

Subject to Mumbai Jurisdiction

# Everlon Financials Limited

(Formerly Known as Everlon Synthetics Limited)

CIN No. L65100MH1989PLC052747

Date: 21<sup>st</sup> August, 2024

To,  
**The Deputy Manager**  
Corporate Relations Department,  
BSE Limited,  
P.J.Towers, Dalal Street,  
Mumbai 400001.

Dear Sir/Ma'am,

**Ref No: - Company Code No. – 514358**

**Sub: Submission of Notice of 35<sup>th</sup> Annual General Meeting and Annual Report for the Financial Year 2023-24.**

This is to inform you that 35<sup>th</sup> Annual General Meeting (AGM) of Members of the Company will be held on Monday, 16<sup>th</sup> September, 2024 at 11.00 a.m through Video Conferencing (VC)/ Other Audio Visual Means (OAVM) inter alia, to transact the business as stated in the Notice convening the said Annual General Meeting of the Company.

Further, Pursuant to Regulation 34 (1) and Regulation 30 and other applicable Regulation of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and any amendments made thereunder, we are submitting herewith Notice of 35<sup>th</sup> Annual General Meeting and Annual Report for the Financial Year 2023-24.

The Annual Report for the financial year 2023-24 is also available on the website of the Company i.e. [www.everlon.in](http://www.everlon.in).

Kindly take the same on your records and oblige.

Thanking you.

Yours faithfully,

**For Everlon Financials Limited**  
(Formerly Known as Everlon Synthetics Limited)

CHARTERED ACCOUNTANTS  
JITENDRA KANTILAL  
VAKHARIA

**Jitendra K. Vakharia**  
Managing Director  
DIN: 00047777



**Encl:- Notice & Annual Report for the FY 2024**

**EVERLON  
FINANCIALS  
LIMITED**

**35<sup>th</sup>  
ANNUAL REPORT  
(2023-2024)**

**EVERLON FINANCIALS LIMITED**  
**CIN L65100MH1989PLC052747**

**BOARD OF DIRECTORS**

Mr. Jitendra K. Vakharia	(DIN 00047777)	Managing Director
Mrs. Varsha J. Vakharia	(DIN 00052361)	Director
Mr. Nitin I. Parekh	(DIN 00087248)	Independent Director
Mr. Kiron B. Shenoy	(DIN 08582581)	Independent Director
Mr. Neeraj R. Sharma	(DIN 00071579)	Director
Mrs. Jayshree B Shah	(DIN 07393868)	Additional Director (Appointed w.e. from 16 <sup>th</sup> July, 2024)

**KEY MANAGERIAL PERSONNEL**

Mr. Vivek M. Mane	Chief Financial Officer
Mr. Kiran A. Sawant	Company Secretary (Resigned w.e. from 11 <sup>th</sup> January, 2024)
Ms. Pooja N. Sanghavi	Company Secretary (Appointed w.e. from 05 <sup>th</sup> February, 2024)

**STATUTORY AUDITOR**

**M/s. B.L. DASHARDA & ASSOCIATES**

(Chartered Accountants)

301, Vastubh Apartment, Near Hanuman Temple, Datta Pada,  
Cross Road No. 1, Borivali (East) Mumbai-400066

**BANKERS**

HDFC Bank Ltd.  
Indian Overseas Bank

**REGISTERED OFFICE**

607, Regent Chambers,  
208, Nariman Point,  
Mumbai – 400 021.  
E-Mail: everlonsynthetics@gmail.com  
Website:- www.everlon.in

**LISTED AT**

BSE Limited, Mumbai

**REGISTRAR & SHARE TRANSFER AGENTS**

M/s. Purva Sharegistry (India) Pvt. Ltd.  
Unit no. 9, Shiv Shakti Ind. Estt.  
J .R. Boricha Marg, Lower Parel (E)  
Mumbai 400 011.  
Tel: 022- 4961 4132  
Fax: 022-49186060  
E-mail: support@purvashare.com

## NOTICE

**NOTICE** is hereby given that the Thirty Fifth (35<sup>th</sup>) Annual General Meeting of the Shareholders of **EVERLON FINANCIALS LIMITED** (Formerly Known as Everlon Synthetics Limited) (CIN: L65100MH1989PLC052747) will be held on Monday, 16th September 2024 at 11.00 a.m IST through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) to transact the following business:

### ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year Ended 31<sup>st</sup> March, 2024, together with the reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Mrs. Varsha J. Vakharia (DIN 00052361) who retires by rotation and being eligible, offers herself for re-appointment.
3. To consider and if thought fit, to pass the following Resolution as an **ORDINARY RESOLUTION**:

“**RESOLVED THAT** pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014, as may be applicable and pursuant to the recommendations of the Audit Committee, M/s. B. L. Dasharda and Associates., Chartered Accountants (Firm Registration No. 112615W), be and are hereby re-appointed as statutory auditors of the Company for the second consecutive term of Two years, from the conclusion of this 35<sup>th</sup> Annual General Meeting till the conclusion of the 37<sup>th</sup> Annual General Meeting to be held in the year 2026, to examine and audit the accounts of the Company at such remuneration as may be decided by the Board of Directors in consultation with the Statutory Auditors of the Company.

### SPECIAL BUSINESS:

4. To Regularize & re-appoint Mrs. Jayshree Bharat Kumar Shah (DIN: 07393868) as a Non-executive Director & Non-Independent Director:

To consider and if thought fit, to pass the following Resolution as an **ORDINARY RESOLUTION**:

“**RESOLVED THAT** pursuant to the provisions of sections 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification or re-enactment thereof, for the time being in force) and pursuant to the notice received under section 160 of the Act and recommendation of Board of Directors of the Company and in line with the Articles of Association of the Company, Mrs. Jayshree Bharat Kumar Shah (DIN: 07393868), who was appointed as an Additional Non-executive & Non Independent Director of the Company with effect from 16<sup>th</sup> July, 2024 and who holds office upto the date of this Annual General Meeting, be and is hereby appointed as a Non-executive & Non Independent Director of the Company, liable to retire by rotation.

**RESOLVED FURTHER THAT** each of the Directors and the Key Managerial Personnel of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things as may be deemed necessary to give effect to the aforesaid resolution and make necessary filings and disclosures to regulatory authorities as may be required under the applicable provisions of the Act.”

**For and on Behalf of the Board of Directors**

**Jitendra K. Vakharia**  
Managing Director  
(DIN 00047777)

**Place: Mumbai**  
**Date: 12<sup>th</sup> August, 2024**

## NOTES

1. The Explanatory Statement pursuant to Section 102 of the Act, Secretarial Standards-2 on General Meetings and Regulation 17 (11) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (herein after referred as SEBI LODR Regulations) as amended pertaining to the said resolutions setting out the material facts concerning the said items and there as on thereof is annexed hereto.
2. In accordance with the provisions of the Act, read with the Rules made thereunder and General Circular nos. 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020, 20/2020 dated 5th May, 2020, 02/2021 dated 13th January, 2021, 21/2021 dated 14th December, 2021, 02/2022 dated 5th May, 2022, 10/2022 dated 28th December, 2022 and the latest being 09/2023 dated 25th September, 2023 issued by the Ministry of Corporate Affairs ("MCA") read with relevant circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/167 dated 7th October, 2023 issued by the Securities and Exchange Board of India ("SEBI"), (hereinafter collectively referred to as "the Circulars"), Companies are allowed to hold AGM through Video Conference ("VC") or Other Audio Visual Means ("OAVM") till 30th September, 2024, without the physical presence of members at a common venue. the AGM of the Company is being held through VC / OAVM. The deemed venue for the AGM shall be the Registered Office of the Company.
3. Generally, a member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company. Since this AGM is being held through VC / OAVM pursuant to the MCA Circulars, 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 hereto.
4. Since the AGM will be held through VC/ OAVM, the route map of the venue of the Meeting is not annexed hereto.
5. In terms of the provisions of Section 152 of the Act, Mrs. Varsha J. Vakharia, Director (DIN: 00052361) of the Company, retires by rotation at the Meeting and being eligible for re-appointment, offers herself for re-appointment.
6. The relevant details, pursuant to Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standards (SS2) on General Meeting issued by the Institute of Company Secretaries of India, in respect of Directors seeking appointment / re-appointment at this Meeting are provided in the "Annexure" to the Notice.
7. Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send 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. The said resolution/authorization shall be sent to the Scrutinizers mail ([sanjayrd65@gmail.com](mailto:sanjayrd65@gmail.com)) by email through its registered email address with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
8. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from 1<sup>st</sup> April, 2019, except in case of request received for transmission or transposition of securities. 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 holding to dematerialized form. Members can contact the Company or Company's Registrars and Transfer Agents, Purva Shareregistry (India) Pvt. Ltd.
9. The Register of Members and Share Transfer Register of the Company will remain closed from **12<sup>th</sup> September, 2024 to 16<sup>th</sup> September, 2024 (both days inclusive)**.
10. The Members are requested to:
  - i) Intimate immediately any change in their address to Company's Registrar and Share Transfer Agents M/s. Purva Shareregistry (India) Pvt. Ltd., Unit no. 9. Shiv Shakti Ind. Estt. J R Boricha Marg, Lower Parel (E), Mumbai 400 011. Members holding shares in the electronic form are advised to inform change in address directly to their respective depository participants.
  - ii) Quote their Folio No. /Client ID No. in their correspondence with the Company/ Registrar and Share Transfer Agents.

- iii) Send their queries at least 10 days in advance so that the required information can be made available at the meeting.
  - iv) Intimate Registrar and Share Transfer Agents M/s. Purva Shareregistry (India) Pvt. Ltd. For consolidation of their folios, in case they are having more than one folio.
11. To support the “**Green Initiative for Paperless Communications**” Members who have not yet registered their email ids are requested to register the same with their DPs in case the shares are held in electronic form and with Company’s RTA in case the shares are held in physical form.
  12. In case of joint holders, the Members whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
  13. In compliance with the aforesaid MCA Circulars and SEBI Circular , Notice of the AGM along with the Annual Report 2023-24 is being sent only through electronic mode to those Members whose email address are registered with Company/Depositories. Members may note that the Notice and Annual Report 2023-24 will also be available on the Company’s website [www.everlon.in](http://www.everlon.in) Website of Stock Exchange i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and on the website of NSDL <https://www.evoting.nsdl.com>.
  14. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
  15. The Company has engaged the services of National Securities Depository Limited (“NSDL”) for facilitating remote e-voting for the said meeting to be held on 16th September, 2024 at 11.00 a.m. The Shareholders are requested to follow the instructions mentioned in Note below.
  16. The voting by Shareholders through the remote e-voting shall commence at **9.00 a.m. on 13th September, 2024 and shall close at 5.00 p.m. on 15th September, 2024**. During this period, Members holding shares either in physical form or in dematerialized form, as on **09th September, 2024 i.e. cut-off date**, may cast their vote electronically. The remote e-voting module shall be disabled by NSDL for voting thereafter. Those Members, who will be present in the Meeting through VC / OAVM facility and have not cast their vote on the Resolution through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the Meeting.
  17. The Shareholders of the Company can opt only one mode for voting i.e. remote e-voting or voting during the Meeting. Once the vote on the resolution is cast by an equity shareholder, he or she will not be allowed to change it subsequently.
  18. The Shareholders of the Company attending the Meeting, who have not cast their vote through remote e-voting shall be entitled to exercise their vote during the Meeting by VC/ OAVM. Equity shareholders who have cast their votes through remote e-voting may attend the Meeting but shall not be entitled to cast their vote during the Meeting.
  19. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the Member / beneficial owner as on the cut-off date i.e. **09th September, 2024**.
  20. The Members whose names appear in the Register of Members / list of beneficial owners as on the cut-off date i.e. **09th September, 2024** only shall be entitled to vote on the resolutions set out in this Notice. Any person who is not a Member as on the cut-off date should treat this Notice for information purposes only.
  21. Any person, who acquires shares of the Company and become member of the Company after emailing of the notice and holding shares as of the cut-off date i.e. **09th September, 2024**, may obtain the login ID and password by sending a request at email ID **evoting@nsdl.co.in**
  22. However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using “Forgot User Details/Password” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or contact at the following toll free no.: 1800-222-990.
  23. Any queries/ grievances in relation to the voting by e-voting may be addressed to the Company Secretary of the Company through email at **everlonfinancials@gmail.com**, or may be addressed to NSDL at [evoting.nsdl.co.in](http://evoting.nsdl.co.in).

24. The helpline number regarding any query/assistance for participation in the AGM through VC is 1800-222-990.
25. The Board of Directors has appointed Mr. Sanjay Dholakia (Membership No. 2655, C.P. NO. 1798) of Sanjay Dholakia & Associates, Practicing Company Secretaries as the Scrutinizer to scrutinize the voting during the AGM and remote e-voting process in a fair and transparent manner.

**26. Instructions for e-Voting and joining the AGM are as follows:**

**A. VOTING THROUGH ELECTRONIC MEANS**

i) Pursuant to Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of Listing Regulations, the Company is pleased to provide the facility to Members to exercise their right to vote on the resolutions proposed to be passed at AGM by electronic means. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on **09th September, 2024**, being the cut-off date, are entitled to vote on the Resolutions set forth in this Notice. Members may cast their votes on electronic voting system from any place other than the venue of the meeting (remote e-voting).

ii) The remote e-voting period will commence at **9.00 a.m. on 13th September, 2024 and shall close at 5.00 p.m. on 15th September, 2024**. The remote e-voting module shall be disabled by NSDL for voting thereafter. In addition, the facility for voting through electronic voting system shall also be made available at the AGM and the Members attending the AGM who have not cast their vote by remote e-voting shall be eligible to vote at the AGM.

iii) The Company has appointed Mr. Sanjay Dholakia, Practicing Company Secretary (FCS 2655) to act as the Scrutinizer, to scrutinize the entire e-voting process in a fair and transparent manner. The Members desiring to vote through remote e-voting are requested to refer to the detailed procedure given in the Notice. Members whose email ids are not registered with the depositories for procuring user id and password and registration of email ids for e-voting for the resolutions are requested to refer the instructions provided in the Notice.

iv) Members who are present in meeting through video conferencing facility and have not casted their vote on resolutions through remote e-voting, shall be allowed to vote through e-voting system during the meeting.

v) Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or Issuer/RTA. However, if he / she is already registered with NSDL for remote e-Voting then he /she can use his / her existing User ID and password for casting the vote. If you forgot your password, you can reset your password by using “Forgot User Details/Password” or “Physical User Reset Password” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no. 1800 1020 990 and 1800 22 44 30 . In case of Individual Shareholders holding securities in demat mode who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date may follow steps mentioned in the Notice of the AGM under “Access to NSDL e-Voting system.

In case of Individual Shareholders holding securities in demat mode and who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date may follow steps mentioned below under “Login method for remote e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.”

vi) The details of the process and manner for remote e-Voting are explained herein below:

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

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

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

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

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>1. Existing <b>IDEAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDEAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>2. If you are not registered for IDEAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “Register Online for IDEAS Portal” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <div style="text-align: center; margin-top: 10px;"> <p><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p><b>App Store</b></p>  </div> <div style="text-align: center;">  <p><b>Google Play</b></p>  </div> </div> </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>1. Users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> </ol>

	<ol style="list-style-type: none"> <li>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting 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, 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 CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System My easi Tab and then click on registration option</li> <li>4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be 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) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

<b>Login type</b>	<b>Helpdesk details</b>
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 or 1800 22 55 33

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

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.

2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen. Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nSDL.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below:

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

5. Password details for shareholders other than Individual shareholders are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
  - c) How to retrieve your ‘initial password’?
    - (i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.
    - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**.
6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
  - a) Click on **“Forgot User Details/Password?”**(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nSDL.com](http://www.evoting.nSDL.com).
  - b) **Physical User Reset Password?”** (If you are holding shares in physical mode) option available on [www.evoting.nSDL.com](http://www.evoting.nSDL.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nSDL.co.in](mailto:evoting@nSDL.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

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

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

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

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

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

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

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

### **INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGHVC/OAVM ARE AS UNDER:**

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of “VC/OAVM link” placed under “Join meeting” menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for

VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at **everlonfinancials@gmail.com**. The same will be replied by the company suitably.

**General Guidelines and Other Instructions:**

1. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, unblock the votes cast through remote e-Voting (votes cast during the AGM and votes cast through remote e-Voting) and make, not later than 48 hours of conclusion of the AGM, a consolidated Scrutinizer’s Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same.
2. The result declared along with the Scrutinizer’s Report shall be placed on the Company’s website at [www.everlon.in](http://www.everlon.in) and on the website of NSDL <https://www.evoting.nsdl.com> immediately. The Company shall simultaneously forward the results to BSE Limited where the shares of the Company are listed.
3. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
4. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Ms. Sarita Mote at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

**27. Annexure to notice:-**

**A. Details of Directors seeking re-appointment at the forthcoming Annual General Meeting:-  
(As per Regulation 36(3) of SEBI(LODR) Regulations 2015):**

<b>Name of Director &amp; Designation</b>	<b>Mrs. Varsha J. Vakharia Non-Executive Director &amp; Promoter</b>	<b>Mrs. Jayshree Bharat Kumar Shah Non-Executive &amp; Non Independent Director</b>
Age	66 years	70Years
Date of First Appointment	29/10/1999	16/07/2024
Qualification	N.A.	N.A
Expertise in specific areas	General Administration & Finance	Graduate in the field of Commerce and is a businessperson having vide experience in marketing and accounting field.  She is on the Board of

		Director of Various Other Private & Public Companies.
Name of listed Companies in which holds Directorship as on 31 <sup>st</sup> March 2024.	NIL	NIL
Name of other Companies in Committees of which holds Membership/ Chairmanship As on 31 <sup>st</sup> March 2024	NIL	NIL
No. of equity shares held in Everlon Financials Limited As on 31 <sup>st</sup> March 2024.	12,04,280	NIL
Inter-se Relations Among Directors	She is related to Mr. Jitendra K. Vakharia, Promoter of the Company	NO
Number of Board Meetings attended during the year.	Five	NA
Details of last Remuneration Drawn	Sitting Fees Paid	NA

**B Brief Profile of M/s. B. L. Dasharda and Associates, Chartered Accountants: -  
(As per Regulation 36(5) of SEBI(LODR) Regulations 2015)**

Sr. No.	Particulars	Details
1	Name of the CA Firm	M/s. B. L. Dasharda and Associates
2	Constitution	Partnership Firm
3	Address of Office	301, Vastubh Apartments, Dattapada Cross Road No 1, Near Hanuman Temple, Borivali East ,Mumbai 400066
4	Contact Number	28546775, 9892459697
5	Email Id	tosushantmehta@gmail.com
6	FRN No	112615W
7	Experience	M/s. B. L. Dasharda & Associates is a multi disciplinary firm of qualified Chartered Accountants established 25 years ago offering wide spectrum of professional services in the fields of accounting, auditing, advisory and consultancy to various individuals, corporate and industries
8	Basis of recommendation for appointment including the details in relation to and credentials of the statutory auditor(s) proposed to be appointed	The term of Outgoing Statutory Auditor is expiring on ensuing Annual General Meeting of the Company.
9	Material change in the fee payable to such auditor from that paid to the outgoing auditor along with the rationale for such change	No Material change in fees.

**Explanatory Statement pursuant to Section 102 of the Companies Act, 2013**

**Item No. 3:**

M/s. B. L. Dasharda and Associates, Chartered Accountants (Firm Registration No. 112615W), were appointed as statutory auditors of the Company, for a period of 3 years, to hold office from conclusion of the Annual General Meeting held on 2021 until the conclusion of the Annual General Meeting of the Company to be held for the financial year 31<sup>st</sup> March, 2024. In terms of the provisions of Section 139 of the Companies Act, 2013, the Companies (Audit and Auditors) Rules, 2014, and other applicable provisions, the Company can appoint or re-appoint an audit firm as statutory auditors for not more than 2 (two) terms of 5 (five) consecutive years.

M/s. B. L. Dasharda and Associates, Chartered Accountants is eligible for re-appointment for a further period of Two years. Based on the recommendations of the Audit Committee, the Board of Directors at their meeting held on 12<sup>th</sup>

August, 2024, approved the re-appointment of M/s. B. L. Dasharda and Associates, Chartered Accountants as the Statutory Auditors of the Company to hold office for a second term of Two consecutive years from conclusion of the 35th Annual General Meeting until the conclusion of the 37th Annual General Meeting of the Company to be held for the financial year 2026.

The Board of Directors, in consultation with the Audit Committee, may alter and vary the terms and conditions of appointment, including remuneration, in such manner and to such extent as may be mutually agreed with the Statutory Auditors. Considering the evaluation of the past performance, experience and expertise of the M/s. B. L. Dasharda and Associates and based on the recommendation of the Audit Committee, it is proposed to re-appoint M/s. B. L. Dasharda and Associates as Statutory Auditors of the Company for a second term of Two consecutive years till the conclusion of the 37th Annual General Meeting of the Company in terms of the aforesaid provisions.

The Board of Directors recommends the ordinary resolution as set out at item no.3 of the Notice for the approval of the Members.

None of the Directors, Key Managerial Personnel or their relatives are, financially or otherwise, concerned or interested in the said resolution.

**Item No. 4:**

Regularization of Mrs. Jayshree Bharat Kumar Shah (DIN: 07393868) as Non-Executive Non- Independent Director of the Company.

Mrs. Jayshree Bharat Kumar Shah (DIN: 07393868) was appointed as Additional Non-Executive Non- Independent Director with effect from 16<sup>th</sup> July, 2024, in accordance with the provisions of Section 161 of the Companies Act, 2013 read with the Articles of Association. Pursuant to Section 161 of the Companies Act, 2013, the above director holds office up to the date of General Meeting of the Company.

The Board is of the view that the appointment of Mrs. Jayshree Bharat Kumar Shah on the Board is desirable and would be beneficial to the Company and hence the Board of Directors recommends the ordinary resolution as set out at item no.4 of the Notice for the approval of the Members..

None of the Directors, Key Managerial Personnel or their relatives are, financially or otherwise, concerned or interested in the said resolution.

**For and on Behalf of The Board of Directors**

**Jitendra K. Vakharia**  
**Managing Director**  
**(DIN 00047777)**

**Place: Mumbai**  
**Date: 12<sup>th</sup> August, 2024**

**EVERLON FINANCIALS LIMITED**  
**DIRECTOR'S REPORT**

To,  
The Members,

The Board of Directors present their 35<sup>th</sup> Annual report together with Audited Financial Statements for the year ended 31<sup>st</sup> March, 2024.

**1. OPERATIONS AND FINANCIAL RESULTS**

Particulars	Year Ended 31/03/2024 (Rs. in Lakhs)	Year Ended 31/03/2023 (Rs. in Lakhs)
Revenue from Operations	1010.99	514.78
Other Income	12.34	14.20
<b>Total Income</b>	<b>1023.33</b>	<b>528.98</b>
Less :- Expenses:-		
a) Cost of materials Consumed	-	-
b) Purchase of stock-in-trade	1017.47	660.57
c) Changes in Inventories of finished goods, work-in progress and stock-in-trade	(983.19)	(418.04)
d) Employees benefits expense	17.37	15.99
e) Finance Cost	1.89	0.47
f) Depreciation & amortization expenses	7.93	6.95
g) Other Expenses	55.16	53.39
Profit /(Loss) before Tax & Exceptional items	906.71	209.65
Add : Exceptional items	-	-
Less : Provision for Tax	106.25	75.47
Add/ (Less) : Deferred Tax	(0.12)	0.65
<b>Profit /(Loss) after tax</b>	<b>800.35</b>	<b>134.83</b>

**2. SIGNIFICANT DEVELOPMENT**

Your company had received Certificate of Registration (COR) as Non-Banking Financial Company (NBFC) without accepting public deposits from Reserve Bank of India ("RBI") on 19<sup>th</sup> December, 2022. Accordingly, the Company has commenced the Investment Activities & funding of solar power plants.

**3. DIVIDEND**

The Board considers it prudent to conserve resources and therefore has not recommended any dividend for the year.

**4. CHANGE IN NATURE OF BUSINESS**

The company has commenced Non-Banking Financial business and received Certificate of Registration (COR) as Non-Banking Financial Company (NBFC)- – Micro Finance Institution without accepting public deposits from Reserve Bank of India ("RBI") on 19<sup>th</sup> December, 2022.

**5. COMPLIANCE WITH NBFC REGULATIONS**

Your Company has complied and continues to comply with all the regulatory requirements applicable to Non- Banking Financial Institutions as per Reserve Bank of India's guidelines.

**6. MATERIAL CHANGES AND COMMITMENTS, AFFECTING THE FINANCIAL POSITION OF THE COMPANY:**

To the best of our knowledge and belief, there have been no material changes and commitments affecting the financial position of the Company which have occurred between the end of FY 2023- 24 and the date of this report.

#### **7. SIGNIFICANT AND MATERIAL ORDERS:**

To the best of our knowledge and belief, no significant and material orders were passed by regulators or courts or tribunals during FY 2023-24 impacting the Company's going concern status and operations in future.

#### **8. SUBSIDIARY/JOINT VENTURE/ASSOCIATE COMPANIES**

Your Company does not have any subsidiary / Joint Venture / Associate Companies, at present.

#### **9. DEPOSITS**

During the period under review, the company has not received or accepted any deposit from Public and retained its non-acceptance of Public deposit NBFC status. The financials does not contain any figures that comes under the classification of deposits as specified under clause V of the Companies Act, 2013.

The Company is registered as NBFC- ND (MFI) and does not accept any deposit. Hence, no deposit was accepted from the public during the period ended on 31<sup>st</sup> March, 2024.

#### **10. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS**

The details required are given in the notes to the financial statements.

#### **11. SHARE CAPITAL**

During the year under review, the Authorized Share Capital of the Company is Rs. 25,00,00,000/- (Rupees Twenty Five Crores) consisting of 2,50,00,000 (Two Crore Fifty Lacs) Equity Shares of Rs.10/- (Rupees Ten) each.

The Paid up Share Capital is Rs. 6,20,00,000/- (Rupees Six Crore Twenty Lakhs) consisting of 62,00,000 (Sixty Two lakhs) Equity Shares of Rs.10/- (Rupees Ten) each.

During the year, the Board has approved allotment of 5,77,760 Equity Shares of Face Value of Rs. 10/- each at a Premium of Rs. 15/- to the Promoter/ Promoters Group on a Preferential issue in a cash consideration basis and filed necessary e forms and application with MCA & Stock exchange.

#### **12. MEETINGS OF THE BOARD OF DIRECTORS**

The Notice and Agenda of the Meetings were circulated well in advance to the respective Directors. During the year under review, **05 (Five)** Board Meetings were convened and held. The intervening gap between the meetings was within the time period prescribed under the Companies Act, 2013. The dates on which the Board Meetings were held are mentioned below:

Sr No.	Date of Meeting
1	29/05/2023
2	27/07/2023
3	02/09/2023
4	04/11/2023
5	05/02/2024

#### **13. MEETINGS OF THE COMMITTEES**

- **Audit Committee Meetings**

The Notice and Agenda of the Audit Committee Meetings were circulated well in advance to the respective Members. During the year under review, **04 (Four)** Audit Committee Meetings were convened and held. The dates on which the Audit Committee Meetings were held are mentioned below:

Sr No.	Date of Meeting
1	29/05/2023
2	27/07/2023
3	04/11/2023
4	05/02/2024

- **Nomination and Remuneration Committee Meetings**

The Notice and Agenda of the Nomination and Remuneration Committee Meetings were circulated well in advance to the respective Members. During the year under review, **02 (Two)** Nomination and Remuneration Committee Meetings were convened and held. The dates on which the Nomination and Remuneration Committee Meetings were held are mentioned below:

Sr No.	Date of Meeting
1	29/05/2023
2	05/02/2024

- **Stakeholder Relationship Committee Meetings**

The Notice and Agenda of the Stakeholder Relationship Committee Meetings were circulated well in advance to the respective Members. During the year under review, **04 (Four)** Stakeholder Relationship Committee Meetings were convened and held. The dates on which the Stakeholder Relationship Committee Meetings were held are mentioned below:

Sr No.	Date of Meeting
1	29/05/2023
2	27/07/2023
3	04/11/2023
4	05/02/2024

#### **14. ANNUAL RETURN**

The Annual Return as provided under Section 92 of the Act is available on the website of the Company at <http://www.everlon.in>.

#### **15. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE**

The particulars relating to conservation of energy, technology absorption, foreign exchange earnings and outgo as required to be disclosed under the Act, are provided in **Annexure A** to this report.

#### **16. DIRECTORS & KEY MANAGERIAL PERSONNEL**

##### **A) Retirement by rotation**

Mrs. Varsha Jitendra Vakharia (DIN: 00052361), is liable to retire by rotation at the ensuing Annual General Meeting and being eligible, seeks reappointment pursuant to Section 152 of the Companies Act, 2013.

Sr. No.	Name of Director and Key Managerial Personnel	Category and Designation
1.	Mr. Jitendra K. Vakharia	Promoter and Managing Director
2.	Mrs. Varsha J. Vakharia	Promoter and Non Executive Director
3.	Mr. Nitin I. Parekh	Non-Executive Independent Director
4	Mr. Kiron Basty Shenoy	Non-Executive Independent Director
5.	Mr. Neeraj Sharma	Non-Executive –Non Independent Director
6.	Mr. Vivek M.Mane	Chief Financial Officer
7.	*Mr. Kiran A.Sawant (Ceased on 11.01.2024)	Company Secretary & Compliance Officer
8.	*Ms. Pooja N. Sanghavi (Appointed on 05.02.2024)	Company Secretary & Compliance Officer

During the year, there has been no change in the constitution of Board of Directors of the Company, however Mrs. Jayshree Bharatkumar Shah (DIN: 07393868) was appointed as an Additional Non Executive & Non Independent Director of the Company w.e.from 16<sup>th</sup> July, 2024.

Mr. Kiran A. Sawant, Company Secretary & Compliance Officer of the Company has resigned w.e.from 11<sup>th</sup> January, 2024 and Ms. Pooja N Sanghavi appointed as Company Secretary & Compliance Officer of the Company w.e.from 05<sup>th</sup> February, 2024.

## **17. BOARD EVALUATION**

The Company has devised a policy for performance evaluation of its individual directors, the Board and the Committees constituted by it, which includes criteria for performance evaluation.

The Board has carried out an annual evaluation of its own performance, working of its Committees and the Directors individually in line with the requirements of the Act and Listing Regulations.

The Directors were provided with structured questionnaire to record their views. The reports generated out of the evaluation process were placed before the Board at its meeting and noted by the Directors. The evaluation process was attentive on various aspects of the functioning of the Board and its Committees, such as experience and competencies, performance of specific duties and obligations of the Board & its Committees, and governance issues etc. The Board also carried out the evaluation of the performance of Individual Directors based on criteria such as Leadership initiative, Initiative in terms of new ideas and planning for the Company, Timely inputs on the minutes of the meetings of the Board and Committee etc. The same is found to be satisfactory.

## **18. DECLARATION BY AN INDEPENDENT DIRECTOR(S)**

The Company has received declarations from all the Independent Directors of the Company confirming that they meet the criteria of independence as prescribed under Section 149(6) of the Act and provisions of Securities and Exchange Board of India (Listing Obligations and disclosure requirements) Regulations, 2015 ("Listing Regulations") and based on the declarations received from the Independent directors, the Board of directors are of the opinion that the directors have the requisite integrity, expertise and experience including the proficiency to be the independent directors of the Company. The Board is of the opinion that the Independent Directors of the Company holds highest standards of integrity, expertise and experience (including the proficiency) required to fulfil their duties as Independent Directors.

## **19. OPINION OF THE BOARD WITH REGARD TO INTEGRITY, EXPERTISE AND EXPERIENCE (INCLUDING THE PROFICIENCY) OF THE INDEPENDENT DIRECTORS APPOINTED DURING THE YEAR.**

The Board of Directors have evaluated the Independent Directors appointed during the year 2023-24 and opined that the integrity, expertise, and experience (including proficiency) of the Independent Directors is satisfactory.

## **20. VIGIL MECHANISM**

The Company has established vigil mechanism for directors and employees to report to the management instances of unethical behaviour, actual or suspected, fraud or violation of the Company's code of conduct or ethics policy. The vigil mechanism provides a mechanism for employees of the Company to approach the Chairperson of the Audit Committee of the Company for redressal and exceptional cases, there is direct access to approach Mr. Kiron Basti Shenoy, Chairperson of the Audit Committee.

## **21. STATUTORY AUDITORS**

The Auditors M/s. B. L. Dasharda and Associates, Chartered Accountants (Firm Registration No. 112615W), retire at the conclusion of the ensuing Annual General Meeting. The Board of Directors in their meeting held on 12<sup>th</sup> August, 2024 has proposed the re-appointment of M/s. B. L. Dasharda and Associates, Chartered Accountants (Firm Registration No. 112615W), as auditors of the company for a period of Two years from the conclusion of this annual general meeting till the conclusion of 37<sup>th</sup> annual general meeting.

The remuneration payable to the Statutory Auditors shall be determined by the Board of Directors based on the recommendation of the Audit Committee.

The Auditors of the Company have not reported any fraud as specified under second proviso of Section 143 (12) of the Companies Act, 2013.

## **22. SECRETARIAL AUDITOR & SECRETARIAL AUDIT REPORT**

The Board has appointed M/s. Sindhu Nair & Associates, Practicing Company Secretary, to conduct Secretarial Audit for the financial year 2023-24, as required u/s. 204 of the Companies Act, 2013 and the rules framed thereunder. The Secretarial Audit Report for the financial year ended 31<sup>st</sup> March, 2024 is annexed herewith marked as **Annexure B** to this Report. The Secretarial Audit Report does not contain any qualification, reservation or adverse remark.

## **23. INTERNAL AUDITORS**

The company has appointed M/s. R. Thakkar and Co., Chartered Accountants, Mumbai, as Internal Auditors for financial year 2024-25.

## **24. COST RECORDS AND COST AUDIT**

Maintenance of cost records and requirement of cost audit as prescribed under the provisions of Section 148(1) of the Companies Act 2013 are not applicable for the business activities carried out by the Company.

## **25. DETAIL OF FRAUD AS PER AUDITORS REPORT**

There was no fraud reported during the year ended 31<sup>st</sup> March, 2024. This is also being supported by the report of the auditors of the Company. There are no adverse observations/ qualifications in the Statutory Auditors report

## **26. DIRECTORS RESPONSIBILITY STATEMENT**

Pursuant to Section 134(5) of the Companies Act 2013, Directors of your Company hereby state and confirm that:-

- a) in the preparation of the annual accounts for the year ended 31<sup>st</sup> March, 2024, the applicable accounting standards, have been followed and there are no material departures from the same.
- b) The Directors have selected such accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state affairs of the Company as at 31<sup>st</sup> March, 2024 and of the profit of the company for the year ended on that date.
- c) The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) The Directors have prepared the annual accounts on a going concern basis;
- e) The Directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and are operating effectively; and
- f) The Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

## **27. DETAILS OF COMMITTEES OF THE BOARD**

The Board has constituted the Audit Committee, Nomination and Remuneration Committee and Stakeholders' Relationship Committee. The Composition of aforesaid committees and compliances, as per the applicable provisions of the Companies Act, 2013 and the Rules made under and Listing / Regulations are as follows:

### **A. Audit Committee:**

The Audit Committee functions according to requirement of Section 177 of the Companies Act, 2013 that defines its composition, authority, responsibility and reporting functions as applicable to the Company and is reviewed from time to time. All recommendations made by the Audit Committee were accepted by the Board.

	<b>Name of Committee Members</b>	<b>Status</b>	<b>Category</b>
<b>Audit Committee</b>	Mr. Kiron B, Shenoy	Chairman	Non-Executive/Independent
	Mr. Nitin I. Parekh	Member	Non-Executive/Independent
	Mr. Jitendra K. Vakharia	Member	Executive

#### **B. Nomination and remuneration committee:**

The Board of Directors of every Listed Company is required to have Nomination and Remuneration Committee. The Committee is constituted to identify persons who are qualified to become Directors and who may be appointed in Senior Management and to formulate the criteria for determining qualifications, positive attributes recommend to the Board a policy relating to the remuneration for the Directors, Key Managerial Personnel and other employees and to carry out evaluation of every Director's performance and to lay the matters as enumerated under the Companies Act, 2013.

The Board has constituted Nomination and Remuneration Committee under Section 178 of the Companies Act, 2013.

	<b>Name of Committee Members</b>	<b>Status</b>	<b>Category</b>
<b>Nomination and Remuneration Committee</b>	Mr. Kiron B, Shenoy	Chairman	Non-Executive/Independent
	Mr. Nitin I. Parekh	Member	Non-Executive/Independent
	Mr. Jitendra K. Vakharia	Member	Executive
	Mrs. Varsha J. Vakharia	Member	Executive

#### **Criteria for Determining Qualifications, Positive Attributes, Independence and Other Matters Concerning a Director:**

In terms of the provisions of clause (e) of section 134(3) read with Section 178(3) of Companies Act, 2013, the Nomination and Remuneration Committee, while appointing a Director, takes into account the following criteria for determining qualifications, positive attributes and independence:

**Qualification:** Diversity of thought, experience, industry knowledge, skills and age.

**Positive Attributes:** Apart from the statutory duties and responsibilities, the Directors are expected to demonstrate high standard of ethical behaviour, good communication and leadership skills and take impartial judgment.

**Independence:** A Director is considered Independent if he/she meets the criteria laid down in Section 149(6) of the Companies Act, 2013, the Rules framed thereunder and Regulation 16(1)(b) of the Listing Regulations, 2015.

#### **C. Stakeholder's Relationship Committee:**

The Stakeholder Relationship Committee was constituted to ensure that all commitment to shareholders and investors are met and thus strengthen their relationship with the Company.

	<b>Name of Committee Members</b>	<b>Status</b>	<b>Category</b>
<b>Stakeholder Relationship Committee</b>	Mrs. Varsha J. Vakharia	Chairman	Executive
	Mr. Jitendra K. Vakharia	Member	Executive

## **28. RISK MANAGEMENT PLAN**

There is a continuous process for identifying, evaluating and managing significant risks faced through a risk management process designed to identify the key risks facing business. There are no risks which threaten the existence of the company.

## **29. CORPORATE SOCIAL RESPONSIBILITY**

The Company, being a responsible organization, recognizes its social responsibility to contribute towards the activities for the benefit and development of the Society. Although, the CSR Act is not applicable on the Company as per the provisions of the Act.

## **30. CORPORATE GOVERNANCE REPORT**

Provisions relating to Corporate Governance Report under Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are not applicable to as the paid-up share capital and net worth is below the limits mentioned in regulation 15 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 hence the same has not been annexed to the Board's Report.

Our Company has always adhered itself towards best governance practices. The Company has maintained high level of integrity and transparency towards compliance of all laws, regulations, rules and guidelines whether provided by any enactment or issued by SEBI.

## **31. REPORT ON MANAGEMENT DISCUSSION AND ANALYSIS**

The Management Discussion and Analysis Report for the financial year under review as stipulated under Regulation 34 read with Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 is presented in the separate section forming part of this Annual Report. **Annexure C.**

## **32. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES REFERRED TO IN SECTION 188(1) OF THE COMPANIESACT, 2013**

All the related party transactions are entered on arm's length basis and in ordinary course of business and are in compliance with the applicable provisions of the Companies Act, 2013 and listing regulation. Form **AOC -2** in terms of Section 134 of the Act read with Rule 8 of the Companies (Accounts) Rules, 2014, giving details of contract or arrangement is attached herewith as **Annexure D.** All related party transactions are presented to the Audit Committee and the Board, if required for approval.

## **33. INTERNAL FINANCIAL CONTROL**

The Company has an Internal Control System which is commensurate with the size, scale and complexity of its business operations. To maintain its objectivity and independence, the Internal Auditor reports to the Audit Committee. The Internal Auditor monitors and evaluates the efficacy and adequacy of the internal control system in the Company, its compliance with operating systems, accounting procedures and policies. Based on the report of the Internal Auditor, process owners undertake corrective action in their respective areas and thereby strengthen the controls.

## **34. PARTICULARS OF EMPLOYEES AND DIRECTORS REMUNERATION**

Remuneration policy for Directors, Key Managerial Persons and other employees is attached herewith as **Annexure E.**

Particulars of Directors Remuneration as required u/s. 197(12) read with Rule 5(1) of The Company's (Appointment and Remuneration of Managerial Personnel) Rules 2014 are attached herewith as **Annexure F.**

## **35. CODE OF CONDUCT**

The Company has obtained declaration from Managing Director under Para D of Schedule V of Listing Regulations 2015 in respect of compliance of Code of conduct during the year under review.

## **36. FAMILIARISATION PROGRAMME FOR DIRECTORS**

The Members of the Board of the Company are afforded many opportunities to familiarise themselves with the Company, its Management and its operations. The Directors are provided with all the documents to enable them to have a better understanding of the Company, its various operations and the industry in which it operates.

All the Independent Directors of the Company are made aware of their roles and responsibilities at the time of their appointment through a formal letter of appointment, which also stipulates various terms and conditions of their engagement.

Executive Directors provide an overview of the operations and familiarise the new Independent and Non-Executive Directors on matters related to the Company's values and commitments. They are also introduced to the organisation structure, constitution of various committees, board procedures, risk management strategies etc The policy on Company's familiarization program for Independent Directors is posted on Company's website at [www.everlon.in](http://www.everlon.in)

### **37. REPORT ON SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013:**

The Company has always provided a congenial atmosphere to all employees that is free from discrimination and harassment including sexual harassment. It has provided equal opportunities to employees without regard to their race, gender, sex, etc. The Company has also framed a policy on the Prevention of Sexual Harassment at the Work Place and constituted an Internal Committee to redress any complaints of sexual harassment by employees or other persons working for the Company.

There were no cases of sexual harassment reported during the year under review under the said policy.

### **38. EQUITY SHARES IN UNCLAIMED SUSPENSE ACCOUNT UNDER REGULATION 39 AND SCHEULDE VI OF LISTING REGULATIONS:**

Details of Equity shares in Unclaimed Suspense Account under Regulations 39 and Schedule VI are as follows:-

Description	No of Equity Shares of Rs.10/- each
No. of outstanding shares at the beginning of the year	71700
No. of shareholder's request received for transfer of shares during the year	4
No. of shareholders to whom shares transferred during the year	4
No. of outstanding shares at the end of the year	70740

The voting rights on the above shares shall remain frozen till the rightful owner of such shares claim the shares.

### **39. COMPLIANCE WITH SECRETARIAL STANDARDS**

The Company has duly complied with the applicable provisions of Secretarial Standard – 1 on meetings of Board of Directors and Secretarial Standard–2 on General Meetings issued by the Institute of Company Secretaries of India.

### **40. STATUTORY DISCLOSURE**

None of the Directors of your Company are disqualified as per the provisions of Section 164 of the Companies Act, 2013. The Directors of your Company has made necessary disclosure as required under various provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

### **41. REGISTERED OFFICE**

There was no change in the Registered Office of the Company during the Financial Year under review.

The present address of the Registered Office is as follows: 607 Regent Chambers, 208 Nariman Point, Mumbai, Maharashtra, India- 400021.

#### **42. GENERAL DISCLOSURES**

Your Directors state that no disclosure or reporting is required in respect of the following items as there were no transactions on these items during the year:-

- (a) Equity shares with differential rights.
- (b) Sweat equity shares.
- (c) Employee Stock Options Scheme.

#### **43. ACKNOWLEDGEMENT**

Your Directors are pleased to place on record their sincere gratitude to the Government, Bankers and Shareholders for their continued and valuable co-operation and support to the Company and look forward to their continued support and co-operation in future too. They also take this opportunity to express their deep appreciation for the devoted and sincere services rendered by the employees at all levels of the operations of the Company during the year.

**For and on Behalf of the Board of Directors**

**Jitendra K. Vakharia**  
**Managing Director**  
**(DIN 00047777)**

**Varsha J. Vakharia**  
**Director**  
**(DIN 00052361)**

**Place: Mumbai**  
**Date: 12<sup>th</sup> August, 2024**

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

Information on conservation of Energy, Technology absorption, Foreign Exchange earnings and outgo required to be disclosed under Section 134(3)(m) of the Companies Act, 2013 read with Rule 8 (3) Companies (Accounts) Rules, 2014 are provided below.

<b>(A) CONSERVATION OF ENERGY</b>			
(i)	the steps taken or impact on conservation of energy	:	Not Applicable since the company stopped manufacturing activity.
(ii)	the steps taken by the company for utilising alternate sources of energy	:	Not Applicable since the company stopped manufacturing activity.
(iii)	the capital investment on energy conservation equipment	:	Not Applicable since the company stopped manufacturing activity

<b>(B)</b>	<b>TECHNOLOGY ABSORPTION</b>	:	NIL
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<b>(C) FOREIGN EXCHANGE EARNINGS AND OUT GO:</b>			
(i)	Foreign Exchange earned	:	NIL
(ii)	Foreign Exchange outgo	:	NIL

**For and on Behalf of the Board of Directors**

**Jitendra K. Vakharia**  
**Managing Director**  
**(DIN 00047777)**

**Varsha J. Vakharia**  
**Director**  
**(DIN 00052361)**

**Place: Mumbai**  
**Date: 12<sup>th</sup> August, 2024**

**FORM NO. MR-3**  
**SECRETARIAL AUDIT REPORT**  
**For the financial year ended March 31, 2024**

[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  
**EVERLON FINANCIALS LIMITED**  
**67, 6<sup>th</sup> Floor, Regent Chambers,**  
**208, Nariman Point,**  
**Mumbai - 400 021**

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **EVERLON FINANCIALS 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 of the Company, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on March 31, 2024, 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, 2024, 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 Byelaws 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; - (Not applicable to the Company during the Audit Period);
- 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, 2009;
  - d. The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014);
  - e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
  - 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 (Depositories and Participants) Regulations, 2018
  - h. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; (Not applicable to the Company during the Audit Period);
  - i. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; (Not applicable to the Company during the Audit Period); and
  - j. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), 2015.
- vi. Rules, Regulations and Guidelines issued by the Reserve Bank of India as are applicable to Non-Deposit taking NBFC/ Core Investment Company which are specifically applicable to the Company.

We have also examined compliance with the applicable clauses of Secretarial Standards with regard to Meeting of Board of Directors (SS-1) and General Meetings (SS-2) issued by The Institute of Company Secretaries of India.

During the period under review, the Company has complied with the applicable provisions of the Act, Rules, Regulations and Guidelines, as mentioned above.

We further report & confirm that the company has maintained Structured Digital Database in compliance with the Regulation 3(5) and 3(6) of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 for the year ended 31.03.2024.

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 / Committees of Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act. Further, the Issued, Subscribed and Paid-up Share Capital of the Company is increased from Rs.5,62,22,400/- to Rs.6,20,00,000/- with effect from September 2, 2023. The Company has made the necessary resolutions and filed the e-Forms with the Ministry of Corporate Affairs and complied with the provisions of the Act.

Based on the representation given by the Management of the Company and as verified by us, it is observed that there are no such laws which are specifically applicable to the industry in which the Company operates.

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 decisions of the Board are carried out unanimously as recorded in the minutes of the meetings of the Board of Directors.

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.

This Report is to be read with our letter of even date which is annexed as Annexure I and forms an integral part of this Report.

**For SINDHU NAIR & ASSOCIATES**

**(SINDHU G NAIR)**  
**Practicing Company secretary**  
**Proprietor**  
**(FCS- 7938, CP- 8046)**

**UDIN: F007938F000954730**

**Place: Mumbai**  
**Date : 12-08-2024**

## ANNEXURE I TO SECRETARIAL AUDIT REPORT

To,  
The Members  
**EVERLON FINANCIALS LIMITED**  
**67, 6<sup>th</sup> Floor, Regent Chambers,**  
**208, Nariman Point,**  
**Mumbai - 400 021**

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 the correct facts are reflected in secretarial records. We believe that the practices and processes we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Account of the Company.
4. Wherever required, we have obtained management representation about the compliance of laws, rules, regulations, norms and standards and happening of events.
5. The compliance of the provisions of the Corporate and other applicable laws, rules, regulations and norms is the responsibility of management. Our examination was limited to the verification of procedure on test basis.
6. 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.

**For SINDHU NAIR & ASSOCIATES**

**(SINDHU G NAIR)**  
**Practicing Company secretary**  
**Proprietor**  
**(FCS- 7938, CP- 8046)**

**UDIN: F007938F000954730**

**Place: Mumbai**  
**Date : 12-08-2024**

## **MANAGEMENT DISCUSSION AND ANALYSIS REPORT**

### **Overview:**

Our Company is a Non Deposit-taking Non-Banking Financial Company (NBFC) with a record of consistent growth and profitability. This Management Discussion and Analysis Report has to be read in conjunction with the Company's financial statements, which follows this section. The financial statements have been prepared in compliance with the requirements of the Companies Act, 2013 and as per Indian Accounting Standards (Ind AS) and as per the directions issued by Reserve Bank of India for Non Banking Financial Companies from time to time, wherever applicable. The estimates and judgments relating to the financial statements have been made on a prudent and reasonable basis, in order that the financial statements reflect in a true and fair manner the form and substance of transactions, and reasonably present the Company's state of affairs and profits for the year. The following discussion may include forward looking statements which may involve risks and uncertainties, including but not limited to the risks inherent to Company's growth strategy, change in regulatory norms, economic conditions and other incidental factors. Actual results could differ materially.

### **A. Industry Outlook:-**

The global economy is exhibiting resilience and fortitude. There are, however, multiple challenges emanating from still elevated inflation, tight monetary and financial conditions, escalating geopolitical tensions, rising geo-economics fragmentation, disruptions in key global shipping routes, high public debt burdens and financial stability risks. Global financial markets are on edge, with recurrent bouts of volatility as every incoming data increases uncertainty around monetary policy trajectories of major central banks.

Amidst global challenges, The Indian economy exhibited robust growth in 2023-24, underpinned by strong investment activity, amidst subdued external demand. Manufacturing and services sectors were the key drivers on the supply side. The growth outlook remains buoyant, given the government's sustained focus on capital expenditure while maintaining fiscal consolidation. The Indian economy boasted an impressive growth rate of about 7.5% in the 2023-24 fiscal year and exceeded the average G20 rate of 3.4 %.

NBFCs will play a larger role in supporting the socio economic structure of the Indian economy. The opportunity for credit penetration remains very high in India. The NBFCs can set a new benchmark by tying up with fintechs and introducing new business models with personalized offerings. NBFCs are the players in the lending space which categorically focus on those at the lower end of the pyramid and are the backbone of any developing economy. They cater to a variety of sectors including renewable energy, vehicles, home, and MSMEs etc.

### **B. Opportunities:-**

RBI has been continually strengthening the supervisory framework for NBFCs in order to ensure sound and healthy functioning and avoid excessive risk taking.

The uncertainties and volatility in the financial market are a continuing threat to the organization's performance. However, the twin features of fore- sightedness and focused analysis of the market have challenged the threat of adverse performance

The future of NBFCs in India looks promising, with expected growth driven by various factors like digital transformation, innovative products, and a robust regulatory framework. The sector is expected to grow at a CAGR of about 15 % every year.

### **C. Segment:-**

The company is a non deposit-taking Non-Banking Financial Company (NBFC) registered with the Reserve Bank of India. EFL is engaged in the business of funding Solar plants, investment activities, and now proposes to provide loans or advances to the MSME sector.

### **D. Risk and Concerns:-**

NBFC and its efficient working is not as easy as it seems. Despite the opportunities provided to the NBFCs, they face a

lot of challenges. NBFC have been facing a lot of problems such as Refinancing / NBFC Funding, non flexibility in classification of Loans NPA, absence of statutory tools for recovery of loans, lack of capacity of building, lack of education among people, rising interest rates and intense competition from banks etc.

**E. Internal Control Systems:-**

The Company believes in the system of internal controls and has provided for proper checks and control at various operational levels.

Internal checks and controls covering operations of the Company are in place and are constantly being improved upon. The company has well defined procedures to execute financial transactions. Internal audit is being conducted by an independent firm of Chartered Accountants. The internal auditor monitors and evaluates the efficiency and adequacy of internal control systems in the organization, its compliance with operating systems, accounting procedures and policies of the Company. Significant audit observations and corrective actions thereupon are presented to the Audit Committee The management reviews the control systems and procedures periodically to upgrade them. Presently the Internal Control System is commensurate to the size and operations of the company.

**F. Performance:-**

During the year, the Revenue from operations sales was Rs. 1010.99 lakhs as compared to Rs.514.78 lakhs of the previous year.

**G. Industrial and Human Relations:-**

There has been positive working relationship between the Company and the employees of the Company during the year.

The Company strives to provide a conducive working environment to its employees and to maintain the pace with the economic situations, Company has always focused on enhancing the efficiency of the employees including restructuring their compensation, working conditions etc.

**H Details of Key Financial Ratios and Significant Changes :**

	<b>Ratios</b>	<b>FY.2023-24</b>	<b>FY. 2022-23</b>
i.	Trade Payable Ratio	0.00	388.63
ii.	Inventory Turnover	0.01	0.39
iii.	Trade Receivable Ratio	0.00	0.00
iv.	Current Ratio	1.08	7.40
v.	Debt Equity Ratio	0.00	0.00
vi.	Debt Service Coverage Ratio	0.00	0.00
vii.	Return on Equity Ratio	54.35	14.45
viii.	Net Capital Ratio	752.80	4.43
ix.	Net Profit Ratio	79.17	26.19
x.	Return on Capital Employed	61.73	22.53
xi.	Return on Investment	8.10	5.88

**I. Cautionary Statement:-**

The statements in the “Management Discussion and Analysis Report” section describe the Company’s objectives, projections, estimates, expectations and predictions, which may be forward looking statements” within the meaning of the applicable laws and regulations. The annual results can differ materially from those expressed or implied, depending upon the economic and climatic conditions, Government policies and other incidental factors.

**For and on Behalf of the Board of Directors**

**Jitendra K. Vakharia**  
**Managing Director**  
**(DIN 00047777)**

**Varsha J. Vakharia**  
**Director**  
**(DIN 00052361)**

**Place: Mumbai**  
**Date: 12<sup>th</sup> August, 2024**

**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 arms length transaction under third proviso thereto.

1. Details of contracts or arrangements or transactions not at Arm's length basis.

**Not Applicable as all transactions are on Arm's Length basis**

2. Details of contracts or arrangements or transactions at Arm's length basis.

<b>SL. No.</b>	<b>Particulars</b>	<b>Details</b>
1	Name (s) of the related party & nature of relationship	Teekay International (Partnership Firm in which Directors are Interested)
2	Nature of contracts/arrangements/transaction	Rent
3	Duration of the contracts/arrangements/transaction	3 Years (01/08/2022 to 31/07/2025)
4	Salient terms of the contracts or arrangements or transaction including the value, if any	Rs.1,00,000/- p.m.
5	Date of approval by the Board	05/08/2022
6	Amount paid if any	Rs.12,00,000/-

**For and on Behalf of the Board of Directors**

**Jitendra K. Vakharia**  
**Managing Director**  
**(DIN 00047777)**

**Varsha J. Vakharia**  
**Director**  
**(DIN 00052361)**

**Place: Mumbai**  
**Date: 12<sup>th</sup> August, 2024**

## Remuneration Policy

### A. Remuneration Policy for Executive Directors

- a) The remuneration paid to the Executive Directors of the Company is approved by the Board of Directors on the recommendations of the Nomination & Remuneration Committee.
- b) Remuneration of the Chairman and Managing Director and Executive Directors consist of a fixed component based on the net profits of each financial year or as per the limits mentioned in Schedule V of Companies Act, 2013. The commission amount is linked to the Net profit of each year. The increase in fixed salary is recommended by the Nomination and Remuneration Committee based on the general industry practice.

### B. Remuneration Policy for Non-Executive Directors

Non-Executive Directors of a Company's Board of Directors add substantial value to the Company through their contribution to the Management of the Company. In addition they also play an appropriate control role. For best utilizing the Non - Executive Directors, the Company has constituted certain Committees of the Board.

Sr. No.	Particulars	Remuneration	Remarks
1	Sitting Fees: For Board Meetings	As may be decided by Board from time to time.	a)As per the limits prescribed by the Companies Act.  b)Approval – Board
2	For Committee Meetings	At present, company does not pay any sitting fees for attending committee meetings.	a. As per the limits prescribed by the Companies Act.  b. Approval – Board (An Independent Director shall not be entitled to any stock option.)

### C. Remuneration Policy for Senior Managers

- a) The Company while deciding the remuneration package of the senior management members takes into consideration the employment scenario, remuneration package prevailing in the industry and remuneration package of the managerial talent of other comparable industries.
- b) The remuneration to senior management employees comprises of two broad terms – Fixed Remuneration and Variable remuneration in the form of performance incentive.
- c) Annual increase in fixed remuneration is reviewed and then approved by the HR and Remuneration Committee.

**For and on Behalf of the Board of Directors**

**Jitendra K. Vakharia**  
**Managing Director**  
**(DIN 00047777)**

**Varsha J. Vakharia**  
**Director**  
**(DIN 00052361)**

**Place: Mumbai**  
**Date: 12/08/2024**

**(A) REMUNERATION OF DIRECTORS / KEY MANAGERIAL (KMP)**

- a.) The information required pursuant to Section 197 read with Rule 5 The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of the Company and Directors is furnished hereunder:-

S. No.	Name	Designation	Remuneration Paid Rs. F.Y.2023-24	Director Sittings Fees Paid Rs F.Y.2023-24
1	Mr. Jitendra K.Vakharia	Managing Director	NIL	NIL
2	Mrs. Varsha J.Vakharia	Director	NIL	25,000/-
3	Mr. Nitin I. Parekh	Independent Director	NIL	15,000/-
4	*Mr. Kiron B. Shenoy	Independent Director	45,000/-	25,000/-
5	*Mr. Neeraj Sharma	Director	6,30,000/-	25,000/-
6	Mr. Vivek M. Mane	Chief Financial Officer	4,52,430/-	NIL
7	Mr. Kiran A. Sawant	Company Secretary	5,48,565/-	NIL
8	Ms. Pooja Sanghavi	Company Secretary	1,21,034/-	NIL

\*Includes sitting fees and professional fees.

Mr. Jitendra K.Vakharia, Managing Director of the company had stopped drawing remuneration with effect from July 01, 2021.

- b.) The ratio of the remuneration of each director to the median remuneration of the employees of the Company for the financial year and the percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year:-

.Sl. No	Name of the Directors/KMP	Designation	Remuneration of Directors/ KMP for the year 2023-24	% Increase in Remuneration in the year 2023-24	Ratio of Remuneration of each Director to median remuneration of employee
1.	Mr. Jitendra K. Vakharia	Managing Director	Nil	Nil	Nil
2	Mrs. Varsha J. Vakharia	Non Executive Director	25,000/-*	Nil	N.A.
3	Mr. Nitin I. Parekh	Independent Director	15,000/-*	Nil	N.A.
4	Mr. Kiron B. Shenoy	Independent Director	70,000/-*	Nil	N.A.
5	Mr. Neeraj Sharma	Non Executive Director	6,55,000/-*	Nil	N.A.
6	Mr. Vivek M. Mane	Chief Financial Officer	4,52,430 /-	6%	1.59
7	Mr. Kiran A. Sawant	Company Secretary	5,48,565/-	6%	1.97
8	Ms. Pooja Sanghavi	Company Secretary	1,21,034/-	NIL	N.A.

\* Sitting fees paid to Non-executive Directors during the year is not considered as remuneration for ratio calculation purpose.

Mr. Jitendra K.Vakharia, Managing Director of the company had stopped drawing remuneration with effect from July 01, 2021.

c) The median remuneration of employees of the Company during the year was Rs. 306031/-.

d) There were 4 permanent employees on the rolls of the Company as at March 31, 2024.

e) 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 Percentile Increase for other than managerial personnel: (6%)

Average Percentile Increase for managerial personnel: (6%)

**f) It is hereby affirmed that the remuneration paid is as per the Remuneration Policy for Directors, Key Managerial Personnel and other employees.**

#### **(B) MANAGERIAL REMUNERATION**

The information required under Section 197(12) of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and forming part of the Directors' Report for the year ended March 31, 2024 is given in a separate Annexure to this Report.

The above Annexure is not being sent along with this Report to the Members of the Company in line with the provision of Section 136 of the Companies Act, 2013. Members who are interested in obtaining these particulars may write to the Company Secretary at the Registered Office of the Company. The aforesaid Annexure is also available for inspection by Members at the Registered Office of the Company from the date of circulation of this notice up to the date of AGM during the business hours on working days.

As required under Rule 5 (2) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 the Company does not have any employees who:

(i) if employed throughout the financial year, was in receipt of remuneration for that year which, in the aggregate was not less than 1 Crore and 2 Lakh rupees;

(ii) if employed for a part of the financial year were in receipt of remuneration of not less than Eight Lakh and Fifty Thousand per month;

(iii) if employed throughout the financial year or part thereof, was in receipt of remuneration in that year which, in the aggregate, or as the case may be, at a rate which, in the aggregate, is in excess of that drawn by the managing director or whole time director or manager and holds by himself or along with his spouse and dependent children, not less than two percent of the equity shares of the company. hence, no such details to be provided.

**For and on Behalf of the Board of Directors**

**Jitendra K. Vakharia**  
**Managing Director**  
**(DIN 00047777)**

**Varsha J. Vakharia**  
**Director**  
**(DIN 00052361)**

**Place: Mumbai**  
**Date: 12/08/2024**

## **INDEPENDENT AUDITORS' REPORT**

**To the Members,**

### **EVERLON FINANCIALS LIMITED**

(Formerly Known as Everlon Synthetics Limited)

### **Report on Audit of the Standalone Financial Statements**

#### **Opinion**

We have audited the attached Ind AS standalone financial statements of Everlon Synthetics Ltd. ("the Company"), which comprise the balance sheet as at 31<sup>st</sup> March 2024, and the statement of Profit and Loss, the statement of changes in equity and the statement of cash flows for the year then ended, and notes to the standalone financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2024, and profit, changes in equity and its cash flows for the year ended on that date.

#### **Basis for Opinion**

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

#### **Key Audit Matters**

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

#### **Other Information**

The Company's Board of Directors is responsible for the other information. The other information comprise the information include in the annual report, but does not include the standalone financial statements and our auditor's report thereon.

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

In connection with our audit of standalone 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 financial statements or our knowledge obtained in the audit or otherwise appears to be

materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

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

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

In preparing the 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 basis and using 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. That Board of Directors is also responsible for overseeing the Company's financial reporting process.

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

Our objectives are to obtain reasonable assurance about whether the Standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists.

Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SA's we exercise professional judgement and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risk of material misstatement of the financial statements whether due to fraud or error, design and perform audit procedure 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 material misstatement resulting from fraud is higher than for one resulting, in error, as fraud may involve collusion, forgery, intentional omission, misrepresentation, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design the procedure 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 estimate 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 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 standalone financial statements or if, such disclosure are inadequate to modify our opinion. Our conclusions are based on the audit evidence upto the date of our auditor's report. However future events or conditions may causes the Company to cease to continue as going concern; and
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures and whether the standalone financial statements represent the underlying transactions and events in a manner that achieve fair presentation.

Materiality is magnitude of misstatements in the financial statements that individually or in aggregate makes it probable that the economic decision of reasonably knowledgeable user of the financial statements may be influenced. We considered quantitative materiality and qualitative factors in (i) planning the scope of our work and in evaluating the result of work in (ii) to evaluate the effect of any identified misstatement in the financial statements.

We communicate with this 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 the internal control that we identify during our audit.

We also provide those charged with governance with statements 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, and 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 standalone financial statements of the current year and are therefore the key audit matters. We describe these matters in our Auditor's Report wherever applicable and unless law or regulations preclude 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 consequence of the 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, 2020 ("the Order") issued by the Central Government of India in its terms of sub-section (11) of section 143 of Act , we give in the Annexure "A" a statement on the matters specified in paragraph 3 and 4 of the Order.
2. (A) 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, Statement of Profit and Loss including the Statement of Other Comprehensive Income, 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 standalone financial statements comply with the Accounting Standards specified under section 133 of the Act, read with the Companies (Indian Accounting Standards) Rules, 2015.
  - e) On the basis of the written representation received from the directors as on 31<sup>st</sup> March, 2024 taken on record by the Board of Directors, none of the directors is disqualified as on 31<sup>st</sup> March, 2024 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”.
- (B) With respect to the other matters included in the auditor’s report in accordance with Rule 11 of the Companies (Audit and Auditors) Rule 2014 as amended and to best of our information and according to the explanation given to us.
- i. The Company does not have any pending litigations which would impact its financial position.
  - ii. The Company did not have any long-term contracts for which there were any material foreseeable losses.
  - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
  - iv. As per the management representation we report,
    - a) no funds have been advanced or loaned or invested by the company to or in any other person(s) or entities, including foreign entities (“Intermediaries”), with the understanding that the intermediary shall whether directly or indirectly lend or invest in other persons or entities identified in any manner by or on behalf of the company (Ultimate Beneficiaries) or provide any guarantee, security or the like on behalf of the Ultimate beneficiaries.
    - b) no funds have been received by the company from any person(s) or entities, including foreign entities (“Funding Parties”), with the understanding that the such company shall whether directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the funding party (Ultimate Beneficiaries) or provide guarantee, security or the like on behalf of the Ultimate beneficiaries.
    - c) Based on the audit procedures performed, we report that nothing has come to our notice that has caused us to believe that the representations given under sub-clause (i) and (ii) of Rule 11( e ) by the management contain any material mis-statement.

- v. Since the company has not declared or paid any dividend during the year, the question of commenting on whether dividend declared or paid is in accordance with Section 123 of the Act does not arise.
  - vi. Based on the audit procedures performed in terms of Proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 for maintaining books of account using accounting software which has a feature of recording audit trail (edit log) facility with effect from 1st April 2023, we report that the company has maintained the books of accounts in the software which has a feature of recording audit trail of transactions entered in the software.
- (C) With respect to the 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 explanation given to us, the company has not paid any remuneration to its directors during the year hence the provision of this Section is not applicable to the company.

For **B.L.Dasharda & Associates**  
**Chartered Accountants**  
**Firm Registration No. :112615W**

**CA Sushant Mehta**  
**Partner**  
**Membership No.112489**

Place : Mumbai  
Dated: 24<sup>th</sup> May, 2024  
**UDIN: 24112489BKANXL2385**

## **Annexure “A” to the Independent Auditors’ Report**

The Annexure ‘A’ referred to in paragraph 1 under “Report on Other Regulatory Requirements” section of our report of even date

- (i) In Respect of its Fixed Assets:
  - (a) The Company has maintained proper records showing full particulars including quantitative details, wherever applicable, and situation of Property, Plant and Equipment and Intangible assets;
  - (b) As explained to us, a major portion of the Plant and Equipment and Intangible Assets has been physically verified by the management during the year in a phased periodical manner which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. As informed to us no material discrepancies were noticed on such verification.
  - (c) The Company does not own any immovable property. Hence this clause of the Order is not applicable to the Company
  - (d) The Company has not revalued any of its Plant and Equipment hence the provision of Clause 3 (i) (d) of the Order is not applicable to the Company.
  - (e) No proceedings have been initiated or pending against the company for holding any Benami property under the Benami Transactions (Prohibition) Act, 1988.
- (ii) In Respect of its inventory:

As explained to us, inventories constitute Stock in trade of Shares. Thus the provisions of clause 3(ii) of the Order is not applicable since the Company does not have any inventory of goods.

During the year the Company has not been sanctioned working capital limit in excess of five crore rupees, in aggregate, from banks or financial institutions on the basis of security of current assets, hence the provision of Clause 3(ii) (b) of the Order is not applicable to the Company.
- (iii) a) According to the information and explanations given to us and based on the audit procedures performed by us, the Company has not provided any guarantee or security or made investments or granted any loans or advances in the nature of loans, secured or unsecured to subsidiaries, joint venture and associates. The company has not made investments or provided any guarantee or security to Companies, Firms, Limited Liability Partnerships and other parties. According to the information and explanations given to us and based on the audit procedures performed by us, the company has granted Unsecured loans ("Loans") to one company and two employees. The aggregate amount of Loans granted during the year is Rs 17.15 lakhs, the loans received back is Rs 10.77 during the year and the balance outstanding at the Balance sheet date is Rs 108.07 lakhs.
- b) According to the information and explanations given to us and based on the audit procedures conducted by us, the terms and conditions of the Loans granted by the company are prima-facie not prejudicial to the company’s interest;

- c) According to the information and explanations given to us and based on the audit procedures conducted by us, the repayment of the principal amounts of Loans and receipt of interest is regular during the year and the schedule of repayment of principal and interest of all Loans granted by the company have been stipulated;
  - d) According to the information and explanations given to us and based on the audit procedures conducted by us, there is no amount overdue in respect of any Loans granted by the company;
  - e) According to the information and explanations given to us and based on the audit procedures conducted by us, the total Loans renewed during the year amounted to Rs. 99.14 lakhs (P,Y. Rs NIL), constituting 97.50 % (Previous Year NIL) of the total Loans outstanding.
  - f) According to the information and explanations given to us and based on the audit procedures conducted by us, the company has not granted any Loans repayable on demand or without specifying any terms or period of repayment.
- (iv) In our opinion and according to the information and explanations given to us, the Company has not granted any loans or provided any guarantees or security in respect of any loan(s) to any party covered under Section 185 and 186 of the Act. Hence Clause 3 (iv) of the Order is not applicable.
- (v) In our opinion and according to the information and explanations given to us, the Company has not accepted any deposits within the meaning of Section 73, 74, 75 and 76 of the Act and the Rules framed thereunder to the extent notified.
- (vi) According to the information and explanations given to us, the Central Government has not prescribed maintenance of cost records under sub-section (1) of 148 of the Act.
- (vii) According to the information and explanation given to us, in respect of statutory dues;
- a. The Company is generally regular in depositing undisputed statutory dues including provident fund, income-tax, sales tax, GST, and any other statutory dues with the appropriate authorities wherever applicable.
  - b. There were no undisputed amounts payable in respect of provident fund, , income tax, sales-tax, GST and any other statutory dues in arrears as at 31<sup>st</sup> March, 2024 for a period of more than six months from the date they became payable.
- (viii) According to the information and explanations given by the management and based on the procedures carried out during the course of our audit, we have not come across any transactions not recorded in the books of account, and which have been surrendered or disclosed as Income in the tax assessments under the Income Tax Act, 1961.

- (ix) The Company has not taken any loans or borrowings from financial institutions, banks and government or has not issued any debentures. Hence paragraphs (a), (b), (c), (d), (e) & (f) of Clause 3 (ix) of the Order are not applicable.
- (x) The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) and has not availed any term loans during the year under audit. Hence the provisions of clause 3 (x) of the Order is not applicable to the Company.
- (xi)
  - (a) During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to information and explanations given to us, no material fraud by the company or on the company has been noticed or reported during the course of our audit. Hence the provisions of Clause 3 (xi) of the Order is not applicable to the Company.
  - (b) There has been no report filed under sub-Section (12) of Section 143 of the Act by the auditors as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.
  - (c) As represented to us by the management there were no whistle blower complaints received during the year under audit.
- (xii) In our opinion and according to information and explanations given to us, the Company is not a Nidhi Company, hence the provisions of Clause 3 (xii) of the Order is not applicable to the Company.
- (xiii) In our opinion and according to information and explanations given to us, transactions with related parties are in compliance with Section 177 and 188 of Act, wherever applicable, and details of such transactions have been disclosed in the Financial Statements as required by the applicable accounting standards.
- (xiv)
  - a) The company has an Internal audit system commensurate with the size and nature of its business.
  - b) We have considered the Internal Auditor reports of the company issued till date for the period under audit.
- (xv) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not entered into any non-cash transactions with directors or persons connected with him. Hence the provisions of Clause 3 (xv) the Order is not applicable to the Company.
- (xvi) The company is registered under section 45 IA of the Reserve Bank of India Act, 1934 vide Registration Certificate no.- N-13.02443, issued, dated 19<sup>th</sup> December, 2022.
- (xvii) The Company has not incurred any cash losses during the current financial year and in the immediately preceding financial year and hence the provision of clause 3 (xvii) is not applicable to the company.

- (xviii) There has not been any resignation of the Statutory auditors during the year. Hence the provision of Clause 3 (xviii) is not applicable to the company.
- (xix) According to the information and explanations given to us on the basis of our examination of the records of the company, no material uncertainty exists as on the date of the audit report that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date on the financial ratios, ageing, expected dates of realisation of financial assets, payment of financial liabilities, other information accompanying the financial statements, the auditor's knowledge of the Board of Directors and management plans. We further state that our reporting is based on the facts up to date of audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the company as and when they fall due.
- (xx) According to the information and explanations given to us and on the basis of our examination of the records the Company was not required to spend any amount under Corporate Social Responsibility (CSR) as prescribed under Section 135 of the Act;

**For B.L.Dasharda & Associates  
Chartered Accountants  
Firm Registration No. :112615W**

**CA Sushant Mehta  
Partner  
Membership No.112489**

Place : Mumbai  
Dated: 24<sup>th</sup> May, 2024  
**UDIN: 24112489BKANXL2385**

## **ANNEXURE “B” TO THE INDEPENDENT AUDITOR’S REPORT OF EVEN DATE ON THE FINANCIAL STATEMENTS OF EVERLON FINANCIALS LIMITED**

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 over financial reporting of Everlon Synthetics Limited (“the Company”) as of 31<sup>st</sup> March, 2024 in conjunction with our audit of the 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 judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company’s internal financial controls system over financial reporting.

### **Meaning of Internal Financial Controls over Financing 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 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 financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorisations of management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the Company's assets that could have a material effect on the financial statements.

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

Because of the inherent limitations of internal financial controls over financing 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 subjected 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 31<sup>st</sup> March 2024 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 **B.L.Dasharda & Associates**  
*Chartered Accountants*  
**Firm Registration No. :112615W**

**CA Sushant Mehta**  
*Partner*  
**Membership No.112489**

Place : Mumbai  
Dated: 24<sup>th</sup> May, 2024  
**UDIN:** 24112489BKANXL2385

EVERLON FINANCIALS LIMITED			
(FORMERLY KNOWN AS EVERLON SYNTHETICS LIMITED)			
Standalone Balance Sheet as at 31st March, 2024			
(' in lakhs)			
Particulars	Note No	As at 31st March, 2024	As at 31st March, 2023
<b>A - Assets</b>			
<b>1) Financial Assets</b>			
(i) Cash and cash equivalents	4	5.13	14.96
(ii) Bank balances other than (ii) above	5	-	-
(iii) Loans	6 (i)	-	101.68
(iv) Non-current investments		-	-
(v) Other financial assets	7(i)	-	-
(vi) Other current assets	8(i)	13.83	17.66
<b>Total Financial Assets</b>		<b>18.96</b>	<b>134.30</b>
<b>2) Non Financial Assets</b>			
(i) Inventories	9	1,817.51	834.32
(ii) Deferred Tax Assets (Net)	10	0.53	0.65
(iii) Property, Plant & Equipment	11	25.52	15.29
(iv) Loans	6 (ii)	108.07	-
(v) Other financial Assets	7(ii)	-	0.03
(vi) Other non-current assets	8(ii)	1.20	44.61
<b>Total Non Financial Assets</b>		<b>1,952.82</b>	<b>894.90</b>
<b>Total Assets</b>		<b>1,971.78</b>	<b>1,029.20</b>
<b>B- Liabilities &amp; Equity</b>			
<b>Current Liabilities</b>			
<b>(a) Financial Liabilities</b>			
(i) Trade payables	12	-	-
a) total outstanding dues of micro and small enterprises		-	-
b) total outstanding dues of creditors other than micro and small enterprises		1.23	1.54
(ii) Short term borrowings	13(i)	-	-
(iii) Other Financial Current liabilities	14(i)	-	-
(iv) Provisions	15(i)	-	-
(v) Current tax liabilities (Net)		16.38	16.62
<b>Total Financial Liabilities</b>		<b>17.61</b>	<b>18.16</b>
<b>(b) Non Financial Liabilities</b>			
(i) Long term borrowings	13(ii)	-	-
(ii) Other Non Financial Current liabilities	14(ii)	-	-
(iii) Provisions	15(ii)	8.99	10.63
(iv) Other current liabilities	16	0.33	0.17
<b>Total Non Financial Liabilities</b>		<b>9.32</b>	<b>10.80</b>
<b>Equity</b>			
(a) Equity share capital	17	620.00	562.41
(b) Other Equity	18	1,324.85	437.83
<b>Total Equity</b>		<b>1,944.85</b>	<b>1,000.24</b>
<b>Total Liabilities and Equity</b>		<b>1,971.78</b>	<b>1,029.20</b>
The accompanying notes are an integral part of the financial statements.			
As per our report of even date attached For and on behalf of		For and on behalf of the Board of Directors	
<b>B L Dasharda &amp; Associates</b> Chartered Accountants F.R.No: 112615W		J.K.Vakharia Managing Director Din:00047777	V.J.Vakharia Director Din:00052361
Sushant Mehta Partner M. No. 112489		Vivek Mane Chief Financial Officer	Pooja Sanghvi Company Secretary
Place: Mumbai Dated : 24th May ,2024		Place: Mumbai Dated : 24th May ,2024	

**EVERLON FINANCIALS LIMITED**  
(FORMERLY KNOWN AS EVERLON SYNTHETICS LIMITED)  
Standalone Statement of Profit and Loss for the Year ended 31st March, 2024

( ` in lakhs)

Particulars	Note No	Year ended 31st March, 2024	Year ended 31st March, 2023
<b>CONTINUING OPERATIONS</b>			
<b>I. Income:</b>			
Revenue from operations	19	1,010.99	514.78
Other Income	20	12.34	14.20
<b>Total Income</b>		<b>1,023.33</b>	<b>528.98</b>
<b>II. Expenses:</b>			
Purchase of Traded goods	21	1,017.47	660.57
Changes in inventories	22	(983.19)	(418.04)
Employee benefit expense	23	17.37	15.99
Finance costs	24	1.89	0.47
Depreciation and amortization expense	11	7.93	6.95
Other Expenses	25	55.16	53.39
<b>Total Expenses</b>		<b>116.63</b>	<b>319.32</b>
<b>III. Profit / (Loss) before exceptional items tax (I -II)</b>		<b>906.71</b>	<b>209.66</b>
IV. Exceptional Items		-	-
<b>IV. Profit / (Loss) before Tax (III+IV)</b>		<b>906.71</b>	<b>209.66</b>
<b>V. Tax expense:</b>			
Current tax		55.32	35.00
Earlier Year Tax		16.10	-
Mat credit		34.83	40.48
Deferred Tax		0.12	(0.65)
<b>VI. Profit / (Loss) for the year (IV -V)</b>		<b>800.35</b>	<b>134.83</b>
<b>VII: Other Comprehensive Income</b>			
<b>a) Items that will not be reclassified to profit or loss</b>			
Changes in fair value of investments in equities carried at Fair value through OCI		-	-
Income tax on items that will not be reclassified Subsequently to the statements of profit and loss		-	-
<b>b) Items that will be reclassified to profit or loss</b>			
Changes in fair value of investments other than equity share carried at Fair value through OCI		-	-
Income tax on items that will be reclassified Subsequently to the statements of profit and loss		-	-
<b>Other Comprehensive Income / (Loss), net of tax</b>		-	-
<b>VIII. Total Comprehensive Income / (Loss) for the Year (VI-VII)</b>		<b>800.35</b>	<b>134.83</b>
<b>IX: Earnings per equity share of ` 10 each</b>			
Basic ( ` )		12.91	2.40
Diluted ( ` )		13.44	2.40

The accompanying notes are an integral part of the financial statements.

As per our report of even date attached

For and on behalf of

**B L Dasharda & Associates**

Chartered Accountants

F.R.No: 112615W

Sushant Mehta

Partner

M. No. 112489

Place: Mumbai

Dated : 24th May ,2024

UDIN NO:24112489BKANXL2385

For and on behalf of the Board of Directors

J.K.Vakharia  
Managing Director  
Din:00047777

V.J.Vakharia  
Director  
Din:00052361

Vivek Mane  
Chief Financial Officer

Pooja Sanghvi  
Company Secretary

Place: Mumbai

Dated : 24th May ,2024

EVERLON FINANCIALS LIMITED (FORMERLY KNOWN AS EVERLON SYNTHETICS LIMITED) Standalone Statement of Cash Flow for the Year ended 31st March, 2024		
(' in lakhs)		
Particulars	Year ended 31st March, 2024	Year ended 31st March, 2023
<b>Cash flows from operating activities</b>		
<b>Profit before tax as per statement of profit and loss</b>	906.71	209.66
Adjustments to reconcile profit before tax to net cash flows		
Depreciation of property, plant and equipment	7.93	6.95
Amortisation of Intangible Assets	-	-
Profit on Disposal/Write Off of Fixed Assets (Net)	(3.65)	-
Interest income	(8.49)	(9.94)
Finance Cost	1.89	0.47
Unrealised (Gain)/Loss	-	-
<b>Operating profit before working capital changes</b>	<b>904.38</b>	<b>207.13</b>
Movement in Working Capital:		
Decrease / (increase) in Inventories	(983.19)	(418.04)
Decrease / (increase) in Trade and other receivables	-	-
Decrease / (increase) in other non-current financial assets	-	-
Decrease / (increase) in other current financial assets	0.03	3.11
Decrease / (increase) in Other current assets	3.83	(10.78)
Decrease / (increase) in Other non current assets	43.41	64.19
Increase / (Decrease) in Trade payable	(0.31)	(0.32)
Increase / (Decrease) in Provision	(1.64)	1.38
Increase / (Decrease) in financial liabilities	-	-
Increase / (Decrease) in Other current liabilities	0.16	(0.11)
<b>Cash generated from/(used in) operations</b>	<b>(33.33)</b>	<b>(153.43)</b>
Direct taxes paid, net of refunds	(106.48)	(63.54)
<b>Net cash flow from/(used in) operating activities (A)</b>	<b>(139.81)</b>	<b>(216.97)</b>
<b>Cash flows from investing activities</b>		
Purchase of Property, plant and equipment including CWIP	(20.01)	(1.37)
Proceeds from sale of Property, plant and equipment	5.52	-
Fixed Deposits placed	-	236.80
Proceeds from Sale of Investment	-	-
Interest income	8.49	9.94
<b>Net cash from/(used in) investing activities (B)</b>	<b>(6.00)</b>	<b>245.38</b>
<b>Cash flows from financing activities</b>		
Finance costs	(1.89)	(0.47)
Proceeds from issue of shares	57.59	-
Proceeds of Security Premium	86.66	-
Proceeds from Secured Loan	-	-
Proceeds from Long Tern Loan	-	-
Loans Given	(18.53)	(101.68)
Loans Returned	12.14	0.04
Dividend on equity shares (including dividend distribution tax)	-	-
<b>Net cash from/(used in) financing activities (C)</b>	<b>135.97</b>	<b>(102.12)</b>
<b>Net increase / (decrease) in cash and cash equivalents (A+B+C)</b>	<b>(9.83)</b>	<b>(73.71)</b>
Cash and Cash equivalents at the beginning of year	14.96	88.67
<b>Cash and Cash equivalents at the end of the year</b>	<b>5.13</b>	<b>14.96</b>
Notes:		
1. The above Cash Flow Statement has been prepared under the 'Indirect method' as set out in the Ind AS-7 on Statement of Cash Flow as notified under Companies (Accounts) Rules, 2015.		
2. Previous year's figures have been regrouped and rearranged wherever necessary.		
The accompanying notes are an integral part of the financial statements.		
<b>As per our report of even date attached</b>		
<b>For and on behalf of</b>	<b>For and on behalf of the Board of Directors</b>	
<b>B L Dasharda &amp; Associates</b>		
<b>Chartered Accountants</b>		
<b>F.R.No: 112615W</b>	<b>J.K.Vakharia</b>	<b>V.J.Vakharia</b>
	<b>Managing Director</b>	<b>Director</b>
	<b>Din:00047777</b>	<b>Din:00052361</b>
<b>Sushant Mehta</b>	<b>Vivek Mane</b>	<b>Pooja Sanghvi</b>
<b>Partner</b>	<b>Chief Financial Officer</b>	<b>Company Secretary</b>
<b>M. No. 112489</b>		
<b>Place: Mumbai</b>	<b>Place: Mumbai</b>	
<b>Dated : 24th May ,2024</b>	<b>Dated : 24th May ,2024</b>	
<b>UDIN NO:24112489BKANXL2385</b>		

**EVERLON FINANCIALS LIMITED**  
**(FORMERLY KNOWN AS EVERLON SYNTHETICS LIMITED)**  
**Statement of Changes in Equity**

**(A) Equity Share Capital**

(` in lakhs)

Particulars	Number of Shares	Amount
<b>At 1st April, 2023</b>	56,22,240	562.22
Changes in Equity Share Capital due to prior period errors	-	-
Restated balance at the beginning of the current reporting period	56,22,240	562.22
Changes in Equity Share Capital during the Year for Issue of Preferential Share	5,77,760	57.78
<b>At 31st March, 2024</b>	<b>62,00,000</b>	<b>620.00</b>
Particulars	Number of Shares	Amount
<b>At 1st April, 2022</b>	56,22,240	562.22
Changes in Equity Share Capital due to prior period errors	-	-
Restated balance at the beginning of the current reporting period	56,22,240	562.22
Changes in Equity Share Capital during the Year	-	-
<b>At 31st March, 2023</b>	<b>56,22,240</b>	<b>562.22</b>

**(B) Other Equity**

(` in lakhs)

Particulars	Reserves and Surplus		Other Comprehensive Income		Total
	Retained Earnings (Note 18)	Securities Premium (Note 18)	Equity Instrument through OCI (Note 18)	Debt Instrument through OCI (Note 18)	Total Equity
<b>Balance as at 1st April, 2022</b>	225.15	77.85	-	-	<b>303.00</b>
Profit for the Year	134.83	-	-	-	<b>134.83</b>
Non Current Financial Assets	-	-	-	-	-
Deferred Tax (Charges)/ Credit	-	-	-	-	-
<b>Balance as at 31st March, 2023</b>	<b>359.98</b>	<b>77.85</b>	-	-	<b>437.83</b>
Profit for the Year	800.35	-	-	-	<b>800.35</b>
On Issue of Preferential Shares	-	86.66	-	-	<b>86.66</b>
Mat Credit	-	-	-	-	-
Non Current Financial Assets	-	-	-	-	-
Deferred Tax (Charges)/ Credit	-	-	-	-	-
<b>Balance as at 31st March, 2024</b>	<b>1,160.33</b>	<b>164.51</b>	-	-	<b>1,324.85</b>

The accompanying notes are an integral part of the financial statements.

As per our report of even date attached

For and on behalf of  
**B L Dasharda & Associates**  
Chartered Accountants  
F.R.No: 112615W

Sushant Mehta  
Partner  
M. No. 112489

Place: Mumbai  
Dated : 24th May ,2024  
UDIN NO:24112489BKANXL2385

For and on behalf of the Board of Directors

J.K.Vakharia                      V.J.Vakharia  
Managing Director              Director  
Din:00047777                      Din:00052361

Vivek Mane                      Pooja Sanghvi  
Chief Financial Officer          Company Secretary

Place: Mumbai  
Dated : 24th May ,2024

**EVERLON FINANCIALS LIMITED**  
**(FORMERLY KNOWN AS EVERLON SYNTHETICS LIMITED)**  
**Notes to the Standalone financial statement**

**1 Corporate Information**

**Everlon Financials Limited (Formerly known as Everlon Synthetics Limited)** ("the Company") is a listed entity incorporated in India under the Companies Act, 1956 and register vide CIN L65100MH1989PLC052747 on July 26, 1989. The Company is registered as a Non-Banking Finance Company with the Reserve Bank of India (RBI) vide registration certificate No.N-13.02443 issued dated December 19, 2022. The company is engaged in the business of funding of Solar Plants and providing financial services, trading and investment in the securities market.

**2 Summary of Significant Accounting Policies**

**(a) Basis of preparation and Presentation**

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, the guidelines issued by the RBI, wherever applicable and notification for Implementation of Indian Accounting Standard vide circular RBI/2019-20/170 DOR(NBFC), CC.PD.No.109/22.10.106/2019-20 dated March 13, 2020 ("RBI Notification") issued by RBI as applicable to NBFC. The Company uses accrual basis of accounting except in case of significant uncertainties.

**(b) Basis of Measurement**

The Ind AS Financial Statements have been prepared as a going concern on historical cost basis using Indian Rupees as its functional and reporting currency, which is depicted as "Rs", "INR" or "₹". The Management has followed the going concern as it is satisfied that the Company 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.

**(c) Fair Value Measurement**

Fair value is the price that would be received against sale of an asset or paid to transfer a liability in an orderly transaction between the market participants at the measurement date.

The financial assets and liabilities are measured at fair value based on quoted market prices in active markets, or in its absence thereof, using various valuation techniques. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgement is required in establishing fair values. Changes in assumptions about these factors could affect the reported fair value of financial instruments.

**(d) Use of Estimates**

The preparation of financial statements in conformity with Ind AS requires management to make judgements, estimates and assumptions, that affect the application of accounting policies and the reported amounts of assets, liabilities, incomes and expenses at the date of these financial statements and the reported amounts of revenues and expenses for the years presented. Such estimates have inherent uncertainties and a level of subjectivity involved in measurement of items, it is possible that the outcomes in the subsequent financial years could differ from those based on Management's estimates.

Estimates and underlying assumptions are reviewed at each balance sheet date. Revisions to accounting estimates are recognised in the period in which the estimate is revised and future periods affected.

Key sources of estimation uncertainty at the date of financial statements, which may cause a material adjustments to the carrying amounts of assets and liabilities within the next financial year, is in respect of useful lives of property, plant and equipment, fair value of financial assets/liabilities and impairment of investments, etc.

**(e) Financial Instruments**

A Financial Instruments (assets and liabilities) 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.

Financial Instruments are recognised when the Company becomes a party to the contractual provisions of the instruments. For tradable securities, the company recognizes the financial instruments on settlement date.

Financial assets and liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition.

**Financial Assets:**

Financial assets include cash, or an equity instrument of another entity, or a contractual right to receive cash or another financial asset from another entity. Few examples of financial assets are loan receivables, investment in equity and debt instruments, trade receivable and cash and cash equivalents.

Financial assets are classified into various measurement categories as per Ind AS 109 "Financial Instruments" and Ind AS 32 "Financial Instruments: Presentation" as follows.

**i) Financial Assets measured at Amortized Cost:**

A financial asset is subsequently measured at Amortized Cost if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows and the contractual terms of the Financial Asset give rise on specified dated to cash flows that are solely payments of principal and interest on the principal amount outstanding.

**EVERLON FINANCIALS LIMITED**  
**(FORMERLY KNOWN AS EVERLON SYNTHETICS LIMITED)**  
**Notes to the Standalone financial statement**

**ii) Debt instruments at Fair Value Through Other Comprehensive Income (FVTOCI):**

A debt instrument is subsequently measured at FVTOCI if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and contractual terms of financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Debt instruments included within the FVTOCI category are measured at each reporting date at fair value with such changes being recognized in Other Comprehensive Income (OCI).

The interest income on these assets is recognized in the Statement of Profit and Loss.

**iii) Equity instruments at Fair Value Through Other Comprehensive Income (FVTOCI):**

An unquoted equity asset, not held for trading, is subsequently measured at FVTOCI at each reporting date at fair value with such changes being recognized in the Statement of Profit and Loss.

The dividend income on these assets is recognized in the Statement of Profit and Loss.

**iv) Equity instruments through Fair Value Through Profit and Loss Account (FVTPL):**

Equity investments that are not classified to be measured through FVTOCI are measured through FVTPL. Subsequent changes in fair value are recognized in the Statement of Profit and Loss.

The Company derecognizes a financial asset when the contractual cash flows from the asset expires or it transfers its rights to receive contractual cash flows from the financial asset in a transaction in which substantially all the risks and rewards of ownership are transferred. Any interest in transferred financial assets that is created or retained by the Company is recognized as a separate asset or liability.

On derecognition of the asset, cumulative gains or loss previously recognized in OCI is reclassified from OCI to the Statement of Profit and Loss.

**v) Financial Liabilities and Equity Instruments:**

An equity instruments is any contract that evidences a residual interest in the assets of an entity after deducting all if its liabilities. Equity instruments issued by the company is recognized at the proceeds received, net of directly attributable transaction cost.

Financial liabilities are 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 entity's own equity instruments. Trade payables, debt securities and other borrowings and subordinated debts are various types of financial liabilities.

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

A Financial liability is derecognized when the obligation under the liability is discharged, cancelled or expired.

**f Impairment of Financial Assets:**

The carrying values of Financial Assets are reviewed for any possible impairment at each balance sheet date. The gross carrying amount of a financial asset is written off (either partially or in full) to the extent that there is no realistic prospect of recovery. This is generally the case when the Company determines that the debtor does not have asset or sources of income that could generate sufficient cash flows to repay the amounts subject to the write-off. However, financial assets that are written off could still be subject to enforcement activities under the Company's recovery procedures, taking into account legal advice where appropriate. Any recoveries made are recognized in the Statement of Profit and Loss.

**g Property, Plant & Equipment**

Property, Plant & Equipment are carried at historical cost of acquisition less accumulated depreciation and impairment losses, consistent with the criteria specified in Ind AS 16 "Property, Plant & Equipment".

**h Depreciation**

The Company has provided for depreciation using the written down value method over the estimated useful life of the assets as prescribed under part C of Schedule II of the Companies Act, 2013 as per the useful life specified therein.

**i Revenue Recognition**

Interest income from a financial asset is recognized when it is probable that the economics benefits will flow to the company and the amount of income can be measured reliably.

Sale of shares and securities is accounted on execution of contract notes.

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. Dividends on trading inventory are recognized as operating income, while dividends on investment are classified as "other income".

**j Cash, cash equivalents and other bank deposits**

Cash and cash equivalents include cash on hand and other short term, 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.

Bank deposits with maturity exceeding three months are disclosed in "Bank balance other than above" i.e. other than cash and cash equivalents.

**k Inventories**

Inventories comprise of Shares and are valued at fair value has per Ind AS 109 "Financial Instruments". Cost for the purpose of closing stock valuation has been taken as per the closing Market Value of the respective scrip.

**l Employee Benefits**

Employee benefits are provided in the books in the following manner:

Defined Contribution Plans : Company's contributions paid/ payable during the year to provident fund is recognised in the Statement of Profit & Loss.

Defined Benefit Plans: The company's liabilities towards gratuity and leave encashment, a defined benefit obligation, has been made on the basis of actual amount due as against the past practice of actuarial valuation due to insignificant number of employees.

**EVERLON FINANCIALS LIMITED**  
**(FORMERLY KNOWN AS EVERLON SYNTHETICS LIMITED)**  
**Notes to the Standalone financial statement**

**m Direct Taxes**

**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 law used to compute the amounts are those that are enacted or substantively enacted, at the reporting date.

**Deferred Tax**

Deferred income tax is provided, using the liability method, on all temporary difference at the balance sheet date between the tax bases of asset and the carrying amount liabilities used in the computation of taxable profit and their carrying amounts in the financial statements for financial reporting purposes.

Deferred tax liabilities are recognized for all taxable temporary differences and deferred tax assets are recognized for deductible temporary differences to the extent that it is probable that taxable profits will be available against which the deductible temporary differences can be utilized.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilized. Unrecognized deferred tax assets, if any, are reassessed at each reporting date and are recognized to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

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

Deferred tax relating to items recognized outside the Statement of Profit and Loss is recognized either in OCI or in Other Equity.

Deferred tax asset and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

**n Provision for Doubtful Debts and Written-off of bad debts**

Provision are recognized when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that the Company will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation. The amount recognized as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. When provision is measured using the cash flow estimated to settle the present obligation, its carrying amount is the present value of these cash flows (when the effect of the time value of money is material).

Debts specifically considered fully or partially irrecoverable are written-off and provision against sub-standard and doubtful asset is made in accordance with the guidelines issued by RBI under the Non-Systemically Important Non-Banking Financial (Non-Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2015. Sums recovered against debts earlier written off and provision no longer considered necessary in the context of the current status of the borrower are written back.

**EVERLON FINANCIALS LIMITED**  
**(FORMERLY KNOWN AS EVERLON SYNTHETICS LIMITED)**  
**Notes to the Standalone financial statement**

**o Contingent Liabilities & Assets**

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Company or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognized because it cannot be measured reliably. The Company does not recognize a contingent liability but discloses its existence in the financial statements.

A Contingent asset is a possible asset that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the entity. The Company does not have any contingent assets in the financial statements.

**p Earning per share (EPS)**

The Company report basic and diluted earnings per share in accordance with Ind AS 33 "Earning per Share". The Basic EPS is computed by dividing the profit after taxes by the weighted number of equity shares outstanding during the accounting period. The diluted EPS is computed using the weighted average number of the aggregate of equity shares outstanding at the end of the year and those that may be possible issued in the near future.

**q Recent Accounting Pronouncements**

Ministry of Corporate Affairs ("MCA") has notified the following new amendments to Ind AS which the Company has applied as they are effective for annual periods beginning on or after April 1, 2023.

**(i) Amendment to Ind AS 1 "Presentation of Financial Instruments"**

The amendments require companies to disclose their material accounting policies rather than their significant accounting policies. Accounting policy information is material if, together with other information can reasonably be expected to influence decisions of primary users of general purpose financial statements. The amendment does not have any significant impact on the company.

**(ii) Amendment to Ind AS 12 "Income Taxes"**

The amendments clarify how companies account for deferred tax on transactions such as leases and decommissioning obligations. The amendments narrowed the scope of the recognition exemption in paragraphs 15 and 24 of Ind AS 12 (recognition exemption) so that it no longer applies to transactions that, on initial recognition, give rise to equal taxable and deductible temporary differences. The amendment does not have any significant impact on the company.

**(iii) Amendment to Ind AS 8 "Accounting Policies, Changes in Accounting Estimates and Errors"**

The amendments will help entities to distinguish between accounting policies and accounting estimates. The definition of a change in accounting estimates has been replaced with a definition of accounting estimates. Under the new definition, accounting estimates are "monetary amounts in financial statements that are subject to measurement uncertainty". Entities use measurement techniques and inputs to develop accounting estimates if accounting policies require items in financial statements to be measured in a way that involves measurement uncertainty. The amendment does not have any significant impact on the company.

**3 Use of Judgment's, Estimates and Assumptions**

The preparation of the Company's financial statements requires management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities and the accompanying disclosures and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods. Difference between actual results and estimates are recognised in the periods in which the results are known / materialize. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances existing when the financial statements were prepared. The estimates and underlying assumptions are reviewed on an ongoing basis. Revision to accounting estimates is recognised in the year in which the estimates are revised .

The areas involving critical estimates and judgements are:

- (i) Useful lives of Property, plant and equipment and intangibles [Refer Note 2 (g) and (h)]

**EVERLON FINANCIALS LIMITED**  
**(FORMERLY KNOWN AS EVERLON SYNTHETICS LIMITED)**  
**Notes to the Standalone financial statement**

(` in lakhs)

Particulars	As at 31st March, 2024	As at 31st March, 2023
<b>NOTE 4: CASH AND CASH EQUIVALENTS</b>		
Cash and cash equivalents consist of the following:		
(i) Balances with banks		
In current accounts	4.66	4.13
In Fixed Deposits Accounts with Original Maturity upto 3months	0.32	10.00
(ii) Cash on hand	0.16	0.83
	<b>5.13</b>	<b>14.96</b>
<b>NOTE 5: BANK BALANCES OTHER THAN CASH AND CASH EQUIVALENTS</b>		
(i) Earmarked balance towards dividend	-	-
(ii) In Fixed Deposits Accounts with Original Maturity more than 3 months	-	-
	-	-
<b>NOTE 6: LOANS</b>		
<b>(i) Short-term loans</b>		
(a) Loans & advances to employees	-	2.54
(b) Loans Receivables considered good – Secured;	-	-
(c) Loans Receivables considered good – Unsecured;	-	99.14
(d) Loans Receivables which have significant increase in Credit Risk; and	-	-
(e) Loans Receivables – credit impaired.	-	-
	-	<b>101.68</b>
<b>(ii) Long-term loan</b>		
(a) Loans & advances to employees	1.90	-
(b) Loans Receivables considered good – Secured;	-	-
(c) Loans Receivables considered good – Unsecured;	106.17	-
(d) Loans Receivables which have significant increase in Credit Risk; and	-	-
(e) Loans Receivables – credit impaired.	-	-
	<b>108.07</b>	-

**EVERLON FINANCIALS LIMITED**  
**(FORMERLY KNOWN AS EVERLON SYNTHETICS LIMITED)**  
**Notes to the Standalone financial statement**

Particulars	As at 31st March, 2024	As at 31st March, 2023
<b>NOTE 7: OTHER FINANCIAL ASSETS</b>		
Other financial assets consist of the following:		
<b>(i) Current financial assets</b>		
(a) Advances recoverable in cash or kind (Unsecured Considered good)	-	-
(b) Interest accrued on deposits	-	-
	<u>-</u>	<u>-</u>
<b>(ii) Non-current financial assets</b>		
(a) Advances recoverable in cash or kind (Unsecured Considered good)	-	-
(b) Interest accrued on deposits	-	0.03
	<u>-</u>	<u>0.03</u>
<b>NOTE 8: OTHER ASSETS</b>		
Other assets consist of the following:		
<b>(i) Other current assets</b>		
Considered good unless otherwise stated		
(a) Security deposits	-	-
(b) Prepaid expenses	0.13	0.05
(c) Balance with statutory/government authorities	13.70	17.57
(d) Other Receivables	0.00	0.04
	<u>13.83</u>	<u>17.66</u>
<b>(ii) Other non-current assets</b>		
Considered good		
(a) Security deposits	0.01	0.01
(b) Prepaid expenses	-	-
(c) Balance with statutory/government authorities	1.19	44.60
(d) Other Receivable	-	-
	<u>1.20</u>	<u>44.61</u>
<b>NOTE 9: INVENTORIES</b>		
Stock in Trade of Shares	1,817.51	834.32
	<u>1,817.51</u>	<u>834.32</u>
<b>NOTE 10: DEFERRED TAX ASSETS (NET)</b>		
Deferred Tax Assets		
Carry Forward Losses	-	-
Impact of difference between tax depreciation and Depreciation/ Amortisation charge for the financial reporting	0.53	0.65
Deferred Tax Liability	-	-
	<u>0.53</u>	<u>0.65</u>

**EVERLON FINANCIALS LIMITED**  
**(FORMERLY KNOWN AS EVERLON SYNTHETICS LIMITED)**  
Notes to the Standalone financial statement

**NOTE 11: Property Plant and Equipment**

Particulars	Gross Block			Depreciation and Amortisation			Net Block		
	As at 1st April, 2023	Additions	Deductions	As at 31st March, 2024	As at 1st April, 2023	For the Period	Deductions	As at 31st March, 2024	As at 31st March, 2023
Computer	7.88	-	-	7.88	7.59	0.19	-	7.78	0.29
Vehicles	34.24	20.01	11.99	42.26	20.43	7.43	10.14	17.72	13.81
Air Conditioners	1.37	-	-	1.37	0.18	0.31	-	0.49	1.19
<b>Total</b>	<b>43.50</b>	<b>20.01</b>	<b>11.99</b>	<b>51.52</b>	<b>28.20</b>	<b>7.93</b>	<b>10.14</b>	<b>25.99</b>	<b>15.29</b>
<b>Previous Year</b>	<b>42.13</b>	<b>1.37</b>	<b>-</b>	<b>43.50</b>	<b>21.25</b>	<b>6.95</b>	<b>-</b>	<b>28.20</b>	<b>15.29</b>

(` in lakhs)

**EVERLON FINANCIALS LIMITED**  
**(FORMERLY KNOWN AS EVERLON SYNTHETICS LIMITED)**

**Notes to the Standalone financial statement**

(` in lakhs)

Particulars	As at 31st March,2024	As at 31st March,2023
<b>NOTE-12: TRADE PAYABLES</b>		
(i) MSME		
Not Due	1.08	-
(ii) Others		
Not Due	0.15	1.54
(iii) Disputed dues MSME	-	-
(iv) Disputed dues Others	-	-
	<b>1.23</b>	<b>1.54</b>
All Trade Payables are not due and hence detailed ageing not given.		
<b>NOTE-13: BORROWINGS</b>		
<b>(i) Short-term Borrowing</b>		
<b>Unsecured-At amortised Cost</b>		
Loans from Related parties	-	-
	-	-
<b>(ii) Long -Term Borrowing</b>		
<b>Unsecured-At amortised Cost</b>		
Loans from Related parties	-	-
	-	-
<b>NOTE-14: OTHER FINANCIAL LIABILITIES</b>		
Other financial liability consist of the following:		
<b>(i) Other Financial Current Liabilities</b>		
Employee Dues	-	-
Other Dues	-	-
	-	-
<b>(ii) Other Financial Non- Current Liabilities</b>		
Employee Dues	-	-
Other Dues	-	-
	-	-
<b>NOTE-15 : PROVISIONS</b>		
Provisions consist of the following:		
<b>(i) Long term provisions</b>		
(a) Provision for gratuity	8.98	10.63
(b) Unclaimed Fractional Shares	0.01	0.01
	<b>8.99</b>	<b>10.63</b>
<b>(ii) Short term provisions</b>		
(a) Provision for gratuity	-	-
(b) Unclaimed Fractional Shares	-	-
	-	-
<b>NOTE-16: OTHER CURRENT LIABILITIES</b>		
Statutory Dues	0.26	0.14
Provision for Expenses	0.07	0.03
	<b>0.33</b>	<b>0.17</b>

**EVERLON FINANCIALS LIMITED**  
(FORMERLY KNOWN AS EVERLON SYNTHETICS LIMITED)

Notes to the Standalone financial statement

( ` in lakhs)

Particulars	As at	As at
	31st March, 2024	31st March, 2023

**NOTE 17 : SHARE CAPITAL**

**Authorised Share Capital**

2,50,00,000 (P.Y. 1,00,00,000) Equity

Shares of ` .10/- each

2,500.00	1,000.00
<b>2,500.00</b>	<b>1,000.00</b>

**Issued, subscribed and fully paid-up**

62,00,000 (P.Y. 56,22,240) Equity

Shares of ` .10/- each fully paid up

620.00	562.22
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Add: Paid up value of Shares

Forfeited in Equity Shares of ` .10/-

each

( Previous Year Forfeited 3120 Equity

Shares of ` .10/- each)

-	0.19
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<b>620.00</b>	<b>562.41</b>
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**(a) Reconciliation of the shares outstanding at the beginning and at the end of the reporting period**

Equity shares	As at		As at	
	31st March, 2024		31st March, 2023	
	Nos.	Amount	Nos.	Amount
At the beginning of the Year	56,22,240	562.22	56,22,240	562.22
Shares Issue	5,77,760	57.78	-	-
Outstanding at the end of the period	<b>62,00,000</b>	<b>620.00</b>	<b>56,22,240</b>	<b>562.22</b>

**(b) Terms/ rights attached to equity**

The Company has only one class of equity shares having par value of `10 per share. Each holder of equity shares is entitled to one vote per share.

In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number

**(c) Details of shareholders holding more than 5% shares in the Company**

Name of the shareholder	As at		As at	
	31st March, 2024		31st March, 2023	
	Nos.	% holding in the class	Nos.	% holding in the class
Jitendra K Vakharia-HUF	12,21,320	19.70%	12,21,320	21.72%
Jitendra K Vakharia	14,72,776	23.75%	11,67,776	20.77%
Varsha J. Vakharia	12,04,280	19.42%	9,69,249	17.24%

As per records of the company, including its register of shareholders/ members and other declarations received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial

**(d) Details of Shareholding of Promoters**

Promoter and Promoter Group	Shares held by Promoter at the end of the year				% of Change During the period
	As at 31st March,2024		As at 31st March,2023		
	No of Shares	% of Total Shares	No of Shares	% of Total Shares	
Jitendra K Vakharia-HUF	12,21,320	19.70%	12,21,320	19.70%	NA
Jitendra K Vakharia	14,72,776	23.75%	11,67,776	18.84%	26.12%
Varsha J. Vakharia	12,04,280	19.42%	9,69,249	15.63%	24.25%
Prachi J. Vakharia	-	0.00%	2,35,031	3.79%	-100.00%
Maitri Yogesh Doshi	2,72,760	4.40%	-	0.00%	100%
Vakharia Synthetics LLP	2,28,192	3.68%	2,28,192	3.68%	NA
Everest Yarn Agency Pvt Ltd	1,79,783	2.90%	1,79,783	2.90%	NA
Kantilal V.Vakharia-HUF	32,400	0.52%	32,400	0.52%	NA
Tarun K.Vakharia	4,560	0.07%	4,560	0.07%	NA
Tarun K.Vakharia-HUF	816	0.01%	816	0.01%	NA

**EVERLON FINANCIALS LIMITED**

**(FORMERLY KNOWN AS EVERLON SYNTHETICS LIMITED)**

**Notes to the Standalone financial statement**

(` in lakhs)

Particulars	As at 31st March,2024	As at 31st March,2023
<b>NOTE-18 : OTHER EQUITY</b>		
<b>Securities Premium Reserve</b>		
Opening balance	77.85	77.85
Add: On Issue of Preferential Shares	86.66	-
<b>Closing balance</b>	<b>164.51</b>	<b>77.85</b>
<b>Retained Earning</b>		
Opening balance	359.98	225.15
Profit for the year	800.35	134.83
<b>Closing Balance</b>	<b>1,160.33</b>	<b>359.98</b>
<b>Other Comprehensive Income</b>		
Opening balance	-	-
Add: Movement in OCI (Net) During the year	-	-
	-	-
<b>Total Other Equity</b>	<b>1,324.85</b>	<b>437.83</b>

**Nature and purpose of reserves:**

**(i) Securities premium**

Securities premium account is created when shares are issued at premium. The Company may issue fully paid-up Bonus shares to its members out of the Securities premium account. As per section 52 (2) (e) of the Companies Act, 2013, Securities premium account can be used for buy back of shares.

**(ii) Retained Earning**

Retained earning are the profits that the Company has earned till date, less any transfer to General Reserve, dividends or other distributions paid to the shareholders.

EVERLON FINANCIALS LIMITED (FORMERLY KNOWN AS EVERLON SYNTHETICS LIMITED) Notes to the Standalone financial statement		
(` in lakhs)		
Particulars	Year ended 31st March, 2024	Year ended 31st March, 2023
<b>NOTE 19 : REVENUE FROM OPERATIONS</b>		
Sales of Shares	1,001.49	509.02
Dividend from Shares	8.75	5.76
Interest Received on funding of Solar Plant	0.76	-
	<u>1,010.99</u>	<u>514.78</u>
<b>NOTE 20 : OTHER INCOME</b>		
Interest on Loan	7.80	3.32
Interest on Fixed Deposit	0.69	6.62
Profit on Sales of Fixed Assets	3.65	-
Miscellaneous Income	0.20	4.26
	<u>12.34</u>	<u>14.20</u>
<b>NOTE 21: PURCHASE OF STOCK IN TRADE</b>		
Purchase of Shares & Securities	1,017.47	660.57
	<u>1,017.47</u>	<u>660.57</u>
<b>NOTE 22: CHANGE IN INVENTORIES OF FINISHED GOOD, WORK IN PROGRESS &amp; STOCK IN TRADE</b>		
<b>Inventories at the end of the Year:</b>		
Stock in Trade of Shares	1,817.51	834.32
	<u>1,817.51</u>	<u>834.32</u>
<b>Less: Inventories at the beginning of the Year:</b>		
Stock in Trade of Shares	834.32	416.28
	<u>834.32</u>	<u>416.28</u>
	<u>(983.19)</u>	<u>(418.04)</u>
<b>NOTE 23: EMPLOYEE BENEFIT EXPENSES</b>		
Salaries, wages and bonus	16.27	15.07
Contributions to Provident Fund etc.	0.91	0.84
Staff welfare expenses	0.19	0.08
	<u>17.37</u>	<u>15.99</u>
<b>NOTE 24 : FINANCE COSTS</b>		
Interest Paid-Others	0.10	0.07
Interest Paid on Income Tax	1.78	-
Interest Paid on GST/TDS	0.00	0.40
	<u>1.89</u>	<u>0.47</u>
<b>NOTE 25 : OTHER EXPENSES</b>		
<b>Repairs &amp; Maintenance :</b>		
Plant & Machinery	-	-
Others	0.51	0.45
<b>Auditor's Remuneration:</b>		
Audit Fees	1.00	1.00
Audit Fees-Certification	0.48	0.70
Annual Listing Fees	3.48	3.23
Advertisement Expenses	0.86	1.02
Bank Charges & Commission	0.02	0.39
Director Sitting Fees	0.90	0.80
Insurance	0.40	0.50
Legal & Professional Charges	20.11	9.31
Share Transaction Expenses	4.81	2.03
Power & Fuel	-	2.74
Communication Expenses	0.68	0.72
Printing & Stationery	0.43	0.43
Rent, Rates & Taxes	12.00	8.80
Travelling & Conveyance	2.34	2.25
GST Expenses	0.04	-
Donation	1.50	0.50
Speculation Profit / Loss	-	0.10
Taxes Paid	-	14.25
Miscellaneous Expenses	5.61	4.17
	<u>55.16</u>	<u>53.39</u>

**EVERLON FINANCIALS LIMITED**  
**(FORMERLY KNOWN AS EVERLON SYNTHETICS LIMITED)**  
**Notes to the Standalone financial statement**

**26 Leases**

**Operating Lease**

The leasing arrangements are in most cases renewable by mutual consent, on mutually agreeable terms. The Company's significant leasing arrangements are mainly in respect of residential and office premises. The aggregate lease rentals payable on these leasing arrangements are charged as rent under "Other Expenses".

The Company has not recognised any right-of-use asset ("ROU") due to low value of leases where in the lease period is more than twelve months.

**27 Contingent liabilities & Capital Commitments: NIL**

**28 Forward contracts outstanding as at the Balance Sheet date**

There are no forward contracts outstanding as at balance sheet date.

**29 Gratuity and other post-employment benefit plans.**

**29.1 Defined Contribution Plans :**

The Company has recognised the following amounts in the Statement of Profit and Loss :

(` in lakhs)

Particulars	As at 31st March, 2024	As at 31st March, 2023
Employer's contribution to Provident Fund	0.91	0.84

**30.2 Defined Benefits Plans :**

The provision for Gratuity has been done on the basis on entitlements, due to insignificant number of employees, being employed . The provision for gratuity includes Gratuity dues of Director Mr. Jitendra K. Vakharia of Rs 8.94 lakhs and Employee's Gratuity dues of Rs 0.04 Lakhs.

**30 Details of foreign Exchange Earning and Outgo: NIL**

**31 Corporate Social Responsibility (CSR)**

The company is not liable to incur any expenditure under the CSR guidelines notified by The Ministry of Company Affairs.

**32 Earnings per share**

**Basic and Diluted earnings per share**

The following reflects the income and share data used in the Basic and Diluted EPS computation:

Particulars	Year ended 31st March, 2024	Year ended 31st March, 2023
Profit for the year attributable to equity holders for Basic and Diluted Earnings (` in lakhs)	800.35	134.83
Number of equity shares for Basic/ Diluted EPS	6,200,000	5,622,240
Earnings per share - Basic/ Diluted (in `) (face value of ` 10 per share)	12.91	2.40

**33 Segment Reporting**

The Company's business activity during the current year is funding of Solar Plants and dealing in Shares . Thus, in the context of Indian Accounting Standard - 108 "Segment Reporting", issued by the Institute of Chartered Accountants of India, there is only one identified reportable segment.

**34 Loans & Advances**

The company has granted Unsecured loans to Companies, Firms, Limited Liability Partnerships and various other parties other than those covered under section 185 of the Act. The aggregate amount of Loans given during the year is ` .17.15 lakhs, Loan Received back during the year is ` 10.77 lakhs balance outstanding at the Balance sheet date is ` .108.07 lakhs (P.Y. ` .101.68 lakhs).

**EVERLON FINANCIALS LIMITED**  
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**Notes to the Standalone financial statement**

**35 Ratios:**

Sr No.	Particulars	Current Year	Previous Year	Difference	Change %	Reason for Variance
1	Current Ratio (Current Assets/Current Liability)	1.08	7.40	-6.32	-85.45%	Due to decrease in short term Loans the ratio has declined.
2	Debt-Equity Ratio	-	-	-	-	The Company is debt free hence not applicable.
3	Debt Service Coverage Ratio	-	-	-	-	
4	Return on Equity Ratio (Net Profit after Taxes/ Average Shareholder's Equity)	54.35%	14.45%	39.90%	276.04%	Due to higher Net Profits the ratio has improved.
5	Inventory Turnover Ratio (Cost of Goods Sold /Average Inventory )	0.01	0.39	(0.37)	-96.67%	
6	Trade Receivables Ratio (Revenue from Operation/Average Trade receivables)	-	-	-	-	
7	Trade Payables Ratio (Net Credit Purchases / Average Trade Payable)	-	-	-	-	There are no Credit purchases hence the ratio is not applicable.
8	Net Capital Turnover Ratio ( Revenue from Operations / Average Working Capital)	752.80	4.43	748.37	16883.70%	Due to decrease in short term loans the ratio has increased.
9	Net Profit Ratio (Net profit After Tax /Revenue from operation )	79.17%	26.19%	52.97%	202.25%	Due to higher Net Profits the ratio has improved.
10	Return on Capital employed (EBIT /Average Capital Employed minus deffered tax assets)	61.73%	22.53%	39.19%	173.94%	Due to higher Net Profits the ratio has improved.
11	Return on Investment (Interest Income/Average Loans & Fixed Deposit Investment)	8.10%	5.88%	2.22%	37.86%	Due to increase in Interest Income the ratio has been improved.

36 According to the information available with the Management, on the basis of intimation received from suppliers regarding their status under the Micro, Small and Medium Enterprises Development Act, 2006 (MSMED Act), the Company has amounts due to micro and small enterprises under the said Act as at 31st March,2024 as follows:

Particulars	(` in lakhs)	
	As at 31st March,2024	As at 31st March,2023
Principal Amount Not Due	1.08	-
Interest due on above	-	-
Amount of interest paid in terms of section 16 of the MSME Act,2006	-	-
Amount of interest due and payable for the period of delay	-	-
Amount of interest accrued and remaining unpaid as at year end	-	-
Amount of further interest remaining due and payable in the succeeding year	-	-

**EVERLON FINANCIALS LIMITED**  
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**Notes to the Standalone financial statement**

**37 Capital management**

For the purpose of the Company's capital management, capital includes issued equity capital, share premium and all other equity reserves attributable to the equity holders of the company. The primary objective of the company's capital management is to maximise the shareholder value and to safeguard the companies ability to remain as a going concern.

The company manages its capital structure and makes adjustments to it, in light of changes in economic conditions and the requirements of the financial covenants. To maintain or adjust the capital structure, the company may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The current capital structure of the company is equity based with no financing through borrowings. The company is not subject any externally imposed capital requirement.

No changes were made in the objectives, policies or processes during the year ended 31st March, 2024 and 31st March, 2023 respectively.

**38 Fair value Measurements**

**38.1 Financial assets & Liabilities**

The accounting classification of each category of financial instruments, and their carrying amounts, are set out below.

As at 31st March 2024	Fair Value through other comprehensive income	Amortised Cost
<b>Financial assets</b>		
(i) Investments	-	-
(ii) Cash and Cash equivalents	-	5.13
(iii) Loans	-	108.07
(iv) Other financial assets	-	-
(v) Other current assets	-	13.83
<b>Total</b>	-	<b>127.03</b>
<b>Financial Liabilities</b>		
(i) Trade payables	-	1.23
(ii) Other Financial liabilities	-	-
<b>Total</b>	-	<b>1.23</b>

As at 31st March 2023	Fair Value through other comprehensive income	Amortised Cost
<b>Financial assets</b>		
(i) Investments	-	-
(ii) Cash and Cash equivalents	-	14.96
(iii) Loans	-	101.68
(iv) Other financial assets	-	-
(v) Other current assets	-	17.66
<b>Total</b>	-	<b>134.30</b>
<b>Financial Liabilities</b>		
(i) Trade payables	-	1.54
(ii) Other Financial liabilities	-	-
<b>Total</b>	-	<b>1.54</b>

The carrying value of all the financials assets and financial liabilities are a reasonable approximation of their fair values. Accordingly the fair values of such financial assets and liabilities have not been disclosed separately.

**38.1 Financial Risk Management- Objectives And Policies**

The company's activities exposes it to variety of financial risk viz. credit risk, liquidity risk and market risk. The company has various financial assets such as deposits, Loans & Advances, trade and other receivables and cash and bank balances directly related to their business operations. The Company's principal financial liabilities comprise of trade and other payables.

The company's senior management focus is to foresee the unpredictability and minimise the potential adverse effects on the company's financial performance. The company's overall risk, management procedures to minimize the potential adverse effect of the financial market on the company's performance are as follows:

**38.2 Credit Risk**

Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Company is exposed to credit risk primarily from trade receivables, cash and cash equivalents, and financial assets measured at amortised cost.

**A Cash and cash equivalents and bank deposits**

Credit risk related to cash and cash equivalents and bank deposits is managed by only accepting highly rated banks and diversifying bank deposits and accounts in different banks across the country.

**B Other financial assets measured at amortised cost**

Other financial assets measured at amortised cost includes loans and advances, security deposits and others. Credit risk related to these other financial assets is managed by monitoring the recoverability of such amounts continuously and is based on the credit worthiness of those parties.

**38.3 Liquidity risk** is the risk that the company will not be able to meet its financial obligation as they fall due. Liquidity risk arises because of the possibility that the company could be required to pay its liabilities earlier than expected. Liquidity risk is managed by monitoring on a regular basis that sufficient funds are available to meet any future commitments. The company manages its liquidity risk by maintaining sufficient bank balance .

As on 31st March, 2024, the company's financial liabilities of ` 1.23 lakhs (31st March, 2023 ` 1.54 lakhs) are all current and due in the next financial year.

Particulars	31st March,2024	31st March,2023
Current Ratio	1.08	7.40
Liquid Ratio	0.29	0.82

**EVERLON FINANCIALS LIMITED**  
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**Notes to the Standalone financial statement**

**38.4 Market Risk**

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: interest rate risk, currency risk and other price risk, such as equity price risk and commodity risk. The company is not exposed to other price risk whereas the exposure to currency risk and interest risk is given below:

**A Interest Rate Risk**

Interest rate risk is the risk that the fair value or future cash flows of financial instrument will fluctuate due to change in market interest rates. The company's investments are primarily in fixed rate interest bearing investments and Loans.

Exposure to Interest Rate Risk

(` in lakhs)

Particulars	31st	31st
	March,2024	March,2023
Loans	108.07	101.68
Fixed Deposits	-	-

Particulars	31st March,2024		31st March,2023	
	(` in lakhs)		(` in lakhs)	
	1% Increase	1% Decrease	1% Increase	1% Decrease
Loans	0.08	(0.08)	0.03	(0.03)
Fixed Deposits	0.01	(0.01)	0.07	(0.07)
<b>Increase /(Decrease) in Profit or Loss</b>	<b>0.08</b>	<b>(0.08)</b>	<b>0.10</b>	<b>(0.10)</b>

**EVERLON FINANCIALS LIMITED**  
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**39 Related Party Disclosures:**

**A Related Parties:**

As per Ind AS 24 issued by the Institute of Chartered Accountants of India the company's related parties and transactions are disclosed below:

(i) List of related parties where control exists and with whom transactions have taken place and relationships:

Sr No	Name	Relationship
1	Mr.Jitendra K.Vakharia (Managing Director)	Key Managerial Personnel
2	Mrs. Varsha J.Vakharia (Non Executive Director)	
3	Mr.Vivek M. Mane (Chief Financial officer)	
4	Mr. Kiran A.Sawant (Company Secretary)*	
5	Mrs. Pooja Sanghvi (Company Secretary)	
6	Mr. Nitin I.Parekh (Independent Director)	
7	Mr. Kiron B.Shenoy (Independent Director)	
8	Mr. Neeraj Sharma (Additional Director)	
9	Teekay International	Enterprise over which Key Managerial Personnel are able to exercise significant Control

\* Resigned on 11th January ,2024

**B Transactions with related parties**

Nature of transactions	Enterprises over which key Managerial Personnel are able to exercise significant control		Key Managerial Personnel	
	2023-24	2022-23	2023-24	2022-23
<b>(i) Remuneration</b>				
(a) Mr.Vivek Mane	-	-	4.86	4.53
(b) Mr.Kiran Sawant	-	-	6.03	6.73
(c) Mrs.Pooja Sanghvi	-	-	1.21	-
<b>(ii) Rent Paid</b>				
(a) Teekay International	12.00	8.80	-	-
<b>(iii) Interst paid</b>				
(a) Mr.Jitendra K.Vakharia	-	-	0.10	0.07
<b>(iv) Loan Given</b>				
(a) Mr.Vivek Mane	-	-	-	2.30
<b>(v) Loan Repayment</b>				
(a) Mr.Vivek Mane	-	-	0.55	-
<b>(vi) Loan Taken</b>				
(a) Mr.Jitendra K.Vakharia	-	-	36.10	27.80
<b>(vii) Loan Repaid</b>				
(a) Mr.Jitendra K.Vakharia	-	-	36.10	48.70
<b>(viii) Director's Sitting Fees</b>				
(a) Mrs. Varsha Vakharia	-	-	0.25	0.25
(b) Mr. Nitin I.Parekh	-	-	0.15	0.25
(c) Mr. Kiron B.Shenoy	-	-	0.25	0.25
(d) Mr. Neeraj Sharma	-	-	0.25	0.10

**C Balance with related parties**

Nature of transactions	Enterprises over which key Managerial Personnel are able to exercise significant control		Key Managerial Personnel	
	2023-24	2022-23	2023-24	2022-23
<b>(ix) Loan Receivable</b>				
(a) Mr.Vivek Mane	-	-	1.75	2.30

**EVERLON FINANCIALS LIMITED**  
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**40 Income Taxes**

During the year, the Company decided to exercise the option permitted under Section 115BAA of the Income Tax Act, 1961 as introduced by the Taxation Laws (Amendment) Ordinance, 2019 from the current financial year. Accordingly, the provision for income tax and deferred tax balances have been recorded/ remeasured using the new tax rate.

**A Income taxes recognised in Statement of Profit and Loss**

(` in lakhs)

Particulars	For the year ended 31st March, 2024	For the year ended 31st March, 2023
<b>Recognised in Profit and Loss account:</b>		
<b>Current tax</b>		
In respect of the current year	55.32	35.00
In respect of prior years	16.10	-
<b>Deferred tax</b>		
In respect of the current year	0.12	(0.65)
<b>Recognised in Other comprehensive income:</b>		
Deferred tax liabilities on Employee benefit Expense	-	-
<b>Total</b>	<b>71.53</b>	<b>34.35</b>

A reconciliation of income tax expense applicable to accounting profit / (loss) before tax at the statutory income tax rate to recognise income tax expense for the year is as follows :

Particulars	As at 31st March, 2024	As at 31st March, 2023
<b>Accounting profit before income tax</b>	<b>906.71</b>	<b>209.66</b>
Statutory income tax rate	<b>25.168%</b>	<b>27.82%</b>
IncomeTax @ 25.168%	<b>228.20</b>	<b>58.33</b>
<b>Tax Effect of:</b>		
Non Deductible business Expenses	(172.89)	5.40
Deduction on Exempt Income	-	-
Mat Credit Set Off	-	(28.73)
Taxes from prior period	16.10	-
<b>Deferred tax:</b>		
Property, plant and equipment	0.12	(0.65)
Doubtful Loans & Advances	-	-
<b>Income taxes recognized in the statement of income</b>	<b>71.53</b>	<b>34.35</b>

**B Deferred tax Assets and Liabilities**

Significant components of deferred tax liabilities / (assets) recognized in the financial statements are as follows :  
(` in lakhs)

Particulars	As at 31st March, 2024	As at 31st March, 2023
Deferred tax Assets (net)	0.53	0.65
<b>Total</b>	<b>0.53</b>	<b>0.65</b>

Deferred tax balances in relation to	As at 31st March, 2023	Recognized / reversed during the year	As at 31st March, 2024
	(` in lakhs)	(` in lakhs)	(` in lakhs)
Property, plant and equipment	0.65	(0.12)	0.53
<b>Total deferred tax for the year</b>	<b>0.65</b>	<b>(0.12)</b>	<b>0.53</b>

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**41 Additional regulatory information required by Schedule III of Companies Act,2013**

**41.1 Details of Benami property:**

No proceeding have been initiated or are pending against the Company for holding any Benami property under the Benami Transaction (Prohibition) Act,1988 (45 of 1988) and the rules made thereunder.

**41.2 Utilisation of borrowed funds and share premium:**

The Company has not advanced or loaned or invested funds to any other person (s) or entity (ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:

(a) i) directly or indirectly lend or invest in other person or entities identified in any manner whatsoever by or on behalf of the Company (Ultimate Beneficiaries) or  
ii) provide any guarantee, security or the like or on behalf of the ultimate beneficiaries.

The Company has not received any fund from any person (s) or entity (ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:

(b) i) directly or indirectly lend or invest in other person or entities identified in any manner whatsoever by or on behalf of the Company (Ultimate Beneficiaries) or  
ii) provide any guarantee, security or the like or on behalf of the ultimate beneficiaries.

**41.3 Compliance with number of layers of companies:**

The Company has complied with the number of layers prescribed under the Companies Act,2013.

**41.4 Compliance with approved scheme (s) of arrangements:**

The Company has not entered into any scheme or arrangement which has an accounting impact on current or previous year.

**41.5 Undisclosed income:**

There is no income surrendered or disclosed as income during the current or previous year in the tax assessments under the Income Tax Act, 1961, that has not been recorded in the books of account.

**41.6 Details of crypto currency or virtual currency:**

The Company has not traded or invested in crypto currency or virtual currency during the current or previous year.

**41.7 Valuation of Property, Plant and Equipment:**

The Company has not revalued its property, plant and equipment (including right-of-use-assets) during the current or previous year.

**41.8 Wilful Defaulter:**

The Company is not declared as wilful defaulter by any bank or financial institution (as defined under the Companies Act, 2013) or consortium thereof or other lender in accordance with the guidelines on wilful defaulters issued by the Reserve Bank of India.

**41.9 Details of Transaction with Struck of Companies:**

There are no Transactions with Struck of Companies during the Current and Previous Year.

**42** The previous year figures have been regrouped/ reclassified, wherever necessary to confirm to the current year presentation.

As per our report of even date attached  
For and on behalf of  
B L Dasharda & Associates  
Chartered Accountants  
F.R.No: 112615W

Sushant Mehta  
Partner  
M. No. 112489

Place: Mumbai  
Dated : 24th May ,2024  
UDIN NO:24112489BKANXL2385

For and on behalf of the Board of Directors

J.K.Vakharia  
Managing Director  
Din:00047777

Vivek Mane  
Chief Financial Officer

Place: Mumbai  
Dated : 24th May ,2024

V.J.Vakharia  
Director  
Din:00052361

Pooja Sanghvi  
Company Secretary