



September 05, 2023

To,
Corporate Relationship Department
BSE Limited,
1st Floor, New Trading Ring, Rotunda Building,
PhirozeJeejeebhoi Towers,
Dalal Street, Fort,
Mumbai - 400 001

Scrip Code- 538652

Sub.: Submission of 38thAnnual Report for the Financial Year 2022-23 of the Company as per Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sir/Madam,

The 38thAnnual General Meeting of the Company to be held on 28th September, 2023. In this regard, attached is the 38thAnnual Report of the Company for Financial Year 2022-23, as per Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The same is for your records.

Kindly take a note of the same.

Thanking you,
Yours faithfully,
For Hind Commerce Limited

Pragati Sawant
Company Secretary



Encl: As above



HIND COMMERCE LIMITED

307, Arun Chambers, Tardeo Road, Mumbai – 400034. Tel. : 022-40500100 Fax: 022-40500150
Website: www.Hindcommerce.com Email: investor@hindcommerce.com
CIN: L51900MH1984PLC085440

NOTICE

NOTICE is hereby given that the Thirty-Eight Annual General Meeting of the Members of **HIND COMMERCE LIMITED** will be held on Thursday, 28th September, 2023 at 3.00 P.M. at Registered Office of the Company at 307, Arun Chambers, Tardeo Road, Mumbai-400 034 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Financial Statements of the Company for the year ended 31st March, 2023 comprising of Balance Sheet as at 31st March, 2023, the Profit and Loss Account for the year ended 31st March, 2023 and the reports of Directors and the Auditors thereon;
2. To appoint a Director in place of Mr. Umesh Lahoti (DIN: 00361216), Director of the Company who retires by rotation and being eligible offers himself for re-appointment.

Place: Mumbai

Date: 9th August, 2023

Registered Office:

307, Arun Chambers, Tardeo Road,
Mumbai - 400034

By Order of the Board of Directors

Sd/-

Umesh Lahoti

Managing Director

(DIN 00361216)



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NOTES:

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF / HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

A person can act as proxy on behalf of members not exceeding fifty (50) and holding in aggregate not more than 10% of the total share capital of the Company carrying voting Rights. A member holding more than 10% of share capital carrying voting rights may appoint a single person as proxy and such person cannot act as a proxy for another member. The proxy form and attendance slip is enclosed to this notice.

2. The proxy form duly completed and signed, should be lodged with the Company, at its registered office at least 48 hours before the commencement of the meeting.
3. Corporate members intending to send their authorized representative(s) to attend the Meeting are requested to send to the Company a certified true copy of the relevant Board Resolution together with the specimen signature(s) of the representative(s) authorized under the said Board Resolution to attend and vote on their behalf at the Meeting.
4. Members / Proxies / Authorized Representatives should bring the duly filled Attendance slip enclosed herewith to attend the meeting.
5. The Register of Members of the Company will remain closed from Friday, 22nd September, 2023 to Thursday, 28th September, 2023 (both days inclusive) for the purpose of Annual General Meeting.
6. The information under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the Director seeking appointment / reappointment at the Annual General Meeting, forms integral part of the notice.

The Director has furnished the requisite declaration for his re-appointment.

7. All documents referred to in the notice requiring the approval of the Members at the Meeting and other statutory registers shall be available for inspection by the Members at the registered office of the Company during normal business hours on working days except Saturdays, Sundays and public holidays, from the date hereof up to the date of the Annual General Meeting.
8. Members holding shares in electronic form are requested to intimate immediately any change in their residential address or bank mandates to their Depository Participant(s) (DP) with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to advise any change in their residential address or bank mandates immediately to the Company / Link Intime India Private Limited.
9. 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 their PAN to their Depository Participant(s) with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company / Link Intime India Private Limited.



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10. Equity shares of the Company are under compulsory Demat trading by all Investors. Those shareholders who have not dematerialized their equity shares are advised to dematerialize their shareholding, to avoid inconvenience in future.
11. Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company. The nomination form can be obtained from the Company/Link Intime India Private Limited.
12. With a view to using of natural resources responsibly, we request the shareholders to update their email address with the Depository Participant(s) to enable the Company to send communications electronically.
13. All communications relating to shares may please be addressed to the Company's Registrar and Share Transfer Agent at the following address:

Link Intime India Private Limited
C-101, 247 Park, L.B.S. Marg,
Vikhroli (West), Mumbai – 400 083
Tel No : +91 22 49186270
Fax: +91 22 49186060
E-mail id : rnt.helpdesk@linkintime.co.in
Website : www.linkintime.co.in
14. In terms of Section 101 and 136 of the Companies Act, 2013 read with the Rules made thereunder, electronic copy of the Notice of the **38th Annual General Meeting** of the Company inter alia indicating the process and manner of e-voting along with Attendance slip and Proxy Form is being sent to all the members whose e-mail IDs are registered with the Company / Depository Participants (s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice of the **38th Annual General Meeting** of the Company inter alia indicating the process and manner of e-voting along with Attendance slip and Proxy Form is being sent in the permitted mode.
15. Members may also note that the Notice of the **38th Annual General Meeting** and the Annual Report for 2022-23 will also be available on the Company's website www.hindcommerce.com for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office in Mumbai for inspection during normal business hours on working days, except Saturdays, Sundays and public holidays. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post. For any communication, the shareholders may also send requests to the Company's investor email id: investor@hindcommerce.com
16. As per the provisions of the Companies Act, 2013, the facility for voting through Poll shall be made available at the venue of the **38th Annual General Meeting**. Members attending the **38th Annual General Meeting** and who have not cast their vote by remote e-voting can exercise their right at the meeting through Poll.



17. The Company has appointed Kothari H. & Associates, Firm of Practicing Company Secretaries to act as the Scrutinizer, for conducting the scrutiny of the votes cast and the e-voting process in a fair and transparent manner.
18. All documents referred to in the notice requiring the approval of the Members at the Meeting and other statutory registers shall be available for inspection by the Members at the registered office of the Company during normal business hours on working days except Saturdays, Sundays and public holidays, from the date hereof up to the date of the Annual General Meeting.
19. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the Members at the Annual General Meeting.
20. 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.
21. The shareholders who are holding shares in demat form and have not yet registered their e-mail IDs, are requested to register their e-mail IDs with their Depository Participant at the earliest, to enable the Company to use the same for serving documents to them electronically, hereinafter. Shareholders holding shares in physical form may kindly provide their e-mail IDs to the RTA sending an e-mail at rnt.helpdesk@linkintime.com. The Annual Report of the Company would also be made available on the Company's website www.hindcommerce.com.
22. Non-Resident Indian Members are requested to inform Registrars and Transfer Agents, immediately of:
 - a) Change in their residential status on return to India for permanent settlement.
 - b) Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.
23. The Notice of the Annual General Meeting and instructions for e-voting, is being sent by electronic mode to all members whose email addresses are registered with the Company/ Depository Participant(s) unless a member as requested for a hard copy of the same.
24. In compliance with the MCA Circulars and SEBI Circular dated 12th May 2020, Notice of the AGM along with the Annual Report 2022-23 is being sent only through electronic mode to those Members whose email the Company/Depositories. Members may note that the Notice and Annual Report 2022-23 will also be available on the Company's website www.hindcommerce.com and website of the Stock Exchange i.e.BSE Limited at www.bseindia.com. The Notice and Annual Report 2022-23 is also disseminated on the website of NSDL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e.<https://www.evotingindia.com>.
25. Members may also note that the Notice of the 38th AGM and the Annual Report 2022-23 will be available on the Company's website, www.hindcommerce.com. The physical copies of the documents will also be available at the Company's registered office for inspection during normal



business hours on working days. Members who require communication in physical form in addition to e- communication, or have any other queries, may write to us at: investor@hindcommerce.com.

26. Voting through electronic means: In compliance with Regulation 44 of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 and Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time, and other applicable statutes, if any, the Company is pleased to provide the members with the facility to exercise their right to vote at the **38th Annual General Meeting (AGM)** by electronic means and the business may be transacted through e-voting Services provided by NSDL on all resolutions set forth in this Notice.
27. The remote e-voting period begins on Monday, September 25, 2023 at 9:00 A.M. and ends on Wednesday, September 27, 2023 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. September 21, 2023, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being September 21, 2023.

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

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





Step 1: Access to NSDL e-Voting system

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none">Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.If you are not registered for IDeAS e-Services, option to



	<p>register is available at https://eservices.nSDL.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp</p> <ol style="list-style-type: none">3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nSDL.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <p style="text-align: center;">NSDL Mobile App is available on</p> <p style="text-align: center;"> App Store  Google Play</p> <div style="display: flex; justify-content: space-around;"></div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none">1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/loginor www.cdslindia.com and click on New System Myeasi.2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote.3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistr



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	<p><u>ation</u></p> <p>4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period

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

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

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

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

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



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Website: [www. Hindcommerce.com](http://www.Hindcommerce.com) Email: investor@hindcommerce.com
CIN: L51900MH1984PLC085440

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

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

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



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

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period. The EVEN of the company is 125879. Now you are ready for e-Voting as the Voting page opens.
3. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
4. Upon confirmation, the message “Vote cast successfully” will be displayed.
5. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
6. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail toinfo@khacs.com with a copy marked to evoting@nsdl.co.in.



2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Sarita Mote at evoting@nsdl.co.in

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to investor@hindcommerce.com.
 2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to (investor@hindcommerce.com). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. [Login method for e-Voting for Individual shareholders holding securities in demat mode](#).
 3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
 4. [In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.](#)
- 28.** The result declared along with the Scrutinizer’s Report shall be placed on the Company’s website www.hindcommerce.com and on the website of NSDL www.evoting.nsdl.com immediately. The Company shall simultaneously forward the results to BSE Limited where the shares of the Company are listed within 2 (two) working days from the date of AGM.
- 29.** Information required to be provided under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, regarding the Directors who are proposed to be appointed / re-appointed is as below:



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Name of Director	Umesh Rambilas Lahoti
Age (years)	58 years
Qualifications	B.Com
Expertise	Finance & Exports
Directorships held in other Companies	As per Annex-I
Memberships / Chairmanships of committees of other public companies.	As per Annex-II
Shareholding (No. of shares)	2,50,000 Equity shares
Relationship with Directors, Manager or other KMP	Brother of Mr. Ujwal Lahoti, Director of the Company

ANNEX-I

Directorships held in other companies – MR. UMESH RAMBILAS LAHOTI

Sl. No.	Names of the companies / bodies corporate / firms / association of individuals	Directorship
1.	Lahoti Overseas Limited	Managing Director
2.	Hind Commerce Limited	Director
3.	Mansadevi Textile and Yarn Suppliers Private Limited	Director
4.	Pawansoot Textiles Private Limited	Director
5.	Yashodanandan Textiles Private Limited	Director
6.	Janaksuta Textiles and Yarns Private Limited	Director
7.	G Varadan Private Limited	Director
8.	Lahoti Spintex and Energy Limited	Director
9.	Elementry Realtors Private Limited	Director
10.	Crystal Tradecom Limited	Director
11.	Bauble Investments Private Limited	Director
12.	The Cotton Textile Export promotion Council	Director
13.	Kirti Stockbrokers LLP (Converted from Kirti Stockbrokers Private Limited)	Designated Partner
14.	Shakambri Fabrics Private Limited	Director



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ANNEX-II

Memberships/Chairmanships of Committees of other Public Companies – MR. UMESH LAHOTI

Sr. No.	Name of the Company	Type of Committee	Position
1.	Hind Commerce Limited	Stakeholder's Relationship Committee	Member
2.	Lahoti Overseas Limited	Stakeholder's Relationship Committee	Member
3.	Lahoti Overseas Limited	Corporate Social Responsibility Committee	Chairman

.The brief profile of the Directors to be appointed is given below:

• **Mr. Umesh Rambilas Lahoti (DIN: 00361216):**

Mr. Umesh Rambilas Lahoti, is the Managing Director of the Company. He has done his graduation in Commerce from Shivaji University, Solapur and has more than 37 years of experience in the business of yarn and cloth trading and further has experience in the field of construction, textile, spinning, and exports of cotton yarns presently he is looking after the day to day operations and management of the Company. He also serves in the Board of various public and private limited Companies. He also serves in the Board of various public and private limited Companies.

Place: Mumbai
Date: 9th August, 2023
Registered Office:
307, Arun Chambers,
Tardeo Road, (DIN 00361216)
Mumbai-400034

By Order of the Board
Sd/-
Umesh Lahoti
Managing Director



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ATTENDANCE SLIP

38th Annual General Meeting to be held on Wednesday, 28th September, 2023

Regd. Folio no./ DP ID Client ID : _____

No. of shares held: _____

I hereby record my presence at the **38th Annual General Meeting** of the Company held on Thursday, 28th September, 2023 at 03.00 p.m. at the Registered Office of the Company at 307, Arun Chambers, Tardeo Road, Mumbai - 400034

Name of the member/ proxy

Signature of Shareholder / proxy

Note: PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL.
Joint shareholders may obtain additional Slip at the venue of the meeting.



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PROXY FORM FORM MGT 11

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

Name of the Company: HIND COMMERCE LIMITED
Registered Office: 307 Arun Chambers, Tardeo Road, Mumbai – 400 034.

Name of the Member(s)	
Registered Address	
Email ID	
DP ID Client id/ Folio No.	

I / We being the member(s) of _____ shares of **HIND COMMERCE LIMITED** hereby appoint:

1. Name: _____

Address: _____

E-mail ID: _____

Signature: _____, or

failing him/her

2. Name: _____

Address: _____

E-mail ID: _____

Signature: _____, or failing

him/her

3. Name: _____

Address: _____

E-mail ID: _____

Signature: _____

as my / our proxy to attend and vote (on a poll) for me/ us and on my / our behalf at the **38thAnnual General Meeting** of the Company, to be held on Thursday, 28th September, 2023 at 03.00 p.m. at the Registered Office of the Company at 307, Arun Chambers, Tardeo Road, Mumbai - 400034 and at any adjournments thereof in respect of such resolutions as are indicated:



HIND COMMERCE LIMITED

307, Arun Chambers, Tardeo Road, Mumbai – 400034. Tel. : 022-40500100 Fax: 022-40500150
Website: www. Hindcommerce.com Email: investor@hindcommerce.com
CIN: L51900MH1984PLC085440

** I wish my above Proxy to vote in the manner as indicated in the box below:

Resolutions	Type of resolution	For*	Against*
To Consider and adopt: The Financial Statements of the Company for the year ended 31 st March, 2023 comprising of Balance Sheet as at 31 st March,2023, the Profit and Loss Account for the year ended 31 st March, 2023 and the reports of Directors and the Auditors thereon.	Ordinary		
To appoint a Director in place of Mr. Umesh Lahoti (DIN: 00361216), Director of the Company, who retires by rotation and being eligible offers himself for re-appointment.	Ordinary		

Signed this _____ day of _____ 2023

Signature of shareholder

Affix
Re 1/-
Revenue
Stamp

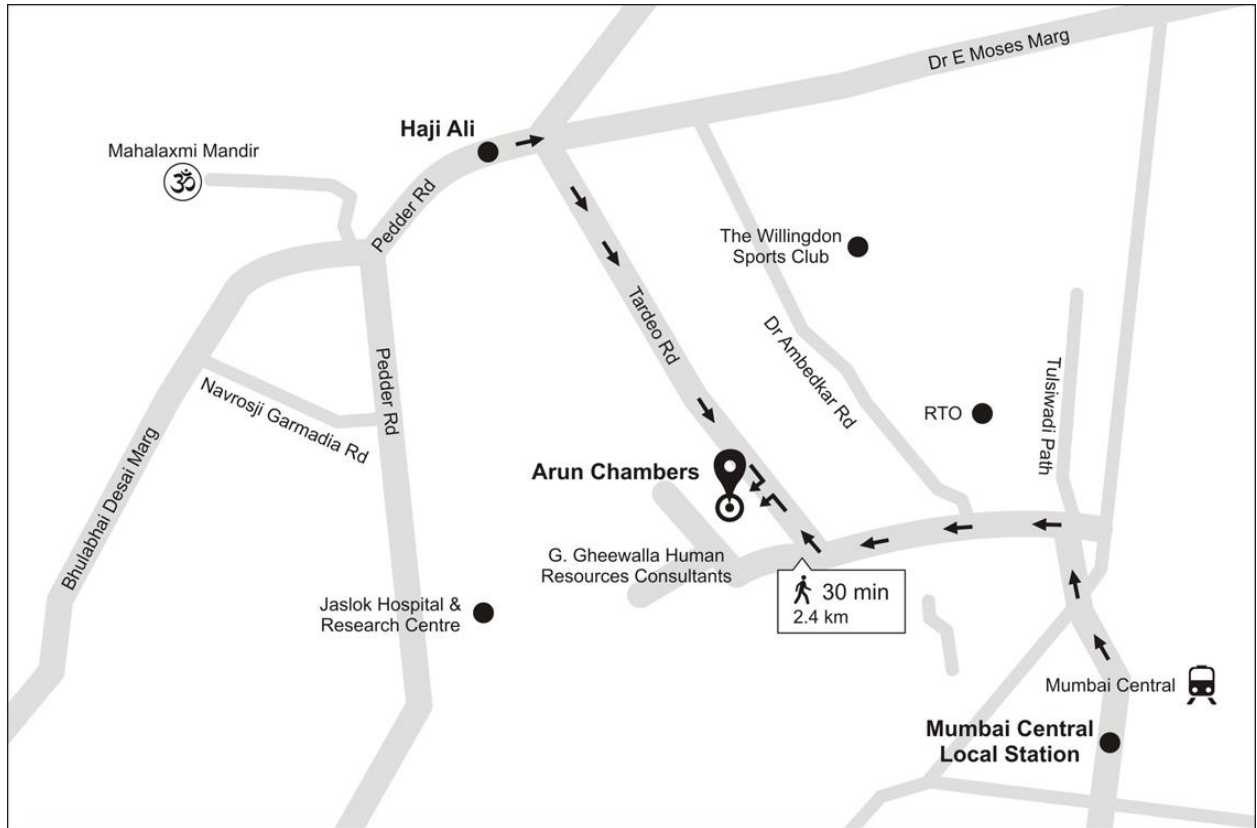
Signature of first proxy holder Signature of second proxy holder Signature of third proxy holder

Notes:

1. 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.
2. For the resolutions, explanatory statement and notes, please refer to the notice of the **38thAnnual General Meeting**.
3. A Proxy need not be a member of the Company.
4. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
5. *This is optional. Please put a tick mark (v) in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
6. Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.
7. In the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.



Road map to the Venue of Annual General Meeting



Landmark –

- Tardeo AC Market
- Haji Ali

Nearest Railway Station – Mumbai Central

Nearest Bus Station – AC Market



Hind Commerce Limited

Corporate Information

BOARD OF DIRECTORS

Mr. Umesh R Lahoti – Managing Director (DIN: 00361216)
Mr. Ujwal R. Lahoti – Non- Executive Director (DIN: 00360785)
Mr. Prakash R. Bang – Independent Director (DIN: 0008887)
Mr. Sanjay R Soni – Independent Director (DIN: 02613471)
Ms. Meghna V Panchal – Women Independent Director (DIN: 07082835)

COMPANY SECRETARY

Ms. Pragati Sawant

CHIEF FINANCIAL OFFICER

Mr. Rajesh Bangera

STATUTORY AUDITORS

S I G M A C & C O

Chartered Accountants
204, Kalpataru Plaza,
Chincholi Bunder Road,
Off S.V. Road, Malad West,
Mumbai - 400 064.
Tel: 022-28812639, 022-40029852

BANKERS

Punjab National Bank
ICICI Bank
IDBI Bank
Citibank N.A.
Oriental Bank of Commerce
HDFC Bank
Shinhan bank
UCO Bank
Tamilnadu Merchant Bank

REGISTERED OFFICE

307, Arun Chambers, Tardeo Road,
Mumbai – 400 034.
Tel. No. +91-22-4050 0100 | Fax. No. +91-22-4050 0140
Email: investor@hindcommerce.com
Web: www.hindcommerce.com

REGISTRARS & SHARE TRANSFER AGENTS

LINK INTIME INDIA PRIVATE LIMITED

C 101, 247 Park
L B S Marg, Vikhroli West
Mumbai - 400 083
Tel No.: +91-22-49186000 | Fax No.: +91-22-49186060.
E-mail: rnt.helpdesk@linkintime.com | Web: www.linkintime.co.in
Corporate Identity Number (CIN): L51900MH1984PLC085440



Hind Commerce Limited

Directors' Report

TO THE MEMBERS OF HIND COMMERCE LIMITED

The Directors take pleasure in presenting the 38th Annual Report along with Audited Financial Statements of your Company for the Financial Year ended 31st March, 2023.

Financial Highlights

The financial performance of the Company, for the year ended 31st March, 2023 is summarized below:

(Rs. In 000')

Particulars	Standalone For the Financial Year Ended	
	31 st March, 2023	31 st March, 2022
Revenue		
Revenue from Operations	-	6793.28
Other Income	4,557.21	7130.84
Total Revenue	4,557.21	13924.12
Less: Total Expenditure	2,714.35	6198.36
Profit before, Depreciation and Tax	1,842.86	7725.76
Less: Depreciation	-	
Profit before Tax	1,842.86	7725.76
Less: Tax Provision (Current, Deferred, FBT and Earlier Year adjustment)	886.14	919.45
Profit/(Loss) after Tax (PAT)	956.72	6806.31
Earnings per share (Rs.) : Basic	0.32	2.27
Diluted	0.32	2.27

Results of Operations

During the year under review your Company has reported a total income of Rs. 4,557.21K as compared to Rs. 13,924.12 K for previous years as reported in the Standalone Financials.



Hind Commerce Limited

Dividend

Owing to inadequacy of profit, no Dividends are recommended for the year under review.

Transfer to Reserves

Since there is no dividend for the year under review, transfer of funds to the reserves is not required.

Nature of Business and Changes therein

The Company is engaged in the business of trading of Cotton textiles and to specialize in the export of quality Cotton Yarns and fabrics in both domestic and international trading.

During the year under review, there has been no change in the nature of business of the Company.

Management Discussion and Analysis Report

As required under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Management Discussion and Analysis of the financial condition and results of operations of the Company under review, is annexed and forms an integral part of the Directors' Report.

Material changes and commitments affecting financial position between the end of the financial year and date of report

There have been no material changes and commitments, if any, affecting the financial position of the Company between the end of the financial year to which the financial statements relate and the date of report.

Associate and Subsidiary Companies

As on 31st March, 2023, the Company has no Subsidiary Company, joint venture or Associate Company.



Hind Commerce Limited

Deposit

During the year under review, your Company did not accept any deposits in terms of Section 73 of the Companies Act, 2013 read with the Companies (Acceptance of Deposit) Rules, 2014. Therefore the requirement for furnishing of details of deposits which are not in compliance with the Chapter V of the Companies Act, 2013 is not applicable.

Particulars of Contracts or Arrangements with Related Parties

Section 188 of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 specifies the requirement for approval of the Board and/or the Members, as and when applicable in related party transactions in relation to contracts/arrangements.

During the year under review the Company has not entered into related party transactions as per the provisions of Section 188 of the Companies Act, 2013. Thus disclosure in Form AOC-2 is not required. Further there are no materially significant related party transactions during the year under review made by the Company with Promoters, Key Managerial Personnel or other designated persons which may have a potential conflict with the interest of the Company.

The Company has formulated a related party transactions policy and the same is displayed on the website of the company viz. <http://hindcommerce.com/pdf/policy-on-related-party-transaction-and-materiality-of-related-party-transaction.pdf>

Particulars of Loans, Guarantees and Investments

Loans, guarantees and investments covered under Section 186 of the Companies Act, 2013 form part of the notes to the financial statements provided in this Annual Report.

Board of Directors and Key Managerial Personal

The Board of Directors of the company has an optimum combination of Executive, Non-Executive, and Independent Directors who have an in-depth knowledge of business, in addition to the expertise in their areas of specialization. As on 31st March 2023, the Board of the Company comprised of Five directors that include one Independent Women Director. All the members of the Board are persons with considerable experience and



Hind Commerce Limited

expertise in the industry. None of the Directors on the Board is a member in more than (10) Committee and Chairman of more than (5) Committee) across all the companies in which he/she is a directors. The necessary disclosures regarding committee positions have been made by all the directors. The Composition and the category of directors on the board of the Company is as under:-

As on the date of this report, the Company's Board consists of the following Directors:

1. Mr. Prakash R. Bang – Independent Director
2. Mr. Sanjay R. Soni – Independent Director
3. Ms. Meghna V. Panchal – Independent Director
4. Mr. Umesh R. Lahoti – Managing Director
5. Mr. Ujwal R. Lahoti – Non-Executive Director

Appointment and Resignation of Key Managerial Personnel

None of the Director or Key Managerial Personnel were appointed or resigned during the year under review.

Retire by rotation and Re-appointments

Section 152 of the Act provides that unless the Articles of Association provide for retirement of all directors at every Annual General Meeting ("AGM"), not less than two-third of the total number of directors of a public company (excluding the independent Directors) shall be persons whose period of office is liable to determination by retirement of directors by rotation, of which one-third are liable to retire by rotation. Accordingly, Mr. Umesh Lahoti (DIN: 00361216), Executive Director of the Company, retires by rotation at the ensuing AGM and, being eligible, offers himself for re-appointment. A Profile of Mr. Umesh Lahoti (DIN: 00360785), as required by Regulation 36(3) of the LODR is given in the Notice convening the forthcoming AGM.

Declaration by Independent Directors

Mr. Prakash R. Bang, Mr. Sanjay R. Soni and Ms. Meghna V. Panchal are the Independent Directors on the Board of the Company. The Company has received the declaration from all the Independent Directors confirming that they meet the criteria as set out in the provisions of Section 149(6) of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Further at the time of appointment of an Independent Director, the Company issues a formal letter of appointment detailing their role and function in the Company, the format of the letter of appointment whereof is available on the website of the Company at:



Hind Commerce Limited

<http://hindcommerce.com/pdf/Letter%20of%20Appointment%20to%20Independent%20Directors.pdf>

Number of Meetings of the Board of Directors:

The board meets at least once in each quarter, inter-alia to review the quarterly results and other matters. In addition, board also meets whenever necessary. The Board periodically reviews compliance reports of all laws applicable to the Company. The desirable steps are taken by the directors of the Company to rectify instances of non-compliances, if any.

The Board of Directors (hereinafter referred to as “the Board”) met for Four (4) number of times during the Financial Year 2022-23 under review. The gap between two meetings held during the year 2022-23 does not exceeds 120 days:

Sr. No.	Date of Meetings	Venue and time of the meeting	Director's present	Directors to whom Leave of absence was granted
1.	30/05/2022	Venue: Registered office - 307, Arun Chambers, Tardeo Road, Mumbai - 400034	1. Mr. Ujwal R Lahoti 2. Mr. Umesh R Lahoti 3. Mr. Sanjay R Soni 4. Mr. Prakash R Bang 5. Ms. Meghna V Panchal	
2.	12/08/2022	Venue: Registered office - 307, Arun Chambers, Tardeo Road, Mumbai - 400034	1. Mr. Ujwal R Lahoti 2. Mr. Umesh R Lahoti 3. Mr. Sanjay R Soni 4. Mr. Prakash R Bang 5. Ms. Meghna V Panchal	-
3.	11/11/2022	Venue: Registered office - 307, Arun Chambers, Tardeo Road, Mumbai - 400034	1. Mr. Ujwal R Lahoti 2. Mr. Umesh R Lahoti 3. Mr. Sanjay R Soni 4. Mr. Prakash R Bang 5. Ms. Meghna V Panchal	-
4.	7/02/2023	Venue: Registered office - 307, Arun	1. Mr. Ujwal R Lahoti 2. Mr. Umesh R Lahoti	-



Hind Commerce Limited

	Chambers, Tardeo Road, Mumbai – 400034	3. Mr. Sanjay R Soni 4. Mr. Prakash R Bang 5. Ms. Meghna V Panchal	
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Committees of Board

The Board has 3 Committees: Audit Committee, Stakeholder’s Relationship Committee and Nomination and Remuneration Committee. A detailed note on the Compositions, functions of the Board and Committee are as provided below:

1. Audit Committee

The Audit Committee comprises of the following members:

Name of the Committee Members	Designation in the Committee
Mr. Prakash R. Bang (Independent Director)	Chairman
Mr. Ujwal R. Lahoti (Non - Executive Director)	Member
Mr. Sanjay R. Soni (Independent Director)	Member

The Chairman of the Committee is Mr. Prakash R. Bang and Mr. Ujwal R. Lahoti and Mr. Sanjay R. Soni are the members. The Committee held 4 (Four) meetings during the year. All the members of the Committee are Non-executive Directors. All the members are financially literate and have accounting / related financial management expertise.

Meetings and Attendance of the Audit Committee: -

Audit Committee Meetings were convened and held on, 30/05/2022, 12/08/2022, 11/11/2022, and 07/02/2023.

Name of the Committee Members	No. of Meetings	
	Held	Attended
Mr. Prakash R. Bang	4	4



Hind Commerce Limited

Mr. Ujwal R. Lahoti	4	4
Mr. Sanjay R. Soni	4	4

The Role, function, responsibility and constitution of the Audit Committee is in accordance to the provisions of Section 177 of the Companies Act, 2013 and as per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Audit Committee functions according to its Charter that defines its composition, authority, responsibilities and reporting functions. The terms of reference of the Audit Committee, inter alia, includes the following function:

- Overseeing the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- Recommending to the Board of Directors, the appointment, re-appointment, terms of appointment and, if required, the replacement or removal of the statutory auditor and the fixation of audit fees;
- Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- Reviewing with the management the annual financial statements before submission to the Board of Directors for approval, with particular reference to:
- Matters required to be included in the director's responsibility statement to be included in the Board of Directors' report in terms of clause (c) of sub-section 3 of section 134 of the Companies Act, 2013;
- Changes, if any, in accounting policies and practices and reasons for the same;
- Major accounting entries involving estimates based on the exercise of judgment by management;
- Significant adjustments made in the financial statements arising out of audit findings;
- Compliance with listing and other legal requirements relating to financial statements;
- Disclosure of any related party transactions;
- Qualifications in the draft audit report;
- Reviewing with the management the quarterly financial statements before submission to the Board of Directors for approval;

Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer



Hind Commerce Limited

document/prospectus/ notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter.

- Reviewing with the management the performance of statutory and internal auditors and the adequacy of internal control systems
- Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
- Discussion with internal auditors any significant findings and follow up there on;
- Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board of Directors;
- Discussing with statutory auditors before the audit commences, about the nature and scope of audit as well as have post-audit discussion to ascertain any area of concern
- To look into the reasons for substantial defaults in payments to depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
- To review the functioning of the whistle blowing mechanism;

Approval of appointment of the chief financial officer (i.e. the whole time finance director or any other person heading the finance function or discharging that function) after assessing, amongst others, the qualifications, experience and background of the candidate;

- Review & monitor the auditor's independence and performance and effectiveness of audit process;
- Approval or any subsequent modification of transactions of the company with related parties;
- Scrutiny of inter-corporate loans & investments;
- Valuation of undertakings or assets of the company;
- Evaluation of internal financial controls and risk management systems;
- Examination of the financial statement and the auditor's report thereon;
- Monitoring the end use of funds raised through public offers and related matters;
- Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.
- To investigate any activity within its terms of reference;



Hind Commerce Limited

- To have full access to information contained in the records of the Company;
- To seek information from any employee;
- To obtain outside legal or other professional advice; and
- To secure attendance of outsiders with relevant expertise, if considers necessary.

2. Stakeholder's Relationship Committee

Name of the Committee Members	Designation in the Committee
Ms. Meghna V Panchal (Independent Director)	Chairperson
Mr. Umesh R. Lahoti (Managing Director)	Member
Mr. Ujwal R. Lahoti (Non-Executive Director)	Member

In order to comply with the provisions of Section 178 of the Companies Act, 2013, the nomenclature of Shareholders'/Investors' Grievance Committee was changed to Stakeholders Relationship Committee with revised role which also includes to consider and resolve the grievances of all stakeholders of the Company.

Meetings and Attendance of Stakeholders Committee.

Name of the Committee Members	Designation in Committee
Ms. Meghna V Panchal	Chairperson
Mr. Umesh R. Lahoti	Member
Mr. Ujwal R. Lahoti	Member

The terms of reference of Stakeholders Grievances Committee inter alia includes the following:

- Redressal of Shareholders', debenture holders' and other security holders' investors complaints including complaints related to transfer of shares;
 - Allotment of shares, approval of transfer or transmission of shares, debentures or any other securities;
 - Issue of duplicate certificates and new certificates on split/consolidation/renewal;
 - Non-receipt of declared dividends, balance sheets of the Company; and
- Carrying out any other function as prescribed under in the Listing Regulations.



Hind Commerce Limited

3. Nomination and Remuneration Committee

Name of the Committee Members	Designation in the Committee
Mr. Prakash R. Bang (Independent Director)	Chairman
Mr. Sanjay R. Soni (Independent Director)	Member
Ms. Meghna V Panchal (Independent Director)	Member

In Compliance with Section 178 of the Companies Act, 2013 and as specified in the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, the Board constituted the Nomination and Remuneration Committee comprising of Three (3) Non-Executive Independent Directors of the Company.

Meetings and Attendance of Nomination & Remuneration Committee.

Nomination & Remuneration Committee Meetings was held on 12/08/2022.

Name of the Committee Members	Designation in the Committee
Mr.Prakash R. Bang	Chairman
Mr. Sanjay R. Soni	Member
Ms. Meghna V Panchal	Member

following are the role and function of the Nomination and Remuneration Committee:

- To lay down criteria and terms and conditions with regard to identifying persons who are qualified to become Directors (Executive and Non-Executive) and persons who may be appointed in Senior Management and Key Managerial positions and to determine their remuneration.
- To determine remuneration based on the Company's size and financial position and trends and practices on remuneration prevailing in peer companies.



Hind Commerce Limited

- To formulate criteria for evaluation and carry out evaluation of the performance of Directors, as well as Key Managerial, Independent Directors and Senior Management Personnel.
- To provide them reward linked directly to their effort, performance, dedication and achievement relating to the Company's operations.
- To retain, motivate and promote talent and to ensure long term sustainability of talented managerial persons and create competitive advantage.
- To ensure no violation, by an employee of any applicable laws in India or overseas, including:
 - i. The Securities and Exchange Board of India (Insider Trading) Regulations, 1992; or
 - ii. The Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices relating to the Securities Market) Regulations, 1995.
- To formulate detailed terms and conditions of employee stock option schemes including details pertaining to quantum of options to be granted, conditions for lapsing of vested options, exercise period, adjustments for corporate actions and procedure for cashless exercise and perform such other functions as are required to be performed by the Remuneration Committee under the Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999, as amended ("ESOP Guidelines"), in particular, those stated in Clause 5 of the ESOP Guidelines; as and when required.
- To devise a policy on Board diversity.

To Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal.

- To develop a succession plan for the Board and to regularly review the plan
In compliance with the provisions of Section 178 of the Companies Act, 2013, the Board of Directors in consultation with the Nomination and Remuneration Committee has formulated the Nomination and Remuneration Policy. The Policy has been divided into three parts: Part – A covers the matters to be dealt with and recommended by the Committee to the Board, Part – B covers the appointment and nomination and Part – C covers remuneration and perquisites etc.

Briefly the formulated policy comprises of the following:

- i. Appointment criteria and qualification - setting up of criteria and positive attributes and independence for identification and selection of directors, KMP and Senior Management positions
- ii. Recommendation to the Board on appointment and removal of Directors,



Hind Commerce Limited

KMP and Senior Management Personnel

- iii. Specifying the term and tenure of the Director
- iv. Procedure and criteria for evaluation of Performance of every Director
- v. Removal and Retirement of Directors
- vi. Remuneration Structure of Whole-time Director, KMP and Senior Management Personnel
- vii. Remuneration structure of Non- Executive / Independent Director

The Nomination and Remuneration Policy has been posted on the website of the Company <http://hindcommerce.com/pdf/nomination-and-remuneration-policy.pdf>

Companies Policy on Director's Appointment and Remuneration

The Remuneration policy of the Company comprises inter alia the aims and objectives, principles of remuneration, guidelines for remuneration to Executive and Non-Executive Directors and Key Managerial Personnel and criteria for identification of the Board Members and appointment of Senior Management.

The Criteria set out identification of the Board members are given hereunder:

1. The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or at Senior Management level and recommend to the Board his / her appointment.
2. A person should possess adequate qualification, expertise and experience for the position he / she is considered for appointment. The Committee has discretion to decide whether qualification, expertise and experience possessed by a person is sufficient / satisfactory for the concerned position.
3. The Company shall not appoint or continue the employment of any person as Whole-time Director who has attained the age of seventy years. Provided that the term of the person holding this position may be extended beyond the age of seventy years with the approval of shareholders by passing a special resolution based on the explanatory statement annexed to the notice for such motion indicating the justification for extension of appointment beyond seventy years.

The Nomination and Remuneration Policy has been posted on the website of the Company <http://hindcommerce.com/pdf/nomination-and-remuneration-policy.pdf>



Hind Commerce Limited

Annual Evaluation of the Board

As per the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, the Board conducted the Annual Evaluation of the Board, on its own performance and of the Directors, individually as well as the evaluation of the working of the Committees of the Board.

A structured questionnaire was prepared after taking into consideration various aspects of Board's functioning, composition of Board and Committees, culture, execution and performance of specific duties, obligations and governance.

The Board of Directors expressed their satisfaction.

Certificate from PCS under Schedule V (C) (10) (i) of SEBI (LODR) Regulation, 2015:

The Certificate from the practicing Company secretary as per Schedule V (C) (10) (i) of SEBI (LODR) certifying that none of the directors on the board of the company have been debarred or disqualified from being appointed or continuing as directors of companies by the Board/Ministry of Corporate Affairs or any such statutory authority is forming part of the Annual Report as **Annexure-3**

Vigil Mechanism/Whistle Blower

As per the provisions of Section 177(9) and 177(10) of the Companies Act, 2013 and as per the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has a Whistle Blower Policy to report genuine concerns or grievances and to deal with the instances of fraud and mismanagement. The Whistle Blower Policy has been posted on the website of the Company.

<http://hindcommerce.com/pdf/whistle-blower-policy-vigil-mechanism.pdf>

Directors' Responsibility Statement

Pursuant to sub-section (5) of Section 134 of the Companies Act, 2013 and to the best of their knowledge and belief and according to the information and explanations obtained /received from the operating management, your Directors make the following statement and 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;



Hind Commerce Limited

- (b) The directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the Company for that period;
- (c) The directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (d) The directors had prepared the annual accounts on a going concern basis;
- (e) The directors had laid down Internal Financial Controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively; and
- (f) The directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

Auditors and Auditors' Report

In accordance with Section 139(1) of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, SIGMAC & CO, Chartered Accountants, Mumbai (Registration No.116351W) Statutory Auditors of the Company to hold office for five consecutive years from the conclusion of the 37th Annual General Meeting of the Company held on 28th September, 2022 till the conclusion of 42nd Annual General Meeting to be held in 2027, as required under section 139 of the companies act, 2013 read with companies (Audit & Auditors) Rules 2014.

The Reports of the Statutory Auditors, SIGMAC & Co., Chartered Accountants on the Standalone and Consolidated Financial Statements of the Company for the financial year 2023 form part of this Annual Report. The statutory auditors have submitted an unmodified opinion on the audit of Financial Statements for the year 2023 and there is no qualification, reservation, adverse remark or disclaimer given by the Auditors in their Report and therefore the same does not call for any further comments/explanation from the Directors.

Secretarial Auditor

Your Company has appointed Kothari H. & Associates, a firm of Practicing Company Secretaries as a Secretarial Auditor of the Company, according to the provision of Section 204 of the Companies, Act 2013 for conducting secretarial audit of Company for the Financial Year 2022-23.



Hind Commerce Limited

The report in respect of the Secretarial Audit carried out by Kothari H. & Associates Company Secretaries in Form MR-3 for the Financial Year 2022-23 forms part to this report as **Annexure 1**. The said report does not contain any adverse observation or qualification requiring explanation or comments from the Board under Section 134(3) of the Companies Act, 2013.

Equity Shares with Differential Rights.

The Company has not issued any equity shares with differential rights/ sweat equity shares/ employee stock options or not made any provision of its own shares by employees or by trustees for the benefit of employees during the financial year 2022-23.

The Company has not made any purchase or provision of its own shares by employees or by trustees for the benefit of employees during the financial year 2022-23.

Listing

During the year under review, the Company's Equity Shares were listed at BSE Limited and the Company has paid Listing Fees to the above Stock Exchanges for the year 2022-23.

Particulars of Employees:

The table containing the names and other particulars of employees in accordance with the provisions of Section 197(12) of the Companies Act, 2013, read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is appended as **Annexure- 2** to the Board's report.

During the financial year 2022-23, there were no employee in the Company whose particulars are required to be given in terms of Section 197 (12) of the Act, read with Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

Significant and Material Orders

There are no significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and Company's operations in future.

Internal Financial Control

The Board has adopted the policies and procedures for ensuring the orderly and efficient



Hind Commerce Limited

conduct of its business, including adherence to the 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 disclosures.

Risk Management

Risk management is the identification, assessment, and prioritization of risks followed by coordinated and economical application of resources to minimize, monitor, and control the probability and/or impact of unfortunate events or to maximize the realization of opportunities. Risk management's objective is to assure uncertainty does not deflect the endeavor from the business goals.

The Company has laid down procedures to inform the members of the Board about the risk assessment and minimization procedures. A risk management committee consisting of senior executives of the Company periodically reviews these procedures to ensure that executives' management controls risk through means of a properly defined framework. A senior independent director is associated with the committee. The Company has framed the risk assessment and minimization procedure which is periodically reviewed by the Board. The risk management policy is displayed on the website of the Company viz. <http://www.hindcommerce.com/pdf/risk-management-policy.pdf>

Annual Return

The extract of the Annual Return pursuant to the provisions of Section 92 read with Rule 12 (1) of the Companies (Management and administration) Rules, in Form MGT-7 for the financial year ended, 31st March, 2023, is available on the website of the Company at www.hindcommerce.com

Energy Conservation Measures, Technology Absorption and R & D Efforts and Foreign Exchange Earnings and Outgo

Your Company is not engaged in any manufacturing activity and thus its operations are not energy intensive. However adequate measures are always taken to ensure optimum utilization and maximum possible saving of energy. The Company has installed energy conservative equipment's like LED (Light Emitting Diode) lights instead of CFL (Compact Fluorescent Lamp).

The Company has maintained a technology friendly environment for its employees to work in. Your Company uses latest technology and equipment's. However since the Company is not engaged in any manufacturing, the information in connection with technology absorption is NIL.



Hind Commerce Limited

During the period under review the Company did not earned any Foreign Exchange and also did not incur the Foreign Exchange outgo.

Secretarial Standards

The Company complies with all the Secretarial Standards.

Report on Corporate Governance

As per the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Corporate Governance requirements are not applicable to the Company whose paid up capital does not exceed Rs. Ten Crores and net worth does not exceed Rs. Twenty-Five Crore as on the date of last day of previous financial year. Since the Company does not exceed the above stated limit, Report on Corporate Governance is not applicable to the Company. The same shall be applicable if the Company exceeds the aforementioned limits at any time during the year.

In view of the above, Company has not provided report on corporate governance and auditor's certificate thereon for the year ended March 31, 2023. However, whenever the provision will become applicable to the company at a later date, the company shall comply with the requirements of the same within six months from the date on which the provisions became applicable to the company.

Prevention of Sexual Harassment of Women at Workplace:

The Company has in place the "Policy on Prevention of Sexual Harassment at the Workplace" in line with the requirements of The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. During the year under review, no complaints were received by the Committee for Redressal.

TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND

The Company is not carrying any fund which is required to be transfer to Investor Education and Protection Fund.

CODE OF CONDUCT

The Board of Directors has approved a Code of Conduct which is applicable to the Members of the Board and all employees in the course of day to day business operations



Hind Commerce Limited

of the company.

The Code lays down the standard procedure of business conduct which is expected to be followed by the Directors and the designated employees in their business dealings and in particular on matters relating to integrity in the work place, in business practices and in dealing with stakeholders. The Code gives guidance through examples on the expected behaviour from an employee in a given situation and the reporting structure. All the Board Members and the Senior Management personnel have confirmed compliance with the Code. All Management Staff were given appropriate training in this regard.

POLICIES

All the policies are available on the website of the Company i.e. www.hindcommerce.com.

OTHER DISCLOSURES

- Remuneration to statutory Auditors 65 thousands p.a
- During the Financial Year 2022-23, the trading of Securities was not suspended.
- During the Financial Year 2022-23, no funds were raised through preferential allotment or by allotment of securities to qualified Institutional Placements as specified under Regulation 32(7A)
- The Company, during the Financial Year 2022-23, has not issued any debt instruments or has not taken Fixed Deposits or has not mobilized funds under any scheme or proposal. Hence, no credit ratings were obtained
- The Company has complied with statutory compliances and no penalty or stricture is imposed on the Company by the Stock Exchanges or Securities and Exchange Board of India (SEBI) or any other statutory authority on any matter related to the capital markets during the last three years.
-

Acknowledgement

Your directors wish to express their grateful appreciation for co-operation and support received from customers, financial institutions, Banks, regulatory authorities, customers, vendors and members and the society at large.

Deep sense of appreciation is also recorded for the dedicated efforts and contribution of the employees at all levels, as without their focus, commitment and hard work, the Company's consistent growth would not have been possible, despite the challenging environment.

For and on behalf of the Board	
Sd/-	Sd/-
Umesh Lahoti	Ujwal Lahoti
Managing Director	Director
(DIN: 00361216)	(DIN: 00360785)

Place: Mumbai

Date: 9th August, 2023



Hind Commerce Limited

ANNEXURES TO BOARD'S REPORT

Annexure- 1

FORM NO. MR-3 SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED ON 31ST MARCH, 2023

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

To,
The Members,
HIND COMMERCE LIMITED

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

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the company has, during the audit period covering the financial year ended on March 31, 2023 ('Audit period') complied with the statutory provisions listed here under and also that the Company has proper Board- processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by HIND COMMERCE LIMITED for the financial year ended on March 31, 2023 according to the provisions of:

- i. The Companies Act, 2013 (the Act) and the rules made there under as amended from time to time;
- ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;



Hind Commerce Limited

- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
 - i. Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
 - ii. The Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') viz.:-
 - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; **(Not applicable to the company during the Audit Period)**
 - d. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and the SEBI (Share Based Employee Benefits) Regulations 2014: **(Not applicable to the company during the Audit Period)**
 - e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(Not applicable to the company during the Audit Period)**
 - f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; **(Not applicable to the company during the Audit Period)**
 - h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; **(Not applicable to the company during the Audit Period)** and



Hind Commerce Limited

- i. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and amended from time to time;

We have relied on the representation made by the Company and its Officers for systems and mechanism formed by the Company for compliances under other Acts, Laws and Regulations as applicable specifically to the company.

We have also examined compliance with the applicable clauses of the following:

- i. Secretarial Standards issued by The Institute of Company Secretaries of India.

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

We further report that:

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

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

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

We further report that Based on the information provided by the Company, its officers and authorized representatives during the conduct of the audit, and also on the review of compliance reports by the respective Department Heads / Company Secretary / CFO / KMP taken on record by the Board of Directors of the Company, in our opinion there are adequate systems and processes in the Company commensurate with the size and the operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that the compliance by the Company of applicable financial laws, like direct and indirect tax laws, and Labour Law Compliances have been subject to review by statutory financial audit and other designated professionals.



Hind Commerce Limited

We further report that during the audit period the Company has not passed any resolution for:

- i. Public/Right/Preferential issue of shares / debentures/sweat equity, etc.
- ii. Redemption / buy-back of securities.
- iii. Major decisions taken by the members in pursuance to section 180 of the Companies Act, 2013.
- iv. Merger / amalgamation / reconstruction, etc,
- v. Foreign technical collaborations.

For **KOTHARI H. & ASSOCIATES**
Company Secretaries

(Peer Review. 593/2019)

Sd/-

Sonam Jain

Membership No.9871

Certificate of Practice No. 12402

UDIN : F009871E000771995

Place: Mumbai

Date: 09/08/2023

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



Hind Commerce Limited

Annexure- A

To,
The Members
HIND COMMERCE LIMITED

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

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

For **KOTHARI H. & ASSOCIATES**
Company Secretaries

(Peer Review. 593/2019)

Sd/-

Sonam Jain
Membership No.9871
Certificate of Practice No. 12402

UDIN : F009871E000771995

Place: Mumbai
Date: 09/08/2023



Hind Commerce Limited

Annexure -2

REMUNERATION AS REQUIRED UNDER SECTION 197(12) OF THE COMPANIES ACT, 2013 READ WITH RULE 5 OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

The percentage increase in remuneration of each Director, Chief Financial Officer and Company Secretary during the financial year 2022-2023, ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2022-2023 and the comparison of remuneration of each Key Managerial Personnel (KMP) against the performance of the Company are as under.

Sr. No.	Name of Director/KMP and Designation	Remuneration of Director/KMP for financial year 2022-2023 (Rs. in Thousand)	% increase in Remuneration in the Financial year 2022-2023	Ratio of Remuneration of each Director/to median remuneration of employees	Comparison of the Remuneration of KMP/Director against the performance of the Company
1.	Mr. Rajesh Bangera – Chief Financial Officer	555.37	36.79	Refer Note 2	The Company has earned a net profit of Rs. 956.72 Thousand's
2.	Ms. Pragati Sawant – Company Secretary	216	50%	Refer Note 2	as compared to net profit of Rs.6806.31 Thousand's incurred in the previous year

Note:

1. No Director received any remuneration or sitting fees for the financial year 2022-2023.
2. During the year under review, Mr. Rajesh Bangera, Ms. Pragati Sawant and Mr. Amol Ghadi has been the only three salaried personnel of the Company, hence the concept of Median Remuneration and analysis of average increase in remuneration to performance does not apply.
3. The performance of the Company has been consistent over the years and the increase in remuneration of Mr. Rajesh Bangera as presented in the above table has been based on his performance and other growth inflation factors.



Hind Commerce Limited

4. It is hereby affirmed that the remuneration paid during the year under review is as per the Remuneration policy of the Company.

Place: Mumbai

For and on behalf of the Board

Date: 9th August, 2023

Sd/-
Umesh Lahoti
Managing Director
(DIN: 00361216)

Sd/-
Ujwal Lahoti
Director
(DIN: 00360785)



Hind Commerce Limited

Annexure-3

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(Pursuant to Regulation 34(3) and Schedule V Para C clause (10) (i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,

The Members of

Hind Commerce Limited

307 Arun Chambers, Tardeo Road,
Mumbai - 400034

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Hind Commerce Limited having L17120MH2005PLC156451 and having registered office at 307 Arun Chambers, Tardeo Road, Mumbai - 400034, produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to us by the Company & its officers, We hereby certify that none of the Directors on the Board of the Company as state below for the Financial Year ending on 31st March, 2023 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

Sr. No.	Name of Director	DIN	Date of appointment in Company
1.	Mr. Ujwal R. Lahoti	00360785	22/10/2014
2	Mr. Umesh R. Lahoti	00361216	22/10/2014
3.	Mr. Prakash R. Bang	00088837	22/10/2014
4.	Mr. Sanjay Soni	00564107	22/10/2014
5.	Ms. Meghna V. Panchal	07082835	29/12/2015



Hind Commerce Limited

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

For **Kothari H. & Associates**

Company Secretaries

Sonam Jain

(Partner)

Membership No.: 9871

CP No.: 12402

UDIN: F009871E000808031

Place: Mumbai

Date: 09/08/2023



Hind Commerce Limited

DECLARATION BY THE MANAGING DIRECTOR UNDER SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

To

The Members of

HIND COMMERCE LIMITED

I, Umesh Lahoti, Managing Director of Hind Commerce Limited hereby declare that all the members of the Board of Directors and the senior management personnel have affirmed compliance with the Company's Code of Business Conduct and Ethics for the Financial Year ended 31st March, 2023.

For **Hind Commerce Limited**

Umesh Lahoti

Managing Director

DIN: 00361216

Place: Mumbai

Date: 9th August, 2023



Hind Commerce Limited

MANAGEMENT DISCUSSION & ANALYSIS

Industry Structure and Development

The Textile Industry in India is second largest employer after agriculture providing jobs to the various class of peoples and is one of the significant contributors to the Indian economy. During the year 2022-23, the Cotton Textile Industry in India has experienced an improvement on account of overall demands from Overseas markets. Upward price trend in Raw Material and Textile products, has helped achieving better realizations for export. Overall Exports of Cotton Textiles increased from India.

However, demand dropped down in world market particularly from last month of the last quarter of the financial year 2022-23. Main reasons are too much volatility in Raw Material (raw cotton) prices, lesser demand of final products due to inflation all around, war in the West, Covid showing back strongly in China. Overall Exports of Cotton Textile products affected badly, reflecting much lower volumes and profits for the exporters.

Revival is only expected once Raw Material prices comes back to reasonable level, enable whole Textile value chain to move on smoothly.

Hind Commerce Limited is mainly engaged in the export trading of cotton yarn in all coarser and fine counts, where the Company has strong presence and leadership. The Company enjoys the excellent relationship with its overseas customers, which has been built over the years by strictly adhering to delivery schedules maintaining consistent quality and providing prompt after sales service.

Opportunities and Threats

The future of Indian Cotton Textile Industry is highly depending on availability of raw material at a competitive price. With the introduction of Hybrids and BT Cotton, the cotton production in India is increasing every year. The government is making efforts to supply proper quality seeds at a reasonable price to the growers and it is



Hind Commerce Limited

expected that the supply of quality cotton will be comfortable.

In the past, the Textile Industry did not develop in an organized manner and the policy favored fragmentation resulting in organized players suffering heavily because of the distorted fiscal structure. Fortunately, in the last few years, the Government has now provided level playing field to all the sectors of textile industry and therefore, large investments are coming in the textile industry. Government had given good incentives under Technology Upgradation Fund Scheme and also benefits to the processing sector, which will give boost to the textile industry.

Outlook

The long term objective of the Company is to remain strong player in the cotton textiles export market. Goal is to add more Textile related value added products for Exports. To keep high quality Customer Service and development of new markets, focus is to use new Technology. Your Company is also continuously improving its operational efficiency, and cost control which will result in improvement of the bottom line in future.

As our Country is largest Cotton growing in the World, your Company is geared you to get advantages from offering various high quality Textile products for Exports and is hopeful to secure better market share in the Global markets.

A stable outlook on cotton and synthetic textiles would result from favorable policy environment, improvements in demand-supply position, continued stability in input costs and consequent improvement in margins/ liquidity. However, the good monsoon and pick up in Indian economy due to various measures taken by the Government would unleash demand in the long run and offset any slowdown in exports. Further, the hope of revival of Chinese economy will also bring the positive growth for this sector.

By enmeshing the rich experience gained by the Company in the Exports of Cotton Textile sector, the company has plans to increase its efforts of marketing and to open up Overseas Offices in order to better serve its customers.



Hind Commerce Limited

Risks and Concern

- Our business shall dependent on the availability/supply and cost of raw materials which we source from domestic suppliers. Any significant increase in the prices of these raw materials or decrease in the availability of the raw materials, could adversely affect our results of operations.
- Our business is subject to regulation by several authorities, which could have an adverse effect on our business and our results of operations.
- We are heavily dependent on our Promoters and the loss of their guidance and services may adversely affect our business or results of operations.
- Change in Government of India's Economic Liberalization policies may hinder prices of our equity shares
- Change in Tax laws in India (i.e. central tax, service tax and income tax) may increase tax liabilities of the company inversely affecting PAT
- Slowdown in the Indian economy may inverse effect in our profit
- Any Natural calamities, terrorist attack on India may hinder our profit
- Change in economic regulations and laws may also effect the company adversely.

Internal Control Systems and their adequacy

The Company has a proper adequate internal control system to ensure that all the assets are safe guarded and protected against the loss from unauthorized used or disposition and that transactions are authorized, recorded and reported correctly.

The internal control is supplemented by an extensive internal audit, periodical review by the management and documented policies, guidelines and procedures. The internal control is designed to ensure that the financial and other records are reliable for preparing financial statements and other data and for maintaining accountability of assets.

Financial and Operational Performance

During the year under review your Company has reported a total income of Rs. 4,557.21 Thousand's when compared to previous years proceeds of Rs. 13,924.12 Thousand's.



Hind Commerce Limited

Liquidity and Capital Resources

Particulars	2022-2023 (Rs. in Thousand')	2021-2022 (Rs. in Thousand')
Cash and Cash Equivalents –		
Beginning of the year	1,460.04	1,076.78
End of the year	1,916.86	1,460.04
Net Cash provided (used) by -		
Operating activities	(5160.62)	4535.09
Investment activities	5620.40	(4151.82)
Financial activities	-	-

The net cash outflow in the operating activities during the year under review has been Rs.5160.62 Thousand's as compared to cash inflow of Rs.4535.09 Thousand in previous year. Further, there is cash inflow in investment activity of Rs.5620.40 Thousand's as compared to outflow of Rs. 4151.82 Thousand's in previous year. The Cash flow from financial activities is Nil for the year under review.

Material Developments in Human Resources

The Company continues to lay emphasis on developing and facilitating optimum human performance. Performance management was the key word for the Company this year. Recruitment process has been strengthened to ensure higher competence levels.

There were 3 (three) permanent employees on the rolls of the Company as on March 31, 2023.

For and on behalf of the Board

Sd/-

Umesh Lahoti
Managing Director
(DIN: 00361216)

Sd/-

Ujwal Lahoti
Director
(DIN: 00360785)

Place: Mumbai

Date: 9th August, 2023



Hind Commerce Limited

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF HIND COMMERCE LIMITED

Opinion

We have audited the accompanying financial statements of Hind Commerce Limited ("the Company"), which comprise the Balance Sheet as at 31st March, 2023, the Statement of Profit and Loss (including Other Comprehensive Loss), the Cash Flow Statement and the Statement of Changes in Equity for the year then ended and notes to financial statements and a summary of the significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the 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 31st March, 2023, its profit including other comprehensive loss, its cash flows and the changes in equity for the year ended on that date.

Basis of Opinion

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

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the 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. We have determined the matters described below to be the key audit matters to be communicated in our report.



Hind Commerce Limited

Key audit matters	How our audit addressed the key audit matter
Accounting for investments The Company has investments aggregating Rs. 14.65 crores in equity shares, debentures and units of mutual funds as at 31 March, 2023. These investments are measured either at amortized cost, Fair Value through Profit and Loss ('FVTPL') or Fair Value through Other Comprehensive Income ('FVTOCI') based on fulfilment of required criteria which involve management judgment.	Our audit procedures included the following: <ul style="list-style-type: none">• Read the minutes of the meetings authorising the investment.• Performed test of controls on the operating effectiveness of internal controls on investments.• Obtained management representations on the judgments exercised for classification of investments, including indicative yields and maturity periods considered for amortised cost workings.• Tested the disclosures made by the Company.

Other Information

The Company's Board of Directors is responsible for the other information. The other information comprises Board's Report, Report on Corporate governance and Business Responsibility report but does not include the financial statements and our auditor's report thereon.

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

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

Management's Responsibilities for the financial statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended. 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 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



Hind Commerce Limited

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 also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the financial statements

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

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

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



Hind Commerce Limited

Materiality is the magnitude of misstatement in the Financial Statement that, individually or in the aggregate, makes it probable that the economic decision of a reasonably knowledgeable user of Financial Statement may be influenced. We consider quantitative materiality and qualitative factor 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 misstatement in the Financial Statement.

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

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements 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

- I. As required by the Companies (Auditor's Report) Order, 2020 (the 'Order') issued by the Central Government of India in terms of Section 143(11) of the Act, we give in the Annexure A, a statement on the matters specified in paragraphs 3 and 4 of the Order.
- II. As required by Section 143(3) of the Act, we report that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - c) The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Loss, the Cash Flow Statement and Statement of Changes in Equity dealt with by this Report are in agreement with the relevant books of account.
 - d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015 as amended.
 - e) On the basis of the written representations received from the directors as on 31st March, 2023 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2023 from being appointed as a director in terms of section 164 (2) of the Act.



Hind Commerce Limited

- f) With respect to the adequacy of the internal financial controls over financial reporting of the Company with reference to these financial statements and the operating effectiveness of such controls, refer to our separate Report in Annexure-B.
- g) With respect to the other matters to be included in the Auditor's Report in accordance with Section 197(16) of the Act, 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 Key managerial Person 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 the best of our knowledge and belief and according to the information and explanations given to us:
 - i. The Company does not have any pending litigation which would impact its financial position in its financial statements.
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
 - iv. (a) The Management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

(b) The Management has represented, that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

(c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.



Hind Commerce Limited

- v. The company has not proposed or paid any dividend during the year.
Thus, this point is not commented on

For SIGMA C & CO
Chartered Accountants
FRN: 116351W

Rahul Sarda
Partner
ICAI. M. No. 135501
Place: Mumbai
Dated: 15th May, 2023
UDIN: **23135501BGWHFX4536**



Hind Commerce Limited

**ANNEXURE “A” TO INDEPENDENT AUDITORS' REPORT
(Referred to in paragraph 1 under Report on Other Legal and Regulatory
Requirements section of our Report of even date)**

I. In respect of Company's Property Plant and Equipment and Intangible Assets:-

As the Company does not own any Property, Plant and Equipment and intangible assets, Clause 3 (i) (a) (A), 3 (i) (a) (B), 3 (i) (b), 3 (i) (c), 3 (i) (d) and 3 (i) (e) of Order are not applicable.

II. (a) The Company does not have any inventories. Hence, reporting under clause 3(ii)(a) of the Order is not applicable to the Company.

(b) The Company has not been sanctioned any working capital limits in excess of 5 crore, in aggregate, at any points of time during the year, from banks or financial institutions on the basis of security of current assets and hence reporting under clause 3(i)(b) of the Order is not applicable

III. According to the information and explanations given to us and on the basis of our examination of records of the Company, the Company has made investments so reporting under clause 3(iii)(b) is applicable to the Company, but has not provided guarantee or security or granted any advances in the nature of loans, secured or unsecured, to companies, firms, limited liability partnerships or any other parties during the year. Accordingly, the reporting under clause 3(iii)(a), (c)(d)(e) and (f) of the Order are not applicable to the Company.

(b) According to the information and explanations given to us and based on the audit procedures conducted by us, we are of the opinion that the terms and conditions of the Investment made are, prima facie, not prejudicial to the interest of the Company

IV. In our opinion and according to the information and explanations given to us, the Company has not granted any loans or provided any guarantees or security to the parties covered under Section 185. Further, the Company has complied with the provisions of section 186 of the Companies Act, 2013 in respect of the loans and investments made. The Company has not provided any guarantees or security.

V. The company has neither accepted any deposits from the public nor accepted any amounts which are deemed to be deposits within the meaning of sections 73 to 76 of the Companies Act, 2013 and the rules framed thereunder, to the extent applicable. Accordingly, the requirement to report on clause 3(v) of the order is not applicable to the company.

VI. Reporting under clause 3(vi) of the Order is not applicable as the Company's business activities are not covered by the Companies (Cost Records and Audit) Rules, 2014.

VII. (a) According to the information and explanations given to us and based on audit procedures performed by us, the company is regular in depositing with appropriate authorities undisputed statutory dues including Goods and Service Tax, provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs,



Hind Commerce Limited

duty of excise, value added tax, cess and any other statutory dues applicable to it. No undisputed amounts payable in respect of these statutory dues were outstanding, at the year end, for a period of more than six months from the date they become payable.

- (b) There are no dues of Goods and Service Tax, provident fund, employees' state insurance, income-tax, sales-tax, service tax, customs duty, excise duty, value added tax, cess and any other statutory dues which have not been deposited on account of any dispute.

VIII. The company has not surrendered or disclosed any transaction, previously unrecorded in the books of account, in the tax assessments under the Income Tax Act, 1961 as income during the year. Accordingly, the requirement to report on clause 3(viii) of the order is not applicable to the company.

- IX. (a) According to information and explanations given to us and on the basis of our examination of the records of the company, the company did not have any loans or borrowings from any lender during the year. Accordingly, the requirement to report on clause 3(ix)(a) of the order is not applicable to the company.

- (b) According to information and explanations given to us and on the basis of our examination of the records of the company, the company has not been declared willful defaulter by any bank or financial institution or government or any government authority. Accordingly, the requirement to report on clause 3(ix)(b) of the order is not applicable to the company.

- (c) According to information and explanations given to us and on the basis of our examination of the records of the company, the company has not obtained any term loans. Accordingly, the requirement to report on clause 3(ix)(c) of the order is not applicable to the company.

- (d) According to information and explanations given to us and on the basis of our examination of the records of the company, the company did not raise any funds during the year hence, the requirement to report on clause 3(ix)(d) of the order is not applicable to the company.

- (e) The company does not have any subsidiary, or joint venture. Accordingly, the requirement to report on clause 3(ix)(e) of the order is not applicable to the company.

- (f) The company does not have any subsidiary, or joint venture. Accordingly, the requirement to report on clause 3(ix)(f) of the order is not applicable to the company.

- X. (a) The company has not raised any money during the year by way of initial public offer/further public offer (including debt instruments) hence, the requirement to report on clause 3(x)(a) of the order is not applicable to the company.

- (b) According to information and explanations given to us and on the basis of our examination of the records of the company, the company has not made any preferential allotment or private placement of the shares fully or partially or optionally convertible debentures during the year under the audit hence, the requirement to report on clause 3(x)(b) of the order is not applicable to the company.



Hind Commerce Limited

- XI. (a) According to information and explanations given to us and on the basis of our examination of the records of the company, no fraud by the company or no fraud on the company has been noticed or reported during the year.
- (b) During the year, no report under sub-Section (12) of Section 143 of the Companies Act has been filed by the auditors in Form ADT-4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.
- (c) As informed by the management, there are no whistle blower complaints received by the company during the year.
- XII. The company is not a Nidhi company as per the provisions of the Companies Act, 2013. Therefore, the requirement to report on clause 3(xii) of the order is not applicable to the company.
- XIII. According to information and explanations given to us and on the basis of our examination of the records of the company, The Company has not entered into any transactions, of the nature specified under section 188 of the Act, with the related parties during the year. The provisions of section 177 are not applicable. Accordingly, the provisions of clause 3(xiii) of the Order are not commented upon.
- XIV. (a) In our opinion and based on our examination, the Company has an internal audit system commensurate with the size and nature of its business.
- (b) We have considered, during the course of our audit, the reports of the Internal Auditor(s) for the period under audit, issued to the Company during the year till date, in determining the nature, timing and extent of our audit procedures in accordance with the guidance provided in SA 610 "Using the work of Internal Auditors."
- XV. The company has not entered into any non-cash transactions with its directors or persons connected with its directors and hence requirement to report on clause 3(xv) of the order is not applicable to the company.
- XVI. (a) The The Company is not engaged in the business which attract the requirements of registration u/s 45 - IA of the RBI Act, 1934. However, during the year the Company's financial assets constitute more than 50% of the total assets and income from financial assets constitute more than 50% of the gross income suggesting that the Company is into financial business. The Management is of the view that the said threshold crossed is temporary in nature & not permanent and, therefore, does not require the Company to register as NBFC with the RBI. The provisions of clause 3 (xvi) of the Order are, therefore, not applicable to the Company. And the requirement to report on the clause 3(xvi)(b) and (c) of the order is not applicable to the company
- XVII. The company has not incurred any cash losses in the current financial year and the immediately preceding financial year.



Hind Commerce Limited

- XIII. There has been no resignation of the statutory auditors during the year and accordingly the requirement to report on clause 3(xviii) of the Order is not applicable to the Company.
- XVIII. According to information and explanations given to us and on the basis of financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, the auditor's knowledge of the Board of Directors and management plans, and based on our examinations of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that company is capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as of the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the company as and when they fall due.
- XIX. The company doesn't fall within the provisions prescribed under section 135 of Companies Act, 2013 for CSR expenditure. Accordingly, the requirement to report on clause 3(xx)(a) and 3(xx)(b) of the order is not applicable to the company.
- XX. The audit report and financials are of a standalone company and thus clause 3(xxi) is not applicable to the company.

For S I G M A C & CO

Chartered Accountants

FRN: 116351W

Rahul Sarda

Partner

ICAI. M. No. 135501

Place: Mumbai

Dated: 15th May, 2023

UDIN: **23135501BGWHFX4536**



Hind Commerce Limited

ANNEXURE “B” TO THE INDEPENDENT AUDITOR’S REPORT

(Referred to in paragraph 2(f) under ‘Report on Other Legal and Regulatory Requirements’ section of our report of even date)

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 Hind Commerce Limited. (“the Company”) as of 31st March, 2023 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management’s Responsibility for the 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 Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities includes design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of business, including adherence to Company’s policies, the safeguarding of the assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditor’s Responsibility

Our responsibility is to express an opinion on Company’s internal financial controls over financial reporting with reference to these financial statements 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, prescribed under Section 143(10) of the Act to the extent applicable to an audit of internal financial controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and Guidance note require that we comply with ethical requirements and plan and perform audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting with reference to these financial statements was established and maintained and if such controls operated effectively in all material respects.

An audit involves performing procedure to obtain audit evidence about the adequacy of the internal financial controls over financial reporting with reference to these financial statements and their operating effectiveness. Our audit of internal financial controls over financial reporting with reference to these financial statements included obtaining an understanding of internal financial controls over financial reporting with reference to these financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal controls 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.



Hind Commerce Limited

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 over financial reporting with reference to these financial statements.

Meaning of Internal Financial Controls over financial reporting with reference to financial statements

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

Inherent Limitations of Internal Financial Controls over financial reporting with reference to financial statements

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

Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, maintained adequate internal financial controls over financial reporting with reference to these financial statements and such internal financial controls over financial reporting with reference to these financial statements were operating effectively as at 31st March, 2023, based on the criteria for internal control over financial reporting criteria established by the Company considering the essential



Hind Commerce Limited

components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For S I G M A C & CO
Chartered Accountants
FRN: 116351W

Rahul Sarda
Partner
ICAI. M. No. 135501
Place: Mumbai
Dated: 15th May, 2023
UDIN: **23135501BGWHFX4536**



Hind Commerce Limited

BALANCE SHEET AS AT 31st MARCH, 2023

	Note	As At	As At
		31 st Mar 2023	31st Mar 2022
		Amt (Rs. In 000's)	Amt (Rs. In 000's)
ASSETS			
Non-current Assets			
Financial Assets			
Investments	2	1,46,528.99	1,49,492.03
Non-current Tax Assets (Net)	3	0.61	0.61
Other Non-current Assets	4	711.59	628.86
		1,47,241.20	1,50,121.51
Current Assets			
Financial Assets			
Cash and Cash Equivalents	5	1,916.86	1,457.08
Loans	6	-	1,003.36
Other Financial Assets	7	2,750.00	350.00
Other Current Assets	8	15.00	20.00
		4,681.86	2,830.43
TOTAL ASSETS		1,51,923.06	1,52,951.94
EQUITY AND LIABILITIES			
Equity			
Equity Share Capital	9	30,000.00	30,000.00
Other Equity	10	1,15,371.29	1,16,263.10
		1,45,371.29	1,46,263.10
Non-current Liabilities			
Deferred Tax Liabilities (net)	11	6,047.14	6,449.54
		6,047.14	6,449.54
Current Liabilities			
Other Current Liabilities	12	288.74	203.20
Current Tax Liabilities (Net)	13	215.89	36.11
		504.62	239.31
TOTAL EQUITY AND LIABILITIES		1,51,923.06	1,52,951.94
Basis of preparation, measurement and significant accounting policies	1		
The accompanying notes are an integral part of these financial statements			
As per our report of even date		For and on behalf of Board of Directors	
For SIGMAC & CO			
CHARTERED ACCOUNTANTS		Umesh Lahoti	Ujwal Lahoti
(Firm Reg. No.116351W)		Director	Director
		DIN:00361216	DIN:00360785
Rahul sarda			
Partner		Rajesh Venket Banger	Pragati P. Sawant
		Chief Financial Officer	Company Secretary
M.No.135501			
Place : Mumbai			
Dated : 15th May,2023			



Hind Commerce Limited

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31st MARCH, 2023

Particulars	Note	Year ended	Year ended
		31 st Mar, 2023 Amt (Rs. In 000's)	31st March, 2022 Amt (Rs. In 000's)
Revenue			
Revenue from Operations	14	-	6,793.28
Other Income	15	4,557.21	7,130.84
Total Income		4,557.21	13,924.12
EXPENSES			
Cost of Materials Consumed	16	-	4,791.25
Employee Benefits Expense	17	957.38	756.94
Finance Costs	18	22.41	30.59
Other Expenses	19	1,734.56	619.59
TOTAL EXPENSES		2,714.35	6,198.36
Profit before tax		1,842.86	7,725.76
Tax Expenses	10		
Current tax		1,150.07	356.54
Tax adjustment of previous year		146.37	-
Deferred tax		(410.30)	562.91
Total of Tax Expense		886.14	919.45
Profit For The Year (A)		956.72	6,806.31
OTHER COMPREHENSIVE INCOME			
Items that will not be reclassified subsequently to profit or loss			
Net fair value gain/(loss) on investments in equity instruments through OCI		(1,840.62)	12,868.05
Gain on sale of Equity Shares			-
Income tax benefit/(expense) on net fair value gain/(loss) on investments in equity instruments through OCI		(7.90)	(528.67)
OTHER COMPREHENSIVE INCOME FOR THE YEAR (B)		(1,848.52)	12,339.38
TOTAL COMPREHENSIVE INCOME FOR THE YEAR (A+B)		(891.81)	19,145.70

Earnings per equity share of face value of Rs.10/-each
Basic and Diluted (Rs.)

0.32

2.27

The accompanying notes are an integral part of these financial statements

As per our report of even date
For SIGMAC & CO
CHARTERED ACCOUNTANTS
(Firm Reg. No.116351W)

For and on behalf of Board of Directors

Rahul sarda
Partner
M.No.135501

Ujwal Lahoti
Director
DIN:00360785

Umesh Lahoti
Director
DIN:00361216

Place : Mumbai
Dated : 15th May,2023

Rajesh Venket Bangera
Chief Financial Officer

Pragati P. Sawant
Company Secretary



Hind Commerce Limited

STATEMENT OF CASH FLOW FOR THE YEAR ENDED 31st MARCH, 2023

PARTICULARS	Year ended 31st March, 2023	Year ended 31st March, 2022
	Amt (Rs. In 000's)	Amt (Rs. In 000's)
A CASH FLOW FROM OPERATING ACTIVITIES:		
Profit before exceptional items and tax	1,842.86	7,725.76
<i>Adjustments for:</i>		
Provision for Doubtful Advances		
Interest income	(2,238.00)	(696.94)
Dividend income	(355.44)	(352.39)
Fair value (gain)/loss on investments	(804.54)	(2,236.55)
Net (gain)/loss on sale of investments	(1,129.27)	(218.94)
Share of Profit from Partnership Firm	(27.17)	(3,624.73)
Interest on deferment of income tax	22.41	29.81
Provision for Doubtful Advances	1,003.36	-
Expenses incidental to Investments	56.43	0.35
Cash (used in)/generated from operations before working capital changes	(1,629.36)	626.36
<i>Adjustments for:</i>		
Decrease/(Increase) in Inventories	-	4,220.33
(Increase)/Decrease in Other Non-current Assets	(82.73)	553.51
(Increase)/Decrease in Other Financial Asset	(2,400.00)	-
(Increase)/Decrease in Other Current Assets	5.00	(10.00)
Increase/(Decrease) in Other Current Financial Liabilities	(2,162.99)	-
Increase/(Decrease) in Other Current Liabilities	85.54	(105.43)
Cash (used in)/generated from operations	(4,021.55)	5,284.78
Taxes paid (net of refunds)	(1,139.07)	(749.69)
Cash flow before exceptional items	(5,160.62)	4,535.09
Net cash (used in) / generated from operating activities - [A]	(5,160.62)	4,535.09
B CASH FLOW FROM INVESTING ACTIVITIES:		
Expenses incidental to Investments	(56.43)	(0.35)
Loans advanced received back		31.33
Purchase of Non-current investments		(8,856.87)
Sale/ (Purchase) of Non-current investments	3,056.23	-
Interest received	2,238.00	696.94
(Investment)/Withdrawal (in)/of capital (of)/from P'ship Firm	27.17	3,624.73
Dividend received from others	355.44	352.39
Net cash (used in) / generated from investing activities - [B]	5,620.40	(4,151.82)
C CASH FLOW FROM FINANCING ACTIVITIES:		
Loan Taken	NIL	NIL
Loan Repaid	NIL	NIL
Net cash (used in) / generated from financing activities - [C]	NIL	NIL
Net increase/(decrease) in cash and cash equivalents - [A+B+C]	459.78	383.27
Add: Cash and cash equivalents at the beginning of the year (refer Note 7)	1,457.08	1,076.78
Cash and cash equivalents at the end of the year (refer Note 7)	1,916.86	1,460.04

Note: The above Statement of Cash Flows has been prepared under the 'Indirect Method' as set out in Ind AS 7, 'Statement of Cash Flows'.

The accompanying notes are an integral part of these financial statements

As per our report of even date

For SIGMAC & CO
CHARTERED ACCOUNTANTS
(Firm Reg. No.116351W)

Rahul sarda
Partner
M.No.135501

Place : Mumbai

Dated : 15th May,2023

For and on behalf of Board of Directors

Umesh Lahoti **Ujwal Lahoti**
Director Director
DIN:00361216 DIN:00360785

Rajesh Venket Banger **Pragati P. Sawant**
Chief Financial Company Secretary
Officer



Hind Commerce Limited

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 St March 2023

Note 1

I COMPANY INFORMATION

Hind Commerce Limited was incorporated as a Public Limited Company with the Registrar of Companies, Punjab & Chandigarh vide Certificate of Incorporation dated October 19, 1984. Subsequently, the Company by special resolution and confirmed by an order of Company Law Board, New Delhi dated November 10, 1994 shifted the registered office from the State of Punjab to the State of Maharashtra.

At present, the Company is engaged in the business of dealing in cotton yarn and fabrics both in the domestic and international markets. The Company's head office is situated at Tardeo, Mumbai.

II BASIS OF PREPARATION, MEASUREMENT AND SIGNIFICANT ACCOUNTING POLICIES

(A) Basis of preparation of Financial Statements

These financial statements have been prepared in accordance with the Indian Accounting Standards (hereinafter referred to as the 'Ind AS') as notified by the Ministry of Corporate Affairs pursuant to section 133 of the Companies Act, 2013 read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016.

These financial statements have been prepared and presented under the historical cost convention, on the accrual basis of accounting except for certain financial assets and financial liabilities that are measured at fair values at the end of each reporting period, as stated in the accounting policies set out below. The accounting policies have been applied consistently over all the periods presented in these financial statements.

(B) KEY ACCOUNTING ESTIMATES AND JUDGEMENTS

The preparation of the financial statements requires the Management to make estimates and assumptions that affect the reported amounts of assets and liabilities, disclosure of contingent liabilities as at the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. The recognition, measurement, classification or disclosure of an item or information in the financial statements is made relying on these estimates. The estimates and judgements used in the preparation of the financial statements are continuously evaluated by the Company and are based on historical experience and various other assumptions and factors (including expectations of future events) that the Company believes to be reasonable under the existing circumstances. Actual results could differ from those estimates. Any revision to accounting estimates is recognised prospectively in current and future periods.

All the assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle of twelve months and other criteria set out in Schedule III to the Companies Act, 2013.

(C) Current / Non-current Classification

Any asset or liability is classified as current if it satisfies any of the following conditions:

- i. the asset/liability is expected to be realized/settled in the Company's normal operating cycle;
- ii. the asset is intended for sale or consumption;
- iii. the asset/liability is held primarily for the purpose of trading;
- iv. the asset/liability is expected to be realized/settled within twelve months after the reporting period;
- v. the asset is cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least twelve months after the reporting date;
- vi. in the case of a liability, the Company does not have an unconditional right to defer settlement of the liability for at least twelve months after the reporting date.

All other assets and liabilities are classified as non-current.



Hind Commerce Limited

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 St March 2023

(D) SIGNIFICANT ACCOUNTING POLICIES

i Inventories:

Inventories is valued at lower of cost and net realisable value. Cost include purchase price as well as incidental expenses. Cost formula used is either 'Specific Identification' or 'FIFO'. The net realisable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and estimated costs necessary to make the sale.

ii Cash and Cash Equivalents:

Cash and cash equivalents for the purpose of Cash Flow Statement comprise cash and cheques in hand, bank balances and short-term (three months or less from the date of acquisition), highly liquid investments that are readily convertible into cash and which are subject to an insignificant risk of changes in value.

iii Financial Instruments:

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

Financial Assets

Initial recognition and measurement:

The Company recognizes a financial asset in its Balance Sheet when it becomes party to the contractual provisions of the instrument. All financial assets are recognized initially at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets, which are not at fair value through profit or loss, are added to the fair value measured on initial recognition of financial asset. Where the fair value of a financial asset at initial recognition is different from its transaction price, the difference between the fair value and the transaction price is recognized as a gain or loss in the Statement of Profit and Loss at initial recognition if the fair value is determined through a quoted market price in an active market for an identical asset (i.e. level 1 input) or through a valuation technique that uses data from observable markets (i.e. level 2 input). In case the fair value is not determined using a level 1 or level 2 input as mentioned above, the difference between the fair value and transaction price is deferred appropriately and recognized as a gain or loss in the Statement of Profit and Loss only to the extent that such gain or loss arises due to a change in factor that market participants take into account when pricing the financial asset.

However, trade receivables that do not contain a significant financing component are measured at the transaction price.

Subsequent measurement:

Financial assets are subsequently measured at amortised cost, fair value through other comprehensive income (FVTOCI) or fair value through profit or loss (FVTPL) on the basis of both:

- the entity's business model for managing the financial assets, and
- the contractual cash flow characteristics of the financial assets.

(a) Measured at amortised cost: Financial assets that are held within a business model whose objective is to hold financial assets in order to collect contractual cash flows that are solely payments of principal and interest, are subsequently measured at amortised cost using the effective interest rate ('EIR') method less impairment, if any. The amortisation of EIR and loss arising from impairment, if any, is recognised in the Statement of Profit and Loss. This category applies to cash and bank balances, trade receivables, loans and other financial assets of the Company. The EIR is the rate that discounts estimated future cash income through the expected life of financial instrument.

(b) Measured at fair value through other comprehensive income: Financial assets that are held within a business model whose objective is achieved by both, selling financial assets and collecting contractual cash flows that are solely payments of principal and interest, are subsequently measured at fair value through other comprehensive income. Fair value movements are recognized in the other comprehensive income (OCI). Interest income measured using the EIR method and impairment losses, if any, are recognised in the Statement of Profit and Loss. On derecognition, cumulative gain or loss previously recognised in OCI is reclassified from the equity to 'other income' in the Statement of Profit and Loss.

Further, the Company, through an irrevocable election at initial recognition, has measured investments in equity instruments other than investment in subsidiary at FVTOCI. The Company has made such election on an instrument by instrument basis. These equity instruments are neither held for trading nor are contingent consideration recognized under a business combination. Pursuant to such irrevocable election, subsequent changes in the fair value of such equity instruments are recognized in OCI. However, the Company recognizes dividend income from such instruments in the Statement of Profit and Loss. On derecognition of such financial assets, cumulative gain or loss previously recognized in OCI is not reclassified from the equity to Statement of Profit and Loss. However, the Company may transfer such cumulative gain or loss into retained earnings within equity.

(c) Measured at fair value through profit or loss: A financial asset is measured at FVTPL unless it is measured at amortized cost or at FVTOCI. This is a residual category applied to all other investments of the Company excluding investments in subsidiary. Such financial assets are subsequently measured at fair value at each reporting date. Fair value changes are recognized in the Statement of Profit and Loss.



Hind Commerce Limited

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 St March 2023

Derecognition

The Company derecognises a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the contractual rights to receive the cash flows from the asset.

Impairment of Financial Assets

Expected credit losses are recognized for all financial assets subsequent to initial recognition.

For financial assets other than trade receivables, as per Ind AS 109, the Company recognises 12-month expected credit losses for all originated or acquired financial assets if at the reporting date the credit risk of the financial asset has not increased significantly since its initial recognition. The expected credit losses are measured as lifetime expected credit losses if the credit risk on financial asset increases significantly since its initial recognition. The Company's trade receivables do not contain significant financing component and loss allowance on trade receivables is measured at an amount equal to life time expected losses i.e. expected cash shortfall.

The impairment losses and reversals are recognised in Statement of Profit and Loss.

Financial Liabilities:

Initial recognition and measurement

Financial liabilities are recognised when the Company becomes a party to the contractual provisions of the instrument. Financial liabilities are initially measured at the fair value. Transaction costs that are directly attributable to the financial liabilities (other than financial liability at fair value through profit or loss) are deducted from the fair value measured on initial recognition of financial liability.

Subsequent measurement

Financial liabilities are subsequently measured at amortised cost using the EIR method. Financial liabilities carried at fair value through profit or loss are measured at fair value with all changes in fair value recognised in the Statement of Profit and Loss.

Derecognition

A financial liability is derecognised when the obligation specified in the contract is discharged, cancelled or expires.

iv **FAIR VALUE MEASUREMENT:**

The Company measures financial instruments at fair value in accordance with the accounting policies mentioned above. Fair value is the price that would be received on sell of an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- in the principal market for the asset or liability, or
- in the absence of a principal market, in the most advantageous market for the asset or liability.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorized within the fair value hierarchy that categorizes into three levels, described as follows, the inputs to valuation techniques used to measure value. The fair value hierarchy gives the highest priority to quoted prices in active markets for identical assets or liabilities (Level 1 inputs) and the lowest priority to unobservable inputs (Level 3 inputs).

Level 1: Quoted (unadjusted) prices in active markets for identical assets or liabilities

Level 2 – inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly

Level 3 – inputs that are unobservable for the asset or liability

For assets and liabilities that are recognized in the financial statements at fair value on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorization at the end of each reporting period and discloses the same.



Hind Commerce Limited

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 St March 2023

v Provisions, Contingent Liabilities and Contingent Assets:

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Provisions are measured at the best estimate of the expenditure required to settle the present obligation at the Balance Sheet date.

If the effect of the time value of money is material, provisions are discounted to reflect its present value using a current pre-tax rate that reflects the current market assessments of the time value of money and the risks specific to the obligation. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount cannot be made.

Contingent assets are neither recognized nor disclosed except when realisation of income is virtually certain, related asset is disclosed.

vi Revenue Recognition:

The Company recognizes revenue when the amount of revenue can be reliably measured, it is probable that future economic benefits will flow to the Company and specific criteria have been met for each of the Company's activities as described below:

Revenue from sale of goods is recognised when all the significant risks and rewards of ownership in the goods are transferred to the buyer as per the terms of the contract. Revenue is measured at fair value of the consideration received or receivable, after deduction of any trade discounts, volume rebates and any taxes or duties collected on behalf of the government which are levied on sales such as sales tax, value added tax, etc.

Export benefits available under the Export Import policy of the Government of India are accounted for in the year of export, to the extent measurable.

Dividend income on investments is recognised when the right to receive dividend is established.

Interest income is recognized on a time proportionate basis taking into account the amounts invested and the rate of interest. For all financial instruments measured at amortised cost, interest income is recorded using the Effective interest rate method to the net carrying amount of the financial assets.

vii Expenditure:

Expenses are accounted on accrual basis.



Hind Commerce Limited

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 St March 2023

viii Employee Benefits:

All employee benefits payable wholly within twelve months of rendering the service are classified as short-term employee benefits and they are recognized in the period in which the employee renders the related service. The Company recognizes the undiscounted amount of short-term employee benefits expected to be paid in exchange for services rendered as a liability.

ix Income Taxes:

Tax expense is the aggregate amount included in the determination of profit or loss for the period in respect of current tax and deferred tax.

Current tax:

Current tax is the amount of income taxes payable in respect of taxable profit for a period. Taxable profit differs from 'profit before tax' as reported in the Statement of Profit and Loss because of items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible under the Income Tax Act, 1961.

Current tax is measured using tax rates that have been enacted by the end of reporting period for the amounts expected to be recovered from or paid to the taxation authorities.

Deferred tax:

Deferred tax is recognized on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit under Income tax Act, 1961.

Deferred tax liabilities are generally recognized for all taxable temporary differences. However, in case of temporary differences that arise from initial recognition of assets or liabilities in a transaction that affect neither the taxable profit nor the accounting profit, deferred tax liabilities are not recognized.

Deferred tax assets are generally recognized for all deductible temporary differences to the extent it is probable that taxable profits will be available against which those deductible temporary difference can be utilized. In case of temporary differences that arise from initial recognition of assets or liabilities in a transaction that affect neither the taxable profit nor the accounting profit, deferred tax assets are not recognized.

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

Deferred tax assets and liabilities are measured at the tax rates that have been enacted or substantively enacted by the balance sheet date and are expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled.

Presentation of current and deferred tax:

Current and deferred tax are recognized as income or an expense in the Statement of Profit and Loss, except when they relate to items that are recognized in Other Comprehensive Income, in which case, the current and deferred tax income/expense are recognized in Other Comprehensive Income.

The Company offsets current tax assets and current tax liabilities, where it has a legally enforceable right to set off the recognized amounts and where it intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously. In case of deferred tax assets and deferred tax liabilities, the same are offset if the Company has a legally enforceable right to set off corresponding current tax assets against current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same tax authority on the Company.



Hind Commerce Limited

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 St March 2023

x Foreign Currencies:

a) Initial Recognition

Transactions in foreign currency are recorded at the exchange rate prevailing on the date of the transaction. Exchange differences arising on foreign exchange transactions settled during the year are recognized in the Statement of Profit and Loss of the year.

b) Measurement of Foreign Currency Items at the Balance Sheet Date

Foreign currency monetary items of the Company are translated at the closing exchange rates. Non-monetary items that are measured at historical cost in a foreign currency, are translated using the exchange rate at the date of the transaction.

Non-monetary items that are measured at fair value in a foreign currency, are translated using the exchange rates at the date when the fair value is measured.

Exchange differences arising out of these translations are recognized in the Statement of Profit and Loss.

xi Earnings Per Share:

Basic EPS is arrived at based on net profit after tax available to equity shareholders to the weighted average number of equity shares outstanding during the year.

The diluted EPS is calculated on the same basis as basic EPS, after adjusting for the effects of potential dilutive equity shares unless impact is anti-dilutive.

xii Cash flows Statement

Cash flows are reported using the indirect method where by the profit before tax is adjusted for the effect of the transactions of a non-cash nature, any deferrals or accruals of past and future operating cash receipts or payments and items of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the Company are segregated.



Hind Commerce Limited

GROUPINGS TO THE BALANCE SHEET AS ON 31st MARCH, 2023

PARTICULARS	As At	As At
	31.3.2023	31.3.2022
	Amt(Rs. In 000's)	Amt(Rs. In 000's)
<u>GROUPING -1</u>		
<u>NON-CURRENT TAX ASSETS (NET)</u>		
Income tax refund due (AY 2019-20)	610	610
	610	610
<u>GROUPING -2</u>		
<u>OTHER NON-CURRENT ASSETS</u>		
<u>Security Deposits</u>		
BEST Security Deposit	1,210	1,210
Deposit with Sales Tax authorities	25,000	25,000
	26,210	26,210
<u>Balance with Govt. Authorities</u>		
GST Credit Available	6,85,384	6,02,653
	6,85,384	6,02,653
<u>GROUPING-3</u>		
<u>BANK BALANCES</u>		
<u>In Current A/cs</u>		
Oriental Bank of Commerce	12,792	12,792
Tamilnadu Mercantile Bank	10,180	10,180
Citi Bank	27,017	27,607
ICICI Bank	29,171	25,425
HDFC Bank	15,83,636	9,65,057
IDBI Bank	1,73,141	1,73,141
Shinhan Bank	27,519	9,361
Punjab National Bank	20,902	2,00,693
UCO Bank	23,794	24,114
	19,08,150	14,48,369
<u>GROUPING -4</u>		
<u>LOANS</u>		
<u>Loans and advances to employees</u>		
Rajesh Bangera	15,000	-
	15,000	-
<u>Other Loans & Advances</u>		
Oracle Home Textiles Ltd.	25,03,356	25,03,356
	25,03,356	25,03,356
<u>GROUPING -5</u>		
<u>OTHER FINANCIAL ASSETS</u>		
<u>Security Deposits</u>		
P.S. Ware Information Pvt. Ltd.	3,50,000	3,50,000
	3,50,000	3,50,000



Hind Commerce Limited

GROUPINGS TO THE BALANCE SHEET AS ON 31st MARCH, 2023

PARTICULARS	As At	As At
	31.3.2023	31.3.2022
	Amt(Rs. In 000's)	Amt(Rs. In 000's)
<u>GROUPING -6</u>		
<u>OTHER CURRENT LIABILITIES</u>		
<u>Salary & Bonus Payable</u>		
Salary Payable	64,427	58,691
	64,427	58,691
Other Loans		
UMESH RAMBILAS LAHOTI		
<u>Other Payables</u>		
Lahoti Navneet & Co.	10,800	-
S.S.Rathi & Co.	73,750	68,750
Sigmac & Co.	58,500	
Shruti Maheshwari	20,000	20,000
Commission Payable	49,760	49,760
	2,12,810	1,38,510
<u>Statutory Dues</u>		
TDS Payable on Professional Fees	11,500	6,000
	11,500	6,000
<u>GROUPING -7</u>		
<u>CURRENT TAX LIABILITIES</u>		
S.A INCOME TAX (A.Y.2022-23)		36,106
Provision for Income Tax (A.Y. 2023-24)	9,30,914	-
Less : TDS & Advance Tax Paid (A.Y. 2023-24)	9,56,592	-
	-25,677	36,106



Hind Commerce Limited

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 st March 2023

(2) Non-current Investments	Face Value	31.03.2023		31.3.2022	
		No. of Units(in 000's)	Amount (Rs. In 000's)	No. of Units(in 000's)	Amount (Rs. In 000's)
Non-trade Investments					
I Investments measured at fair value through other comprehensive income					
a) Investment in Equity Instruments					
A. Quoted					
Lahoti Overseas Ltd.	2	7,07,500	17,291.30	7,07,500	20,588.25
Damodar Industries Ltd.	10	250	9.82	250	15.01
Indus Finance Limited	10	1,000	30.55	1,000	12.23
Emami Ltd.	1	7,200	2,580.48	7,200	3,224.16
Emami Realty Ltd.	10	400	24.83	400	23.96
K.P.R.Mill Ltd.	1	2,000	1,151.20	2,000	1,246.20
Adani Ports and Special Eco. Zone Ltd	2	370	233.77	370	286.42
Nagreeka Exports Ltd	5	100	3.15	100	3.78
Reliance Industries Ltd.	10	1,480	3,449.95	1,480	3,898.25
Prime Urban Development India Ltd.	5	100	0.52	100	1.09
* Balchandaram Clothing Ltd.	10	92,500	925.00	92,500	925.00
			25,700.57		30,224.34
B. Unquoted					
Investments in other companies					
Asthvinayak Textile Trading Pvt Ltd.	10	-	-	32,500	1,939.28
Janaksuta Textile & Yarn Pvt Ltd.	10	32,500	2,210.65	32,500	2,311.40
Mast Mast Textile Trading Pvt Ltd.	10	-	-	32,500	3,869.13
Pawansoot Textiles Pvt Ltd.	10	22,500	3,894.00	22,500	3,753.90
Step by Step Exports Pvt Ltd.	10	-	-	92,500	9,903.05
Sanghi Spinners India Ltd.	10	25,000	-	25,000	-
Jamvant Textiles Pvt Ltd.	10	-	-	34,000	4,095.30
Mansadevi Text & Yarn Supplier Pvt Ltd.	10	17,000	1,111.44	17,000	918.34
Shakambri Fabrics Pvt Ltd.	10	1,59,164	25,932.59	23,500	3,712.53
Crystal Tradecom Limited	10	50,000	471.90	50,000	434.50
			33,620.57		30,937.42
II Investments measured at fair value through profit and loss					
A. Quoted					
Investment in Debentures					
Secured Redeemable Non-convertible Principal Protected Market Linked Debentures (NCDs) of Reliance Capital Ltd (RCL MLD Series B/410 – Type IV)		26	795.83	26	795.83
			795.83		795.83
Investment in Bonds					
7.74% SBI SR I 7.74 BD Perpetual FV Rs. 10Lacs		9	9,304.60	9	9,585.49
9.75% SHRIRAM TRANSPORT FINANCE17MAY-23		45	52,985.61		-
			62,290.21		9,585.49
Investment in units of Mutual Funds					
Kotak Saving Fund-Growth-Regular Plan		5,52,688	20,285.81	21,24,967	74,140.11
			20,285.81		74,140.11
III Investments measured at Cost					
A. Unquoted					
Investments in Limited Liability Partnership #					
Kirti Stock Brokers LLP			3,833.90		3,806.73
			3,833.90		3,806.73
Investment in Debentures and Bonds					
Debentures of Rs. 30/- each of Rajashree Poly		70	2.10	70	2.10
			2.10		2.10
Total Non-current Investments					
			1,46,528.99		1,49,492.03
Aggregate value of quoted investments					
			46,782.21		1,05,160.29
Market value of quoted investments					
			46,782.21		1,05,160.29
Aggregate value of unquoted investments					
			37,456.58		34,746.25

* Quotation not available and hence market market value taken at cost.

Investment in Limited Liability Partnership

Name of LLP: Kirti Stock Brokers LLP

Name of the Partner

	As At 31.03.2023	As At 31.03.2022
	Share in Partnership (in %)	Share in Partnership (in %)
Umesh Lahoti	27.77%	27.77%
Ujwal Lahoti	27.77%	27.77%
Jayashree Lahoti	12.33%	12.33%
Manjushri Lahoti	12.33%	12.33%
Aditya Lahoti	19.80%	19.80%
Saurabh Lahoti		
Hind Commerce Limited	100%	100%
TOTAL		

The Accounts of the LLP are made upto 31st March, 2023



Hind Commerce Limited

Statement of Changes in Equity for the year ended 31 st March, 2023

A. EQUITY SHARE CAPITAL

	As at 31st March, 2023 Amt (Rs. In 000's)	As at 31st March, 2022 Amt (Rs. In 000's)
Balance at the beginning of the reporting year	30,000.00	30,000.00
Changes in Equity Share capital during the year	NIL	NIL
Balance at the end of the reporting year	30,000.00	30,000.00

B. OTHER EQUITY

Particulars	Reserves and Surplus		Items of Other Comprehensive Income (OCI)	Total Amt (Rs. In 000's)
	Securities Premium Amt (Rs.)	Retained Earnings Amt (Rs.)	Equity instruments through OCI Amt(Rs.)	Total Amt (Rs.)
Balance as at 1st April, 2021	1.00	87,509.57	9,606.83	97,117.40
Profit for the year		6,806.31		6,806.31
Other comprehensive income for the year (net of tax)			12,339.38	12,339.38
Total comprehensive income for the year				19,145.70
Balance as at 31st March, 2022	1.00	94,315.88	21,946.21	1,16,263.10
Balance as at 1st April, 2022	1.00	94,315.88	21,946.21	1,16,263.10
Profit for the year		956.72		956.72
Other comprehensive income for the year (net of tax)			(1,848.52)	(1,848.52)
Total comprehensive income for the year				(891.81)
Balance as at 31st March, 2023	1.00	95,272.60	20,097.69	1,15,371.29

As per our report of even date

Chartered Accountants
For SIGMAC & CO
 CHARTERED ACCOUNTANTS
 (Firm Reg. No.116351W)

Rahul sarda
 Partner
 M.No.135501
 Place : Mumbai
 Dated : 15th May,2023

For and on behalf of Board of Directors

Ujwal Lahoti
 Director
 DIN:00360785

Umesh Lahoti
 Director
 DIN:00361216

Rajesh Venket Bangera

Pragati P. Sawant



Hind Commerce Limited

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 st Mar, 2023

	As At 31-03-2023 Amt (Rs. In 000's)	As at 31-03-2022 Amt (Rs. In 000's)
Note 3		
NON-CURRENT TAX ASSETS (NET)		
Advance payment of income tax (net)	0.61	0.61
	0.61	0.61
Note 4		
OTHER NON-CURRENT ASSETS		
Deposit with Sales Tax Authorities	25.00	25.00
Other Deposit	1.21	1.21
Balance with Govt. Authorities	685.38	602.65
	711.59	628.86
Note 5		
CASH AND CASH EQUIVALENTS		
Cash on hand	8.71	8.71
Balance with Banks		
-in Current Accounts	1,908.15	1,448.37
	1,916.86	1,457.08
Note 6		
CURRENT LOANS		
Other loans & advances	2,503.36	2,503.36
Less: Provision for bad and doubtful loans	(2,503.36)	(1,500.00)
	-	1,003.36
Break-up		
Loans considered good - Unsecured		-
Loans which have significant increase in credit risk	2,503.36	2,503.36
Less: Provision for bad and doubtful loans	(2,503.36)	(1,500.00)
	-	1,003.36
Note 7		
OTHER FINANCIAL ASSETS		
Sundry Deposits	350.00	350.00
Advances against securities	2,400.00	-
	2,750.00	350.00
Deposit being interest free security deposit, for Office Premises, to a company in which some of the Directors are interested.		
Note 8		
OTHER CURRENT ASSETS		
Advance payment against Salary	15.00	20.00
	15.00	20.00



Hind Commerce Limited

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 st March , 2023

	As At	As at
	31-03-2023	31-03-2022
	Amt (Rs. In 000's)	Amt (Rs. In 000's)
Note 9		
EQUITY SHARE CAPITAL		
Authorised		
1,10,00,000 (P.Y. 1,10,00,000) Equity Shares of Rs. 10/- each	1,10,000.00	1,10,000.00
Issued, subscribed and paid-up capital		
3000,000 (P.Y. 3000,000) Equity Shares of Rs. 10/- each, fully paid-up	30,000.00	30,000.00
	30,000.00	30,000.00

- a. The number of shares and amount outstanding at the beginning and at the end of the reporting year is same.
b. The Company has only one class of equity shares having a par value of Rs.10/- per share. Each holder of equity share is entitled to same rights based on the number of shares held.
c. Shares in the Company held by Promoters and Shareholders each holding more than 5% of the Share Capital(other than promoters)

Details of Shares held by promoters at the end of the year

Name of Promoters	As on 31.03.2023		As on 31.03.2022		% Change During the year
	No. of Shares Held	Percentage of holding	No. of Shares Held	Percentage of holding	
Ujwal R Lahoti	4,25,100	14.17%	4,25,100	14.17%	-
Umesh R Lahoti	2,50,000	8.33%	2,50,000	8.33%	-
Jayashree U Lahoti	1,00,000	3.33%	1,00,000	3.33%	-
Manjushri Umesh Lahoti	1,00,000	3.33%	1,00,000	3.33%	-
R K Lahoti HUF	42,500	1.42%	42500	1.42%	-

Details of Shareholders each holding more than 5% of the Share Capital(Other than Promoters)

Name of Shareholders	As on 31.03.2023		As on 31.03.2022	
	No. of Shares Held	Percentage of holding	No. of Shares Held	Percentage of holding
Krishna Kripa Holding Pvt Ltd	5,12,500	17.08%	5,12,500	17.08%
Rashyap Impex Pvt Ltd	5,00,000	16.67%	5,00,000	16.67%
Ascent Leasing and Finance Company Limited	4,43,500	14.78%	4,43,500	14.78%
Ujwal R Lahoti	4,25,100	14.17%	4,25,100	14.17%
Umesh R Lahoti	2,50,000	8.33%	2,50,000	8.33%

Note 10

OTHER EQUITY

Refer Statement of Changes in Equity for detailed movement in Other Equity balance.

A. Summary of Other Equity balance

Securities Premium Account	1.00	1.00
Retained Earnings	95,272.60	94,315.88
*Items of Other Comprehensive Income		
- Fair value of Equity Instruments through OCI	20,097.69	21,946.21
*(Includes accumulated retained earnings of Rs. 36,15,441/- (Rs. 36,15,441/-) of investee company,converted into LLP)		
	1,15,371.29	1,16,263.10

B. Nature and purpose of reserves

- (a) **Securities Premium Account:** Securities premium account is used to record the premium on issue of shares. This account is utilised in accordance with the provisions of the Act.
(b) **Retained Earnings:** Retained earnings are the profits that the Company has earned till date, less any transfers to general reserve, dividends or other distributions paid to shareholders.
(c) **Equity Instruments through Other Comprehensive Income:** This represents the cumulative gains and losses

	As At	As at
	31-03-2023	31-03-2022
	Amt (Rs. In 000's)	Amt (Rs. In 000's)
Note 12		
OTHER CURRENT LIABILITIES		
Salaries, wages, bonus payable	64.43	58.69
Other Payables	212.81	138.51
Statutory dues	11.50	6.00
	288.74	203.20
Note 13		
CURRENT TAX LAIBILITIES (NET)		
Provision for Income Tax (net)	215.89	36.11
	215.89	36.11



Hind Commerce Limited

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 st March , 2023

	Year ended 31-03-2023 Amt(Rs. In 000's)	Year ended 31-03-2022 Amt(Rs. In 000's)
Note 14		
REVENUE FROM OPERATIONS		
Local Sales		
-Cotton Yarn	-	6,793.28
		6,793.28
Note 15		
OTHER INCOME		
Interest on Loan	-	0.34
Interest on Bond	1,541.40	-
Interest on SBI Bond	696.60	696.60
Dividend income	355.44	352.39
Net gain on Investments measured at fair value through profit or loss	804.54	2,236.55
Profit/(Loss) on sale of Investments	1,129.27	218.94
Sundry Balances w/back	-	1.28
Share of Profit from Partnership Firm	27.17	3,624.73
Interest on IT-refund	2.80	-
	4,557.21	7,130.84
Note 16		
COST OF MATERIALS CONSUMED		
Opening Stock	-	4,220.33
Purchases (Cotton Yarn)	-	503.95
Job Work Charges for Yarn Processing	-	66.96
	-	4,791.25
<u>Less: Closing Stock</u>		
- Inventory of Cotton Yarn	-	-
	-	4,791.25
	Year ended 31-03-2023 Amt(Rs. In 000's)	Year ended 31-03-2022 Amt(Rs. In 000's)
Note 17		
EMPLOYEE BENEFITS EXPENSE		
Salary, bonus etc.	957.38	756.94
	957.38	756.94
Note 18		
FINANCE COSTS		
Interest on deferment of income tax	22.41	29.81
Interest on GST and TDS	-	0.78
	22.41	30.59



Hind Commerce Limited

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 st March, 2023

	Year ended 31-03-2023 Amt(Rs. In 000's)	Year ended 31-03-2022 Amt(Rs. In 000's)
Note 19		
OTHER EXPENSES		
Publication charges	51.00	59.66
Bank Charges	25.71	30.96
Road Transport	-	5.50
Shipment Charges	35.90	-
Commission	-	31.73
Filing , Listing and Annual Custodial Fees	330.69	329.84
GST Expenses	6.28	41.25
Conveyance Expenses	7.80	3.90
Membership and Subscription Fees	26.00	6.00
Printing and Stationery	1.40	1.39
Auditors' Remuneration	-	-
- For Audit	50.00	50.00
- For Limited Review	20.00	10.00
Legal & Professional Fees	91.00	49.00
Profession Tax	2.50	-
Portfolio Management Fees	56.43	-
Software Service Charges	7.50	-
Securities Transaction Tax	-	0.35
POSTAGE & COURIER CHARGES	19.00	-
Provision for Bad Debts	1,003.36	-
	1,734.56	619.59



Hind Commerce Limited

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st March 2023

Note 20

FINANCIAL INSTRUMENTS

ACCOUNTING CLASSIFICATIONS AND FAIR VALUES

The Company uses the following hierarchy for determining and disclosing the fair value of financial instruments by valuation technique:

The categories used are as follows:

- Level 1: Quoted prices for identical instruments in an active market;
- Level 2: Directly or indirectly observable market inputs, other than Level 1 inputs; and
- Level 3: Inputs which are not based on observable market data.

The hierarchy gives the highest priority to quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and lowest priority to unobservable inputs (Level 3 measurements).

	Note	Carrying value /Fair value		Level
		As at 31st March, 2023 Amt (Rs. In 000's)	As at 31st March, 2022 Amt (Rs. In 000's)	
FINANCIAL ASSETS				
Financial assets measured at fair value				
Investments measured at				
i. Fair value through other comprehensive income	2	59,321.14	61,161.76	Quoted Equity Investment-Level 1; Unquoted Equity investment- Level-3
ii. Fair value through profit and loss	2	83,371.85	84,521.44	Level-1
Financial assets measured at amortised cost				
Investments	2	3,836.00	3,808.83	
Cash and cash equivalents	5	1,916.86	1,457.08	
Loans	6	-	1,003.36	
Security deposits	7	350.00	350.00	
		1,48,795.85	1,52,302.47	
FINANCIAL LIABILITIES				
Financial liabilities measured at carrying amount				
Other payables	1	288.74	203.20	
		288.74	203.20	

The Company has disclosed financial instruments such as cash and cash equivalents, trade receivables at carrying value because their carrying amounts are a reasonable approximation of the fair values due to their short-term nature.



Hind Commerce Limited

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST March 2023

Note 21 FINANCIAL RISK MANAGEMENT

The Company's activities expose it to market risk, liquidity risk and credit risk. The Company's Board of Directors has overall responsibility for the establishment and oversight of the Company's risk management framework. This note explains the sources of risk which the Company is exposed to and how the Company manages the risk and the related impact in the financial statements.

Market risk is the risk of loss of future earnings, fair values or future cash flows that may result from a change in the price of a financial instrument. The value of a financial instrument may change as a result of changes in the interest rates, foreign currency exchange rates, commodity prices, equity prices and other market changes that affect market risk sensitive instruments. Market risk is attributable to all market risk sensitive financial instruments, including investments and deposits, foreign currency receivables, payables and borrowings.

The Company's overall risk management focuses on the unpredictability of financial market and seeks to minimise potential adverse effects on the financial performance of the Company.

Foreign Exchange Risk:

Foreign exchange risk is the risk of impact related to fair value or future cash flows of an exposure in foreign currency, which fluctuate due to changes in foreign exchange rates. The Company's exposure to the risk of changes in foreign exchange rates relates to export of Cotton.

The Company regularly evaluates exchange rate exposure arising from foreign currency transactions. The Company follows the established risk management policies and standard operating procedures.

Interest Rate Risk:

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in prevailing market interest rates. The Company's exposure to the risk due to changes in interest rates is Nil.

Equity Price Risk:

The Company is exposed to equity price risks arising from equity investments. Equity investments are held for strategic rather than trading purposes. The Company does not actively trade in these investments.

Credit Risk:

Credit risk refers to risk that a counterparty will default on its contractual obligations resulting in financial loss to the Company. Credit risk arises primarily from financial assets such as trade receivables, investment in mutual funds, derivative financial instruments, other balances with banks, loans and other receivables.

The Company has adopted a policy of only dealing with counterparties that have sufficiently high credit rating. The Company's exposure and credit ratings of its counterparties are continuously monitored and the aggregate value of transactions is reasonably spread amongst the counterparties.

Credit risk arising from investment in mutual funds, derivative financial instruments and other balances with banks is limited and there is no collateral held against these because the counterparties are banks and recognised financial institutions with high credit ratings assigned by the international credit rating agencies.

Trade Receivables & Loans

The Company has credit evaluation policy for each customer and, based on the evaluation, credit limit of each customer is defined. Wherever the Company assesses the credit risk as high, the exposure is backed by either bank, guarantee/letter of credit or security deposits. There are no Trade Receivables passed due date and impaired as at 31 March 2023. Financial assets related to loans where there is significant credit risk the provision has been made using the provision matrix. Loans passed due date and impaired are Rs. 25,03,318/- and provision on same is Rs. (25,03,318/-).

The provision rates are based on days past due; and the calculation reflects the probability weighted outcome, the time value of money and reasonable and supportable information that is available at the reporting date about past events, current conditions and forecasts of future economic conditions.



Hind Commerce Limited

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST March 2023

Liquidity Risk:

Liquidity risk is defined as the risk that the Company will not be able to settle or meet its obligations on time or at reasonable price. Prudent liquidity risk management implies maintaining sufficient cash and marketable securities and the availability of funding through an adequate amount of credit facilities to meet obligations when due. The Company's finance team is responsible for managing liquidity, funding as well as settlement management. In addition, processes and policies related to such risks are overseen by senior management. Management monitors the Company's liquidity position through rolling forecasts on the basis of expected cash flows.

Regulatory Risk:

The Company is exposed to risk attached to various statutes, laws and regulations including the Competition Act. The Company is mitigating these risks through regular review of legal compliances carried out through internal scrutiny as well as external compliance audits.

Capital Risk Management:

For the purpose of the Company's capital management, capital includes issued equity capital, share premium and all other equity reserves attributable to the equity holders. The primary objective of the Company's capital management policy is to ensure that all times, it remains going concern and safeguard interest of its shareholders and stakeholders.

Commodity Price Risks:

The Company is exposed to the risk of price fluctuations of goods. The Company proactively manages these risks through forward booking, inventory management and proactive vendor development practices. The Company's reputation for quality, product differentiation and service, with a robust marketing network mitigates the impact of price risk on finished goods.



Hind Commerce Limited

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2023

Note- 22 Segment Reporting

The Company is dealing in textiles and all the activities of the Company revolve around this activity. As such there are no reportable segment as defined by Ind AS 108 on Operating Segment issued by the Institute of Chartered Accountants of India.

Note-23 Related Party Disclosures

i. List of Related Parties with whom transaction have taken place & Relationship.

Name of the Related Party	Relationship
a. Ujwal Lahoti	Key Manegerial Person (Director)
b. Umesh Lahoti	Key Manegerial Person (Director)
c. Sanjay Soni	Key Manegerial Person (Director)
d. Rajesh Bangera	Key Manegerial Person (CFO)
e. Pragati Sawant	Key Manegerial Person (CS)
f. P.S. Ware Information Pvt. Ltd.	Enterprise over which Key Management Personnel are able to exercise significant influence

ii. Transaction with Related Parties during the year :-

	2022-23 Amt(Rs. In 000's)	2021-22 Amt(Rs. In 000's)
a. Key Manegerial Person		
Loan advanced received back	15.00	
Salary, Bonus, etc	957.38	406.80

iii. Balance outstanding at the year end is as under :

	As At 31.03.2023 Amt(Rs. In 000's)	As At 31.03.2022 Amt(Rs. In 000's)
a. Key Manegerial Person		
Short-term Loan	15.00	-
Salary & Bonus Payable	64.43	30.17
b. Enterprises over which Key Management personnel are able to exercise significant influence :		
Deposits Given	350.00	350.00

Note-24 Earnings Per Share (EPS)

	202-23 Amt (Rs. In 000's)	2021-22 Amt (Rs. In 000's)
i) Weighted Average Number of Equity Shares outstanding during the year	3000000	3000000
ii) Net Profit after tax available for Equity Shareholders (Rs. In 000's)	956.72	6,806.31
iii) Basic and Diluted Earnings Per Share	0.32	2.27
iv) Nominal Value Per Share (Rs.)	10/-	10/-

The Company does not have any outstanding dilutive potential equity shares.

HIND COMMERCE LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2023

Note- 25 Analytical Ratio

Sr.No	Ratios	Numerator	Denominator	31.3.2023	31.03.2022	% Change	Reason for Variance
1	Current Ratio	Current Assets	Current Liabilities	9.28	11.83	(21.56)	The ratio has decreased due to decrease in companys ability to meet the current obligations.
2	Debt-Equity Ratio	Total Debt	Shareholder's Equity	NA	NA	NA	The Ratio is not applicable, hence not commented upon.
3	Debt Service Coverage Ratio	Earning for Debt Service= Net Profit after Tax + Non cash	Debt Service= Interest & Lease Payments +Principal	NA	NA	NA	The Ratio is not applicable, hence not commented upon.
4	Return on Equity Ratio	Net Profit after Tax - Preference Dividend	Average Shareholder's Equity	0.01	0.05	(86.82)	The ratio has decreased due to decrease in profit.
5	Inventory turnover ratio	Cost of Goods Sold	Average Inventory	NA	NA	NA	The Ratio is not applicable, hence not commented upon.
6	Trade Receivables turnover ratio	Net Credit Sales= Gross Credit Sales Return	Average Trade Receivables	NA	NA	NA	The Ratio is not applicable, hence not commented upon.
7	Trade payables turnover ratio	Net Credit Purchases= Gross Credit Purchase	Average Trade Payables	NA	NA	NA	The Ratio is not applicable, hence not commented upon.
8	Net capital turnover ratio	Net Sales= Total sales - sales return	Working Capital = Current assets - Current liabilities	-	2.62	(100.00)	In current year since there is no sales the ratio is not applicable in current year.
9	Net profit ratio	Net Profit	Net Sales = Total sales - sales return	-	1.00	(100.00)	In current year since there is no sales the ratio is not applicable in current year.
10	Return on Capital employed	Earnings before interest and taxes	Capital Employed = tangible net worth + total debt + deferred tax	0.01	0.05	(76.00)	The ratio has decreased due to decrease in profit.
11	Return on investment	Interest(Finance Income)	Investment	0.04	0.07	(0.51)	income on investment not increased as compared to value of investment decreased from last year

Note-26 The other disclosure requirement under Part I and Part II in Division I of Schedule III to the Companies Act, 2013 (as amended) is either NIL or not Applicable

Note-27 Previous year figures

Previous Year's figures have been regrouped/reclassified, wherever necessary, to correspond with the current year's classification/disclosures.

As per our report of even date

For and on behalf of Board of Directors

For SIGMAC & CO
CHARTERED ACCOUNTANTS
(Firm Reg. No.116351W)

Rahul sarda
Partner

Ujwal Lahoti
Director
DIN:00360785

Umesh Lahoti
Director
DIN:00361216

M.No.135501

Place : Mumbai
Date : 15th May,2023

Rajesh Venket Bangera
Chief Financial Officer

Pragati P. Sawant
Company Secretary



Hind Commerce Limited

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st March, 2023

Note 11

INCOME TAXES

A. The major components of income tax expense for the year are as under

	Year ended 31st March, 2023 Amt (Rs. In 000's)	Year ended 31st March, 2022 Amt (Rs. In 000's)
I. Income Tax Expenses recognised in the Statement of Profit and Loss		
Current tax		
In respect of Current year	1,150.07	356.54
In respect of Earlier year	146.37	-
Deferred tax		
In respect of current year	(410.30)	562.91
Income Tax Expenses recognised in the Statement of Profit and Loss	886.14	919.45
II. Tax on Other Comprehensive Income		
Deferred tax		
On net fair value gain/(loss) on investments in equity instruments through OCI	(7.90)	(528.67)
	(7.90)	(528.67)

B. RECONCILIATION OF EFFECTIVE TAX RATE

The reconciliation between the statutory income tax rate applicable to the Company and the effective income tax rate of the Company is as follows :

	Year ended 31st March, 2023	Year ended 31st March, 2022
Statutory income tax rate	25.17%	25.17%
Profit before tax	1,842.86	7,725.76
Income tax as per above rate	463.81	1,944.42
Adjustments:		
Expenses not deductible for tax purposes	277.17	7.50
Tax effect due to exempt income	(6.8)	(1,087.6)
Tax Rate difference paid on book profits, Capital Gain	415.92	51.36
Tax effect due to set-off of capital loss	-	-
Effect of Investment measured at FVTPL	(410.30)	3.75
Income tax as per statement of profit and loss	739.77	919.45
Adjustments in respect of current income tax of previous year	146.37	-
Income tax as per statement of profit and loss	886.14	919.45

The major components of deferred tax (liabilities)/assets arising on account of timing differences are as follows:

As at 31st March, 2023

Particulars	Balance Sheet 01.04.2022 Amt(Rs.In 000's)	Profit and Loss Amt(Rs.In 000's)	OCI Amt(Rs. In 000's)	Balance Sheet 31.03.23 Amt(Rs. In 000's)
Difference in carrying value and tax base of investments measured at FVTPL	(565.82)	410.30	-	(155.52)
Difference in carrying value and tax base of investments measured at Fair Value in OCI	(5,883.71)	-	(7.90)	(5,891.62)
Deferred Tax (Charge)/Credit		410.30	(7.90)	
Deferred Tax (Liabilities)/Assets	(6,449.54)			(6,047.14)

The major components of deferred tax (liabilities)/assets arising on account of timing differences are as follows:

As at 31st March, 2022

Particulars	Balance Sheet 01.04.2021 Amt(Rs.in 000's)	Profit and Loss Amt(Rs. in 000's)	OCI Amt(Rs. in 000's)	Balance Sheet 31.03.2022 Amt(Rs. in 000's)
Difference in carrying value and tax base of investments measured at FVTPL	(2.91)	(562.91)	-	(565.82)
Difference in carrying value and tax base of investments measured at Fair Value in OCI	(5,355.04)	-	(528.67)	(5,883.71)
Deferred Tax (Charge)/Credit		(562.91)	(528.67)	
Deferred Tax (Liabilities)/Assets	(5,357.96)			(6,449.54)