

CANOPY FINANCE LIMITED

ANNUAL REPORT 2019-20

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COMPANY INFORMATION

BSE Scrip Id	CANOPYFIN
BSE Scrip Code	539304
CSE Scrip Code	021114
CIN	L65910AS1981PLC017921

BOARD OF DIRECTORS

Lalit Kumar Tapadia	Managing Director
Varun Newatia	Executive Director
Manisha Agarwal	Non-Executive Independent Director
Khushboo Vasudev	Non-Executive Independent Director
Vaibhav Ganesh Tikone	Non-Executive Independent Director

KEY MANAGERIAL PERSONNEL

Varun Newatia	Chief Financial Officer
Priyanka Agarwal	Company Secretary

COMPANY INFORMATION

AUDITORS

<u>Statutory Auditors</u>	<u>Secretarial Auditor</u>
M/s A.Saraogi & Associates	Mrs Rekha Agarwal
Chartered Accountants	Practising Company Secretary
P Hyde Lane, Suit No. 7B, 7 th Floor, Kolkata-700073	Block AD-173, Sector 1, Bidhannagar, Kolkata-700064
Firm Registration No. 322993E	C.P. No. 9812
<u>Internal Auditor</u>	
Mr. Supratim Roy Chowdhury	
Chartered Accountant	
112/1, East Road, Santoshpur, Kolkata-700075	

COMPANY INFORMATION

- **Registrar & Share Transfer Agent:-**

- ✓ **Purva Shareregistry (India) Private Limited**

Address: Unit No. 9, Shiv Shakti Industrial Estate, Ground Floor, J. R. Boricha Marg, Lower Parel E), Mumbai - 400 011

Website: www.purvashare.com, Email: busicomp@vsnl.com, Phone: 022- 2301 6761 / 8261

- **Bankers:-**

- ✓ Axis Bank

- ✓ HDFC Bank

- **Registered Address:-**

- ✓ M/s Prezens ManiramDewan Road, Bamunimaidan, Opp Anuradha Cinema, Guwahati, Kamrup-781021

- **Corporate Address:-**

- ✓ Shop No. 10, Shiv Dham CHS Ltd, Satya Nagar, Malpani Complex, Borivali (West), Mumbai-400092

- **Phone No:-** 9867309169

- **Email Id:-** info@canopyfinance.org

Director's Report

For The Financial Year 2019-20

Dear Members,

The Board of Directors hereby submits the 39th Annual Report of the business and operations of the Company together with the audited financial statements for the financial year ended 31st March, 2020.

1. Financial Performance of the Company

The summarized audited financial performance of the Company is as follows:

Amount 'Rs

Particulars	As at 31 st March, 2020	As at 31 st March, 2019
Profit before Tax & Provision	(33,603,885)	(22,44,258)
Less: Provision for Tax	(2,950,567)	-
Less: Provision for Standard Assets	(26,514)	(8,743)
Profit After Tax	(30,626,804)	(22,35,516)
Transfer to Statutory NBFC Reserve Fund	-	-
Profit/ Loss Brought Forward From Previous Year	(45,98,214)	(23,62,698)
Profit/ Loss Available for Appropriation	-	-
Profit/ Loss Carried Forward	(35,225,016)	(45,98,214)
Basic/ Diluted Earnings Per Share	(3.30)	(0.24)

2. Dividend

In view of accumulated losses, no dividend is recommended for the Financial Year under reference and no transfer is proposed to be made to Reserves.

3. Public Deposits

Being a non-deposit taking Company, the Company has not accepted any deposits from the public within the meaning of the provisions of the Non-Banking Financial Companies Acceptance of Public Deposits (Reserve Bank) Directions, 1998.

4. Brief description of the Company's working during the year/State of Company's affair

The Company being a Non Banking Financial Company (NBFC) is currently engaged in the financial activities. The business of the Company largely depends on the policies by the

Reserve Bank of India, Ministry of Finance as well as Global volatility in the financial market.

Particulars	Standalone (Rupees in Rs)
Revenue	350,36,786
Expenditure	552,55,068
Profit/Loss before Tax	(202,18,282)

5. Change in the nature of business, if any

The Company has not changed its nature of business during the year.

6. Goods and Service Tax

Goods and Services Tax (GST) is a landmark reform which will have a lasting impact on the economy and on businesses. Implementation of a well-designed GST model that applies to the widest possible base at a low rate can provide significant growth stimulus to the business and contribute to the Prime Minister's mission of 'Make in India'.

7. Material Changes and Commitments, if any, affecting the Financial Position of the Company

No material changes and commitments which can affect the financial position of the Company occurred between the end of the financial year of the company and the date of this report.

8. Details in respect of adequacy of internal financial controls with reference to the Financial Statements.

The directors, have laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.

9. Details of Subsidiary/Joint Ventures/Associate Companies

The Company does not have any Subsidiary, Joint venture or Associate Company. Hence, statement containing salient features of the financial statement of subsidiaries/associate companies/joint ventures pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014 under Form AOC-1, is not applicable to the Company.

10. Statutory Auditors

Shareholders at the Company's 36th Annual General Meeting appointed M/s A Saraogi & Associates, Chartered Accountants (Firm Regn. No. 103446W) as Statutory Auditors of the Company for a period of five years from the conclusion of that Annual General Meeting.

The observations made by the Auditors are self- explanatory and do not require any further clarification. Further, the explanations or comments by the Board on every qualification, reservation or adverse remark or disclaimer made by the auditor in his report are given.

11. Familiarization Programme for Independent Directors

In terms of Reg. 25(7) of the SEBI (LODR) Regulations, 2015 the Company is required to conduct the Familiarization Programme for Independent Directors (IDs) to familiarize them about their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company, etc., through various initiatives.

12. Extract of the Annual Return

An extract of Annual Return as on the financial year ended on March 31, 2020 in Form No. MGT-9 as required under Section 92(3) of the Companies Act, 2013 read with Rule 12(1) of the Companies (Management and Administration) Rules, 2014, is set out as an annexure to the Directors' Report and forms part of this Annual Report.

13. Share Capital

Issue of equity shares with differential rights

The Company has not issued any of its securities with differential rights during the year under review.

Buy Back of Securities

The company has not bought back any of its securities during the year under review.

Sweat Equity, Bonus Shares & Employee Stock Option Plan

The company has neither issued sweat equity or bonus shares nor has provided any stock option scheme to the employees.

Preferential Issue of Securities

The company has not issued any equity shares on preferential basis during the year.

14. Conservation of energy, Technology absorption and Foreign exchange earnings and Outgo

The provisions of section 134(m) of the Companies Act 2013 regarding the disclosure of particulars of conservation of energy and technology absorption prescribed by the rules are not applicable to our company. The company does not have any Foreign Exchange transactions during the financial year.

15. Corporate Social Responsibility (CSR)

As the company does not have net worth of rupees five hundred crore or more, or turnover of rupees one thousand crore or more or a net profit of rupees five crore or more during any financial year, the disclosures as per Rule 9 of Companies (Corporate Social Responsibility Policy) Rules, 2014 is not applicable.

16. Directors:

A) Changes in Directors and Key Managerial Personnel

During the financial year under review following changes took place:

Mr. Vaibhav Ganesh Tikone was appointed as independent non executive director at the Board meeting held on 12th July, 2019 for a period of 5 years. His appointment was regularized at the Annual General Meeting held on 30.09.2019.

Mrs. Khushboo Vasudev was appointed as independent non executive director at the Board meeting held on 12th July, 2019 for a period of 5 years. Her appointment was regularized at the Annual General Meeting held on 30.09.2019.

Ms. Varsha Jain was appointed as Company Secretary and Compliance Officer w.e.f. 01.07.2019. Subsequently on 04.10.2019, she resigned from the office of Company Secretary and Compliance Officer.

Mrs. Vinita Agarwal resigned from the office of director w.e.f. 28.06.2019.

Mr. Nilabjo Chakraborty was appointed as Company Secretary and Compliance Officer w.e.f. 06.12.2019

Appointment of Mrs. Manisha Agarwal was regularized at the AGM held on 30th September, 2019.

B) Declaration by an Independent Director(s) and re- appointment

Mrs. Manisha Agarwal, Mr. Vaibhav Ganesh Tikone and Mrs. Khushboo Vasudev Independent Directors of the Company have confirmed that they fulfilled all the conditions of the Independent Directorship as laid down in sub-section (6) of Section 149

of the Companies Act, 2013 and Regulation 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The same have been noted by the Board.

C) Formal Annual Evaluation

Pursuant to the provisions of the Companies Act, 2013 and SEBI (Listing Obligations & Disclosure Requirements) Regulation, 2015, the Board has carried out the annual performance evaluation of its own performance and the Directors individually.

D) Board Evaluation:

Reg. 17 of SEBI (LODR) Regulations, 2015 mandates that the Board shall monitor and review the Board evaluation framework. The Companies Act, 2013 states that a formal annual evaluation needs to be made by the Board of its own performance and that of its committees and individual directors. Schedule IV of the Companies Act, 2013 states that the performance evaluation of independent directors shall be done by the entire Board of Directors, excluding the director being evaluated.

Pursuant to the provisions of section 134(3)(p) of the Companies Act, 2013 the evaluation of all the directors and the Board as a whole was conducted based on the criteria and framework adopted by the Board. The evaluation process has been explained in the corporate governance report section in this Annual Report. The Board approved the evaluation results as collated by the nomination and remuneration committee.

MANNER IN WHICH FORMAL ANNUAL EVALUATION HAS BEEN MADE BY THE BOARD OF ITS OWN PERFORMANCE AND THAT OF ITS COMMITTEES AND INDIVIDUAL DIRECTORS:

Pursuant to the provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the performance evaluation of the Independent Directors was completed.

The evaluation framework for assessing the performance of directors of your company comprises of contribution at meetings, strategies perspective or inputs regarding the growth and performance of your company among others.

The performance evaluation of the Chairman and the Non-Independent Directors was carried out by the Independent Directors. The Board of Directors expressed their satisfaction with the evaluation process.

Details of program for familiarization of Independent directors of the company are accessible on your company website.

17. Number of Board Meetings:

The Board met at least once in every Calendar Quarter and the gap between two Meetings did not exceed one hundred and twenty days. Eight Meetings of the Board of Directors were held during the financial year 2019-20. These Meetings were well attended.

These were held on the following dates:

- i. 25.05.2019;
- ii. 12.07.2019;
- iii. 14.08.2019;

- iv. 03.09.2019;
- v. 04.10.2019;
- vi. 13.11.2019;
- vii. 06.12.2019 and
- viii. 14.02.2020

Compliance with Secretarial Standards

The Company has complied with the Secretarial Standards issued by the Institute of Company Secretaries of India on Board Meeting and General Meeting.

18. Independent Directors' Meeting

During the year under review, Independent Directors met on 14th February, 2020, inter-alia, to discuss:

- Evaluation of the performance of Non-Independent Directors and the Board as whole.
- Evaluation of the performance of the Chairman of the Company, taking into account the views of the Executive and Non-Executive Directors.
- Evaluation of the quality, quantity content and timelessness of flow of information between the management and the Board.

19. Audit Committee:

Audit Committee meeting is generally held for the purpose of recommending the Quarterly, half yearly and yearly financial result. Additional meeting is held for the purpose of reviewing the specific item included in terms of reference of the Committee. Committee met four times during the year respectively on 25/05/2019: 14/08/2019: 13/11/2019 and 14/02/2020. As on 31st March, 2020 following are the members of the Committee.

Name	Designation
Manisha Agarwal	Chairman
Vaibhav Ganesh Tikone*	Member
Khushboo Vasudev*	Member

*Appointed w-e-f 12/07/2019 on resignation of Vinita Agarwal.

The Statutory Auditors of the Company are invited in the meeting of the Committee wherever requires. Chief Financial Officer of the Company is a regular invitee at the Meeting. Recommendations of Audit Committee, wherever/whenever given, have been accepted by the Board.

20. Order of Court

The company is not subject to any legal proceedings and claims which will have a material or adverse effect on the going concern status or company's operations or financial conditions.

21. Sexual Harassment of Women At Work Place

The Company has in place a policy in line with the requirements of The Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013. Internal Complaints Committee (ICC) has been set up to redress complaints received regarding sexual harassment. All employees (permanent, contractual, temporary, trainees) are covered under this Policy. There were nil complaints received during the year under review.

22. Details of establishment of vigil mechanism for directors and employees

The Company has a Whistle Blower Policy to deal with instances of fraud and mismanagement, if any. The details of establishment of such mechanism have been disclosed on the website.

23. Nomination and Remuneration Committee

The Company has formed Nomination and Remuneration committee in line with the provisions of Section 178 of the Companies Act, 2013. Nomination and Remuneration Committee meetings are generally held for identifying the persons who are qualified to become Directors and may be appointed in senior management and recommending their appointments and removal. Committee met twice during the year on 12.07.2019 and 6th December, 2019. As on 31/03/2020 following is the composition of committee.

Name	Designation
Manisha Agarwal	Member
Khushboo Vasudev*	Member
Vaibhav Ganesh Tikone*	Chairman

*Appointed w-e-f 12/07/2019 on resignation of Vinita Agarwal.

24. Stakeholder's Grievance & Relationship Committee

The Company has constituted Stakeholder's Grievance & Relationship Committee mainly to focus on the redressal of Shareholder's/ Investor's Grievances, if any, like Transfer / Transmission / Demat of Shares; Loss of Share Certificates; Non-receipt of Annual Report; Dividend Warrants; etc. Committee met four times during the year respectively on 25/05/2019: 14/08/2019: 13/11/2019 and 14/02/2020. As on 31st March, 2020 following are the members of the Committee.

Name	Designation
Manisha Agarwal	Member
Varun Newatia	Member
Vaibhav Ganesh Tikone	Chairman

*Appointed w-e-f 12/07/2019 on resignation of Vinita Agarwal.

25. Particulars of Loans, Guarantees or Investments

The provisions with respect to Loans, guarantees or Investments as per section 186 of the Companies Act, 2013 are complied with.

26. Particulars of Contracts or Arrangements with Related Parties:

The company has no material individual transactions with its related parties which are covered under section 188 of the Companies Act, 2013, which are not in the ordinary course of business and not undertaken on an arm's length basis during the financial year 2019-20, there are no transactions to be reported in Form AOC-2 and as such do not form part of this report.

27. Maintenance Of Cost Records:

The provisions relating to maintenance of cost records are not applicable to the Company.

28. Managerial Remuneration:

The Company incurred losses during the year so the Company has not provided any Managerial Remuneration to the Directors.

Particulars of Employees: Provisions of Section 197 of the Act read with Rule 5(2) & (3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are not applicable as no employee or Director of the Company was in receipt of such remuneration as prescribed under the said Rules.

29. Secretarial Audit Report

The Secretarial Audit Report has been given by Ms. Rekha Agarwal, Practicing Company Secretary and there is no qualification, reservation or adverse remark or disclaimer made by the company secretary in the secretarial audit report.

30. Management Discussion & Analysis Reports

The Management Discussion & Analysis Report has been annexed with the report.

31. Corporate Governance

Pursuant to Regulation 15 of SEBI (LODR) Regulations, 2015, the compliance with the corporate governance provisions as specified in Regulations 17, 18, 19, 20, 21,22, 23, 24, 25,26, 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 and para C , D and E of Schedule V of SEBI (LODR) Regulations, 2015, shall not apply, in respect of the listed entity

having paid up equity share capital not exceeding rupees ten crore and net worth not exceeding rupees twenty five crore, as on the last day of the previous financial year.

Thus, due to non-applicability, a separate report of Corporate Governance providing the disclosures as required under para C of Schedule V has not be provided in this Annual report.

32. Code of conduct for prevention of insider trading:

The Company has adopted a Code of Conduct for Prevention of Insider Trading, under the SEBI (Prohibition of Insider Trading) Regulations, 2015. The Code lays down guidelines for procedures to be followed and disclosures to be made by insiders while trading in the securities of the Company. Details of dealing in the Company's shares by Designated Persons, if any, are placed before the Audit Committee on a quarterly basis. The Company has also adopted a Code of Corporate Disclosure Practices, for ensuring timely and adequate disclosure of Unpublished Price Sensitive Information by the Company, to enable the investor community to take informed investment decisions with regard to the Company's shares.

33. Internal Auditor

Mr. Supratim Roychowdhury, Chartered Accountants, Internal Auditor has submitted a report based on the internal audit conducted during the period under review.

34. Risk management policy

The company does not have any Risk Management Policy as the element of risk threatening the Company's existence is very minimal.

35. Operational Review

The Company discloses standalone unaudited financial results on a quarterly basis, standalone audited financial results on an annual basis. The Company has complied with all the norms prescribed by the Reserve Bank of India (RBI) including the Fair practices, Anti Money Laundering and Know Your Customer (KYC) guidelines.

36. NBFC Company

The Company is engaged in the Business of Non Banking Financial Institution and it has obtained a certificate of Registration from the Reserve Bank of India. The Company has not accepted any deposit from the public. The Company has complied with the prudential norms relating to the Income Recognition, Accounting Standards, asset classification and provisioning for bad and doubtful debts as applicable to it in terms of Non Banking Financial (Non Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions -2007.

37. Directors' Responsibility Statement

Pursuant to Section 134(5) of the Companies Act, 2013, your Directors confirm that—

- (a) in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- (b) the directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the company for that period;
- (c) the directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- (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 were operating effectively, and
- (f) the directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

38. Acknowledgements

Your Directors would like to express their appreciation of the co-operation and assistance received from the shareholders, bankers and other business constituents during the year under review. Your Directors also place on record their deep sense of appreciation to all employees for their dedicated services rendered at various levels.

For and on behalf of the Board of Directors

Sd/-
Lalit Kumar Tapadia
Managing Director
DIN: 08117881

Sd/-
Varun Newatia
Director
DIN: 08071741

Place: Mumbai
Date: 29/06/2020

FORM NO. MGT 9
EXTRACT OF ANNUAL RETURN
As on financial year ended on 31.03.2020

Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company (Management & Administration) Rules, 2014.

I. REGISTRATION & OTHER DETAILS:		
1	CIN	L65910AS1981PLC017921
2	Registration Date	26/06/1981
3	Name of the Company	Canopy Finance Limited (Formerly Known as Kartavya Udyog Viniyog Limited)
4	Category/ Sub-category of the Company	Company Limited by shares/ Indian Non Government Company
5	Address of the Registered office & contact details	M/s Prezens, Maniram Dewan Road, Bamunimaidan, opp Anuradha Cinema, Guwahati Kamrup AS 781021 Email Id: info@kartavya.info
6	Whether listed company	Yes
7	Name, Address & contact details of the Registrar & Transfer Agent, if any.	Purva Sharegistry (India) Pvt. Ltd. Unit No.9, Shiv Shakti Ind. Estate, J.R. Boricha Marg Opp. Kasturba Hospital Lane, Lower Parel (E), Mumbai- 400011 Phone No: 022 2301 6761/ 8261, Fax: 022 2301 2517 Email Id: busicomp@gmail.com, Website: www.purvashare.com

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY			
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(All the business activities contributing 10 % or more of the total turnover of the company shall be stated)

S. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1	Other financial service activities	649	100%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES					
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SN	Name and address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
Nil					

A. Category Wise Shareholding

Category Of Shareholders	No Of Shares held at the beginning of year				No Of Shares held at the end of year				% Change
	31/03/2019				31/03/2020				
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
(a) Individuals/ HUF	1193000	0	1193000	12.84	0	0	0	0	-12.83762
(b) Central Govt	0	0	0	0	0	0	0	0	0
(c) State Govt(s)	0	0	0	0	0	0	0	0	0
(d) Bodies Corp.	538495	0	538495	5.79	1731495	0	1731495	18.63	12.84
(e) Banks / FI	0	0	0	0	0	0	0	0	0
(f) Any Other....									
* DIRECTORS	0	0	0	0	0	0	0	0	0
* DIRECTORS RELATIVES	0	0	0	0	0	0	0	0	0
* PERSON ACTING IN CONCERN	0	0	0	0	0	0	0	0	0
Sub Total (A)(1):	1731495	0	1731495	18.63	1731495	0	1731495	18.63	0.00
(2) Foreign									
(a) NRI Individuals	0	0	0	0	0	0	0	0	0
(b) Other Individuals	0	0	0	0	0	0	0	0	0
(c) Bodies Corp.	0	0	0	0	0	0	0	0	0
(d) Banks / FI	0	0	0	0	0	0	0	0	0
(e) Any Other....	0	0	0	0	0	0	0	0	0
Sub Total (A)(2):	0	0	0	0	0	0	0	0	0
Total shareholding of Promoter (A) = (A)(1)+(A)(2)	1731495	0	1731495	18.63	1731495	0	1731495	18.63	0.00
B. Public Shareholding									
(1) Institutions									
(a) Mutual Funds	0	0	0	0	0	0	0	0	0
(b) Banks FI	0	0	0	0	0	0	0	0	0
(c) Central Govt	0	0	0	0	0	0	0	0	0
(d) State Govet(s)	0	0	0	0	0	0	0	0	0
(e) Venture Capital Funds	0	0	0	0	0	0	0	0	0
(f) Insurance Companies	0	0	0	0	0	0	0	0	0
(g) FIs	0	0	0	0	0	0	0	0	0
(h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0
(i) Others (specify)									
* U.T.I.	0	0	0	0	0	0	0	0	0
* FINANCIAL INSTITUTIONS	0	0	0	0	0	0	0	0	0
* I.D.B.I.	0	0	0	0	0	0	0	0	0
* I.C.I.C.I.	0	0	0	0	0	0	0	0	0
* GOVERMENT COMPANIES	0	0	0	0	0	0	0	0	0
* STATE FINANCIAL CORPORATION	0	0	0	0	0	0	0	0	0
* QUALIFIED FOREIGN INVESTOR	0	0	0	0	0	0	0	0	0
* ANY OTHER	0	0	0	0	0	0	0	0	0
* OTC DEALERS (BODIES CORPORATE)	0	0	0	0	0	0	0	0	0
* PRIVATE SECTOR BANKS	0	0	0	0	0	0	0	0	0
Sub-total (B)(1):	0	0	0	0	0	0	0	0	0
(2) Non-Institutions									
(a) Bodies Corp.									
(i) Indian	3366979	0	3366979	36.23	2966979	0	2966979	31.93	-4.30
(ii) Overseas	0	0	0	0	0	0	0	0	0
(b) Individuals									
(i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	223006	385520	608526	6.55	106006	347500	453506	4.88	-1.67
(ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	2828500	480500	3309000	35.61	3115500	518520	3634020	39.10	3.50
(c) Others (specify)									
* UNCLAIMED OR SUSPENSE OR ESCROW ACCOUNT	0	0	0	0	0	0	0	0	0
* IEPF	0	0	0	0	0	0	0	0	0
* LLP	0	0	0	0	0	0	0	0	0

* FOREIGN NATIONALS	0	0	0	0	0	0	0	0	0
* QUALIFIED FOREIGN INVESTOR	0	0	0	0	0	0	0	0	0
* ALTERNATE INVESTMENT FUND	0	0	0	0	0	0	0	0	0
* N.R.I.	0	0	0	0	0	0	0	0	0
* FOREIGN CORPORATE BODIES	0	0	0	0	0	0	0	0	0
* TRUST	0	0	0	0	0	0	0	0	0
* HINDU UNDIVIDED FAMILY	243000	34000	277000	2.98	223000	34000	257000	2.77	-0.22
* EMPLOYEE	0	0	0	0	0	0	0	0	0
* CLEARING MEMBERS	0	0	0	0	250000	0	250000	2.69	2.69
* DEPOSITORY RECEIPTS	0	0	0	0	0	0	0	0	0
* OTHER DIRECTORS & RELATIVES	0	0	0	0	0	0	0	0	0
* MARKET MAKERS	0	0	0	0	0	0	0	0	0
Sub-total (B)(2):	6661485	900020	7561505	81.37	6661485	900020	7561505	81.37	0.00
Total Public Shareholding (B) = (B)(1)+(B)(2)	6661485	900020	7561505	81.37	6661485	900020	7561505	81.37	0.00
C. TOTSHR held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	0
GrandTotal(A + B + C)	8392980	900020	9293000	100	8392980	900020	9293000	100	0

B. Shareholding of Promoters

SL No.	ShareHolder's Name	ShareHolding at the beginning of the year			ShareHolding at the end of the year			% change in share holding during the year
		31/03/2019			31/03/2020			
		No of Shares	% of Total Shares of the Company	% of Shares Pledged / Encumbered to total shares	No. of Shares	% of Total Shares of the company	% of Shares Pledged / Encumbered to total shares	
1	ASHISH TRIVEDI	173000	1.86	0.00	0	0.00	0.00	-1.86
2	RAMA TRIVEDI	172500	1.86	0.00	0	0.00	0.00	-1.86
3	MANISH TRIVEDI .	171500	1.85	0.00	0	0.00	0.00	-1.85
4	OM PRAKASH TRIVEDI	171000	1.84	0.00	0	0.00	0.00	-1.84
5	MANISH TRIVEDI	170000	1.83	0.00	0	0.00	0.00	-1.83
6	OM PRAKASH TRIVEDI .	170000	1.83	0.00	0	0.00	0.00	-1.83
7	PAMPA TRIVEDI	165000	1.78	0.00	0	0.00	0.00	-1.78
8	SAGUNA MERCANTILE PRIVATE LIMITED	538495	5.79	0.00	1731495	18.63	0.00	12.84

C. Change in Promoter's Shareholding:

SL No.	ShareHolder's Name	ShareHolding at the beginning of the year		Cumulative ShareHolding at the end of the year		Type
		31/03/2019		31/03/2020		
		No of Shares	% of Total Shares of the Company	No. of Shares	% change in share holding during the year	
1	SAGUNA MERCANTILE PRIVATE LIMITED	538495	5.79			
	05-07-2019	345500	3.72	883995	9.51	Buy
	23-08-2019	677500	7.29	1561495	16.80	Buy
	30-08-2019	170000	1.83	1731495	18.63	Buy
	31-03-2020			1731495	18.63	
2	ASHISH TRIVEDI	173000	1.86			
	05-07-2019	-173000	-1.86	0	0.00	Sell
	31-03-2020			0	0.00	
3	RAMA TRIVEDI	172500	1.86			
	05-07-2019	-172500	-1.86	0	0.00	Sell
	31-03-2020			0	0.00	
4	MANISH TRIVEDI .	171500	1.85			
	23-08-2019	-171500	-1.85	0	0.00	Sell
	31-03-2020			0	0.00	
5	OM PRAKASH TRIVEDI	171000	1.84			
	23-08-2019	-171000	-1.84	0	0.00	Sell
	31-03-2020			0	0.00	

6	MANISH TRIVEDI	170000	1.83			
	23-08-2019	-170000	-1.83	0	0.00	Sell
	31-03-2020			0	0.00	
7	OM PRAKASH TRIVEDI .	170000	1.83			
	30-08-2019	-170000	-1.83	0	0.00	Sell
	31-03-2020			0	0.00	
8	PAMPA TRIVEDI	165000	1.78			
	23-08-2019	-165000	-1.78	0	0.00	Sell
	31-03-2020			0	0.00	

D. Shareholding Pattern of top ten Shareholders:

SL No.	ShareHolder's Name	ShareHolding at the beginning of the year		Cumulative ShareHolding at the end of the year		Type
		31/03/2019		31/03/2020		
		No of Shares	% of Total Shares of the Company	No. of Shares	% change in share holding during the year	
1	ANUPAMA CHOUDHARY	750000	8.07			
	31-03-2020			750000	8.07	
2	ASHOK INVESTORS TRUST LTD .	500000	5.38			
	31-03-2020			500000	5.38	
3	TRIBHUVAN DEALTRADE PRIVATE LIMITED	259999	2.80			
	31-03-2020			259999	2.80	
4	HIGHGROWTH VINCOM PRIVATE LIMITED	250000	2.69			
	06-09-2019	-250000	-2.69	0	0.00	Sell
	31-03-2020			0	0.00	
5	GLORIOUS VINCOM PRIVATE LIMITED.	250000	2.69			
	10-01-2020	-115000	-1.24	135000	1.45	Sell
	17-01-2020	-120000	-1.29	15000	0.16	Sell
	24-01-2020	-15000	-0.16	0	0.00	Sell
	31-03-2020			0	0.00	
6	GAGANBASE VINCOM PRIVATE LIMITED	250000	2.69			
	17-01-2020	68000	0.73	318000	3.42	Buy
	24-01-2020	32000	0.34	350000	3.77	Buy
	31-03-2020			350000	3.77	
7	ZODIAC VANIJYA PRIVATE LIMITED	250000	2.69			
	31-03-2020			250000	2.69	
8	SAMBHAVNA DEALTRADE PRIVATE LIMITED	250000	2.69			
	31-03-2020			250000	2.69	
9	HORA TIE UP PRIVATE LIMITED	250000	2.69			
	31-03-2020			250000	2.69	
10	AAKRITI OVERSEAS PRIVATE LIMITED	250000	2.69			
	31-03-2020			250000	2.69	
11	STARWINGS FASHION TRADING LIMITED	250000	2.69			
	31-03-2020			250000	2.69	
12	LINKUP FINANCIAL CONSULTANTS PVT. LTD.	250000	2.69			
	31-03-2020			250000	2.69	
13	AMARJIT YADAV	250000	2.69			
	31-03-2020			250000	2.69	
14	GIRIRAJ STOCK BROKING PRIVATE LIMITED	0	0.00			
	06-09-2019	250000	2.69	250000	2.69	Buy
	10-01-2020	75000	0.81	325000	3.50	Buy
	17-01-2020	-20000	-0.22	305000	3.28	Sell
	24-01-2020	-55000	-0.59	250000	2.69	Sell
	31-03-2020			250000	2.69	

E. Shareholding of Directors and Key Managerial Personnel:

SL No.	ShareHolder's Name	ShareHolding at the beginning of the year		Cumulative ShareHolding at the end of the year		Type
		31/03/2019		31/03/2020		
		No of Shares	% of Total Shares of the Company	No. of Shares	% change in share holding during the year	
1	Lalit Kumar Tapadia (Managing Director)	0	0.00			
	31-03-2020			0	0.00	
2	Varun Newatia (Whole Time Director)	0	0.00			
	31-03-2020			0	0.00	
3	Varsha Jain (Company Secretary)	0	0.00			
	31-03-2020			0	0.00	
4	NILABJO CHAKRABORTY (Company Secretary)	0	0.00			
	31-03-2020			0	0.00	

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment.

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount				-
ii) Interest due but not paid				-
iii) Interest accrued but not due				-
Total (i+ii+iii)	-	-	-	-

Change in Indebtedness during the financial year

* Addition		5,250,000.00		5,250,000.00
* Reduction		-		-
Net Change	-	-	-	-

Indebtedness at the end of the financial year

i) Principal Amount		5,250,000.00		5,250,000.00
ii) Interest due but not paid		-		-
iii) Interest accrued but not due				-
Total (i+ii+iii)	-	-	-	-

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**A. Remuneration to Managing Director, Whole-time Directors and/or Manager:**

SN.	Particulars of Remuneration	Name of MD/WTD/ Manager		Total Amount (Rs)
		Name	Designation	
		Lalit Kumar Tapadia		
		Managing Director		
1	Gross salary	1,100,000		1,100,000
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	-		
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-		
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	-		
2	Stock Option	-		
3	Sweat Equity	-		
4	Commission	-		
	- as % of profit	-		
	- others, specify	-		
5	Others, please specify	-		
	Total (A)	1,100,000		1,100,000
	Ceiling as per the Act			

B. Remuneration to other Directors

SN.	Particulars of Remuneration	Name of Directors			Total Amount
					(Rs)
1	Independent Directors	There was no remuneration paid to the other Directors i.e Independent Directors and other Non- Executive Directors of the Company.			
	Fee for attending board committee				
	Commission				
	Others, please specify				
	Total (1)				
2	Other Non-Executive Directors				
	Fee for attending board committee				
	Commission				
	Others, please specify				
	Total (2)				
	Total (B)=(1+2)				
	Total Managerial Remuneration				
	Overall Ceiling as per the Act				

C. Remuneration to Key Managerial Personnel other than MD/Manager/WTD

SN.	Particulars of Remuneration	Name of Key Managerial Personnel			Total Amount
		Name	Nilabjo Chakrobarty	Varun Newatia	Varsha Jain
	Designation	CS	CFO	CS	
1	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act,	30,000.00	600,000.00	26,000	656,000
	(b) Value of perquisites u/s 17(2) Income-	-	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	-	-	-	-
2	Stock Option	-	-	-	-
3	Sweat Equity	-	-	-	-
4	Commission - as % of profit - others, specify	-	-	-	-
5	Others, please specify	-	-	-	-
	Total	30,000.00	600,000.00	26,000	656,000

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
There was no penalty, punishment and compounding of offences with respect to the company, its Directors and other officers.					

For and on behalf of the Board of Directors

sd/-

Lalit Kumar Tapadia

Managing Director

Din: 08117881

sd/-

Varun Newatia

Chief Financial Officer & Director

Din: 08071741

Place: Mumbai
Date: 29/06/2020

Form No. MR-3
Secretarial Audit Report

(For the Financial year ended 31st March, 2020)

[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,

Canopy Finance Limited

M/S PREZENS, MANIRAM DEWAN ROAD,
BAMUNIMAIDAN, OPP. ANURADHA CINEMA
GUWAHATI- 781021

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices of **Canopy Finance 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 my opinion thereon.

Based on my verification of the books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period ended on 31st March, 2020, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by The Company for the period ended on 31st March, 2020 according to the provisions of (to the extent applicable to the company):

- (i) The Companies Act, 2013 (the Act) and the Rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') to the extent applicable to the Company:-
 - 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 and 2018- **Not applicable as the Company has not issued any shares during the financial year under review;**
 - d. The Securities and Exchange Board of India Employee Stock Option Scheme and Employee Stock Purchase Scheme) Regulations, 1999 - **Not applicable as the Company has not issued any shares to its Employees during the financial year under review.**
 - e. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993- **Not Applicable as the Company is not registered as Registrar to Issue and Share Transfer Agent during the financial year under review.**

- f. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 - **Not applicable as the Company has not issued any debt securities;**
- g. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 - **Not applicable as the Company has not bought back or proposed to buyback any of its securities during the financial year under review.**

I have also examined compliance with the applicable clauses of the Secretarial Standards issued by The Institute of Company Secretaries of India.

The compliance by the Company of the applicable financials laws, like Direct and Indirect Tax laws, has not been reviewed in this audit since the same have been subject to review by Statutory Auditors and other designated professionals.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, Listing Agreements etc mentioned above. However, the Company has not appointed any Company Secretary as Compliance Office till 01.07.2019 which is non-compliance as per Regulation 6(1) of SEBI (LODR) Regulations, 2015. Later on the Company has appointed Ms Varsha Jain and Mr. Nilabjo Chakrobarty as Company Secretary during the year.

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

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were generally 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.

As per the minutes of the meetings duly recorded and signed by the Chairman the decisions of the Board were unanimous and no dissenting views have been recorded.

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

I further report that during the Audit Period, the Company has not undertaken any specific events / actions that can have a bearing on the Company's compliance responsibility in pursuance of the above referred Laws, Rules, Regulations, Guidelines, Standards, etc.

**For Rekha Agarwal
Practicing Company Secretary**

**Place: Mumbai
Date: 29.06.2020**

sd/-
**Mem No. 27482
CP No: 9812
UDIN: A027482B000598976**

Annexure 'A'

To,
The Members,
Canopy Finance Limited
M/S PREZENS, MANIRAM DEWAN ROAD,
BAMUNIMAIDAN, OPP. ANURADHA CINEMA
GUWAHATI- 781021

My Report of even date is to be read along with this letter.

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

For Rekha Agarwal
Practicing Company Secretary

Place: Mumbai
Date: 29.06.2020

sd/-
Mem No. 27482
CP No: 9812
UDIN: A027482B000598976

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

BUSINESS ENVIRONMENT

INDUSTRY OVERVIEW, RISKS AND CONCERNS

Canopy Finance Limited (Formerly known as Kartavya Udyog Viniyog Limited) is registered as Non Banking Financial Company (NBFC) with Reserve Bank of India is mainly engaged in financing and investments as its principal business. It also invests in equities through the secondary markets and in debt instruments for varying maturities through mutual funds. In addition the company also looks for investments opportunities where it can acquire a strategic stake into other business.

PERFORMANCE REVIEW

The management is pleased to report that company's business plan is progressing as per the management's satisfaction. Details shall be made at the appropriate time.

REGULATORY

The Reserve Bank of India (RBI) has been continually strengthening the supervisory framework from NBFC's in order to ensure sound and healthy functioning and avoid excessive risk taking. In furtherance of these objectives, RBI issued new guidelines during past years.

1. Know your customer guidance – Anti money laundering Standards
2. Guidance on classification, monitoring and reporting of frauds
3. Guidance on Securitisation of Standards Assets

INDUSTRY STRUCTURE & DEVELOPMENT

Non-Banking Financial Companies (NBFC) continue to play a critical role in making financial services available to a wider set of the population and its importance can never be denied. NBFCs sector has not done well in India due to several factors. The perception of NBFCs in India has not been to the desired level.

OPPORTUNITIES

With a billion plus strong population, the world's fourth largest economy appears to have a robust outlook. On the positive front, the country has achieved a landmark agriculture production in six and half decades post independence. Life expectancy has doubled, literacy rates have improved significantly and a sizeable middle class has emerged. The management believes that your Company is still in the process of consolidation and a focused business outlook may eventually help your Company to tide over the present crisis. The management believes that still there are avenues that will help optimize margins with reduced risk exposure in the future.

RISKS & CONCERNS

The arrival of Banks into consumer finance and housing, with cheap funds at their disposal, has ensured a virtual stop for private sector NBFCs into these lucrative business segments. Government policies & strictures imposed by the Reserve Bank of India on NBFCs from time to time have a direct bearing on the operations of your Company. Your Company is also exposed to credit risk, liquidity risk & interest rate risk.

INTERNAL CONTROL SYSTEMS & ITS ADEQUACY

Your Company has an independent internal management assurance function which commensurate with the size of the Company & its scale of business. Internal controls & processes are evaluated from time to time so as to ensure adherence to laid down standards & prescribed regulatory and legal framework.

CAUTIONARY NOTE

Certain statements in "Management Discussions and Analysis" section may be forward looking and are stated as required by law and regulations. Many factors, both external and internal, may affect the actual results which could be different from what the Directors envisage in terms of performance and outlook.

For and on behalf of the Board of Directors

Place: Mumbai

Date: 29/06/2020

Sd/-
Lalit Kumar Tapadia
Managing Director
DIN 08117881

sd/-
Varun Newatia
Director & CFO
DIN 08071741

MD & CFO CERTIFICATION

(Pursuant to Regulation 17(8) read with Regulation 33(2)(a) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

The Board of Directors
Canopy Finance Ltd
M/S Prezens, Maniram Dewan Road, Bamunimaidan,
Opp. Anuradha Cinema,
Guwahati-781021

We, Lalit Kumar Tapadia, Managing Director (MD) and Varun Newatia, Chief Financial Officer (CFO) of Canopy Finance Limited do hereby certify the following:

- a. We have reviewed the financial statements and the cash flow statement for the year ended 31st March, 2020 and that to the best of our knowledge and belief:
 - i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - ii) these statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- b. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year ended 31st March, 2020, which is fraudulent, illegal or violative of the Company's Code of Conduct.
- c. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the listed entity pertaining to financial reporting and they have disclosed to the auditors and the audit committee, deficiencies in the design or operation of such internal controls, if any, of which they are aware and the steps they have taken or propose to take to rectify these deficiencies.
- d. We hereby indicated to the auditors and the Audit committee,
 - i) significant changes in internal control over financial reporting during the year;
 - ii) significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - iii) that there have been no instances of significant fraud, of which we have become aware and consequently no involvement therein, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

Sd/-
Lalit Kumar Tapadia
Managing Director (MD)

Sd/-
Varun Newatia
Chief Financial Officer (CFO)

Declaration of Compliance with Code of Conduct

-We hereby confirm that:

The Company has obtained from all the members of the Board and Senior Management Personnel, affirmation(s) that they have complied with Code of Conduct for Board Members and Senior Management Personnel in respect of the Financial Year ended 31st March, 2020.

Sd/-
Lalit Kumar Tapadia
Managing Director (MD)

Sd/-
Varun Newatia
Chief Financial Officer (CFO)

INDEPENDENT AUDITOR'S REPORT
To the Members of Canopy Finance Limited

Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the standalone financial statements of Canopy Finance Limited ("the Company"), which comprise the Balance Sheet as at 31st March 2020, and the Statement of Profit and Loss (including Other Comprehensive Income), Statement of Changes in Equity and Statement of Cash Flows for the year then ended, and Notes to the Financial Statements including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ('Act') in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the State of Affairs of the Company as at March 31, 2020, and Profit/Loss, Changes in Equity and its Cash Flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. 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 financial statements under the provisions of the Companies Act, 2013 and the Rules there under, 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 period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

There is no Key Audit Matters Reportable as per SA 701 issued by ICAI.

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

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included Board's Report including Annexures to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, Management Discussion and Analysis Report but does not include the standalone financial statements and our auditor's report thereon. These reports are expected to be made available to us after the date of our auditor's report.

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

In connection with our audit of the 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 during the course of our audit or otherwise appears to be materially misstated.

When we read the other information included in the above reports, if we conclude that there is material misstatement therein, we are required to communicate the matter to those charged with governance and determine the actions under the applicable laws and regulations.

Management's Responsibility 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, total comprehensive income, changes in equity and cash flows of the Company in accordance with the Ind-AS and other accounting principles generally accepted in India. This responsibility also includes 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 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 standalone 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 and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

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

Auditor's Responsibilities

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

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

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

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

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

Report on Other Legal and Regulatory Requirements

As required by the Companies (Auditor's Report) Order, 2016("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the "Annexure A" a statement on the matters specified in paragraph 3 and 4 of the Order, to the extent applicable and as required by Non-Banking Financial Company Auditors' Report (Reserve Bank) Directions 1998 we give the report in the "Annexure B".

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 and Statement of Profit and Loss including Other Comprehensive Income Statement of Cash Flow and Statement of Changes of Equity dealt with 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 relevant rule made thereunder in the Companies (Accounts) Rules, 2014.
- e. On the basis of written representations received from the directors as on 31st March, 2020 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2020 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 C".
- g. With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.

- h. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to best of our information and according to the explanation given to us -
 - i) The company has no pending litigation which would impact its financial position.
 - ii) The company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the company.

For A. Saraogi & Associates
Chartered Accountants
FRN No: 322993E

Place: Mumbai
Date: 29/06/2020

Sd/-
(Partner)
Anneel Saraogi
Membership No: - 057545

Canopy Finance Limited
Annexure A to Independent Auditors' Report

(Referred to in paragraph 1 under the heading of "Report on Other Legal and Regulatory Requirements" of our report of even date)

- 1) In respect of property, plant & equipment of the Company:
 - (a) Based on our scrutiny of the Company's Book of Account and other records and according to the information and explanations received by us from the management, we are of the opinion that the question of commenting on maintenance of proper records of fixed assets and physical verification of fixed assets does not arise since the company had no fixed assets as on 31st March, 2020 nor at any time during the financial year ended on 31st March, 2020.
 - (b) According to the information and explanations received by us, as the company owns no immovable properties, the requirement on reporting whether title deeds is held in the name of the company or not is not applicable.
- 2) In respect of its inventories of the Company:

Physical verification of inventory has been conducted by the management at reasonable intervals as required under clause 3(ii) of the Order.
- 3) In respect of the loans, secured or unsecured, granted by the Company to companies, firms, limited liability partnerships or other parties covered in the register maintained under section 189 of the Act, if so:
 - (a) In our opinion and according to the information and explanations given to us, the terms and conditions of the grant of such loans are not prejudicial to the company's interest.
 - (b) In our opinion and according to the information and explanations given to us, the parties have repaid the principal amounts and interest as stipulated in schedule of repayment and have also been regular in the payment of interest and repayment of principle to the company.
 - (c) Since the parties are regular in repayment of principal amount and also regular in payment of interest, the provisions of clause 3(iii)(c) with relating to recovery of loan are not applicable.
- 4) In our opinion and according to the information and explanations given to us, the provisions of Section 185 and 186 of the Companies Act, 2013 in respect of loans, investments, guarantees and security, have been complied with.
- 5) In our opinion and according to the information and explanations given to us, the company has not accepted deposits within the meaning of section 73 to 76 or any other relevant provisions of the Companies Act, 2013, during the year and does not have any unclaimed deposits. Therefore, the provisions of the clause 3(v) of the Order are not applicable to the Company.
- 6) The provision of clause 3(vi) of the order are not applicable to the company as the company is not covered by section 148(1) of the Companies Act, 2013 read with applicable rules made under the Companies (Cost Records and Audit) Rules, 2014.
- 7) According to the information and explanation given to us, in respect of statutory dues:

- (a) The Company has generally been regular in depositing undisputed statutory dues including Income Tax, Goods and Services Tax, Cess and other material statutory dues applicable to it with the appropriate authorities.
 - (b) There were no undisputed amounts have been paid in respect of Income Tax, Goods and Service Tax.
- 8) As the company does not have any borrowings or loans from any financial institution, bank or governments nor it has issued any debentures as at the balance sheet date, the provisions of Clause 3(viii) of the Order are not applicable to the company.
 - 9) According to the information and explanations given to us, the Company did not raise money by way of initial public offer or further public offer (including debt instruments) and term loan during the year, nor does it have any loan amount lying outstanding as at the beginning of the year.
 - 10) To the best of our knowledge and belief and according to the information and explanations given to us, no fraud by the company or any material fraud on the Company by its officers/employees has been noticed or reported during the year.
 - 11) In our opinion and according to the information and explanations given to us, the company has been paid in accordance with the requisite mandated as per the provisions of section 197 read with Schedule V to the Companies Act, 2013.
 - 12) Having regard to the nature of the Company's business/activities during the year, provisions of Clause 3(xii) of the Order relating to Nidhi Company are not applicable to the Company
 - 13) In our opinion and according to the information and explanations given to us all transactions with the related parties are in compliance with Section 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the Financial Statements etc as required by applicable accounting standards.
 - 14) The company has not made preferential allotment/private placement of shares or fully or partly convertible debentures during the year under review. Therefore, the provisions of Clause 3(xiv) of the Order are not applicable to the Company.
 - 15) In our opinion and according to the information and explanations given to us, the company has not entered into any non-cash transactions with directors or persons connected with him. Therefore provision of clause 3(xv) of the order are not applicable to the company.

16) In our opinion and according to the information and explanations given to us, the company has obtained registration under section 45-IA of the Reserve Bank of India Act, 1934 and a separate report in Annexure B is enclosed herewith.

For A. Saraogi & Associates
Chartered Accountants
FRN No: 322993E

Place: Mumbai
Date: 29/06/2020

sd/-
(Partner)
Anneel Saraogi
Membership No: - 057545

Annexure B to the Audit Report
Relating to Non Banking Financial Company Auditor's Report (Reserve Bank) Directions 1998
of Canopy Finance Limited

According to the information and explanation given to us and on the basis of test check carried on by us during the course of the audit of the company for the year ended 31st March 2020, our reports on the matters as specified under para 3A and 3C of Non Banking Financial Company Auditor's Report (Reserve Bank) Directions 1998 is as follows:

- (a) The company is a registered Non Banking Financial Company within the meaning of section 45(1A) of the Reserve Bank of India Act (2 of 1934) and has received certificate of registration having registration no. B-08.00211.
- (b) The board of directors of company has passed the resolution for non acceptance of any public deposits.
- (c) The company has not accepted any public deposits during the previous year ended on 31.03.2020.
- (d) As reported the company has complied with the prudential norms relating to income recognition, accounting standards and asset classification and provisioning of bad and doubtful debts as applicable to it.
- (e) The Company has made provision on Standard Assets @0.25% for the current financial year.
- (f) The Company has incurred loss and therefore not transferred 20% of the profit earned during the year to special reserve fund.

For A. Saraogi & Associates
Chartered Accountants
FRN No: 322993E

Place: Mumbai
Date: 29/06/2020

Sd/-
(Partner)
Anneel Saraogi
Membership No: - 057545

Canopy Finance Limited
Annexure C to Independent Auditors' Report

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 M/s Canopy Finance Limited ("the Company") as of March 31, 2020 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 Companies Act, 2013.

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 Companies Act, 2013, 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 Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of 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;

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

Inherent Limitations of Internal Financial Controls over Financial Reporting

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

Opinion

In our opinion, to the best of our information and according to the explanation given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2020, based on Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For A. Saraogi & Associates
Chartered Accountants
FRN No: 322993E

Place: Mumbai
Date: 29/06/2020

Sd/-
(Partner)
Anneel Saraogi
Membership No: - 057545

CANOPY FINANCE LIMITED
Formerly known as Kartavya Udyog Viniyog Limited
CIN: L65910AS1981PLC017921

BALANCE SHEET AS AT 31ST MARCH, 2020

Amount (Rs)

S/N	Particulars	Note No	As at 31st March, 2020	As at 31st March, 2019	As at 31st March, 2018
	ASSETS				
I	FINANCIAL ASSETS				
(a)	Cash & Cash Equivalents	1	1,221,381	2,894,576	1,101,871
(b)	Bank Balance other than (a) above				
(c)	Derivative financial instruments				
(b)	Receivables				
(i)	Trade Receivables	2(a)	-	13,530,975	215,314
(ii)	Other Receivables	2(b)	2,050,000	-	-
(c)	Loans	3	41,857,496	57,076,302	56,350,933
(d)	Investments	4	22,201,467	-	31,150,000
II	NON-FINANCIAL ASSETS				
(a)	Inventories	5	-	46,550,580	1,983,859
(b)	Deferred tax Assets (Net)		2,950,567		
	Total Assets		70,280,911	120,052,434	90,801,977
	LIABILITIES & EQUITY				
I	LIABILITIES				
1	Financial Liabilities				
(a)	Payables				
(I)	Trade Payables				
(i)	total outstanding dues of micro enterprises and small enterprises		-	-	-
(ii)	total outstanding dues of creditors other than micro enterprises and small enterprises		-	-	-
(II)	Other Payables				
(i)	total outstanding dues of micro enterprises and small enterprises		-	-	-
(ii)	total outstanding dues of creditors other than micro enterprises and small enterprises	6	7,059,710	30,965,000	-
(b)	Borrowings (Other than Debt securities)	7	5,250,000	-	-
(c)	Other financial liabilities	8	91,800	554,715	25,000
2	Non-Financial Liabilities				
(a)	Provisions	9	104,644	131,158	139,901
(b)	Other non-financial liabilities	10	-	-	-
II	Equity				
(a)	Equity Share capital	11	92,930,000	92,930,000	92,930,000
(b)	Other Equity	12	(35,155,243)	(4,528,439)	(2,292,924)
	Total Liabilities & Equity		70,280,911	120,052,434	90,801,977

See accompanying notes to the financial statements

1 to 16

The Notes referred to above form an integral part of the Balance Sheet.

This is the Balance Sheet referred to in our report of even date.

For A SARAOGI & ASSOCIATES.
Chartered Accountants
Firm Registration Number- 322993E

For and on behalf of Board of Directors

sd/-
Varun Newatia
Director & CFO
DIN: 08071741

sd/-
Lalit Kumar Tapadia
Managing Director
DIN: 08117881

sd/-
Anneel Saraogi
Partner
Membership no. - 057545
UDIN: 20057545AAAAAH9321

sd/-
Nilabjo Chakraborty
Company Secretary

Place:- Mumbai
Dated :- 29/06/2020

CANOPY FINANCE LIMITED
Formerly known as Kartavya Udyog Viniyog Limited
CIN: L65910AS1981PLC017921

STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31ST MARCH, 2020

		Amount (Rs)		
S/N	Particulars	Note No	Figures as at the end of current reporting period	Figures as at the end of previous reporting period
	Revenue from Operations			
(i)	Interest Income		1,284,927	893,681
(ii)	Dividend Income		522,910	114,600
(iii)	Net Gain/(Loss) on fair value changes		(19,097,519)	-
(iv)	Sale of products		46,746,277	16,059,587
(v)	Others (to be specified)			
	- Intraday Profit/Loss		149,598	1,749
	- Conversion of Stock to Investment		38,440,888	
	- Profit on F & O		(13,666,926)	4,743,240
I	Total Revenue from operations		54,380,156	21,812,857
II	Other Income		-	-
III	Total Income (I+II)		54,380,156	21,812,857
	Expenses			
	Purchases of Stock -in -trade		37,255,406	65,137,601
	Changes in Inventories of finished goods, stock in trade and work in progress	13	46,550,580	(44,566,721)
	Employee Benefits Expenses	14	1,874,403	773,303
	Others expenses	15	2,303,651	2,712,932
IV	Total Expenses		87,984,040	24,057,115
V	Profit / (loss) before exceptional items and tax (III - IV)		(33,603,885)	(2,244,257)
VI	Exceptional items		-	-
VII	Profit/(loss) before tax (V -VI)		(33,603,885)	(2,244,257)
VIII	Tax Expense:			
	(1) Current Tax		-	-
	(2) Deferred Tax		(2,950,567)	-
	(3) Provision for Standard Assets		(26,514)	(8,743)
IX	Profit / (loss) for the period from continuing operations(VII-VIII)		(30,626,804)	(2,235,514)
X	Profit/ (loss) from discontinued operations		-	-
XI	Tax Expense of discontinued operations		-	-
XII	Profit/(loss) from discontinued operations(After tax) (X-XI)		-	-
XIII	Profit/(loss) for the period (IX+XII)		(30,626,804)	(2,235,514)
XIV	Other Comprehensive Income			
	(A) (i) Items that will not be reclassified to profit or loss (specify items and amounts)		-	-
	(ii) Income tax relating to items that will not be reclassified to profit or loss		-	-
	Subtotal (A)		-	-
	(B) (i) Items that will be reclassified to profit or loss (specify items and amounts)		-	-
	(ii) Income tax relating to items that will be reclassified to profit or loss		-	-
	Subtotal (B)		-	-
	Other Comprehensive Income (A + B)		-	-
XV	Total Comprehensive Income for the period (XIII+XIV) (Comprising Profit (Loss) and other Comprehensive Income for the period)		(30,626,804)	(2,235,514)
XVI	Earnings per equity share (for continuing operations)			
	Basic (Rs.)		(3.30)	(0.24)
	Diluted (Rs.)		(3.30)	(0.24)
XVII	Earnings per equity share (for discontinuing operations)			
	Basic (Rs.)		-	-
	Diluted (Rs.)		-	-
XVIII	Earnings per equity share (for continuing and discontinued operations)			
	Basic (Rs.)		(3.30)	(0.24)
	Diluted (Rs.)		(3.30)	(0.24)

See accompanying notes to the financial statements
The Notes referred to above form an integral part of the Statement of Profit and Loss.
This is the Statement of Profit and Loss referred to in our report of even date.

1 to 16

For A SARAOGI & ASSOCIATES.
Chartered Accountants
Firm Registration Number- 322993E

For and on behalf of Board of Directors

sd/-
Anneel Saraogi
Partner
Membership no. - 057545
UDIN: 20057545AAAAAH9321

sd/-
Varun Newatia
Director & CFO
DIN: 08071741

sd/-
Lalit Kumar Tapadia
Managing Director
DIN: 08117881

Place:- Mumbai
Dated :- 29/06/2020

sd/-
Nilabjo Chakraborty
Company Secretary

CANOPY FINANCE LIMITED
Formerly known as Kartavya Udyog Viniyog Limited
CIN: L65910AS1981PLC017921

CASH FLOW STATEMENT FOR THE YEAR ENDED ON 31.03.2020

		Amount (Rs)	
		Figures as at the end of current reporting period	Figures as at the end of previous reporting period
A. CASH FLOW FROM OPERATING ACTIVITIES			
Net Profit/(Loss) before tax		(33,603,885)	(2,244,258)
<u>Adjustment for :</u>			
(a) Interest Received		(1,284,927)	(893,681)
(b) Dividend		(522,910)	(114,600)
OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES		(35,411,721)	(3,252,539)
<u>Adjustment for :</u>			
(a) Trade Receivables		13,530,975	(13,315,661)
(b) Other Receivables		(2,050,000)	-
(c) Inventories		46,550,580	(44,566,721)
(d) Other Financial Liabilities		(462,915)	529,715
(e) Other Non-Financial Liabilities		-	-
(f) Other Payables		(23,905,290)	30,965,000
CASH GENERATED FROM OPERATING ACTIVITIES		(1,748,371)	(29,640,207)
CASH FLOW BEFORE EXTRAORDINARY ITEMS			
Extraordinary Items Prior Period			
(a) Prior period Expenses/Income		-	-
(b) Income Tax/Deferred Tax		-	-
NET CASH FLOW FROM OPERATING ACTIVITIES		(1,748,371)	(29,640,207)
B. CASH FLOW FROM INVESTING ACTIVITIES			
(a) Sale of Investments		(22,201,467)	31,150,000
NET CASH FLOW IN INVESTING ACTIVITIES		(22,201,467)	31,150,000
C. CASH FLOW FROM FINANCING ACTIVITIES			
(a) Share Application Money Received			-
(b) Interest (Paid)/Received		1,284,927	893,681
(c) Increase in Loans		15,218,806	(725,369)
(d) Dividend		522,910	114,600
(e) Increase in Borrowings		5,250,000	-
NET CASH FLOW IN FINANCING ACTIVITIES		22,276,642	282,912
Net Increase (Decrease) in Cash (A + B + C)		(1,673,195)	1,792,705
Opening Balance of Cash & Cash Equivalents		2,894,576	1,101,871
Closing Balance of Cash & Cash Equivalents		1,221,381	2,894,576
Components of cash & cash equivalents:		As at 31st March 2020	As at 31st March 2019
Cash & cash equivalents at the end of the year			
(a) cash in hand		1214837	1370195
(b) Balances with Bank		6544	1524381

EXPLANATIONS

- The above Statement of Cash Flows has been prepared under the Indirect Method as set out in the Ind AS 7 'Statement of Cash Flows'.
- Previous year figures have been rearranged/ regrouped wherever necessary to conform to the current year's classification. This is the Cash Flow Statement referred to in our report of even date.

For A SARAOGI & ASSOCIATES.
Chartered Accountants,
Firm Registration Number- 322993E

sd/-
Aneel Saraogi
Partner
Membership no. - 057545
UDIN: 20057545AAAAH9321

Place: Mumbai
Dated :- 29/06/2020

For and on behalf of Board of Directors

sd/-
Varun Newatia
Director & CFO
DIN: 08071741

sd/-
Lalit Kumar Tapadia
Managing Director
DIN: 08117881

sd/-
Nilabjo Chakraborty
Company Secretary

CANOPY FINANCE LIMITED
Formerly known as Kartavya Udyog Viniyog Limited
CIN: L65910AS1981PLC017921

Notes to Financial Statements	Amount (Rs)		
	Figures as at 31.03.2020 (Rs)	Figures as at 31.03.2019 (Rs)	Figures as at 31.03.2018 (Rs)
Note No: 1			
Cash & Cash Equivalents			
Cash in hand (As certified by the management)	1,214,837	1,370,195	930,075
Balances with Bank - In Current Account (HDFC Bank Ltd)	6,544	1,524,381	171,796
	1,221,381	2,894,576	1,101,871
Note No: 2			
Receivables			
(a) Trade Receivables (Unsecured, Considered Good) (Outstanding for less than 6 months)	-	13530975	215314
(b) Other Receivables (Unsecured, Considered Good)	2,050,000	-	-
	2,050,000	13,530,975	215,314
Note No: 5			
Inventories (At cost or Net Realizable value whichever is lower)			
Stock in trade (As per inventories taken, valued and certified by the management)	-	46,550,580	1,983,859
	-	46,550,580	1,983,859
Note No: 6			
Trade Payables			
(i) Total outstanding dues of micro enterprises and small enterprises			
a) The principal amount and interest due thereon remaining unpaid to any supplier	-	-	-
b) The amount of interest paid by the buyer in terms of section 16 of the Micro, Small Enterprises Development Act, 2006, along with the amount of payment made to the supplier beyond the appointed day.	-	-	-
c) The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day) but without adding the interest specified under the Micro, Small and Medium Enterprises Development Act, 2006	-	-	-
d) The amount of interest accrued and remaining unpaid until such date when the interest dues above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under section 23 of the Micro, Small and Medium Enterprises Development Act, 2006	-	-	-
TOTAL	-	-	-
Dues to Micro and Small Enterprises have been determined to the extent such parties have been identified on the basis of information collected by the Management. This has been relied upon by the auditors.			
ii) Total outstanding dues of creditors other than micro enterprises and small enterprises			
Others	7,059,710	30,965,000	-
TOTAL	7,059,710	30,965,000	-

CANOPY FINANCE LIMITED
Formerly known as Kartavya Udyog Viniyog Limited
CIN: 165910ASI981PLC017921

Notes to Financial Statements

Note No: 3

Loans

S/N	Particulars	31.03.2020						31.03.2019						31.03.2018					
		At Amortized Cost (1)	At Fair Value			Subtotal (5=2+3+4)	Total (6=1+5)	At Amortized Cost (1)	At Fair Value			Subtotal (5=2+3+4)	Total (6=1+5)	At Amortized Cost (1)	At Fair Value			Subtotal (5=2+3+4)	Total (6=1+5)
			Through Other Comprehensive Income (2)	Through Profit/Loss (3)	Designated at Fair Value Through Profit/Loss (4)				Through Other Comprehensive Income (2)	Through Profit/Loss (3)	Designated at Fair Value Through Profit/Loss (4)				Through Other Comprehensive Income (2)	Through Profit/Loss (3)	Designated at Fair Value Through Profit/Loss (4)		
A																			
(i)	Bills Purchased & Discounted																		
(ii)	Loans Repayable on Demand																		
(iii)	Term Loans																		
(iv)	Leasing																		
(v)	Factoring																		
(vi)	Others (to be specified)																		
	- TDS	-	-	-	263,022	263,022	263,022	-	-	-	294,966	294,966	294,966	-	-	-	390,650	390,650	390,650
	Total (A) - Gross	-	-	-	263,022	263,022	263,022	-	-	-	294,966	294,966	294,966	-	-	-	390,650	390,650	390,650
	Less: Impairment Loss Allowance																		
B																			
(i)	Secured by Tangible Assets																		
(ii)	Secured by Intangible Assets																		
(iii)	Covered by Bank/Government Guarantees																		
(iv)	Unsecured	-	-	-	41,594,474	41,594,474	41,594,474	-	-	-	56,781,336	56,781,336	56,781,336	-	-	-	55,960,283	55,960,283	55,960,283
	Total (B) - Gross	-	-	-	41,594,474	41,594,474	41,594,474	-	-	-	56,781,336	56,781,336	56,781,336	-	-	-	55,960,283	55,960,283	55,960,283
C																			
I	Loans in India																		
(i)	Public Sector																		
(ii)	Others (to be specified)																		
	Total (C) - Gross																		
	Less: Impairment Loss Allowance																		
	Total (C) (I) - Net																		
II	Loans in Outside India																		
	Less: Impairment Loss Allowance																		
	Total (C) (II) - Net																		
	Total (C) (I & II)																		

CANOPY FINANCE LIMITED
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Notes to Financial Statements

Note No: 7

Borrowings (Other than Debt Instruments)		As at 31st March, 2020			As at 31st March, 2019			As at 31st March, 2018		
		Secured/Unsecured			Secured/Unsecured			Secured/Unsecured		
S/N	Particulars	At Amortized Cost	At Fair Value Through Profit/Loss	Designated at Fair Value Through Profit/Loss	At Amortized Cost	At Fair Value Through Profit/Loss	Designated at Fair Value Through Profit/Loss	At Amortized Cost	At Fair Value Through Profit/Loss	Designated at Fair Value Through Profit/Loss
(a)	Term Loans									
	(i) From Banks									
	(ii) From Other Parties									
(b)	Deferred Payment Liabilities									
(c)	Loans from related parties									
(d)	Finance lease obligations									
(e)	Liability component of compound financial instruments									
(f)	Loans repayable on demand									
	(i)from banks									
	(ii)from other parties	5,250,000								
(g)	Other loans (specify nature)									
I	Total (A)	5,250,000								
II	Borrowings in India	5,250,000								
III	Borrowings outside India									
IV	Total (B) to tally with (A)	5,250,000								

CANOPY FINANCE LIMITED
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Notes to Financial Statements	<u>Amount (Rs)</u>		
Particulars	Figures as at 31.03.2020 (Rs)	Figures as at 31.03.2019 (Rs)	Figures as at 31.03.2018 (Rs)
Note No: 8			
<u>Other Financial Liabilities</u>			
Other Payables:			
- Audit Fees Payable	11,800	11,800	25,000
- TDS Payable	2,000	-	-
- Liabilities for Expenses	78,000	-	-
- Option Money Payable	-	542,915	-
	91,800	554,715	25,000
Note No: 9			
<u>Provisions</u>			
<u>Others:</u>			
Provision for Standard Asset			
Opening Balance	131,158	139,901	88,299
Add: Changes during the year	(26,514)	(8,743)	51,602
Closing Balance	104,644	131,158	139,901
	104,644	131,158	139,901
Note No: 10			
<u>Other Non-Financial Liabilities</u>			
Other Payables:			
	-	-	-
	-	-	-

CANOPY FINANCE LIMITED
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Notes forming part of the financial statements

NOTE NO- 11
SHARE CAPITAL

Particulars	Figures as at 31.03.2020		Figures as at 31.03.2019		Figures as at 31.03.2018	
	Number of shares	Amount (Rs.)	Number of shares	Amount (Rs.)	Number of shares	Amount (Rs.)
(a) Authorised Equity shares of Rs.10/- each	15,000,000	150,000,000	15,000,000	150,000,000	15,000,000	150,000,000
(b) Issued Equity shares of Rs.10/- each fully paid up	9,293,000	92,930,000	9,293,000	92,930,000	9,293,000	92,930,000
(c) Subscribed and fully paid up Equity shares of Rs.10/- each with voting rights	9,293,000	92,930,000	9,293,000	92,930,000	9,293,000	92,930,000
Total	9,293,000	92,930,000	9,293,000	92,930,000	9,293,000	92,930,000

(i) Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the reporting period:

Particulars	31.03.2018			31.03.2019	31.03.2019			31.03.2020
	Opening Balance	Fresh issue	Bonus, ESOP, Conversion, Buy back	Closing Balance	Opening Balance	Fresh issue	Bonus, ESOP, Conversion, Buy back	Closing Balance
Equity shares								
- Number of shares	9,293,000	-	-	9,293,000	-	9,293,000	-	9,293,000
- Amount (in Rs.)	92,930,000	-	-	92,930,000	-	92,930,000	-	92,930,000

(ii) Details of shares held by each shareholder holding more than 5% shares:

Class of shares / Name of shareholder	Figures as at 31.03.2020		Figures as at 31.03.2019		Figures as at 31.03.2018	
	Number of shares held	% holding in that class of shares	Number of shares held	% holding in that class of shares	Number of shares held	% holding in that class of shares
Anupama Choudhary	750,000	8.07	750,000	8.07	750,000	8.07
Ashok Investors Trust Limited	500,000	5.38	500,000	5.38	500,000	5.38
Saguna Mercantile Private Limited	1,731,495	18.63	538,495	5.79	538,495	5.79

(iii) Rights, preferences and restrictions attached to Shares

The Company has only one class of equity shares having a par value of Rs 10 each. Each shareholder is eligible for one vote per share held.

(iv) Details of shares held by the holding company, the ultimate holding company, their subsidiaries and associates:

Class of shares / Name of shareholder	As at 31st March, 2020		As at 31st March, 2019		As at 31st March, 2018	
	Number of shares held	% holding in that class of shares	Number of shares held	% holding in that class of shares	Number of shares held	% holding in that class of shares
Equity shares with voting rights	-	-	-	-	-	-
Equity shares with differential voting rights	-	-	-	-	-	-
Compulsorily convertible preference shares	-	-	-	-	-	-
Optionally convertible preference shares	-	-	-	-	-	-
Redeemable preference shares	-	-	-	-	-	-

CANOPY FINANCE LIMITED

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Notes forming part of the financial statements

Changes in Equity Share Capital

A. Equity Share Capital

Particulars	Amount (Rs)
Balance as at April 1, 2018	92,930,000
Changes in Equity Share Capital	-
Balance as at March 31, 2019	92,930,000
Changes in Equity Share Capital	-
Balance as at March 31, 2020	92,930,000

Note No. 12

B. Other Equity

Particulars	Amount (Rs)		
	NBFC Reserve	Retained Earnings	Total Other Equity
Balance as at March 31, 2019	69,774.00	(4,598,212.41)	(4,528,438.41)
<u>Addition:</u>			
Profit/(Loss) for the year	-	(30,626,803.72)	(30,626,803.72)
Other Comprehensive Income/(Expense)	-	-	-
Total Comprehensive Income for the year	-	(30,626,803.72)	(30,626,803.72)
Transfer In Equity	-	-	-
Balance as at March 31, 2020	69,774.00	(35,225,016.13)	(35,155,242.97)

Particulars	Amount (Rs)		
	NBFC Reserve	Retained Earnings	Total Other Equity
Balance as at March 31, 2018	69,774.00	(2,362,698.00)	(2,292,924.00)
<u>Addition:</u>			
Profit/(Loss) for the year	-	(2,235,514.41)	(2,235,514.41)
Other Comprehensive Income/(Expense)	-	-	-
Total Comprehensive Income for the year	-	(2,235,514.41)	(2,235,514.41)
Transfer In Equity	-	-	-
Balance as at March 31, 2019	69,774.00	(4,598,212.41)	(4,528,438.41)

Particulars	Amount (Rs)		
	NBFC Reserve	Retained Earnings	Total Other Equity
Balance as at March 31, 2017	69,774.00	(1,439,404.00)	(1,369,630.00)
<u>Addition:</u>			
Profit/(Loss) for the year	-	(923,294.00)	(923,294.00)
Other Comprehensive Income/(Expense)	-	-	-
Total Comprehensive Income for the year	-	(923,294.00)	(923,294.00)
Transfer In Equity	-	-	-
Balance as at March 31, 2018	69,774.00	(2,362,698.00)	(2,292,924.00)

CANOPY FINANCE LIMITED
Formerly known as Kartavya Udyog Viniyog Limited
CIN: L65910AS1981PLC017921

Notes to Financial Statements	<u>Amount (Rs)</u>	
Particulars	Figures as at 31.03.2020 (Rs)	Figures as at 31.03.2019 (Rs)
Note No: 13		
Changes in Inventories of Stock in Trade		
Opening Stock	46,550,580	1,983,859
Less: Closing Stock	-	46,550,580
	46,550,580	(44,566,721)
Note No: 14		
Employee Benefits Expenses		
Salary	1,864,000	762,750
Staff Welfare Expenses	10,403	10,553
	1,874,403	773,303
Note No: 15		
Others expenses		
Advertising Expenses	38,220	43,176
Audit Fees	11,800	11,800
Bad Debts	777,046	2,004,504
Bank Charges	5,007	26,113
Conveyance Expenses	20,848	27,597
Depository Charges	197,787	199,058
Demat Charges	2,754	2,902
Filling & Professional Fee	788,400	21,700
General Expenses	36,326	39,216
Late Payment charges	813	4,173
Listing Fees	354,000	315,825
Penalty Charges	54,868	-
Printing & Stationary	4,838	8,430
Telephone Expenses	2,943	8,438
Website Expenses	8,000	-
	2,303,651	2,712,932

Canopy Finance Limited
Formerly known as “Kartavya Udyog Viniyog Limited”

Note: 16: Notes Forming Part Of The Financial Statements

Corporate Information

Canopy Finance Limited (Formerly known as Kartavya Udyog Viniyog Limited), incorporated on 26th June 1981, having its registered office at M/s Prezens, Maniram Dewan Road, Bamunimaidan, Opp Anuradha Cinema, Guwahati-781021. The Directors of the company are Mrs Manisha Agarwal, Mr. Varun Newatia, Mr. Vaibhav Ganesh Tikone, Mrs. Khushboo Vasudev and Mr. Lalit Kumar Tapadia.

Significant Accounting Policies:

Basis of preparation of financial statements

Accounting Convention: -

The financial statements have been prepared in accordance with Section 133 of Companies Act, 2013, i.e. Indian Accounting Standards ('Ind AS') notified under Companies (Indian Accounting Standards) Rules 2015. The Ind AS Financial Statements are prepared on historical cost convention, except in case of certain financial instruments which are recognized at fair value.

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in the Part I of Schedule III to the Companies Act, 2013. Based on the nature of products and the time between the acquisition of assets for processing and their realization in cash and cash equivalents, the Company has ascertained its operating cycle as 12 months for the purpose of current - non-current classification of assets and liabilities.

Compliance with Ind AS

The financial statements have been prepared in accordance with Ind AS notified under the Companies (Indian Accounting Standards) Rules, 2015.

Use of Estimates

The preparation of the Ind AS financial statements in conformity with the generally accepted accounting principles in India requires management to make estimates and assumptions that affect the reported amount of assets and liabilities as of the Balance Sheet date, reported amount of revenue and expenses for the year and disclosure of contingent liabilities and contingent assets as of the date of Balance Sheet. The estimates and assumptions used in these Ind AS financial statements are based on management's evaluation of the relevant facts and circumstances as of the date of the Ind AS financial statements. The actual amounts may differ from the estimates used in the preparation of the Ind AS financial statements and the difference between actual results and the estimates are recognized in the period in which the results are known/materialize.

Revenue recognition

Revenue in respect of services is recognised accrual basis of work performed. Income from sales is recognized as and when sales are complete during the accounting year. Revenue is recognized when it is probable that economic benefit associated with the transaction flows to the Company in ordinary course

of its activities and the amount of revenue can be measured reliably, regardless of when the payment is being made. Revenue is measured at the fair value of consideration received or receivable, taking into the account contractually defined terms of payments, net of its returns, trade discounts and volume rebates allowed. Interest and other income are accounted on accrual basis on loan & Advance but receipt of interest is doubtful/N.P.A. no provision has been made in books. Interest Income is recognized on a time proportion basis taking into account the amount outstanding and the rate applicable i.e. on the basis of matching concept.

Dividend from investments in shares / units is recognized when the company.

Other items of Income are accounted as and when the right to receive arises.

Event after Reporting Date

Where events occurring after the Balance Sheet date provide evidence of condition that existed at the end of reporting period, the impact of such events is adjusted within the standalone financial statements. Otherwise, events after the Balance Sheet date of material size or nature are only disclosed.

Employee Benefits:

All employees benefits falling due wholly within twelve month of rendering the services are classified as short term employee benefits which include benefits like salary, wages, short term compensated, absences and performance incentives and are recognised as expense in the period in which the employee renders the related services.

Provisions and contingencies

A provision is recognised when the Company has a present obligation as a result of past events and it is probable that an outflow of resources will be required to settle the obligation in respect of which a reliable estimate can be made. Provisions (excluding retirement benefits) are not discounted to their present value and are determined based on the best estimate required to settle the obligation at the Balance Sheet date. These are reviewed at each Balance Sheet date and adjusted to reflect the current best estimates. Contingent liabilities are disclosed in the Notes.

The Company creates a provision when there is a present obligation as a result of past event that probably requires and outflows of resources and a reliable estimate can be made of the amount of obligation. A disclosure of contingent liability is made when there is possible obligation or a present obligation that will probably not require outflow of resources or where a reliable estimate of obligation cannot be made.

Contingent liabilities & Commitments (to the extent not provided for):

Contingent Liabilities:

Claims against the company not acknowledged as debt	:	NIL
Guarantees	:	NIL
Other money for which the company is contingently liable	:	NIL

Commitments:

Estimated amount of contracts remaining to be executed on Capital A/c & not Provided for	:	NIL
Uncalled liability on shares & other investments which are partly	:	NIL
Other Commitments	:	NIL

The company generally complied with the direction issued by Reserve Bank of India and provision of section 73 of the Companies Act, 2013. The policy of provisioning for Non-Performing Loans & Advances has been decided by management considering prudential norms prescribed by the Reserve Bank of India.

Foreign Currency Transactions: -

Expenditure in Foreign Currency: - Nil

Earnings in Foreign Currency: - Nil

Related Parties Transaction:-

There were no transactions with the related parties as defined in the Accounting Standard except for salary paid to Directors and KMP s, details of which are given in MGT 9.

Earnings per share

Basic earnings per share is computed by dividing the profit / (loss) after tax (including the post tax effect of extraordinary items, if any) by the weighted average number of equity shares outstanding during the year. Diluted earnings per share is computed by dividing the profit / (loss) after tax (including the post tax effect of extraordinary items, if any) as adjusted for dividend, interest and other charges to expense or income relating to the dilutive potential equity shares, by the weighted average number of equity shares considered for deriving basic earnings per share and the weighted average number of equity shares which could have been issued on the conversion of all dilutive potential equity shares. Potential equity shares are deemed to be dilutive only if their conversion to equity shares would decrease the net profit per share from continuing ordinary operations.

Investment

Unquoted Shares are valued at cost.

Valuation of Inventory

Inventories includes shares which is to be held for trading purpose which is valued at lower of cost Net Realisable value whichever is lower as per FIFO Method.

Stock-In-Trade :- Stock in trade are valued at cost or Net realizable value whichever is lower. Cost is determined on "First in First out basis (FIFO)".

"Net Realizable Value" is the estimated selling price in the ordinary course of business, less estimated costs of completion and estimated cost necessary to make the sales of the products.

Cash and Cash equivalents

Cash and Cash equivalents comprise cash and cash on deposit with banks and corporations. The Company considers all highly liquid investments with a remaining maturity at the date of purchase of three months or less and that are readily convertible to known amounts of cash to be cash equivalents.

Cash Flow Statements

It is made as per accounting standards 3 of the ICAI.

Note:"Previous Year's figure has been regrouped rearranged wherever considered necessary

**For A Saraogi & Associates,
Chartered Accountants
FRN: 322993E**

FOR ,CANOPY FINANCE LIMITED

**Sd/-
CA Anneel Saraogi
Partner
M. No. 057545**

**Sd/-
Lalit Kumar Tapadia
Managing Director
DIN: 08117881**

**Sd/-
Varun Newatia
Director & CFO
DIN: 08071741**

**Place: Mumbai
Date: 29/06/2020**

CANOPY FINANCE LIMITED

(Formerly Known as Kartavya Udyog Viniyog Limited)

CIN: L65910AS1981PLC017921

Registered Office: M/s Prezens, Maniram Dewan Road,
Bamunimaidan, Opp. Anuradha Cinema,
Guwahati-781021

Ph: 9867309169

Website: www.canopyfinance.org

Email Id: info@canopyfinance.org

Corporate Office: Shop No. 10, Shiv Dham, CHS Ltd, Satya Nagar,
Malpani Complex, Borivali (West), Mumbai- 400092

NOTICE

Notice is hereby given that the 39th Annual General Meeting (AGM) of the shareholders of the Company will be held on Wednesday, 30th day of December, 2020 at M/s Prezens Maniram Dewan Road, Bamunimaidan Opp Anuradha Cinema, Guwahati, Kamrup 781021 at 3:00 P.M. to transact the following business:

ORDINARY BUSINESS

- 1.To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2020, together with the Report of the Directors and Auditors thereon.
- 2.To appoint a director in place of Mr. Varun Newatia (DIN: 08071741) who retires by rotation and being eligible, offers himself for re-appointment.

By Order of the Board

For Canopy Finance Limited

Sd/

Lalit Kumar Tapadia

Managing Director

Din No-08117881

Place–Mumbai

Date– 04.12.2020

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING SHALL BE ENTITLED TO APPOINT A PROXY TO ATTEND AND, ON A POLL, TO VOTE AT THE MEETING AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
2. **PROXIES IN ORDER TO BE VALID, MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE TIME FOR HOLDING THE MEETING.**
3. Pursuant to the provisions of Section 105 of the Companies Act, 2013 and rules framed there under, a person can act as a proxy on behalf of a member or members not exceeding 50 (Fifty) and holding in aggregate not more than 10% of the total share capital of the company carrying voting rights. Also, a member holding more than 10% of the total share capital of the company carrying voting rights, may appoint a single person as a proxy provided that such a person shall not act as a proxy for any other member or person.
4. In view of the pandemic Covid-19, we are following all the Social distancing norms for the Members present at the AGM. Following precautions and rules shall be strictly followed by each and every member present at the AGM:
 - No entry will be allowed without mask. For those who will attend the AGM, the Company will set up a screening point at the entrance of the meeting room to measure every attendee's body temperature. The Company reserves the right to deny entry to anyone with a temperature of 37.5 degrees Celsius or higher, anyone showing symptoms of fever, or anyone who has returned from a high-risk country (according to the announcement of the Ministry of Public Health) less than 14 days before the Meeting.
 - Planned speeches are limited to a minimum in order to reduce the length of the AGM. The AGM closes immediately after the mandatory items of the agenda has been discussed.
 - Sitting arrangements for the members is done at a distance of 6 feet at the AGM.
 - Members have to keep their personal belongings outside the meeting room.
5. A brief profile of Directors proposed to be re-appointed at the ensuing Annual General Meeting in terms of SEBI LODR Regulations, 2015 is annexed to the notice. The Company is in receipt of relevant disclosures from the Director pertaining to his re-appointment.
6. Members holding shares in physical form are requested to inform the following additional information to the Registrar and Transfer Agents viz., Purva Sharegistry (India) Pvt. Ltd. At Unit No. 9 Shiv Shakti Ind. Estt., J. R. Borichamarg, Opp. Kasturba Hospital Lane Lower Parel(E) Mumbai 400 011
 - a. Email Id
 - b. PAN No
 - c. Unique Identification No.
 - d. Mother's Name
 - e. Occupation

- f. In case of a minor (Guardian's Name and date of birth of the Member)
 - g. CIN (In case the member is a body corporate)
7. The Register of Directors and Key Managerial Personnel (KMPs) and their shareholding maintained under Section 170 of Companies Act, 2013 and the Register of Contracts or arrangements in which Directors are interested maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the Members at the Annual General Meeting.
 8. Members desirous of obtaining any relevant information with regard to the accounts of the Company at the Meeting are requested to send their requests to the Company at least 7 (seven) days before the date of the Meeting, so as to enable the Company to keep the information ready.
 9. Electronic copy of the notice of the 39th Annual General Meeting (AGM) inter alia including the process and manner for e-voting along with proxy form and attendance slip will be send to the members whose email-id is registered with the Company/ Depository Participant for communication purposes. However, the members who have not registered their email address shall be furnished with physical copy of the same in the permitted mode.
 10. Shareholders are requested to affix their signatures at the space provided on the Attendance Slip and DP ID for easy identification of attendance at the meeting.
 11. Shareholders who hold shares in dematerialized form are requested to bring their client ID and DP ID for easy identification of attendance at the meeting.
 12. Corporate shareholders intending to send their authorized representatives are requested to serve a duly certified copy of the Boards Resolution authorizing their representatives to attend and vote at the AGM.
 13. Shareholders are requested to notify immediately any change in their address to the Company Registrar and Transfer Agents viz., **Purva Sharegistry (India) Pvt. Ltd. at** Unit No. 9 Shiv Shakti Ind. Estt., J. R. Borichamarg, Opp. Kasturba Hospital Lane Lower Parel (E) Mumbai 400 011 Contact No.: 022 23012518E-Mail:support@purvashare.com.
 14. Pursuant to the provisions of Section 91 of the Companies Act, 2013 the Register of Members and Share Transfer Books of the Company shall remain closed from December 24th, 2020 to December 30th, 2020 (both days inclusive).

15. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to write to the Company's Registrar and Share Transfer Agents, Purva Sharegistry (India) Pvt. Ltd, enclosing their Share Certificates to enable the Company to consolidate their holding into a single folio.

16. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding Shares in electronic form are, therefore, requested to submit the PAN details to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company's Registrar and Share Transfer Agents, Purva Sharegistry (India) Pvt. Ltd.

17. Distribution of Gifts: In conformity with regulatory requirements, the Company will NOT be distributing any gift, gift coupons or cash in lieu of gifts at the AGM or in connection therewith.

18. VOTING THROUGH ELECTRONIC MEANS

- I. In compliance with Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (LODR) Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by Central Depository Services (India) Limited (CDSL).
- II. **Voting at the AGM:** The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- III. **The instructions for shareholders voting electronically are as under:**
 - (i) The E-voting period begins on 27th December, 2020 at 09.00 a.m. and ends on 29th December, 2020 at 5.00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 23rd December, 2020, may cast

their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account with the depository or in the company records for your folio in dd/mm/yyyy format
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none"> • Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id /folio number in the Dividend Bank details field as mentioned in instruction (iv)

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other

person and take utmost care to keep your password confidential.

- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant **Canopy Finance Limited** on which you choose to vote.
- (xii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvii) If Demat account holder has forgotten the same password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Note for Non – Individual Shareholders and Custodians
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporate.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to tohelpdesk.evoting@cdslindia.com.
 - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xix) Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked

Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com or contact them at 18002005533.

19. Institutional Members / Bodies Corporate (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution / Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote through e-mail at agarwalvj18@gmail.com with a copy marked to helpdesk.evoting@cdslindia.com on or before 29th December, 2020 upto 5:00 pm without which the vote shall not be treated as valid.
20. The voting rights of shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date of 23rd December, 2020. A person who is not a member as on cut-off date should treat this notice for information purpose only.
21. The notice of Annual General Meeting will be sent to the members, whose names appear in the register of members / depositories as at closing hours of business, on 27th November, 2020.
22. The shareholders shall have one vote per equity share held by them as on the cut-off date of 23rd December, 2020. The facility of e-voting would be provided once for every folio / client id, irrespective of the number of joint holders.
23. Investors, who became members of the Company subsequent to the dispatch of the Notice / Email and hold the shares as on the cut-off date i.e. 23rd December, 2020 are requested to send the written/email communication to the Company Registrar and Transfer Agents viz., **PurvaSharegistry (India) Pvt. Ltd.** at support@purvashare.com by mentioning their Folio No. / DP ID and Client ID to obtain the Login-ID and Password for e-voting.
24. M/S. BA & Associates (Practicing Company Secretaries) (Membership No. FCS -10323) has been appointed as the Scrutinizer to scrutinize the remote e-voting process and voting at the AGM in a fair and transparent manner. The Scrutinizer will submit, not later than 2 days of conclusion of the AGM, a consolidated Scrutinizer’s Report of the total votes cast in favor or against, if any, to the Chairman of the Company or a person authorized by him in writing, which shall countersign the same and declare the result of the voting forthwith.
25. The Results declared along with the Scrutinizer’s Report shall be placed on the Company’s website www.kartavya.info and on the website of CDSL. The same will be communicated to the stock exchanges where the shares of the Company are listed.
26. With the aim of curbing fraud and manipulation risk in physical transfer of securities, The

Securities and Exchange Board of India (SEBI) vide Circular No. SEBI/ LAD-NRO/GN/2018/24 dated June 08, 2018, notified the SEBI (Listing Obligations and Disclosure Requirements) (Fourth Amendment) Regulations, 2018, whereby amending Regulation 40 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, stating that except in the case of transmission or transposition of securities, requests for the transfer of listed securities shall not be processed unless the securities are held in the dematerialized form with a depository w.e.f. December 05, 2018. SEBI thereafter extended the deadline and the aforesaid requirement of transfer of securities only in Demat form has come into force from April 01, 2019. Accordingly, Members holding share in physical form are requested to dematerialise their shareholding at the earliest to avoid inconvenience.

**By Order of the Board
For Canopy Finance Limited**

**Sd/
Lalit Kumar Tapadia
Managing Director
Din No-08117881**

**Place–Mumbai
Date- 04.12.2020**

Annexure I

Details of Directors seeking appointment at 39th Annual General Meeting [Pursuance of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

Name of Director	Mr. Varun Newatia
Director Identification Number (DIN)	08071741
Date of Birth	17/06/1986
Nationality	Indian
Date of Appointment on Board	24 th March, 2018
Qualification	Graduate
Expertise in specific functional area	Finance & Business Management
Shareholding in Canopy Finance Limited	-
List of Directorships held in other Listed Companies (excluding foreign, private and Section 8 Companies)	-
Memberships /Chairmanships of Audit and Stakeholders' Relationship Committees of other Public companies	-
Relationships between the Directors inter-se	-

CANOPY FINANCE LIMITED

(Formerly Known as Kartavya Udyog Viniyog Limited)
Regd Office: M/s PrezensManiramDewan Road, Bamunimaidan,
OppAnuradha Cinema, Guwahati, Kamrup 781021

Corporate Office: Shop No. 10, Shiv Dham CHS Ltd, Satya Nagar,
Malpani Complex, Borivali (West), Mumbai- 400092
Tel No:9867309169, email:info@canopyfinance.org
Website: www.canopyfinance.org
CIN: L65910AS1981PLC017921

ATTENDANCE SLIP I/We hereby record my/our presence at the 39 th Annual General Meeting of the Company to be held on Wednesday, 30th December, 2020 at 3.00 P.M at its registered office at M/s Prezens Maniram Dewan Road, Bamunimaidan, Opp Anuradha Cinema, Guwahati, Kamrup 781021	Folio/DP ID & Client ID No.:
	Name :
	Address :
	Joint holders Name :
	Shares:

.....
Name of Proxy (in BLOCK LETTERS) Signature of Shareholder/Proxy Present

Notes: Members/Proxy holders who wish to attend the Annual General Meeting (AGM) must bring their Admission Slips to the AGM and hand over the same duly signed at the entrance. Duplicate Admission Slips will not be issued at the venue.

ELECTRONIC VOTING PARTICULARS

EVSN (E-voting Sequence Number)	USER ID	PERMANENT ACCOUNT NUMBER
201207020		

Please read instructions given in the Notice of the Annual General Meeting carefully before voting electronically. The e-Voting facility will be available during the following voting period:

Commencement of e-voting: From <Sunday, 27.12.2020& 09.00 AM>

End of e-Voting: Up to <Tuesday, 29.12.2020& 5.00 PM>

CANOPY FINANCE LIMITED

(Formerly Known as Kartavya Udyog Viniyog Limited)

Regd Office: M/s PrezensManiramDewan Road, Bamunimaidan,
OppAnuradha Cinema, Guwahati, Kamrup 781021

Corporate Office: Shop No. 10, Shiv Dham CHS Ltd, Satya Nagar,
Malpani Complex, Borivali (West), Mumbai- 400092
Tel No:9867309169, email:info@canopyfinance.org
Website: www.canopyfinance.org
CIN: L65910AS1981PLC017921

PROXY FORM- MGT-11

(Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies Management And Administration) Rules, 2014)

Name of the shareholder:
Registered address:
E-mail ID:
Folio No. / Client ID:
DP ID:

I / we, being the shareholder(s) of shares of the above named company, hereby appoint

Name _____ Address _____ Email _____

Id _____ Signature _____ or failing him _____

Name _____ Address _____ Email _____

Id _____ Signature _____ or failing him _____

Name _____ Address _____ EmailId _____
Signature _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual General Meeting of the Company, to be held on Wednesday 30thDecember, 2020 at 3.00 P.M at its registered office at M/s Prezens Maniram Dewan Road, Bamunimaidan, Opp Anuradha Cinema, Guwahati, Kamrup - 781021 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolutions	Vote(Optional)	
		For	Against
1.	To receive, consider and adopt the Audited Standalone Financial Statement of the Company for the year ended March 31, 2020, and the report of the Directors and Auditors thereon.		
2.	To appoint a Director in place of Mr. Varun Newatia (DIN: 08071741),who retires by rotation and being eligible, offers himself for re-appointment		

Signed thisday of2020
Member's Folio /DP ID & Client ID No.....
Signature of Shareholder(s).....
Signature of Proxy holder (s)

Affix Revenue Stamp

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting. If you wish to vote for a Resolution, place a tick in the corresponding box under the column marked "For". If you wish to vote against a Resolution, place a tick in the corresponding box under the column marked "Against". If no direction is given, your Proxy may vote or abstain as he/she thinks fit.