulations**

2. The compliance with the conditions of Corporate Governance is the responsibility of the management of the Company, including the preparation and maintenance of all relevant supporting records and documents. This responsibility includes the design, implementation and maintenance of internal control and procedures to ensure the compliance with the conditions of the Corporate Governance stipulated in SEBI Listing Regulations.

**Our Responsibility**

3. Our responsibility is limited to examining the procedures and implementation thereof, adopted by the Company for ensuring the compliance with the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.
4. We have examined the relevant records and documents maintained by the Company for the purposes of providing reasonable assurance on the compliance with the Corporate Governance requirements by the Company.
5. We have conducted our examination in accordance with the Guidance Note on Corporate Governance Certificate and the Guidance Manual on Quality of Audit & Attestation Services issued by the Institute of Company Secretaries of India (“ICSI”).

**Opinion**

6. In our opinion and to the best of our information and according to the explanations given to us, and the representation made by the directors and the management and considering the relaxations granted by the Ministry of Corporate Affairs and Securities and Exchange Board of India warranted due to the spread of the COVID-19 pandemic, we hereby certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned SEBI Listing Regulations.

7. We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**Restriction on use**

8. The certificate is addressed and provided to the members of the Company solely for the purpose to enable the Company to comply with the requirement of the SEBI Listing Regulations, and it should not be used by any other person or for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this certificate is shown or into whose hands it may come without our prior consent in writing.

**Place: Jaipur**

**Date: June 14, 2021**

**UDIN: F009985C000460479**

**For V. M. & Associates  
Company Secretaries  
(ICSI Unique Code P1984RJ039200)  
PR 581 / 2019**

**Sd/-  
CS Vikas Mehta  
Partner  
Membership No.: FCS 9985  
C P No.: 12789**

**Independent Auditor's Report**

To the Members of

**BFL Asset Finvest Limited**  
**1, Tara Nagar, Ajmer Road,**  
**Jaipur – 302006**

**Report on the Ind AS financial statements****Opinion**

We have audited the accompanying standalone Ind AS Financial Statements of **BFL Asset Finvest Limited(CIN:L45201RJ1995PLC010646)** which comprise the Balance Sheet as at **31 March 2021**, and the Statement of Profit and Loss (including the Statement of Other Comprehensive Income), Statement of Changes in Equity and Statement of Cash flow for the year then ended, and notes to the Standalone Ind AS Financial Statements, including a summary of the 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 standalone Ind AS financial statements give the information required by the Companies Act, 2013 ('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, ("Ind AS")and other accounting standards generally accepted in India, of the state of affairs of the Company as at March 31, 2021, its profit (or Loss)\* and cash flows for the year ended on that date.

**Basis for opinion**

We conducted our audit of the standalone Ind AS financial statements in accordance with the standards on auditing 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 Ind AS 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 together with the ethical requirements that are relevant to our audit of the Ind AS 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 ICAI's code of ethics.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on standalone Ind AS financial statements.

**Key Audit Matters**

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Ind AS financial statements of the current period. These matters were addressed in the context of our audit of the Ind AS financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

We have determined the matters described below to be the key audit matters to be communicated in our report.

**Description of Key Audit Matters****Key audit matters****How our audit addressed the key audit matter**

---

**(a) Impairment of financial assets (expected credit losses)**

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Ind AS 109 requires the Company to recognize impairment loss allowance towards its financial assets (designated at amortized cost and fair value through other comprehensive income) using the expected credit loss (ECL) approach. Such ECL allowance is required to be measured considering the guiding principles of Ind AS 109.

- We read and assessed the Company's accounting policies for impairment of financial assets and their compliance with Ind AS 109. However there being no loan portfolio so no such allowance is required.

**Other Information**

The Company's board of directors is responsible for the preparation of the other information. The other information comprises the information included in the Board's Report including Annexure to Board's Report, but does not include the Ind AS financial statements and our auditor's report thereon.

Our opinion on the Ind AS 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 Ind AS financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone Ind AS financial statements or our knowledge obtained during the course of our 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.

**Management's Responsibility for the Ind AS financial statements**

The Company's board of directors are responsible for the matters stated in section 134 (5) of the Act with respect to the preparation of these Ind AS financial statements that give a true and fair view of the financial position, financial performance 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 Ind AS financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The board of directors are also responsible for overseeing the Company's financial reporting process.

**Auditor's responsibilities for the audit of the Ind AS financial statements**

Our objectives are to obtain reasonable assurance about whether the Ind AS 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 Standard of Auditing 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 Ind AS financial statements.

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

- Identify and assess the risks of material misstatement of the Ind AS 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 adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by 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 Ind AS 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 Ind AS financial statements, including the disclosures, and whether the Ind AS 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.

Materiality is the magnitude of misstatements in the standalone Ind AS financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the standalone Ind AS financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the standalone Ind AS financial statements.

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

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

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

of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

**Report on Other Legal and Regulatory Requirements**

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-Section (11) of Section 143 of the Act, we give in the '**Annexure A**', a statement on the matters specified in clauses 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 and the Cash Flow Statement and Statement of Changes in equity dealt with by this Report are in agreement with the books of account.
  - d) In our opinion, the aforesaid Ind AS financial statements comply with the Ind AS specified under Section 133 of the Act.
  - e) On the basis of the written representations received from the directors as on 31st March, 2021 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2021 from being appointed as a director in terms of Section 164 (2) of the Act.
  - f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in '**Annexure B**'. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
  - g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended: In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.

- h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:
- i. The Company does not have any pending litigations.
  - 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.

**For Khilnani & Associates  
Chartered Accountants**

**Sd/-**

**Place: Jaipur  
Date: June 14, 2021**

**K. K. Khilnani  
Partner  
M. No. : 072736  
FRN. 005776C  
UDIN: 21072736AAAADA7425**

**Annexure 'A'**

**The Annexure referred to in Clause 1 of Our Report on "Other Legal and Regulatory Requirements".**

1. We report that:
  - a. The company has maintained proper records showing full particulars, including quantitative details and situation of its fixed assets.
  - b. The Company has a program of verification to cover all the items of fixed assets in a phased manner which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the program, certain fixed assets were physically verified by the management during the year. According to the information and explanations given to us, no material discrepancies were noticed on such verification.
  - c. The Company does not hold any immovable property (in the nature of 'property, plant and equipment'). Accordingly, the provisions of clause 3(i)(c) of the Order are not applicable.
2. Company has inventory of shares in demat form. Accordingly, clause 3 (ii) of the order is not applicable.
3. According to information and explanation given to us, the company has not granted any loans secured or unsecured to companies, firms, Limited Liability Partnership or other parties covered in the register maintained under Section 189 of the Companies Act, 2013. Accordingly, clause 3 (iii) of the order is not applicable.
4. In our opinion and according to information and explanation given to us, the company has not granted any loans or provided any guarantees or given any security or made any investments to which the provision of section 185 and 186 of the Act are applicable. Accordingly, clause 3 (iv) of the order is not applicable.
5. In our opinion and according to the information and explanations given to us, the company has not accepted any deposits and accordingly clause 3 (v) of the order is not applicable.
6. The Central Government of India has not prescribed the maintenance of cost records under sub-section (1) of section 148 of the Act for any of the activities of the company and accordingly clause 3 (vi) of the order is not applicable.

7. According to the records of the company, undisputed statutory dues including Provident Fund, Investor Education and Protection Fund, Employees' State Insurance, Sales-tax, Service-Tax, Custom Duty, Excise Duty, value added tax, cess and any other statutory dues to the extent applicable, have generally been regularly deposited with the appropriate authorities. According to the information and explanations given to us there were no outstanding statutory dues as on 31st of March, 2021 for a period of more than six months from the date they became payable.

According to the information and explanations given to us, there is no amount payable in respect of, service tax, sales tax, customs duty, excise duty, value added tax and cess whichever applicable, which have not been deposited on account of any disputes.

8. In our opinion and according to the information and explanations given by the management, we are of the opinion that, the Company has not defaulted in repayment of dues to a financial institution, bank, Government or debenture holders, as applicable to the company.
9. Company has not raised any money by way of initial public offer or further public offer (including debt instruments) during the year. Terms and conditions of term loans raised have been duly complied with.
10. According to the information and explanations given to us, we report that no fraud by the company or any fraud on the Company by its officers or employees has been noticed or reported during the year.
11. According to the information and explanations given to us, we report that managerial remuneration has been paid in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V to the Companies Act.
12. The company is not a Nidhi Company. Therefore, clause (xii) of the order is not applicable to the company.
13. According to the information and explanations given to us, all transactions with the related parties are in compliance with Sections 177 and 188 of Companies Act, 2013 wherever applicable and the details have been disclosed in the Ind AS financial statements as required by the applicable accounting standards.
14. 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 or partly convertible debentures during the year.

15. According to the information and explanations given to us and based on our examination of the records of the company, the company has not entered into non-cash transactions with directors or persons connected with them. Accordingly, clause 3(xv) of the order is not applicable.
16. The company is required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934 and it has obtained the registration.

**For Khilnani & Associates  
Chartered Accountants**

**Place: Jaipur  
Date: June 14, 2021**

**Sd/-  
K. K. Khilnani  
Partner  
M. No. : 072736  
FRN.005776C  
UDIN:21072736AAAADA7425**

**Annexure 'B'****Report on Internal Financial Controls over Financial Reporting****Report on the Internal Financial Controls under Clause (i) of Sub-Section 3 of Section 143 of the Companies Act, 2013 ("the Act")**

We have audited the internal financial controls with respect to Ind AS financial statements of **BFL Asset Finvest Limited** (the "Company") as of 31 March 2021 in conjunction with our audit of the Ind AS financial statements of the Company for the year ended on that date.

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

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India. 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 over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (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, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and

evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the Ind AS financial statements, whether due to fraud or error.

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

**Meaning of Internal Financial Controls over Financial Reporting**

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of Ind AS financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that

1. Pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
2. Provide reasonable assurance that transactions are recorded as necessary to permit preparation of Ind AS 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 Ind AS financial statements.

**Inherent Limitations of Internal Financial Controls over Financial Reporting**

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



**Opinion**

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2021, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

**For Khilnani& Associates  
Chartered Accountants**

**Place: Jaipur  
Date: June 14, 2021**

**Sd/-  
K. K. Khilnani  
Partner  
M. No. : 072736  
FRN. 005776C  
UDIN: 21072736AAAADA7425**

**BALANCE SHEET AS AT 31st MARCH,2021**

**(Amount in Rs.)**

	<b>Particulars</b>	<b>Note No.</b>	<b>As at 31st March,2021</b>	<b>As at 31st March,2020</b>
	<b>ASSETS</b>			
<b>1</b>	<b>FINANCIAL ASSETS</b>			
(a)	Cash and cash equivalents	1	139,918	362,027
(b)	Bank Balance other than cash and cash equivalents	2	248,857	248,857
(c)	Derivative Financial Instrument			
(d)	Receivables			
	(I) Trade Receivables			
	(II) Other Receivables			
(e)	Loans	3	56,129,884	97,444,485
(f)	Investments	4	7,433,757	16,574,182
(g)	Other Financial Assets	5	62,056,564	60,194,324
	<b>Total Financial Assets</b>		<b>126,008,980</b>	<b>174,823,876</b>
<b>2</b>	<b>NON-FINANCIAL ASSETS</b>			
(a)	Inventory	6	16,154,115	17,195,769
(b)	Current Tax Assets (Net)			
(c)	Deferred Tax Assets (Net)			
(d)	Investment Property			
(e)	Biological assets other than bearer plants			
(f)	Property, Plant and Equipment			
(g)	Capital Work in Progress			

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(h)	Intangible assets under development			
(i)	Goodwill			
(j)	Other Intangible Assets			
(k)	Other Non-Financial assets	7	1,004,000	1,443,919
	<b>Total Non-Financial Assets</b>		<b>17,158,115</b>	<b>18,639,688</b>
	<b>Total Assets</b>		<b>143,167,095</b>	<b>193,463,564</b>
	<b>LIABILITIES AND EQUITY</b>			
	<b>LIABILITIES</b>			
<b>1</b>	<b>FINANCIAL LIABILITIES</b>			
(a)	Derivative Financial Liabilities			
(b)	Payables			
	(I) Trade Payables			
	(i) Total outstanding dues of micro enterprises and small enterprises	8	-	-
	(ii) Total outstanding dues of creditors other than micro enterprises and small enterprises	8	14,005	12,900
	(II) Other Payables			
	(i) Total outstanding dues of micro enterprises and small enterprises			
	(ii) Total outstanding dues of creditors other than micro enterprises and small enterprises			
(c)	Debt securities			
(d)	Borrowings (Other than Debt Securities)	9	22,826,826	70,778,289
(e)	Deposits		-	-
(f)	Subordinated Debts		-	-

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(g)	Other financial liabilities	10	8,958,657	2,008,411
	<b>Total Financial Liabilities</b>		<b>31,799,488</b>	<b>72,799,600</b>
<b>2</b>	<b>NON-FINANCIAL LIABILITIES</b>			
(a)	Current tax liabilities (Net)	11	47,682	84,706
(b)	Provisions	12	178,135	114,286
(c)	Deferred Tax liabilities		-	-
(d)	Other Non-Financial Liabilities	13	500,933	929,217
	<b>Total Non-Financial Liabilities</b>		<b>726,750</b>	<b>1,128,209</b>
	<b>Total Liabilities</b>		<b>32,526,238</b>	<b>73,927,809</b>
<b>3</b>	<b>EQUITY</b>			
(a)	Equity Share capital	14	102,035,000	102,035,000
(b)	Other Equity	15	8,605,857	17,500,755
	<b>Total Equity</b>		<b>110,640,857</b>	<b>119,535,755</b>
	<b>Total Liabilities and Equity</b>		<b>143,167,095</b>	<b>193,463,564</b>

Summary of significant accounting policies and the accompanying notes are an integral part of the financial statements.

As per audit report of even date attached

**For Khilnani & Associates**

Chartered Accountants

Sd/-

**K.K. Khilnani**

(Partner)

M. No. 072736

FRN. 005776C

Date: June 14, 2021

Place: Jaipur

Sd/-

**(Mahendra Kumar Baid)**

(Managing Director)

(DIN: 00009828)

Sd/-

**(Surbhi Rawat)**

(Company Secretary)

(M. No. A49694)

**For and on behalf of the Board**

**BFL Asset Finvest Limited**

Sd/-

**(Aditya Baid)**

(Director)

(DIN: 03100584)

Sd/-

**(Ravi Bohra)**

(Chief Financial Officer)

## STATEMENT OF PROFIT &amp; LOSS FOR THE YEAR ENDED 31 MARCH 2021

(Amount in Rs.)

Particulars	Note No.	For the Year Ended 31 March 2021	For the Year ended 31 March 2020
<b>I. Revenue from operations</b>			
(i) Interest Income	16	9,928,732	15,009,271
(ii) Dividend Income		47,905	376,465
(iii) Sale of Products	17	2,605,785	275,605
(iv) Net Gain from F&O	18	695,454	(51,155,203)
(v) Other Operating Revenue		-	-
<b>Total Revenue from operations</b>		<b>13,277,876</b>	<b>(35,493,862)</b>
II. Other Income	19	48,184	65,009,874
<b>III. Total Income (I+II)</b>		<b>13,326,060</b>	<b>29,516,012</b>
<b>IV. Expenses</b>			
a. Cost of Material Consumed		-	-
b. Purchase of Stock in Trade		2,577,674	4,191,774
c. Finance Costs	20	6,704,136	9,272,169
d. Changes in Inventories of finished goods, stock-in-trade and work-in-progress	21	1,041,654	12,715,875
e. Employee Benefit Expenses	22	1,060,708	1,066,272
f. Other expenses	23	1,752,447	1,672,764
<b>Total Expenses (IV)</b>		<b>13,136,619</b>	<b>28,918,854</b>

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V. Profit/Loss before Exceptional and extraordinary items and tax(III-IV)		189,441	597,158
VI. Exceptional Items		-	-
VII. Profit/Loss before extraordinary items and tax(V+VI)		189,441	597,158
VIII. Extraordinary Items			
IX. Profit before Tax(VII-VIII)		189,441	597,158
X. Tax Expenses			
(1) Current Tax		47,682	-
(2) Deferred Tax		-	-
(3) Previous Year Tax		-	375,531
Net tax expense		47,682	375,531
XI. Profit for the period(IX-X)		141,759	221,627
XII. Other Comprehensive Income			
(A) (i) Items that will not be reclassified to profit or loss			
- Fair value changes on equity instruments through other comprehensive income		(9,121,362)	(8,151,345)
(ii) Income tax relating to items that will not be reclassified to profit or loss		84,706	-
Sub-total (A)		(9,036,656)	(8,151,345)

**BFL ASSET FINVEST LIMITED****ANNUAL REPORT 2020-21**

(B) (i) Items that will be reclassified to profit or loss			-
(ii) Income tax relating to items that will be reclassified to profit or loss		-	-
<b>Sub-total (B)</b>		-	-
<b>Other Comprehensive Income (A + B)</b>		<b>(9,036,656)</b>	<b>(8,151,345)</b>
<b>Total Comprehensive Income for the period (XI+XII) (Comprising Profit (Loss) and other Comprehensive Income for the period)</b>		<b>(8,894,897)</b>	<b>(7,929,718)</b>
<b>Earnings per equity share</b>			
Basic (Rs.)		0.01	0.02
Diluted (Rs.)		0.01	0.02

**Summary of significant accounting policies and the accompanying notes are an integral part of the financial statements.**

**As per audit report of even date attached**

**For Khilnani & Associates**

Chartered Accountants

**Sd/-**

**K.K. Khilnani**

(Partner)

M. No. 072736

FRN. 005776C

Date: June 14, 2021

Place: Jaipur

**Sd/-**

**(Mahendra Kumar Baid)**

(Managing Director)

(DIN: 00009828)

**Sd/-**

**(Surbhi Rawat)**

(Company Secretary)

(M. No. A49694)

**For and on behalf of the Board**

**BFL Asset Finvest Limited**

**Sd/-**

**(Aditya Baid)**

(Director)

(DIN: 03100584)

**Sd/-**

**(Ravi Bohra)**

(Chief Financial Officer)

**Cash Flow Statement For the Year Ended March 31, 2021**
**(Amount in Rs.)**

Particulars	Year ended March 31, 2021	Year ended March 31, 2020
	Amount	Amount
<b>A Cash flow from operating activities</b>		
N.P. before tax	189,441	597,158
Adjustments for		
Adjustments for finance costs	6,704,136	9,272,169
Adjustments for decrease (increase) in inventories	1,041,654	12,715,875
Adjustments for decrease (increase) in trade receivables, current	-	-
Adjustments for decrease (increase) in trade receivables, non-current	-	-
Adjustments for decrease (increase) in other current assets	41,503,521	18,876,065
Adjustments for decrease (increase) in other non-current assets	251,000	251,000
Adjustments for other financial assets, non-current	-	-
Adjustments for other financial assets, current	(1,862,240)	(5,569,726)
Adjustments for other bank balances	-	24,147
Adjustments for increase (decrease) in trade payables, current	1,105	4,840
Adjustments for increase (decrease) in trade payables, non-current	-	-
Adjustments for increase (decrease) in other current liabilities	(428,284)	(165,594)



**BFL ASSET FINVEST LIMITED****ANNUAL REPORT 2020-21**

Adjustments for increase (decrease) in other non-current liabilities	-	-
Adjustments for depreciation and amortisation expense	-	-
Adjustments for impairment loss reversal of impairment loss recognised in profit or loss	-	-
Adjustments for provisions, current	63,849	(257,314)
Adjustments for provisions, non-current	-	-
Adjustments for other financial liabilities, current	6,950,245	161,308
Adjustments for other financial liabilities, non-current	-	-
Adjustments for unrealised foreign exchange losses gains	-	-
Adjustments for dividend income	-	-
Adjustments for interest income	-	-
Adjustments for share-based payments	-	-
Adjustments for fair value losses (gains)	-	-
Adjustments for undistributed profits of associates	-	-
Other adjustments for which cash effects are investing or financing cash flow	552	(64,955,112)
Other adjustments to reconcile profit (loss)	-	-
Other adjustments for non-cash items	-	-
<b>Total adjustments for reconcile profit (loss)</b>	<b>54,414,979</b>	<b>(29,045,185)</b>

**BFL ASSET FINVEST LIMITED**
**ANNUAL REPORT 2020-21**

	<b>Net cash flows from (used in) operations</b>		
	Dividends received	-	-
	Interest paid	-	-
	Interest received	-	-
	Income taxes paid (refund)	-	375,531
	Other inflows (outflows) of cash	-	-
	<b>Net cash flows from (used in) operating activities</b>	<b>54,414,979</b>	<b>(29,420,716)</b>
<b>B</b>	<b>Cash flows from used in investing activities</b>		
	Cash flows from losing control of subsidiaries or other businesses	-	-
	Cash flows used in obtaining control of subsidiaries or other businesses	-	-
	Other cash receipts from sales of equity or debt instruments of other entities	18,512	-
	Other cash payments to acquire equity or debt instruments of other entities	-	-
	Proceeds from sales of property, plant and equipment	-	70,000,000
	Purchase of property, plant and equipment	-	-
	Proceeds from sales of investment property	-	-
	Purchase of investment property	-	-
	Proceeds from sales of intangible assets	-	-
	Purchase of intangible assets	-	-
	Proceeds from sales of intangible assets under development	-	-
	Purchase of intangible assets under development	-	-
	Proceeds from sales of goodwill	-	-

**BFL ASSET FINVEST LIMITED**
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	Purchase of goodwill	-	-
	Proceeds from sales of other long-term assets	-	-
	Purchase of other long-term assets	-	-
	Cash advances and loans made to other parties	-	-
	Cash receipts from repayment of advances and loans made to other parties	-	-
	Cash payments for future contracts, forward contracts, option contracts and swap contracts	-	-
	Cash receipts from future contracts, forward contracts, option contracts and swap contracts	-	-
	Dividends received	-	-
	Interest received	-	-
	Income taxes paid (refund)	-	-
	Other inflows (outflows) of cash	-	-
	<b>Net cash flows from (used in) investing activities</b>	<b>18,512</b>	<b>70,000,000</b>
<b>C</b>	<b>Cash flows from used in financing activities</b>		
	Proceeds from issuing shares	-	-
	Proceeds from issuing other equity instruments	-	-
	Payments to acquire or redeem entity's shares	-	-
	Payments of other equity instruments	-	-
	Proceeds from issuing debentures notes bonds etc	-	-
	Proceeds from borrowings	-	-
	Repayments of borrowings	(47,951,463)	(31,480,048)
	Dividends paid	-	-
	Interest paid	(6,704,136)	(9,272,169)

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Income taxes paid (refund)	-	-
Other inflows (outflows) of cash	-	-
<b>Net cash flows from (used in) financing activities</b>	<b>(54,655,599)</b>	<b>(40,752,217)</b>
<b>Net increase (decrease) in cash and cash equivalents</b>	<b>(222,108)</b>	<b>(172,933)</b>
Cash and cash equivalents cash flow statement at beginning of period	362,027	534,960
<b>Cash and cash equivalents cash flow statement at end of period</b>	<b>139,919</b>	<b>362,027</b>

**Summary of significant accounting policies and the accompanying notes are an integral part of the financial statements.**

**As per audit report of even date attached**

**For Khilnani & Associates**

Chartered Accountants

**Sd/-**

**K.K. Khilnani**

(Partner)

M. No. 072736

FRN. 005776C

Date: June 14, 2021

Place: Jaipur

**Sd/-**

**(Mahendra Kumar Baid)**

(Managing Director)

(DIN: 00009828)

**Sd/-**

**(Surbhi Rawat)**

(Company Secretary)

(M. No. A49694)

**For and on behalf of the Board**

**BFL Asset Finvest Limited**

**Sd/-**

**(Aditya Baid)**

(Director)

(DIN: 03100584)

**Sd/-**

**(Ravi Bohra)**

(Chief Financial Officer)

**BFL ASSET FINVEST LIMITED**

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Notes Forming Part of the Financial Statements for the Period ended 31 March, 2021

(Amount in Rs.)

Note No.	Particulars	As at 31.03.2021	As at 31.03.2020

**1 Cash and Cash Equivalents**

Cash on Hand	12,994	277,919
--------------	--------	---------

**Balance with Banks:**

In Current Accounts	126,924	84,108
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<b>Total Cash and Cash Equivalents</b>	<b>139,918</b>	<b>362,027</b>
--	----------------	----------------

**2 Bank Balance other than Cash and Cash Equivalents****Earmarked Balances with Banks:**

Unpaid Dividend Accounts	248,857	248,857
--------------------------	---------	---------

<b>248,857</b>	<b>248,857</b>
----------------	----------------

**3 Loans**

<b>(A) Loans</b>	56,129,884	97,444,485
------------------	------------	------------

Less: Impairment loss allowance	-	-
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<b>Total (A)</b>	<b>56,129,884</b>	<b>97,444,485</b>
------------------	-------------------	-------------------

**BFL ASSET FINVEST LIMITED**

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**(B) Out of above**

(i) Secured

-

-

(ii) Unsecured

a. Jaipur Infragold Pvt Ltd

51,958,562

92,774,485

b. Nandankanan Barter Pvt. Ltd.

4,171,322

**Total (B) – Gross****56,129,884****92,774,485**

Less: Impairment loss allowance

-

-

**Total (B) – Net****56,129,884****92,774,485****(C) Out of above****(I) Loans in India**

(ii) Public Sector

-

-

(ii) Other Sector

56,129,884

92,774,485

**Total (C) – Gross****56,129,884****92,774,485**

Less: Impairment loss allowance

**Total (C) (I) – Net****56,129,884****92,774,485****(II) Loans outside India****Total (C) (II) – Net**

-

-

**Total (C) (I) and (C) (II)****56,129,884****92,774,485**

**4 Investment**
**(A) At Amortized Cost**

(i) Unquoted Shares (Refer Note 4.1)	968,000	968,000
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**(B) At fair value through other comprehensive income**

(i) Quoted Shares (Refer Note 4.2)	6,465,757	15,606,182
------------------------------------	-----------	------------

<b>Total Investment</b>	<b>7,433,757</b>	<b>16,574,182</b>
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**(C) Out of above**

(I) In India	7,433,757	16,574,182
--------------	-----------	------------

(II) Outside India		-
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<b>Total (C) (I) and (C) (II)</b>	<b>7,433,757</b>	<b>16,574,182</b>
-----------------------------------	------------------	-------------------

**4.1 Unquoted Shares**

<b>i</b> Elect Agencies Pvt. Ltd	39,000	39,000
[39000 Shares (Prev. Year 39000 Shares) of Rs. 10/ each]		
<b>ii</b> Golden Infratech Pvt. Ltd.	200,000	200,000
[1000 Shares (Prev. Year 1000 Shares) of Rs. 10/ each]		
<b>iii</b> Niranjana Properties Pvt. Ltd.	500,000	500,000
[2500 Shares (Prev. Year 2500 Shares) of Rs. 10/ each]		
<b>iv</b> Star Buildhome Pvt. Ltd.	213,000	213,000
[2300 Shares (Prev. Year 2300 Shares) of Rs. 10/ each]		

**BFL ASSET FINVEST LIMITED****ANNUAL REPORT 2020-21**

v Sangotri Construction Ltd.	16,000	16,000
[16000 Shares (Prev. Year 16000 Shares) of Rs. 10/ each]		
<b>Total Unquoted Shares</b>	<b>968,000</b>	<b>968,000</b>

**4.2 Quoted Shares**

i Bank of Baroda	-	19,064
[Prev. Year 356 Shares of Rs. 10/ each]		
ii Steel Auth. of India Ltd.	78,850.00	23,050
[1000 Shares (Prev. Year 1000 Shares) of Rs. 10/ each]		
iii ICICI Bank Ltd.	639,375.00	405,625
[1100 Shares (Prev. Year 1100 Shares) of Rs. 10/ each]		
iv Baid Leasing and Finance Co. Ltd.( Previously Jaisukh Developers Pvt. Ltd.)	5,747,531.75	15,158,444
[214861 Shares of Rs. 10/ each]		
<b>Total Quoted Shares</b>	<b>6,465,757</b>	<b>15,606,182</b>
<b>Total Shares</b>	<b>7,433,757</b>	<b>16,574,182</b>

**5 Other Financial Assets**

TDS Receivables 19-20	2,200,927	2,200,927
TDS Receivables 20-21	744,655	-
Margin (F&O)	57,665,537	57,665,537



**BFL ASSET FINVEST LIMITED****ANNUAL REPORT 2020-21**

Tradeswift Broking Pvt. Ltd.	1,417,585	-
Cheque received but not presented	-	300,000
JVVNL Deposit	27,860	27,860
	<b>62,056,564</b>	<b>60,194,324</b>

**6 Inventory****Stock-in-trade (Shares acquired for trading)**

Shares & Securities (Valued at lower of cost and market value)	16,154,114.91	17,195,769
<b>Total Inventories</b>	<b>16,154,115</b>	<b>17,195,769</b>

**7 Other Non-Financial Assets**

Amotisation Exp. (BSE Fees)	1,004,000	1,255,000
CGST INPUT	-	75,622
SGST INPUT	-	75,622
IGST INPUT	-	37,676
Provision for interest	-	-
<b>Total Other Non-Financial Assets</b>	<b>1,004,000</b>	<b>1,443,920</b>

**8 Trade Payables**

(i) Total outstanding dues of micro enterprises and small enterprises	-	-
(ii) Total outstanding dues of creditors other than micro	14,005	12,900

**BFL ASSET FINVEST LIMITED****ANNUAL REPORT 2020-21**

enterprises and small enterprises

<b>Total Trade Payables</b>	<b>14,005</b>	<b>12,900</b>
-----------------------------	---------------	---------------

**9 Borrowings (Other than Debt Securities) (At amortised cost)****(A) Term loans****(i) Secured**

-

**(ii) Unsecured**

a. Allied Barter Pvt. Ltd.	18,826,826	4,800,000
b. Nandankanan Barter Pvt. Ltd.	-	65,978,289
c. Arihant Goods Pvt. Ltd.	4,000,000	-

<b>Total (A)</b>	<b>22,826,826</b>	<b>70,778,289</b>
------------------	-------------------	-------------------

**(B) Out of Above**

(i) Borrowings in India	22,826,826	70,778,289
(ii) Borrowings outside India	-	-

<b>Total (B) to tally with (A)</b>	<b>22,826,826</b>	<b>70,778,289</b>
------------------------------------	-------------------	-------------------

(The Company has not defaulted in repayment of Borrowing and Interest.)

**10 Other Financial Liabilities**

Cheques Issued but not presented	7,134,800	75,283
Jai GovindDevji Agro Farming Developers Private Limited	1,575,000	1,575,000
Tradeswift Broking Pvt. Ltd.	-	109,272

**BFL ASSET FINVEST LIMITED****ANNUAL REPORT 2020-21**

Unpaid Dividend*	248,857	248,857
<b>Total other financial liabilities</b>	<b>8,958,657</b>	<b>2,008,411</b>

\* There are no amount that are due to be transferred to Investor Education and Protection Fund in this year.

**Non-Financial Liabilities****11 Current Tax Liabilities**

Provision for Income-tax	47,682	-
Provision for Income tax relating to items that will not be reclassified to profit or loss	-	84,706
	<b>47,682</b>	<b>84,706</b>

**12 Provisions**

Staff Salary	150,635	86,786
Provision for Audit Fees	27,500	27,500
	<b>178,135</b>	<b>114,286</b>

**13 Other Non-Financial Liabilities**

TDS Payable	500,932	929,217
	<b>500,932</b>	<b>929,217</b>

**14 Share Capital**

**Authorised Share Capital**

(12,000,000 Equity Shares of Rs. 10 each) 120,000,000 120,000,000

(Prev. Year-12,000,000 Equity Shares of Rs. 10 each)

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**120,000,000 120,000,000**

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**Issued, Subscribed & Paid up Capital**

(10,203,500 Equity Shares of Rs. 10 each) 102,035,000 102,035,000

(Prev. Year-10,203,500 Equity Shares of Rs. 10 each)

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**102,035,000 102,035,000**

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**a) Reconciliation of the Shares Outstanding at the beginning & at the end of the reporting period**

**Equity shares**

No. of Share	No. of Share
--------------	--------------

At the beginning of the year 10,203,500 10,203,500

Issued during the year - -

---

**At the end of the year 10,203,500 10,203,500**

---

**b) Terms/Rights/Restrictions attached to equity shares**

The Company has only one class of equity shares having face value of Rs. 10/- per share. Each equity shareholder is entitled for one vote per share.

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

Particulars	As at 31/03/2021	
	No. of Shares	% Holding
Mr. Mahendra Kumar Baid	737,100.00	7.22%
NandanKanan Barter Pvt. Ltd.	1,082,600.00	10.61%
Niranjana Prime Developers Pvt. Ltd.	1,000,240.00	9.80%
Mahapragya Land Developers Pvt. Ltd.	1,000,000.00	9.80%
Niranjana Properties Pvt. Ltd.	977,500.00	9.58%
Jaipur Infragold Pvt. Ltd.	869,934.00	8.53%
Futuristic Prime Developers Private Limited	739,963.00	7.25%
	<b>6,407,337.00</b>	<b>62.80%</b>

**d) During the current financial year and previous financial year, the company has not declared dividend to its shareholders.**

**(Amount in Rs.)**

**15 Other Equity**

As At	As At
31-March-2021	31-March-2020

**(a)(i) Special Reserve(in terms of Section 45-IC of Reserve Bank Of India Act,1934)**

Balance as per Last Financial Statements	<b>2,376,746</b>	<b>2,332,421</b>
Add: Transfer from Profit & Loss Account	28,352	44,325

**BFL ASSET FINVEST LIMITED****ANNUAL REPORT 2020-21**

<b>Closing Balance</b>	<b>2,405,098</b>	<b>2,376,746</b>
------------------------	------------------	------------------

**(a)(ii) Special Reserve**

Balance as per Last Financial Statements	284,870	284,870
Add: Transfer from Profit & Loss Account	-	-
<b>Closing Balance</b>	<b>284,870</b>	<b>284,870</b>

**(b) Capital Redemption Reserve**

Opening Balance	3,786,750	3,786,750
Add: Addition during the year	-	-
<b>Closing Balance</b>	<b>3,786,750</b>	<b>3,786,750</b>

**(c) Securities Premium**

Opening Balance	17,673,525	17,673,525
Add: Addition during the year	-	-
<b>Closing Balance</b>	<b>17,673,525</b>	<b>17,673,525</b>

**(d) Other Comprehensive Income**

Opening Balance	(8,151,345)	325,793
Add: Addition during the year	(9,121,362)	(8,477,139)
<b>Closing Balance</b>	<b>(17,272,707)</b>	<b>(8,151,345)</b>

**(e) Surplus/(Deficit) in the Statement of Profit and Loss**

Balance as per Last Financial Statements	(6,621,137)	1,678,700
Add: Profit/Loss for the Year	141,759	221,627
Less: Transfer to Special Reserve	(28,352)	(44,325)
Less: Transfer to Special Reserve for Std. Assets (Current year)	-	-
Less: Dividend Paid	-	-
Add(Less) Item of other comprehensive income recognised directly in retained earnings	(9,036,656)	(8,477,139)
<b>Net Surplus in the Statement of Profit and Loss</b>	<b>(15,544,386)</b>	<b>(6,621,137)</b>
<b>Total Reserves and Surplus</b>	<b>8,605,857</b>	<b>17,500,755</b>

**Nature and purpose of other equity**

**(i) Reserve fund in terms of Section 45-IC(1) of the Reserve Bank of India Act, 1934**

Reserve fund is created as per the terms of section 45-IC(1) of the Reserve Bank of India Act, 1934 as a statutory reserve .

**(ii) Capital Redemption Reserve**

Capital Redemption Reserve is created when a company buys its own shares which reduces its share capital. The capital redemption reserve fund is transferred from undistributed profits i.e general reserves, profit or loss account. This fund can be utilized only for issuing fully paid bonus shares. No dividend can be distributed out of this fund.

**(iii) Securities Premium**

Securities Premium is used to record the premium on issue of shares. It can be utilised only for limited purposes in accordance with the provisions of the Companies Act, 2013.

**(iv) Other Comprehensive Income**

The Company has elected to recognise changes in the fair value of certain investments in equity securities in other comprehensive income. These changes are accumulated in the FVOCI equity investments reserve. The Company transfers amounts from this reserve to retained earnings when the relevant equity securities are derecognised.

**(v) Retained Earnings**

Retained earnings represents the surplus in profit and loss account and appropriations. The Company recognises change on account of remeasurement of the net defined benefit liability/(asset) as part of retained earnings with separate disclosure, which comprises of:

A) actuarial gains and losses;

B) return on plan assets, excluding amounts included in net interest on the net defined benefit liability/(asset); and

C) any change in the effect of the asset ceiling, excluding amounts included in net interest on the net defined benefit liability/(asset).



## Notes Accompanying to the Profit &amp; Loss Statement

(Amount in Rs.)

Note No.	Particulars	For the Year ended on March 31, 2021	For the year ended on March 31, 2020

**16 Interest Income**

Interest on Loans &amp; advances (at amortised cost)

9,928,732

15,009,271

---

**9,928,732**


---

**15,009,271**


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**17 Sale of Product**

Shares and Securities

2,605,785

275,605

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**2,605,785**


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**275,605**


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**18 Net Gain From F&O**

695,454

(51,155,203)

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**695,454**


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**(51,155,203)**


---

**19 Other Income**

Long Term Capital Gain on investment	-	64,955,112
Interest on IT Refund	48,184	54,762
	<b>48,184</b>	<b>65,009,874</b>

**20 Finance Cost (On Financial liabilities measured at Amortised cost)**

Interest on borrowings	6,704,136	9,272,169
	<b>6,704,136</b>	<b>9,272,169</b>

**21 CHANGES IN INVENTORY**

## Traded Goods (Equity Shares)

Opening Stock	17,195,769	29,911,644
Less: Closing Stock	16,154,115	17,195,769
<b>Decrease / (Increase) in Inventory</b>	<b>1,041,654</b>	<b>12,715,875</b>

**22 Employee Benefits Expenses**

Salaries and Wages	1,060,708	1,039,172
Bonus	-	27,100
	<b>1,060,708</b>	<b>1,066,272</b>

**BFL ASSET FINVEST LIMITED****ANNUAL REPORT 2020-21****23 Other Expenses**

Rent	240,000	240,000
Repairs & Maintenance	33,500	33,000
Rates and taxes (excluding taxes on income)	362,393	90,917
BSE Listing Fees	551,000	551,000
Brokerage	84,908	184,288
Advertisement Expenses	47,064	53,832
Legal Expenses	233,000	208,627
Long Term Capital Loss on investment	552	-
Audit Fees	25,000	25,000
ROC Charges	6,600	4,800
Stamp Duty (F&O)	1,173	-
STT Charges (F&O)	18,617	-
Demat& Custody Charges	16,791	4,513
Clearing Charges (F&O)	34,474	55,515
Credit Information expenses	5,000	-
Turnover Charges (F&O)	26,805	-
Demand Payable on DDT	57,329	
Other Miscellaneous Exp.	8,240	221,271
	<b>1,752,447</b>	<b>1,672,764</b>

**\*Payment to Auditor**

**(Amount in Rs.)**

<b>Particulars</b>	<b>Year ended 31.3.2021</b>	
Audit Fees	<b>10,000</b>	<b>10,000</b>
Tax Audit fees	<b>15,000</b>	<b>15,000</b>
<b>Total</b>	<b>25,000</b>	<b>25,000</b>

**Earnings Per Share**

Basic EPS is calculated by dividing the profit for the year attributable to equity holders of the Company by the weighted average number of equity shares outstanding during the year. Diluted EPS is calculated by dividing the profit attributable to equity holders of the Company by the weighted average number of equity shares outstanding during the year plus the weighted average number of equity shares that would be issued on conversion of all the dilutive potential equity shares into equity shares of the Company. The following reflects the income and share data used in the basic and diluted EPS computations

<b>Particulars</b>	<b>Year ended 31.3.2021</b>	
A) Net profit attributable to equity shareholders	141,759	221,627
B) Weighted average number of equity shares for basic earnings per share	10,203,500	10,203,500
C) Weighted average number of equity shares for diluted earnings per share	10,203,500	10,203,500
<b>Earning per share (Basic) (A/B)</b>	<b>0.01</b>	<b>0.02</b>
<b>Earning per share (Diluted) (A/C)</b>	<b>0.01</b>	<b>0.02</b>

**Statement of Changes in Equity**

**(Amount in Rs.)**

<b>Particulars</b>	<b>Year ended 31.03.2021</b>	<b>Year ended</b>

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		31.03.2020
Balance at the beginning of the year	102,035,000	102,035,000
Changes in equity share capital during the year	-	-
<b>Balance at the End of the year</b>	<b>102,035,000</b>	<b>102,035,000</b>

**Other Equity For The Year ended 31.03.2021**

(Amount in Rs.)

Particulars	Reserves and Surpluses					Total Other Equity
	Reserve fund as per RBI	Special reserve	Capital Redemption Reserve	Securities Premium Reserve	Retained Earnings	
Balance as at 1st April 2020	2,376,746	284,870	3,786,750	17,673,525	(6,621,137)	17,500,755
Add: Profit for the year	-	-	-	-	141,759	141,759
Transfer to reserve fund in terms of section 45-IC(1) of the Reserve Bank of India Act, 1934	28,352	-	-	-	(28,352)	-
Other Comprehensive Income net of tax	-	-	-	-	(9,036,656)	(9,036,656)
<b>Balance as at 31.03.2021</b>	<b>2,405,098</b>	<b>284,870</b>	<b>3,786,750</b>	<b>17,673,525</b>	<b>(15,544,386)</b>	<b>8,605,857</b>

**Other Equity For The Year ended 31.03.2020**

**(Amount in Rs.)**

Particulars	<u>Reserves and Surpluses</u>					Total Other Equity
	Reserve fund as per RBI	Special reserve	Capital Redemption Reserve	Securities Premium Reserve	Retained Earnings	
Balance as at 1st April 2019	2,332,421	284,870	3,786,750	17,673,525	1,678,700	25,756,266
Add: Profit for the year	-	-	-	-	221,627	221,627
Transfer to reserve fund in terms of section 45-IC(1) of the Reserve Bank of India Act, 1934	44,325	-	-	-	(44,325)	-
Other Comprehensive Income net of tax	-	-	-	-	(8,477,139)	(8,477,139)
<b>Balance as at 31.03.2020</b>	<b>2,376,746</b>	<b>284,870</b>	<b>3,786,750</b>	<b>17,673,525</b>	<b>(6,621,137)</b>	<b>17,500,755</b>

**Summary of significant accounting policies and the accompanying notes are an integral part of the financial statements.**

**As per audit report of even date attached**

**For Khilnani & Associates**

Chartered Accountants

Sd/-

**K.K. Khilnani**

(Partner)

M. No. 072736

FRN. 005776C

Date: June 14, 2021

**For and on behalf of the Board**

**BFL Asset Finvest Limited**

Sd/-

**(Aditya Baid)**

(Director)

(DIN: 03100584)

Sd/-

**(Ravi Bohra)**

Sd/-

**(Mahendra Kumar Baid)**

(Managing Director)

(DIN: 00009828)

Sd/-

**(Surbhi Rawat)**

**BFL ASSET FINVEST LIMITED****ANNUAL REPORT 2020-21**

Place: Jaipur

(Company Secretary)

(Chief Financial Officer)

(M. No. A49694)

**SCHEDULE TO THE BALANCE SHEET OF NBFC AS ON 31.03.2021**

As required by RBI Master Direction - Non-Banking Financial Company –Non-Systemically Important Non-Deposit taking Company (Reserve Bank) Directions, 2016('the NBFC Master Directions').

(Amount  
in Rs.)

Particulars				
Liabilities Side			Amount outstanding	Amount overdue
<b>1)</b>		<b>Loans and advances availed by the nonbanking financial company inclusive of interest accrued thereon but not paid :</b>		
	a)	Debentures : Secured	-	-
		: Unsecured	-	-
		(other than falling within the meaning of public deposits)	-	-
	b)	Deffered credits	-	-
	c)	Term loans	-	-
	d)	Inter-corporate loans and borrowing	22,826,826	-
	e)	Commercial Paper	-	-
	f)	Public Deposits	-	-
	g)	Other Loans (specify nature)	-	-
		* Please see Note 1 below		
<b>2)</b>		<b>Break-up of (1)(f) above (Outstanding public deposits inclusive of interest</b>		

	<b>accrued thereon but not paid) :</b>		
a)	In the form of Unsecured debentures	-	-
b)	In the form of partly secured debentures i.e. debentures where there is a shortfall in the value of security	-	-
c)	Other public deposits	-	-
	* Please see Note 1 below	-	-
<b>ASSETS SIDE</b>		<b>Amount outstanding</b>	
<b>3)</b>	<b>Break-up of Loans and Advances including bills receivables [other than those included in (4) below] :</b>		
a)	Secured	-	
b)	Unsecured	56,129,884	
<b>4)</b>	<b>Break up of Leased Assets and stock on hire and other assets counting towards AFC activities</b>		
(i)	Lease assets including lease rentals under sundry debtors :	-	
	a) Financial lease	-	
	b) Operating lease	-	
(ii)	Stock on hire including hire charges under sundry debtors :	-	
	a) Assets on hire	-	
	b) Repossessed Assets	-	
(iii)	Other loans counting towards AFC	-	



	activities			
	a) Loans where assets have been repossessed	-		
	b) Loans other than (a) above	-		
<b>5)</b>	<b>Break-up of Investments</b>			
	<b><u>Current Investments</u></b>			
1)	Quoted			
	(i) Shares			
	a) Equity	-		
	b) Preference	-		
	(ii) Debentures and bonds	-		
	(iii) Units of mutual funds	-		
	(iv) Government Securities	-		
	(v) Others (please specify)	-		
2)	Unquoted			
	i) Shares			
	a) Equity	-		
	b) Preference	-		
	ii) Debentures and Bonds	-		
	(iii) Units of mutual funds	-		
	(iv) Government Securities	-		
	(v) Others (please specify)	-		
	<b><u>Long term investments</u></b>			
1)	Quoted			

	(i) Shares			
	a) Equity	6,465,757		
	b) Preference	-		
	(ii) Debentures and bonds	-		
	(iii) Units of mutual funds	-		
	(iv) Government Securities	-		
	(v) Others (please specify)	-		
2)	Unquoted			
	i) Shares			
	a) Equity	968,000		
	b) Preference	-		
	ii) Debentures and Bonds	-		
	(iii) Units of mutual funds	-		
	(iv) Government Securities	-		
	(v) Others (please specify)	-		
<b>6</b>	<b>Borrower group-wise classification of assets financed as in (3) and (4)</b>			
	<b>above : Please see Note 2 below</b>			
	<b>Category</b>	<b>Amount net of provisions</b>		
		<b>Secured</b>	<b>Unsecured</b>	<b>Total</b>
1)	Related Parties **			
	(a) Subsidiaries	-	-	-
	(b) Companies in the same group	-	-	-

	(c) Other related parties	-	-	-
2)	Other than related parties	-	56,129,884	56,129,884
	<b>TOTAL</b>		<b>56,129,884</b>	<b>56,129,884</b>
<b>7</b>	<b>Investor group-wise classification of all investments (current and long term) in shares and securities (both quoted and unquoted) :</b>			
	<b>Category</b>		<b>Market Value / Break up or fair value or NAV</b>	<b>Book Value (Net of Provisions)</b>
1	Related Parties **			
	(a) Subsidiaries	-	-	-
	(b) Companies in the same group	-	-	-
	(c) Other related parties	-	6,699,532	24,536,864
2	Other than related parties	-	734,225	177,599
	<b>TOTAL</b>		<b>7,433,757</b>	<b>24,714,463</b>
	<b>** As per Accounting Standard of ICAI (Please see Note 3)</b>			
<b>8</b>	<b>OTHER INFORMATION</b>			
	<b>Particulars</b>		<b>Amount</b>	
1	Gross Non-Performing Assets			
	a) Related parties		-	
	b) Other than related parties		-	
2	Net Non-Performing Assets			

		a) Related parties		-	
		b) Other than related parties		-	
	3	Assets acquired in satisfaction of debt		-	

**NOTES:**

<b>1</b>	As defined in point xix of paragraph 3 of Chapter -2 of the NBFC Master Directions.
<b>2</b>	Provisioning norms shall be applicable as prescribed in the NBFC Master Directions.
<b>3</b>	All Accounting Standards and Guidance Notes issued by ICAI are applicable including for valuation of investments and other assets as also assets acquired in satisfaction of debt. However, market value in respect of quoted investments and break up / fair value / NAV in respect of unquoted investments shall be disclosed irrespective of whether they are classified as long term or current in (5) above.

**Notes to Standalone Financial Statements for the year ended 31 March, 2021****1) Corporate information**

BFL Asset Finvest Limited ('the Company', 'BFL') is a company limited by shares, incorporated on August 31, 1995 and domiciled in India. The Company has its registered office at 1, Tara Nagar, Ajmer Road, Jaipur-302006 (Rajasthan). The Company dealing in shares, securities, futures and options.

The Company is a Non-deposit taking non Systemically Important (NBFC) registered with the Reserve Bank of India (RBI) with effect from July 30, 2007 with Registration No. B-10.00202. RBI, vide the circular - 'Harmonization of different categories of NBFCs' issued on 22 February 2019, with a view to provide NBFCs with greater operational flexibility and harmonization of different categories of NBFCs into fewer categories based on the principle of regulation by activity, merged the three categories of NBFCs viz. Asset Finance Companies (AFC), Loan Companies (LCs) and Investment Companies (ICs) into a new category called NBFC - Investment and Credit Company (NBFC-ICC). Accordingly, the Company has been reclassified as NBFC-Investment and Credit Company (NBFC-ICC).

The audited financial statements were subject to review and recommendation of Audit Committee and approval of Board of Directors. On June 14, 2021, Board of Directors of the Company approved and recommended the audited financial statements for consideration and adoption by the shareholders in its Annual General Meeting.

**2) Basis of preparation**

The financial statements have been prepared in accordance with Indian Accounting Standards (Ind AS) as per the Companies (Indian Accounting Standards) Rules, 2015 as amended from time to time and notified under Section 133 of the Companies Act, 2013 (the Act) along with other relevant provisions of the Act and the Master Direction – Non-Banking Financial Company – Non- Systemically Important Non-Deposit taking Company (Reserve Bank) Directions, 2016. The financial statements have been prepared on a going concern basis. The Company uses accrual basis of accounting except in case of significant uncertainties.

The financial statements are prepared on a going concern basis, as the Management is satisfied that the Group shall be able to continue its business for the foreseeable future and no material uncertainty exists that may cast significant doubt on the going concern assumption. In making this assessment, the Management has considered a wide range of information relating to present and future conditions, including future projections of profitability, cash flows and capital resources. The outbreak of COVID-19 has not affected the going concern assumption of the Group.

**3) Summary of significant accounting policies**

This note provides a list of the significant accounting policies adopted in the preparation of these financial statements. These policies have been consistently applied to all the years presented, unless otherwise stated.

**3.1) INCOME****(i) Interest income**

The Company recognizes interest income using Effective Interest Rate (EIR) on all financial assets subsequently measured at amortized cost or fair value through other comprehensive income (FVOCI). EIR is calculated by considering all costs and incomes attributable to acquisition of a financial asset or a assumption of a financial liability and it represents a rate that exactly discounts estimated future cash payments/receipts through the expected life of the financial asset/financial liability to the gross carrying amount of a financial asset or to the amortized cost of a financial liability.

**(ii) Dividend income**

Dividend income on equity shares is recognized when the Company's right to receive the payment is established, which is generally when shareholders approve the dividend.

**(iii) Other revenue from operations**

Revenue (other than for those items to which IndAS 109 - Financial Instruments are applicable) is measured at fair value of the consideration received or receivable.

**(iv) Recoveries of financial assets written off**

The Company recognizes income on recoveries of financial assets written off on realization or when the right to receive the same without any uncertainties of recovery is established.

**(v) Taxes**

Incomes are recognized net of the Goods and Services Tax/Service Tax, wherever applicable

**3.2 ) Expenditures**

**(i) Finance costs**

Borrowing costs on financial liabilities are recognized using the EIR.

**(ii) Fees and commission expenses**

Fees and commission expenses which are not directly linked to the sourcing of financial assets, such as commission/incentive incurred on value added services and products distribution, recovery charges and fees payable for management of portfolio etc., are recognized in the statement of profit and loss on an accrual basis.

**(iii) Taxes**

Expenses are recognized net of the Goods and Services Tax/Service Tax, except where credit for the input tax is not statutorily permitted.

**3.3 ) Cash and cash equivalents**

Cash and cash equivalents include cash on hand, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

**3.4 ) Financial instruments**

A financial instrument is defined as any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity. Trade receivables and payables, loan receivables, investments in securities and subsidiaries, debt securities and other borrowings, preferential and equity capital etc. are some examples of financial instruments.

All the financial instruments are recognized on the date when the Company becomes party to the contractual provisions of the financial instruments. For tradable securities, the Company recognizes the financial instruments on settlement date.

**(i) Financial Assets****Equity investments designated under FVOCI**

All equity investments in scope of Ind AS 109 'Financial instruments' are measured at fair value. The Company has strategic investments in equity for which it has elected to present subsequent changes in the fair value in OCI. The classification is made on initial recognition and is irrevocable.

All fair value changes of the equity instruments, excluding dividends, are recognized in OCI and not available for reclassification to profit or loss, even on sale of investments. Equity instruments at FVOCI are not subject to an impairment assessment.

**(ii) Financial liabilities**

A Financial liability include liabilities that represent a contractual obligation to deliver cash or another financial assets to another entity, or a contract that may or will be settled in the entities own equity instruments. Few examples of financial liabilities are trade payables, debt securities and other borrowings and subordinated debts.

**Initial measurement**

All financial liabilities are recognized initially at fair value and, in the case of borrowings and payables, net of directly attributable transaction costs. The Company's financial liabilities include trade payables, other payables, debt securities and other borrowings.

**Subsequent measurement**

After initial recognition, all financial liabilities are subsequently measured at amortized cost using the EIR. Any gains or losses arising on de-recognition of liabilities are recognized in the Statement of Profit and Loss.

**3.5 ) Taxes****(i) Current tax**

Current tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities, in accordance with the Income Tax Act, 1961 and the Income Computation and Disclosure Standards (ICDS) prescribed therein. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date.

Current tax relating to items recognized outside profit or loss is recognized in correlation to the underlying transaction either in OCI or directly in other equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

**3.6 ) Provisions and contingent liabilities**

The Company creates a provision when there is present obligation as a result of a past event that probably requires an outflow of resources and are liable estimate can be made of the amount of the obligation.

A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. The Company also discloses present obligations for which a reliable estimate cannot be made. When there is a possible obligation or a present obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made.



**3.7 ) Foreign currency translation**

No Foreign currency transaction during the relevant financial year.

**3.8 ) Disclosure of transactions with related parties as required by Ind AS 24**

**Related Parties**

**Key Management Personnel:**

- (1) Mr. Mahendra Kumar Baid (Managing Director)
- (2) Mrs. Sobhag Devi Baid (Director)
- (3) Mr. Aditya Baid (Director)
- (4) Mr. Ravi Bohra (Chief Financial Officer)
- (5) Ms. Surbhi Rawat (Company Secretary)

**Other Enterprises:**

- (1) Baid Leasing and Finance Co. Ltd.
- (2) Tradeswift Broking Pvt Ltd.

**(Amount in Rs.)**

Name of Related Party	Nature of Transaction	Year Ended on March 31, 2020	Year Ended on March 31, 2021	Outstanding as on March 31, 2021 (Amount in Rs.)	
				Receivables	Payables
<b>A. Key Managemet Personnel</b>					
(1)Mr. Mahendra Kumar Baid (Managing Director)	Salary	240,000	240,000	-	-
(2)Mr. Ravi Bohra (CFO)	Salary	180,000	180,000	-	45,000

(3)Ms. Surbhi Rawat (CS)	Salary	322,882	353,446	-	35,520
<b>B. Other Enterprises</b>					
(1) Baid Leasing And Finance Co. Ltd.	Rent	240,000	240,000	-	-
(2) Tradeswift Broking Pvt. Ltd.	Brokerage	184,288.46	80,207.87	-	-
(3) Tradeswift Broking Pvt. Ltd.	Receivable	-	-	1,417,584.92	-

Transactions Executed in normal course of business at arm's length price.

**Subject to our Audit report of even date**

**As per audit report of even date attached**

**For and on behalf of the Board**

**For Khilnani & Associates**

**BFL Asset Finvest Limited**

Chartered Accountants

**Sd/-**

**Sd/-**

**Sd/-**

**K.K. Khilnani**

**(Mahendra Kumar Baid)**

**(Aditya Baid)**

(Partner)

(Managing Director)

(Director)

M. No. 072736

(DIN : 00009828)

(DIN : 03100584)

FRN: 005776C

Date: June 14, 2021

**Sd/-**

**Sd/-**

Place: Jaipur

**(Surbhi Rawat)**

**(Ravi Bohra)**

(Company Secretary)

(Chief Financial Officer )

(M. No. A49694)