

Ref: MSSSL/024/2024-2025

September 02, 2024

The Secretary,
Bombay Stock Exchange Limited
P J Towers, 25th Floor, Dalal Street,
Mumbai- 400001

Ref No: **Our Company Code: 509760**

Dear Sir/Madam,

Sub: Notice of the 85th Annual General Meeting and Annual Report for the FY 2023-24.

This is to inform that the Company has scheduled the 85th Annual General Meeting ("AGM") of the Company on **Friday, September 27, 2024 at 11.30 a.m. (IST) through Video Conferencing ('VC') / Other Audio Video Means ('OAVM')** in accordance with the relevant circulars issued by the Ministry of Corporate Affairs ("MCA") and Securities and Exchange Board of India ("SEBI"). In this regard, please find enclosed herewith the Notice of 85th Annual General Meeting and Annual Report for financial year 2023-24.

Please note that the electronic copy of the Notice of the 85th AGM and the Annual Report for the financial year 2023-24 are being sent by an email to those Members whose email addresses are registered with the Company's RTA/Depositories. The requirements of sending physical copy of the Notice of the AGM and Annual Report to the Members have been dispensed with vide relevant MCA Circulars and SEBI Circulars.

The Notice of the 85th AGM and the Annual Report for the financial year 2023-24 are also being uploaded on the website of the Company at www.modernshares.com and on the website of Link Intime at <https://instavote.linkintime.co.in>.

The Register of Members and the Share Transfer Books of the Company shall remain closed from **Friday, September 20, 2024 to Friday, September 27, 2024 (both days inclusive)** for the purpose of the Annual General Meeting and to update the Register of Members. Further, the Company has fixed **Friday, September 20, 2024** as the **cut-off date** to determine the eligibility of the Members to cast their vote by electronic means and e-voting on the resolutions as stated in the Notice of the 85th AGM.

Kindly take the same on record.

Yours faithfully,

For **MODERN SHARES AND STOCKBROKERS LIMITED**



Anil Sugno Manghnani
DIN: 00012806
Whole-time Director

Encl: as above

*Creating
wealth
through
Equity*

Modern
Shares And
Stockbrokers
Limited

ANNUAL REPORT & ACCOUNTS
2023 - 2024

Board of Directors

Mr. Ashok T. Kukreja - (DIN. 00463526)
Chairperson & Non-executive Director (Independent)

Mr. Ghansham Shewakramani - (DIN. 00413343)
Non-executive Director

Mr. Anil S. Manghnani - (DIN. 00012806)
Whole Time Director

Mr. Pankaj R. Ved - (DIN. 00207079)
Non-executive Director (Independent)

Mrs. Roshan Advani Patheria - (DIN. 00651144)
Non-executive Director

Mr. Narendra H. Advani - (DIN. 03351909)
Non-executive Director

Mr. Ramesh R. Narang - (DIN. 10665682)
Additional Non-executive Director (Independent)
wef. 08th August, 2024

Mr. R. N. Shenvi
CFO

Mrs. Vibha Axit Gandhi
Company Secretary & Compliance Officer

Auditors :
B D G & Co LLP
(Formerly known as B D G & Associates)
Chartered Accountants

Registered Office :
Wankhede Stadium, North Stand,
Staircase No.13, 'D' Road,
Churchgate, Mumbai - 400 020.
CIN : L45200MH1939PLC002958
Website : www.modernshares.com
TEL : (022) 6825 2400 (10 Lines)
EMAIL: modernshare@hotmail.com

Registrar and Share Transfer Agent :
LINK INTIME INDIA PRIVATE LIMITED
C-101, 247 Park, L.B.S. Marg,
Vikhroli (West), Mumbai 400083.

Bankers

Axis Bank Limited

Audit Committee

Mr. Ashok T. Kukreja (Chairperson)
Mr. Pankaj R. Ved
Mr. Anil S. Manghnani

Nomination & Remuneration Committee

Mr. Ashok T. Kukreja (Chairperson)
Mr. Pankaj R. Ved
Mrs. Roshan Advani Patheria

Stake Holder & Grievance Committee

Mr. Ashok T. Kukreja (Chairperson)
Mr. Pankaj R. Ved
Mr. Ghansham Shewakramani

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NOTICE

NOTICE is hereby given that the **Eighty-Fifth** Annual General Meeting of the Members of **Modern Shares and Stockbrokers Limited (CIN: L45200MH1939PLC002958)** will be held on **Friday, September 27, 2024 at 11.30 a.m.** (IST) through Video Conference ("VC") / Other Audio Visual Means ("OAVM") ("hereinafter referred to as "electronic mode") to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements and Cash Flow Statement of the Company for the financial year ended March 31, 2024 together with the report of the Board of Directors and the Auditors thereon.
2. To appoint a director in place of Mr. Ghansham Shewakramani (DIN: 00413343), who retires by rotation and being eligible offers himself for re-appointment.

SPECIAL BUSINESS:

3. **To re-appoint Mr. Anil Sugno Manghnani (DIN: 00012806) as Whole-time Director of the Company for a further period of 5 (five) years.**

To consider and, if thought fit, to pass, with or without modification(s) the following as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013, the consent of the Company, be and is hereby accorded for the reappointment of Mr. Anil Sugno Manghnani (DIN: 00012806) as Whole-time Director of the Company for a period of 5 (five) years effective from 1st July, 2024 to 30th June, 2029 who was re-appointed as a Whole-time Director with effect from 1st July, 2019 and whose five years term expires on 30th June, 2024 and who has given his consent for his reappointment and is eligible for re-appointment and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his re-appointment and whose re-appointment has been recommended

by the Nomination and Remuneration Committee and by the Board of Directors for the office on the following terms and conditions of appointment and remuneration as contained in the draft agreement, a copy whereof duly initialed by the Chairman for the purpose of identification is placed before the meeting, and the Board of Directors be and are hereby authorised to alter and vary such terms of appointment and remuneration so as to not exceed the limits specified in Schedule V to the Companies Act, 2013 as may be agreed to by the Board of Directors and the Whole-time Director."

1. Salary: Rs. 1,00,000/- per month

2. Perquisites:

- a) All perquisites, the amount of which shall in aggregate not exceed one month salary in every year.
- b) Provident Fund, Superannuation, Leave Encashment and Gratuity as specified at Section IV (1) of Part II of Schedule V of the Act shall not be included in the computation of the ceiling on the remuneration specified in Section II & Section III of Part II of Schedule V of the Act.
- c) **Medical Facility:** For self and family in accordance with the Company's policy but subject to a ceiling of one month's salary for every year and aggregate of three months' salary in a block of three years.
- d) **Leave Travel Concession:** For self and family once a year, payable in accordance with the rules of the Company.
- e) **Car:** Provision of Car for use on Company's Business. Use of Car for private purpose shall be billed by the Company.
- f) **Telephone:** Telephone at residence, personal long-distance calls shall be billed by the Company.

3. **Commission:** Anil Manghnani shall be entitled for a Commission at 2% of net profits of the Company as calculated and prescribed by the Act.

FURTHER RESOLVED THAT he shall be entitled to increments at the desecration of the Board of Directors AND THAT remuneration as per item (1) & (2) above as agreed by the Board

of Directors of the Company shall be paid to Mr. Anil Sugno Manghnani (DIN: 00012806) as Minimum Remuneration notwithstanding that in any financial year during the terms of his office the company has made no profit or the profits are inadequate.'

FURTHER RESOLVED THAT the Board of Directors be and are hereby authorized to add, amend, alter, modify such terms and conditions of appointment and remuneration so as to not exceed the limits specified in Schedule V of the Companies Act, 2013 as may be agreed by the Board of Directors during his term of office.

4. **To appoint Mr. Ramesh Ramchand Narang (DIN: 10665682) as Non-executive Independent Director of the Company for a period of 5 (five) years.**

To consider and, if thought fit, to pass, with or without modification(s) the following as a **Special Resolution**:

RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 161, Schedule IV and other applicable provisions of the Companies Act, 2013 ("the Act") read with the Rules framed thereunder, and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("the LODR Regulations") [including any statutory modification(s) or re-enactment(s) thereof, for the time being in force], and Articles of Association of the Company, approval and recommendation of the Nomination and Remuneration Committee and that of the Board, Ramesh Ramchand Narang (DIN: 10665682), who was appointed as an Additional Director in the capacity of an Independent Director

with effect from August 08, 2024, who meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the LODR Regulations and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act, be and is hereby appointed as an Independent Director of the Company for a period of 5 (Five) years till August 07, 2029, and that he shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers to any committee of directors with power to further delegate to any other Officer(s) / Authorized Representative(s) of the Company to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.

**By Order of the Board of Directors
For Modern Shares and Stockbrokers Limited**

Sd/-
Vibha Axit Gandhi
Company Secretary & Compliance Officer
M.No. A40143
ECSIN: EA040143A000047843

Mumbai, dated August 08, 2024

Registered Office:

Wankhede Stadium, North Stand,
Staircase No. 13, 'D' Road, Churchgate,
Mumbai - 400020

CIN: L45200MH1939PLC002958

Website: www.modernshares.com

NOTES:

- 1) Pursuant to the Circulars No. 14/2020 dated April 8, 2020, No. 17/2020 dated April 13, 2020, No. 20/2020 dated May 20, 2020, No. 22/2020 dated June 15, 2020, No. 33/2020 dated September 28, 2020, No. 39/2020 dated December 31, 2020, No. 02/2021 dated January 13, 2021, No.10/2021 dated June 23, 2021, No. 20/2021 dated December 8, 2021, No. 21/2021 dated December 14, 2021, No. 3/2022 dated May 5, 2022, No. 10/2022 and 11/2022 dated December 28, 2022 respectively and General Circular No. 9/2023 dated September 25, 2023 and other applicable circulars, (hereinafter, collectively referred as the "MCA Circulars"), the Ministry of Corporate Affairs ("MCA") has permitted companies to conduct their annual general meetings through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM"), without the physical presence of the Members at a common venue.
- 2) Further, Securities and Exchange Board of India (SEBI), vide its Circular dated October 07, 2023 read with Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 and other applicable circulars issued in this regard, have provided relaxations from compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations).
- 3) In compliance with the provisions of the Companies Act, 2013 ("the Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and MCA Circulars, the Eighty Fifth Annual General Meeting ("Meeting" or "AGM") of the Company is being held through VC / OAVM on **Friday, September 27, 2024 at 11.30 a.m.** (IST). The proceedings of the AGM deemed to be conducted at the Registered Office of the Company situated at Wankhede Stadium, North Stand, L and M Wings, D Road, Churchgate, Mumbai - 400020.
- 4) The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") setting out material facts concerning the business under Item Nos. 3 and 4 of the Notice, is annexed hereto. Further, the relevant details with respect to Item Nos. 2 pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director seeking re-appointment at this AGM are also annexed.
- 5) Pursuant to the provisions of the Companies Act, 2013, a Member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the Annual General Meeting and hence the Proxy Form, Attendance Slip and Route Map of Annual General Meeting are not annexed to the Notice.
- 6) Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Regulation 44 of the SEBI Listing Regulations, revised Secretarial Standards on General Meeting (SS-2) issued by the Institute of Company Secretaries of India and MCA Circulars, the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM and facility for those Members participating in the AGM to cast vote through e-Voting system during the AGM. For this purpose, the Company has entered into an agreement with Link Intime India Private Limited ("LIPL") for facilitating voting through electronic means, as the authorized agency. LIPL will be providing facility for voting through remote e-Voting, for participation in the Eighty Fifth AGM through VC/ OAVM facility and e-Voting during the Eighty Fifth AGM. The instructions and other information relating to e-Voting are given in the Notice under Note No 29.
- 7) Institutional/Corporate Shareholders (i.e. other than individuals/HUF, NRI, etc) are required to send a scanned copy (PDF/JPEG Format) of its Board Resolution or governing body Resolution/ Authorisation etc., authorising its representative to attend the Annual General Meeting through VC/

OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through their registered email address to agjani@gmail.com with copies marked to the Company at compliance@modernshares.com and to its RTA at rnt.helpdesk@linkintime.co.in.

- 8) The Register of Members and Share Transfer Books of the Company shall remain closed from **Friday, September 20, 2024 to Friday, September 27, 2024 (both days inclusive)** for updating of members register.
- 9) Members are required to send all the communication relating to shares to the Company's **Registrar and Transfer Agents-Link Intime India Pvt. Ltd, C-101, 247, Park, L B S Marg, Vikhroli - (W), Mumbai-400083**. Members holding the shares in electronic mode should address all the correspondence to their respective Depository Participants (DPs).
- 10) SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023 has made it mandatory for shareholders holding shares in physical form to furnish PAN, KYC (i.e., postal address with pin code, email address, mobile number, bank account details, specimen signature, Demat account details) and their nominee details to the RTA of the Company. Further details and relevant forms to update the above-mentioned are available on the Company's website at www.modernshares.com. Members holding shares in Demat may contact their Depository Participant to update their email address, nominee and bank account details.
- 11) Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the listed companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR – 4, the format of which is available on the Company's website at www.modernshares.com and on the website of the Company's Registrar and Transfer Agents, Link Intime India Private Limited ("LIPL") at www.linkintime.co.in. It may be noted that any service request can be processed only after the folio is KYC Compliant.
- 12) SEBI vide its notification dated January 24, 2022 has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialization, Members are advised to dematerialise the shares held by them in physical form. Members can contact the Company or Link Intime India Private Limited, for assistance in this regard.
- 13) As per the provisions of Section 72 of the Act and SEBI Circular, the facility for making Nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a Member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/ she may submit the same in Form ISR - 3 or SH-14 as the case may be. The said forms can be downloaded from the Company's website www.modernshares.com. Members are requested to submit the said details to their DP in case the shares are held by them in dematerialized form and to Company in case the shares are held in physical form.
- 14) Members holding shares in physical form, in identical order of names, in more than one Folio is requested to send to the Company or Link Intime India Private Limited, the details of such folios together with the share certificates along with the requisite KYC Documents for consolidating their holdings in one folio. Requests for consolidation of share certificates shall be processed in dematerialized form.
- 15) SEBI vide Circular Nos. SEBI/HO/OIAE/OIAE_IAD-1/P/ CIR/2023/131 dated July 31, 2023, and SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/135

dated August 4, 2023, read with Master Circular No. SEBI/HO/ OIAE/OIAE_IAD-1/P/ CIR/2023/145 dated July 31, 2023 (updated as on August 11, 2023), has established a common Online Dispute Resolution Portal (“ODR Portal”) for resolution of disputes arising in the Indian Securities Market.

Pursuant to above-mentioned circulars, post exhausting the option to resolve their grievances with the RTA/ Company directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal (<https://smartodr.in/login>) and the same can also be accessed through the Company’s website www.modernshares.com.

- 16) The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to the Depository Participants with whom they maintain their demat accounts. Members holding shares in physical form should submit their PAN to the Company or to the Registrar and Share Transfer Agents of the Company.
- 17) Members holding shares in single name and in physical form are advised to make a nomination in respect of their shareholding in the company and those Members who hold shares singly in dematerialized form are advised to make a nomination through their Depository Participants. The nomination form can be downloaded from the Company’s website www.modernshares.com.
- 18) Members desirous of obtaining any information concerning the accounts and operations of the Company are requested to send their queries at an early date so as to enable the Management to keep the information ready at the Meeting. Members are requested to send their queries, if any, at least 7 days in advance of the meeting so that the information can be made available at the meeting.
- 19) To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned DP and holdings should be verified.
- 20) Pursuant to the provisions of Section 125(6) of the Companies Act, 2013, (Section 205C of the Companies Act, 1956) any money transferred to the Unpaid Dividend Account of the Company and the equity shares on which the dividend remains unpaid or unclaimed for a continuous period of seven (7) years from the date they become due for payment, shall be transferred by the Company to the Investor Education and Protection Fund (IEPF) Authority constituted by the Central Government.
- 21) Those members who have so far not encashed their Final Dividend for the years March 31, 2017 and March 31, 2018 are requested to approach the Registrars and Share Transfer Agents of the Company for payment.
- 22) The Company has transferred all Dividends and Equity shares on which the Dividends up to financial year ended March 31, 2016 remained unpaid/ unclaimed for a continuous period of seven (7) years from the date it became first due for payment to the Investor Education and Protection Fund (IEPF) Authority constituted by the Central Government and the same can be claimed from the IEPF Authority by following the prescribed procedures as laid down in the IEPF Authority (Accounting, Audit, Transfer and Refund) Rules, 2017 as amended, in respect of individual amount(s) and Equity shares so credited to the IEPF.
- 23) Pursuant to provisions of the Companies Act, 2013, final dividend and equity shares on which dividend were not encashed for the financial year ended March 31, 2017 and dividends declared thereafter, which remain unclaimed for continuous period of seven (7) years shall be transferred by the Company to the Investor Education and Protection Fund (IEPF) Authority pursuant to Section 125 of the Companies Act, 2013 (Section 205C of the Companies Act, 1956).

- 24) Information in respect of such unclaimed dividends due for transfer to the said fund is given below:

Financial Year Ended Dividend	Date of Declaration Dividend	Last Date for Claiming Unclaimed Dividend	Due Date for Transfer to IEPF
2016-17	28-Jul-17	27-Jul-24	27-Aug-24
2017-18	02-Aug-18	01-Aug-25	01-Sep-25
2018-19	NA	NA	NA
2019-20	NA	NA	NA
2020-21	NA	NA	NA
2021-22	NA	NA	NA
2022-23	NA	NA	NA

- 25) Pursuant to the provisions of Investor Education and Protection Fund (Uploading of information regarding unpaid and unclaimed amount lying with companies) Rules, 2012, the Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on 15th September, 2023 (date of last Annual General Meeting) on the website of the Company (www.modernshares.com), an also on the Ministry of Corporate Affairs website.

26) Registration of email ID and Bank Account details:

In case the shareholder's email ID is already registered with the Company/its Registrar & Share Transfer Agent "RTA"/Depositories, log in details for e-voting are being sent on the registered email address.

In case the shareholder has not registered his/her/their email addresses with the Company/its RTA/Depositories and or not updated the Bank Account mandate for receipt of dividend, the following instructions to be followed:

- (i) Kindly log in to the website of our RTA, Link Intime India Private Ltd., www.linkintime.co.in under Investor Services > Email/Bank detail Registration - fill in the details and upload the required documents and submit. **OR**

(ii) In the case of Shares held in Demat mode:

The shareholder may please contact the Depository Participant ("DP") and register the email address and bank account details in the demat account as per the process followed and advised by the DP.

- 27) The Notice of the Annual General Meeting along with the Annual Report for the financial year 2023-24 is being sent only by electronic mode to those Members whose email addresses are registered with the Company/Depositories in accordance with the MCA Circulars and circular issued by SEBI. Members may note that the Notice of Annual General Meeting and Annual Report for the financial year 2023-24 will also be available on the Company's website www.modernshares.com; website of the Stock Exchange BSE Limited at www.bseindia.com respectively. Members can attend and participate in the Annual General Meeting through VC/OAVM facility only.

- 28) Members attending the meeting through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

29) Remote e-Voting Instructions for shareholders post change in the Login mechanism for Individual shareholders holding securities in demat mode, pursuant to SEBI circular dated December 9, 2020:

As per the SEBI circular dated December 9, 2020, individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts.

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

INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN DEMAT MODE WITH NSDL:

METHOD 1 - If registered with NSDL IDeAS facility

Users who have registered for NSDL IDeAS facility:

- (a) Visit URL: <https://eservices.nsdl.com> and click on “Beneficial Owner” icon under “Login”.
- (b) Enter user id and password. Post successful authentication, click on “Access to e-voting”
- (c) Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

OR

User not registered for IDeAS facility:

- (a) To register, visit URL: <https://eservices.nsdl.com> and select “Register Online for IDeAS Portal” or click on <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
- (b) Proceed with updating the required fields.
- (c) Post registration, user will be provided with Login ID and password.
- (d) After successful login, click on “Access to e-voting”.
- (e) Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - BY DIRECTLY VISITING THE E-VOTING WEBSITE OF NSDL:

- (a) Visit URL: <https://www.evoting.nsdl.com/>
- (b) Click on the “Login” tab available under ‘Shareholder/Member’ section.
- (c) Enter User ID (i.e., your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.
- (d) Post successful authentication, you will be re-directed to NSDL depository website wherein you can see “Access to e-voting”.
- (e) Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name”

and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN DEMAT MODE WITH CDSL:

METHOD 1 – From Easi/Easiest

Users who have registered/ opted for Easi/Easiest

- (a) Visit URL: <https://web.cdslindia.com/myeasitoken/Home/Login> or www.cdslindia.com
- (b) Click on New System Myeasi
- (c) Login with user id and password
- (d) After successful login, user will be able to see e-voting menu. The menu will have links of e-voting service providers i.e., LINKINTIME, for voting during the remote e-voting period.
- (e) Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

OR

Users not registered for Easi/Easiest

- (a) To register, visit URL: <https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration>/<https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration>
- (b) Proceed with updating the required fields.
- (c) Post registration, user will be provided Login ID and password.
- (d) After successful login, user able to see e-voting menu.
- (e) Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - BY DIRECTLY VISITING THE E-VOTING WEBSITE OF CDSL.

- (a) Visit URL: <https://www.cdslindia.com/>
- (b) Go to e-voting tab.
- (c) Enter Demat Account Number (BO ID) and PAN No. and click on "Submit".
- (d) System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account
- (e) After successful authentication, click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN DEMAT MODE WITH DEPOSITORY PARTICIPANT:

Individual shareholders can also login using the login credentials of your demat account through your depository participant registered with NSDL/CDSL for e-voting facility.

- (a) Login to DP website
- (b) After Successful login, members shall navigate through "e-voting" tab under Stocks option.
- (c) Click on e-voting option, members will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting menu.
- (d) After successful authentication, click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

Login method for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode is given below:

Individual Shareholders of the company, holding shares in physical form / Non-Individual

Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for e-Voting facility of Link Intime as under:

1. Visit URL: <https://instavote.linkintime.co.in>
2. Click on "Sign Up" under 'SHARE HOLDER' tab and register with your following details: -

A. User ID:

Shareholders holding shares in physical form shall provide Event No + Folio Number registered with the Company. Shareholders holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID; Shareholders holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.

B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

C. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)

D. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

**Shareholders holding shares in physical form but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above*

**Shareholders holding shares in NSDL form, shall provide 'D' above*

- ▶ Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter).
- ▶ Click "confirm" (Your password is now generated).

3. Click on 'Login' under '**SHARE HOLDER**' tab.
4. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on '**Submit**'.

Cast your vote electronically:

1. After successful login, you will be able to see the notification for e-voting. Select '**View**' icon.
2. E-voting page will appear.
3. Refer the Resolution description and cast your vote by selecting your desired option '**Favour / Against**' (If you wish to view the entire Resolution details, click on the '**View Resolution**' file link).
4. After selecting the desired option i.e. Favour / Against, click on '**Submit**'. A confirmation box will be displayed. If you wish to confirm your vote, click on '**Yes**', else to change your vote, click on 'No' and accordingly modify your vote.

Guidelines for Institutional shareholders ("Corporate Body/ Custodian/Mutual Fund"):

STEP 1- Registration

- (a) Visit URL: <https://instavote.linkintime.co.in>
- (b) Click on Sign up under "Corporate Body/ Custodian/Mutual Fund"
- (c) Fill up your entity details and submit the form.
- (d) A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to insta.vote@linkintime.co.in.
- (e) Thereafter, Login credentials (User ID; Organisation ID; Password) will be sent to Primary contact person's email ID.
- (f) While first login, entity will be directed to change the password and login process is completed.

STEP 2 –Investor Mapping

- (a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- (b) Click on "Investor Mapping" tab under the Menu Section
- (c) Map the Investor with the following details:
 - a. 'Investor ID' -
 - i. *Members holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678*
 - ii. *Members holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.*
 - b. 'Investor's Name' - Enter full name of the entity.
 - c. 'Investor PAN' - Enter your 10-digit PAN issued by Income Tax Department.
 - d. 'Power of Attorney' - Attach Board resolution or Power of Attorney. File Name for the Board resolution/Power of Attorney shall be – DP ID and Client ID. Further, Custodians and Mutual Funds shall also upload specimen signature card.
- (d) Click on Submit button and investor will be mapped now.
- (e) The same can be viewed under the "Report Section".

STEP 3 – Voting through remote e-voting.

The corporate shareholder can vote by two methods, once remote e-voting is activated:

METHOD 1 - VOTES ENTRY

Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.

Click on 'Votes Entry' tab under the Menu section.

Enter Event No. for which you want to cast vote. Event No. will be available on the home page of Instavote before the start of remote evoting.

Enter '16-digit Demat Account No.' for which you want to cast vote.

Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the '**View Resolution**' file link).

After selecting the desired option i.e., Favour / Against, click on 'Submit'.

A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote. (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

OR

VOTES UPLOAD:

Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.

You will be able to see the notification for e-voting in inbox.

- a) Select '**View**' icon for '**Company's Name / Event number**'. E-voting page will appear.
- b) Download sample vote file from 'Download Sample Vote File' option.
- c) Cast your vote by selecting your desired option 'Favour / Against' in excel and upload the same under 'Upload Vote File' option.
- d) Click on 'Submit'. 'Data uploaded successfully' message will be displayed. (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

Helpdesk:

Helpdesk for Individual shareholders holding securities in physical form/ Non- Individual Shareholders holding securities in demat mode:

Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at enotices@linkintime.co.in or contact on: - Tel: 022 – 4918 6000.

Helpdesk for Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk 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 : 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

Forgot Password:

Individual shareholders holding securities in physical form has forgotten the password:

If an Individual shareholders holding securities in physical form has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

- Click on '**Login**' under '**SHARE HOLDER**' tab and further Click '**forgot password?**'
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".

In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/ her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain a minimum of 8 characters, at least one special character (@!#\$%&), at least one numeral, at least one alphabet and at least one capital letter.*

User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company

User ID for Shareholders holding shares in NSDL demat account is 8 Character DP ID followed by 8 Digit Client ID

User ID for Shareholders holding shares in CDSL demat account is 16 Digit Beneficiary ID.

Institutional shareholders (“Corporate Body/Custodian/Mutual Fund”) has forgotten the password:

If a Non-Individual Shareholders holding securities in demat mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

- Click on ‘Login’ under ‘Corporate Body/Custodian/Mutual Fund’ tab and further Click ‘forgot password?’
- Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA). Click on “SUBMIT”.

In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain a minimum of 8 characters, at least one special character (@!#\$%&), at least one numeral, at least one alphabet and at least one capital letter.*

Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:

Shareholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular “Event”.

InstaVote Support Desk

Link Intime India Private Limited

30) INSTRUCTIONS FOR SHAREHOLDERS/ MEMBERS TO ATTEND THE ANNUAL GENERAL MEETING THROUGH INSTAMEET:

Instructions for Shareholders/Members to attend the Annual General Meeting through *InstaMeet* (VC/OAVM) are as under:

- 1) Shareholders/Members are entitled to attend the Annual General Meeting through VC/OAVM provided by Link Intime by following the below mentioned process. Facility for joining the Annual General Meeting through VC/OAVM shall open 15 minutes before the time scheduled for the Annual General Meeting and will be available to the Members on first come first serve basis.

Shareholders/Members are requested to participate on first come first serve basis as participation through VC/OAVM is limited and will be closed on expiry of 15 (fifteen) minutes from the scheduled time of the Annual General Meeting. Shareholders/Members with >2% shareholding, Promoters, Institutional Investors, Directors, KMPs, Chair Persons of Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee and Auditors etc. may be allowed to the meeting without restrictions of first-come-first serve basis. Members can log in and join 15 (fifteen) minutes prior to the scheduled time of the meeting and window for joining shall be kept open till the expiry of 15 (fifteen) minutes after the scheduled time.

Shareholders/ Members will be provided with *InstaMeet* facility wherein Shareholders/ Member shall register their details and attend the Annual General Meeting as under:

Open the internet browser and launch the URL: <https://instameet.linkintime.co.in> & Click on "Login".

- ▶ Select the "Company" and 'Event Date' and register with your following details: -
- A. Demat Account No. or Folio No: Enter your 16 digit Demat Account No. or Folio No
 - Shareholders/ members holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID
 - Shareholders/ members holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID
 - Shareholders/ members holding shares in physical form shall provide Folio Number registered with the Company
- B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.
- C. Mobile No.: Enter your mobile number.
- D. Email ID: Enter your email id, as recorded with your DP/Company.
 - ▶ Click "Go to Meeting" (You are now registered for InstaMeet and your attendance is marked for the meeting).

Note:

Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.

Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

Please note that Shareholders/Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore, recommended to use stable *Wi-Fi* or *LAN* connection to mitigate any kind of aforesaid glitches.

In case the shareholders/members have any queries or issues regarding e-voting, you can write an email to instameet@linkintime.co.in or Call : - Tel : (022-49186175) **InstaMeet Support Desk Link Intime India Private Limited**

31) INSTRUCTIONS FOR SHAREHOLDERS/ MEMBERS TO REGISTER THEMSELVES AS SPEAKERS DURING ANNUAL GENERAL MEETING:

Shareholders/ Members who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request mentioning their name, demat account number/folio number, email id, mobile number at compliance@modernshares.com from 9.00 A.M Tuesday, September 24, 2024 and will end at 11.30 A.M Thursday, September 26, 2024 (preferably one day or 24 hrs. prior to the date of AGM).

The first 20 Speakers on first come basis will only be allowed to express their views/ask questions during the meeting.

Shareholders/ Members, who would like to ask questions, may send their questions in advance mentioning their name, demat account number/folio number, email id, mobile number at compliance@modernshares.com. The same will be replied by the company suitably.

Note:

Those shareholders/members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting. The Company reserves the right to restrict the number of speakers depending on the availability of time for the Annual General Meeting.

Shareholders/ Members should allow to use camera and are required to use Internet with

a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

Other shareholder may ask questions to the panelist, via active chat-board during the meeting.

Please remember speaking serial number and start your conversation with panelist by switching on video mode and audio of your device.

Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.

Shareholders/ Members should allow to use camera and are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

32) INSTRUCTIONS FOR SHAREHOLDERS/ MEMBERS TO VOTE DURING THE ANNUAL GENERAL MEETING THROUGH INSTAMEET:

Once the electronic voting is activated by the Scrutinizer during the meeting, shareholders/ members who have not exercised their vote through the remote e-voting can cast the vote as under:

1. On the Shareholders VC page, click on the link for e-Voting "Cast your vote".
2. Enter 16 Digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMeet and click on 'Submit'.
3. After successful login, you will see "Resolution Description" and against the same the option "Favour/ Against" for voting.
4. Cast your vote by selecting appropriate option i.e. "Favour/Against" as desired.

Enter the number of shares (which represent no. of votes) as on the cut-off date under 'Favour/Against'.

5. After selecting the appropriate option i.e. Favour/Against as desired and you

have decided to vote, click on "Save". A confirmation box will be displayed. If you wish to confirm your vote, click on "Confirm", else to change your vote, click on "Back" and accordingly modify your vote.

6. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

Note: Shareholders/ Members, who will be present in the Annual General Meeting through InstaMeet facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting facility during the meeting.

Shareholders/ Members who have voted through Remote e-Voting prior to the Annual General Meeting will be eligible to attend/participate in the Annual General Meeting through *InstaMeet*. However, they will not be eligible to vote again during the meeting.

In case the shareholders/members have any queries or issues regarding e-voting, you can write an email to instameet@linkintime.co.in or Call : - Tel : (022-49186175) **InstaMeet Support Desk Link Intime India Private Limited**

OTHER INSTRUCTIONS

- I. The Members, whose names appear in the Register of Members/ list of Beneficial Owners as on **September 20, 2024**, are entitled to vote on the Resolutions set forth in this Notice.
- II. The remote e-voting period will commence at **9.00 a.m. on Tuesday, September 24, 2024 and will end at 5.00 p.m. on Thursday, September 26, 2024**. During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of **September 20, 2024** may cast their vote electronically. The e-voting module shall be disabled by LIPL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

- III. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of **September 20, 2024**.
- IV. Any person, who acquires shares of the Company and becomes member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. **September 20, 2024** may obtain the login ID and password by sending an email to compliance@modernshares.com and/ or rnt.helpdesk@linkintime.co.in.
- V. A member may participate in the meeting even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the meeting.
- VI. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting or voting at the meeting through e-voting. A person who is not a member as on the cut-off date should treat this notice of AGM for information purpose only.
- VII. Mr. Anil Jani, Practicing Company Secretary of Anil Jani & Company has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- VIII. The Scrutinizer shall immediately after the conclusion of voting at the General Meeting, count the votes cast at the meeting,

thereafter, unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company. Scrutinizer shall within two (2) working days of conclusion of the meeting submit a Consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairperson or a person authorised by him in writing.

- IX. The results along with the Scrutinizer's Report shall be placed on the website of the Company and on the website of LIPL and shall be communicated to BSE Limited.

**By Order of the Board of Directors
For Modern Shares and Stockbrokers Limited**

Sd/-
Vibha Axit Gandhi
Company Secretary & Compliance Officer
M. No. A40143
ECSIN : EA040143A000047843

Mumbai, dated August 08, 2024

Registered Office:

Wankhede Stadium, North Stand,
Staircase No. 13, 'D' Road, Churchgate,
Mumbai - 400020

CIN: L45200MH1939PLC002958

Website: www.modernshares.com

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

Item No. 3.

The appointment of Mr. Anil Sugno Manghnani (DIN: 00012806) was approved by the Members in the Annual General Meeting of the Company held on 27th September, 2019 for a period of five (5) years w.e.f. 01st July, 2019 the terms of appointment expire on 30th June, 2024. However, the Board of Directors deem to fit to renew his appointment for a further period of five (5) years w.e.f. 01st July, 2024.

The Company has received notice in writing from the members of the Company under section 160 of the Companies Act, 2013 proposing the candidature of Mr. Anil Sugno Manghnani (DIN: 00012806) for the office of the Whole-time Director. Mr. Anil Sugno Manghnani (DIN: 00012806) is a qualified MBA (Finance) from Scranton, Pennsylvania, U.S.A and possesses ample experience of Finance and Stock broking. The Board of Directors considers his appointment will be in the interest of the Company.

The remuneration payable and the other terms and conditions of his appointment are set out in the agreement proposed to be entered into by the Company and Mr. Anil Sugno Manghnani (DIN: 00012806).

The draft agreement referred to above entered into between the Company and Mr. Anil Sugno Manghnani (DIN: 00012806) is open for inspection by the members at the registered office of the Company on any working day between 11.00 a.m. to 1.00 p.m. except on Saturdays.

None of the Directors or Key Managerial Personnel of the Company and their relatives, other than Mr. Anil Sugno Manghnani (DIN: 00012806) is concerned or interested in this resolution.

The Board recommends the special resolution as set out in Item no. 3 of this notice for the approval of members.

Item No. 4.

Pursuant to Section 161 of the Companies Act, 2013, the Board, on August 08, 2024 appointed Ramesh Ramchand Narang as an Additional Director in the capacity of Independent Director of the Company for a term of 5 (Five) years with effect from August 08, 2024 to August 07, 2029 (both days inclusive) subject to the approval of the shareholders through a special resolution. The Company has received the following from Ramesh Ramchand Narang:

- (i) Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 (“the Appointment Rules”);
- (ii) Intimation in Form DIR-8 in terms of the Appointment Rules to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act;
- (iii) A declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act and under the LODR Regulations;
- (iv) Declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018, that he has not been debarred from holding office of a director by virtue of any order passed by SEBI or any other such authority;
- (v) Confirmation that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties as an Independent Director of the Company;
- (vi) A declaration that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to his registration with the data bank of independent directors maintained by the Indian Institute of Corporate Affairs.

The Company has received a notice in writing by a member proposing his candidature under Section 160 of the Act.

The Nomination and Remuneration Committee (NRC) had previously finalized the desired attributes for the selection of the independent director(s). Based on those attributes, the NRC recommended the candidature of Ramesh Ramchand Narang. In the opinion of the Board, Ramesh Ramchand Narang fulfils the conditions for independence specified in the Act, the Rules made thereunder, the LODR Regulations and such other laws / regulations for the time being in force, to the extent applicable to the Company.

The Board noted that Ramesh Ramchand Narang’s skills, background and experience are aligned to the

role and capabilities identified by the NRC and that he is eligible for appointment as an Independent Director.

The Board was satisfied that the appointment of Ramesh Ramchand Narang is justified as in his banking career spanning of almost 38 years has obtained extensive administrative experience in multiple financial Industry areas in banking, financial, services and insurance (BFSI) and also in digital transformation in banking, which would be very handy and useful in discharging his role as an Independent Director on the Company's Board.

A copy of the draft letter for the appointment of Ramesh Ramchand Narang as an Independent Director setting out the terms and conditions is available for electronic inspection by the members during normal business hours on working days up to Friday, 27th September, 2024 until the conclusion of this Annual general Meeting.

The resolution seeks the approval of members for the appointment of Ramesh Ramchand Narang as an Independent Director of the Company for a term of 5 (Five) years effective August 08, 2024 to August 07, 2029 (both days inclusive) pursuant to Sections 149, 152 and other applicable provisions of the Act and the Rules made thereunder including any statutory modification(s) or re-enactment(s) thereof) and he shall not be liable to retire by rotation.

In compliance with Section 149 read with Schedule IV to the Act and Regulation 25 of the LODR Regulations, the approval of the Members is sought for the appointment of Ramesh Ramchand Narang as an Independent Director of the Company, as a special resolution.

No director, KMP or their relatives except Ramesh Ramchand Narang, to whom the resolution relates, is interested in or concerned, financially or otherwise, in passing the proposed resolution set out in item no. 4.

The Board recommends the special resolution as set out in Item no. 4 of this notice for the approval of members.

**By Order of the Board of Directors
For Modern Shares and Stockbrokers Limited**

**Sd/-
Vibha Axit Gandhi
Company Secretary & Compliance Officer
M. No. A40143
ECSIN : EA040143A000047843**

Mumbai, dated August 08, 2024

Registered Office:

Wankhede Stadium, North Stand,
Staircase No. 13, 'D' Road, Churchgate,
Mumbai - 400020

CIN: L45200MH1939PLC002958

Website: www.modernshares.com

ANNEXURE TO THE NOTICE

Profile of Director being appointment/re-appointment at the AGM

Details of Director seeking appointment/ re-appointment at the forth coming Annual General Meeting (in pursuance of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and under Secretarial Standard - 2 on General Meeting)

Name of Director	Mr. Ghansham Shewakramani	Mr. Anil Sugno Manghnani	Mr. Ramesh Ramchand Narang
Director Identification Number (DIN)	00413343	00012806	10665682
Date of Birth	08/04/1946	11-10-1971	18-05-1962
Date of Appointment on Board	25/01/1995	25-10-2000	08-08-2024
Qualification	Graduate B.Sc. (Hons)	MBA (Finance) from Scranton, Pennsylvania, U.S.A	B.Com, Mumbai University
Brief Profile of the Director	He is a businessman having expertise in finance, hotels, real estates and personnel management. He has more than 53 years of experience in these fields. He has been serving as Non-executive Director on Company's Board since last 29 years and has immensely contributed to the Company's growth over the years.	He is the Chief Strategist and having about 28 years' experience and brings to the table his Swing Trading expertise learnt from the professionals of SITM Institute, Australia.	He has almost 38 years of experience in banking career and has obtained extensive administrative experience in multiple financial Industry areas in banking, financial, services and insurance (BFSI) and also in digital transformation in banking,
Expertise in specific functional areas	Finance, Hotels, Real Estates & Personnel Management.	Chief Strategist, Capital Market Operations of F&O & Cash market, Technical Analyst, Advising Resident and Non-resident Investors	Banking, Operations Management, Account Management, HR Management
List of Directorship held in other Companies	<ol style="list-style-type: none"> Ras Estates Private Limited Billimoria Marbles And Stones Private Limited Calicut Premises Private Limited 	<ol style="list-style-type: none"> Bhagwanti Exports Private Limited 	NIL

Name of Director	Mr. Ghansham Shewakramani	Mr. Anil Sugno Manghnani	Mr. Ramesh Ramchand Narang
	4. R P Hotels and Restaurants Private Limited 5. Rasayani Hotels Private Limited 6. Garden Health Resort and Hotel Private Limited 7. Matheran Green Field Hotels and Developers Private Limited 8. Rangoli Hotels Private Limited 9. Monish Financial Services Private Limited 10. Narwani Investments Private Limited 11. Virani Capital Services Private Limited 12. Surang Investments Private Limited 13. Monish Investments Private Limited 14. Ramani Builders Private Limited 15. Lotus Exhibitors Private Limited 16. Star Crown Assets and Capital Management Private Limited		
Membership of Committees in other Public Limited Companies (includes only Audit & Investor Grievance Committee)	Member of the Stakeholder & Grievance Committee (in Modern Shares & Stock Brokers Limited)	Member of the Audit Committee (in Modern Shares & Stock Brokers Limited)	NIL

Name of Director	Mr. Ghansham Shewakramani	Mr. Anil Sugno Manghnani	Mr. Ramesh Ramchand Narang
Relationship with other Directors and KMP	None	None	None
No. of shares held in the Company as on March 31, 2024.	49,600	4,55,010	NIL

By Order of the Board of Directors
For Modern Shares and Stockbrokers Limited

Sd/-
Vibha Axit Gandhi
Company Secretary & Compliance Officer
M. No. A40143
ECSIN : EA040143A000047843

Mumbai, dated August 08, 2024

Registered Office:

Wankhede Stadium, North Stand,
Staircase No. 13, 'D' Road, Churchgate,
Mumbai - 400020

CIN: L45200MH1939PLC002958

Website: www.modernshares.com

DIRECTOR'S REPORT

TO THE MEMBERS OF MODERN SHARES AND STOCKBROKERS LIMITED

(CIN: L45200MH1939PLC002958)

The Directors take pleasure in presenting the **Eighty-Fifth** Annual Report together with the audited financial statements for the year ended March 31, 2024.

1. FINANCIAL RESULTS

	31/03/2024 Rupees (₹)	31/03/2023 Rupees (₹)
Revenue from Operations	2,75,77,265	2,40,13,879
Other Income	63,70,139	56,67,996
Total Income	3,39,47,404	2,96,81,875
Operating Expenditure	2,81,71,901	2,69,57,712
Depreciation	315,236	2,70,726
Total Expenses	2,84,87,137	2,72,28,438
Profit/ (Loss) Before Exceptional Items and Taxation	54,60,267	24,53,437
Exceptional Items	21,453	1,57,069
Tax Expenses (Net)	14,71,642	4,64,850
Other Comprehensive Income (Net of Tax)	450,932	(2,36,051)
Profit/ (Loss) After Tax Attributed to Shareholders of the Company	44,18,104	15,95,467
Opening Balance of retained earnings*	5,28,03,104	5,12,07,637
Closing Balance of retained earnings	5,72,21,208	5,28,03,104

* Previous year figures regrouped recast wherever applicable

2. BUSINESS ACTIVITIES AND OPERATIONS

The Company's operations resulted in a profit of Rs. 44.18 Lakhs as against Profit of Rs. 15.95 Lakhs in the previous year, after providing for depreciation of Rs 3.15 lakhs (previous year Rs. 2.71 Lakhs) and making net provision for taxation of Rs.14.72 Lakhs as against (previous year Rs 4.65 Lakhs), Your Board of Directors has decided not to transfer any amount to the Reserves for the year under review in view of the marginal profit incurred during the year.

The year 2023-24 was a good one for your company. The profits have been growing steadily since Covid. Globally we have seen markets do well. This has been a positive given the political turmoil in the middle east and Northern Europe.

The markets have had a steady rise in the last financial year which has helped the company overall in generating revenues. While Institutional business remains the key driver for our revenues, in the last year we have seen good growth in our retail business too. The company has also done some of its own investments which have helped in boosting overall profits.

The Indian Stock markets continue to grow and we are witnessing record volumes in the derivative segment. We are witnessing a stark change in the markets. For years the FIIs have been the main drivers/buyers in Indian equities. In the last year we have seen the Domestic Mutual Funds share in the stock market rise to new highs; in contrast the FPIs holdings is at a 12-year low. The SIP monthly contribution into Mutual funds is now at 20000 crores every month. We are witnessing strong buying in the midcap and small cap stocks and thus the overall stock market value is also at a record high.

Last year the fear was rising Inflation and rates. While Inflation has cooled off from the highs, rates have remained steady. Markets move on and do adjust to the rising rates in the long run. However, there are fears in the developed markets such as USA where there is a concern for rising delinquencies in the mortgage market and also credit card defaults.

The Indian economy continues to grow at a steady pace. We have recorded one of the highest GDP growths worldwide in the last year and expectation of the same to continue in the current year too. The government continues to emphasize on infrastructure spending and growth and we are expecting this trend to continue post the general elections.

3. DIVIDEND

The Board of Directors has decided not to recommend any dividend on the Equity Shares of the Company during the year under review.

4. DIRECTORS

In accordance with the Articles of Association of the Company, Mr. Ghansham Shewakramani (DIN: 00413343) who is longest in the office retires by rotation and being eligible for re-appointment and has indicated his willingness to serve, if re-appointed.

Pursuant to Section 152(6) of the Companies Act, 2013 and the Articles of Association of the Company, approval of members is also being sought for his reappointment as Non-Executive Director on the Company's Board.

Both Independent Directors have given declaration that they meet the criteria of independence as laid down under Section 149(6) of the Companies Act, 2013 and Regulation 25 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Mr. Pankaj Rajnikant Ved (DIN: 00207079) was re-appointed as an Non-Executive Independent Director of the Company on 15th March, 2024 for a Second Consecutive Term of Five Years commencing from April 1, 2024 upto March 31, 2029 (both days inclusive) through Special Resolution passed through Postal Ballot.

5. DEPOSITS

The Company has not accepted any deposits falling under the ambit of Section 73 of the Companies Act, 2013 (hereinafter referred to as 'The Act') and the Rules framed thereunder during the year under review.

6. BOARD EVALUATION

Pursuant to the provisions of the Companies Act, 2013 and Regulation 25 (4) & 26 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board has carried out an annual performance evaluation of its own performance, the directors individually as well as the evaluation of the working of its Audit, Nomination & Remuneration, and Stakeholders & Grievance Committees. The manner in which the evaluation has been carried out has been explained herein below:

A structured questionnaire was prepared after inputs received from the Directors, covering various aspects of the Board's functioning such as adequacy of the composition of the Board and its committees, Board culture, execution and performance of specific duties, obligation and governance.

A separate exercise was carried out to evaluate the performance of Individual Directors including the Chairman of the Board, who were evaluated on parameters such as level of engagement and contribution, independent judgment, safeguarding the interest of the Company and its stakeholders, etc. The performance evaluation of Independent Directors was carried out by the entire Board. The performance of Non-independent Directors was carried out by the Independent Directors who also reviewed the performance of the compliance department and had expressed their satisfaction with the evaluation process.

◆ Number of Board Meetings held:

The Board of Directors duly met 5 (Five) times during the financial year from 1st April, 2023 to 31st March, 2024. The dates on which the meetings were held are as follows:

Dates on which Board Meetings held	Strength of the Board	No. of Directors Present
19 th May, 2023	6	5
11 th August, 2023	6	4
09 th October, 2023	6	5
31 st October, 2023	6	4
12 th February, 2024	6	5

◆ **Relevant Details of Directors**

Sr. No.	Name of the Director	Date of Appointment	Category	Number of Directorship held in other Indian Companies	Committee(s) Position Member and Chairperson in all Companies
1	Mr. Ashok Tikamdas Kukreja	18/02/2015	Chairperson & Non-Executive Director/ Independent	1	6 and 5
2	Mr. Anil Sugno Manghnani	25/10/2000	Whole-time Director	1	1
3	Mr. Narendra Hira Advani	30/05/2011	Non-Executive Director	2	-
4	Mr. Ghansham Shewakramani	25/01/1995	Non-Executive Director	16	1
5	Mrs. Roshan Advani Patheria	31/01/2007	Woman Non- Executive Director	-	1
6	Mr. Pankaj Rajnikant Ved	01/04/2019	Non-Executive Director/ Independent	4	3

◆ **Attendance of Directors at Board Meetings and Virtual Annual General Meeting held through VC/OAVM:**

Name of the Director	Attendance at the Board Meeting held on					Attendance at the AGM held on 15 th September, 2023
	19/05/2023	11/08/2023	09/10/2023	31/10/2023	12/02/2024	
	Physical	Physical	Physical	Physical	Physical	
Mr. Anil Sugno Manghnani	Attended	Attended	Attended	Attended	Attended	Attended
Mr. Narendra Hira Advani	Leave	Leave	Attended	Leave	Leave	Attended
Mr. Ashok Tikamdas Kukreja	Attended	Attended	Attended	Attended	Attended	Attended
Ms. Roshan Advani Patheria	Attended	Leave	Leave	Leave	Attended	Leave
Mr. Ghansham Shewakramani	Attended	Attended	Attended	Attended	Attended	Attended
Mr. Pankaj Rajnikant Ved	Attended	Attended	Attended	Attended	Attended	Attended

◆ **Audit Committee Member:**

Name of the Member	19/05/2023	11/08/2023	31/10/2023	12/02/2024
	Physical	Physical	Physical	Physical
Mr. Ashok Tikamdas Kukreja (Chairperson)	Attended	Attended	Attended	Attended
Mr. Pankaj Rajnikant Ved	Attended	Attended	Attended	Attended
Mr. Anil Sugno Manghnani	Attended	Attended	Attended	Attended

◆ **Stakeholder & Grievance Committee Member:**

Name of the Member	19/05/2023	11/08/2023	31/10/2023	12/02/2024
	Physical	Physical	Physical	Physical
Mr. Ashok Tikamdas Kukreja (Chairperson)	Attended	Attended	Attended	Attended
Mr. Ghansham Shewakramani	Attended	Attended	Attended	Attended
Mr. Pankaj Rajnikant Ved	Attended	Attended	Attended	Attended

◆ **Nomination & Remuneration Committee Member:**

Name of the Member	19/05/2023	12/02/2024
	Physical	Physical
Mr. Ashok Tikamdas Kukreja (Chairperson)	Attended	Attended
Mr. Pankaj Rajnikant Ved	Attended	Attended
Mrs. Roshan Advani Patheria	Attended	Attended

◆ **Independent Directors' (in Person)**

Name of the Member	12/02/2024
Mr. Ashok Tikamdas Kukreja (Chairperson)	Attended
Mr. Pankaj Rajnikant Ved	Attended

7. DIRECTORS' RESPONSIBILITY STATEMENT

To the best of their knowledge and belief and according to the information and explanations obtained by them, your Directors make the following statements in terms of Section 134(5)(c) of the Companies Act, 2013:

- a) that in the preparation of the Annual Financial Statements for the year ended March 31, 2024, the applicable Accounting Standards have been followed along with proper explanation relating to material departures, if any;
- b) that such Accounting Policies as mentioned in Notes to the Financial Statements have been selected and applied consistently and judgment and estimates have been made that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2024 and of the profit of the Company for the year ended on that date;
- c) that proper and sufficient care has been taken for the maintenance of adequate

accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the Assets of the Company and for preventing and detecting fraud and other irregularities;

- d) that the Annual Financial Statements have been prepared on a going concern basis;
- e) that systems to ensure compliance with the provisions of all applicable laws were in place and were adequate and operating effectively and
- f) that proper internal financial controls were in place and that the financial controls were adequate and were operating effectively.

8. BUSINESS RISK MANAGEMENT

Although the Company has long been following the principle of risk minimization as is the norm in every industry, it has now become a compulsion. Therefore, in accordance with Regulation 21 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Board members were

informed about risk assessment and minimization procedures after which the Board formally adopted steps for framing, implementing and monitoring the risk management plan for the Company.

The main objective of this policy is to ensure sustainable business growth with stability and to promote a pro-active approach in reporting, evaluating and resolving risks associated with the business. In order to achieve the key objective, the policy establishes a structured and disciplined approach to Risk Management, in order to guide decisions on risk related issues. In today's challenging and competitive environment, strategies for mitigating inherent risks in accomplishing the growth plans of the Company are imperative.

The common risks inter alia are: Regulations, competition, Business risk, Technology obsolescence, Investments, retention of talent and expansion of facilities. Business risk, inter-alia, further includes financial risk, political risk, fidelity risk and legal risk.

As a matter of policy, these risks are assessed and steps as appropriate are taken to mitigate the same.

9. INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Company has an Internal Control System, commensurate with the size, scale and complexity of its operations. The scope and authority of the Internal Audit (IA) function is to maintain its objectivity and independence, the Internal Audit function reports to the Chairperson of the Audit Committee of the Board.

The Internal Audit Department monitors and evaluates the efficacy and adequacy of internal control system in the Company, its compliance with operating systems, accounting procedures and policies of the Company. Based on the report of internal audit function, each department undertakes corrective action in their respective areas and thereby strengthens the controls. Significant audit observations and corrective actions thereon are presented to the Audit Committee of the Board.

In order to strengthen the system of Internal Control and provide Board of Directors with an added ability to oversee internal controls, Internal Financial Control (IFC) system was put in place in accordance with the requirements of Section 134(5)(e) of the Companies Act, 2013. Systems of Internal Control were implemented, considering the framework suggested in Guidance Note on Audit of Internal Financial Controls over the Financial Reporting issued by The Institute of Chartered Accountants of India, to address its operational and financial risk.

10. VIGIL MECHANISM/ WHISTLE BLOWER POLICY

In pursuant to the provisions of Section 177(9) & (10) of the Companies Act, 2013, a Whistle Blower Policy for directors and employees to report genuine concerns has been established. The Policy has been uploaded on the website of the Company at www.modernshares.com under investors/ policy documents/ Whistle Blower Policy link.

11. RELATED PARTY TRANSACTIONS

All related party transactions that were entered into during the financial year were on an arm's length basis and were in the ordinary course of business. An omnibus approval was taken for one (1) year from Audit Committee and Board at their Meeting held on 19/05/2023. There are no materially significant Related Party Transactions made by the Company with Promoters, Directors, Key Managerial Personnel or other designated persons which may have a potential conflict with the interest of the Company. None of the Directors have any pecuniary relationships or transactions vis-à-vis the Company.

In compliance under the provisions of the Companies Act, 2013, transactions with related parties entered by the Company in the normal course of business are periodically placed before the Audit Committee for its omnibus approval and the particulars of contracts entered during the year in Form AOC-2 is enclosed as **Annexure- A** to this report.

12. SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS

There are no orders passed by the Regulators/ Courts which would impact the going concern status of the Company and its future operations.

13. AUDITORS

13.1 STATUTORY AUDITORS

M/s. BDG & Co LLP (Formerly known as BDG & Associates), Chartered Accountants (Firm Reg. No. 119739W) have been appointed as Statutory Auditor of the Company at the Annual General Meeting held on September 23, 2022 for a period of five (5) years up to the conclusion of the Annual General Meeting to be held in the year 2027. The requirement for seeking ratification of the members for continuation of their appointment has been withdrawn consequent upon the changes made by the Companies (Amendments) Act, 2017 with effect from May 7, 2018. Hence the resolution seeking ratification of the members for their appointment is not being placed at the ensuing Annual General Meeting.

The Auditor Report on the Standalone Financial Statements for the financial year ended March 31, 2024 does not contain any qualification, reservation or adverse remark requiring any explanations / comments by the Board of Directors.

13.2 SECRETARIAL AUDITORS

The Secretarial Audit Report for the Financial Year ended March 31, 2024 is annexed herewith as **Annexure- B**.

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed Mr. Janak Pandya, Company Secretary in Practice (CP No.: 5940, ACS: 10841) (Peer Review Certificate No. 1250/2021) to undertake the Secretarial Audit of the Company for the Financial Year ended March 31, 2025.

13.3 INTERNAL AUDITORS

M/s Jayant & Associates, Chartered accountants (Firm Registration No. 104099W) under Section 138 of Companies Act, 2013 appointed as Internal Auditors for the Financial Year ended March 31, 2025 to perform the duties as Internal Auditors of the Company and their report is reviewed by the Audit Committee from time to time.

M/s. Sachin M Seth & Associates, Chartered Accountants (Firm Registration No: 141794W) appointed as Internal Auditors for NSE & BSE Regulatory Audit required for Stock brokers by SEBI for the Financial Year ended March 31, 2025 to perform the duties as Internal Auditors of the Company and their report is reviewed by the Audit Committee from time to time.

14. FIXED ASSETS

The Net Fixed Assets of the Company as at the close of the financial year stood at Rs. 9.81 lakhs (Previous year Rs.11.15 Lakhs). In compliance with the Accounting Standard AS-28 relating to "Impairment of Assets", the Company has reviewed the carrying amount of its fixed assets as at the end of the financial year.

15. CORPORATE GOVERNANCE & ANNUAL SECRETARIAL COMPLIANCE REPORT AND DISCLOSURE OF RELATED PARTY TRANSACTIONS

As per Regulation 15(2)(a) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, the compliance with the Corporate Governance provisions shall not apply in respect of the listed entity having paid up equity share capital not exceeding Rs. 10 Crores and Net Worth not exceeding Rs.25 Crores as on the last day of the Previous Financial Year. Since the Company's Paid up Equity capital and the Net Worth fall below the limit mentioned above, compliance with Corporate Governance is not applicable to the Company. Accordingly, as per BSE clarification vide Circular LIST/COMP/12/2019-20 Companies to which the Regulation 15(2)(a) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are not applicable, Regulation 24A of SEBI (Listing Obligations and Disclosure

Requirements) (Amendments) Regulations, 2018 is also not applicable and not required to submit the Annual Secretarial Compliance Report as well as Disclosure of related party transaction on Consolidated basis under regulation 23(9) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

16. ANNUAL RETURN

Pursuant to Section 92(3) read with Section 134(3) (a) of the Act, the Annual Return as on March 31, 2024 is available on the Company's website on www.modernshares.com.

17. COMPLIANCE WITH SECRETARIAL STANDARDS

The Board of Directors affirm that the Company has complied with the applicable Secretarial Standards issued by the Institute of Company Secretaries of India (SS-1 & SS-2) respectively as amended relating to Meetings of the Board and its Committees which have mandatory application and General Meeting.

18. REMUNERATION RATIO OF THE DIRECTORS/ KEY MANAGERIAL PERSONS (KMP)/ EMPLOYEES

The information required pursuant to Section 197 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and the Companies (Particulars of Employees) Rules, 1975, in respect of employees of the Company and Directors is furnished hereunder:

There were 17 permanent employees on the rolls of the Company as on 31 March, 2024.

Sr. No.	Name	Designation	Remuneration paid FY 2023-24 (₹. Lakhs)	Remuneration paid FY 2022-23 (₹. Lakhs)	Increase/decrease In Remuneration From previous Year (₹. Lakhs)	Ratio/ Times per Median of employee Remuneration
1	Mr. Anil Sugno Manghnani	Whole-time Director	10.81	10.81	NIL	1.51

Sr. No.	Name	Designation	Remuneration paid FY 2023-24 (₹. Lakhs)	Remuneration paid FY 2022-23 (₹. Lakhs)	Increase/decrease In Remuneration From previous Year (₹. Lakhs)	Ratio/ Times per Median of employee Remuneration
2	Mr. R.N Shenvi	CFO	9.63	10.08	(0.45)	1.60
3	Mrs. Vibha Axit Gandhi	Company Secretary & Compliance Officer	2.67	2.29	0.38	1.75

19. DISCLOSURE

The particulars of the conservation of energy, technology and absorption, foreign exchange earnings and outgo as required u/s. 134(3)(m) of the Companies Act, 2013 and Rule 8(3) of the Companies (Accounts) Rules, 2014, the same are not applicable to the Company. The information required pursuant to Section 197(12) read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of employees of the Company, is not given as none of the employees of the company exceeds the limit.

20. DEMATERIALISATION OF SHARES

98.43% of the Company's paid-up equity share capital is in dematerialised form as on 31st March, 2024 and balance 1.57% is in physical form. The Company's Registrar and Share Transfer Agents are M/s. Link Intime India Pvt. Ltd. having office at C-101, 247 Park, LBS Marg, Vikhroli - (W), Mumbai - 400083.

21. TRANSFER OF EQUITY SHARES UNPAID/ UNCLAIMED DIVIDEND TO IEPF

In line with the statutory requirements, the Company has transferred to the credit of the Investor Education and Protection Fund set up by the Government of India, equity shares in respect of which dividend had remained unpaid/

unclaimed for a period of seven (7) consecutive years within the time lines laid down by the Ministry of Corporate Affairs. Unpaid/ unclaimed dividend for seven (7) years or more has also been transferred to the IEPF pursuant to the requirements under the Act.

22. ACKNOWLEDGEMENTS

The Board of Directors take this opportunity to thank the employees for their dedicated service and contribution towards the growth of the Company, our sincere appreciation to Institutional and Retail Clients for their patronage to our Company and to the Shareholders for their continuous support.

23. CAUTIONARY STATEMENT

The statements contained in the Board's Report contain certain statements relating to the future and therefore, are forward looking within the

meaning of applicable securities, laws and regulations. Various factors such as economic conditions, changes in government regulations, tax regime, other statutes, market forces and other associated and incidental factors may however lead to variation in actual results.

For and on behalf of the Board of Directors

Ashok Tikamdas Kukreja
DIN: 00463526
Chairman

Mumbai, dated May 24, 2024

Registered Office:

Wankhede Stadium, North Stand,
Staircase No. 13, 'D' Road, Churchgate,
Mumbai - 400020

CIN: L45200MH1939PLC002958

Website: www.modernshares.com

'Annexure A' to Board Report

Form No. AOC-2

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

Form for Disclosure of particulars of contracts/ arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arms length transaction under third proviso thereto.

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

SL. No.	Particulars	Details
a)	Name (s) of the related party & nature of relationship	Nil
b)	Nature of contracts/arrangements/transaction	Nil
c)	Duration of the contracts/arrangements/transaction	Nil
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	Nil
e)	Justification for entering into such contracts or arrangements or transactions'	Nil
f)	Date of approval by the Board	Nil
g)	Amount paid as advances, if any	Nil
h)	Date on which the special resolution was passed in General meeting as required under first proviso to section 188	Nil

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

No	Particulars	Details			
a)	Name (s) of the related party & nature of relationship	Bhagwanti Exports Private Limited (Associate Company)	Mr. Radhakrishna Shenvi (CFO)	Sheela R Shenvi (Wife of CFO)	Shashikant Shenvi (Brother of CFO)
b)	Nature of contracts/ arrangements/ transaction	Rent Agreement & Member Client Agreement	Member Client Agreement	Member Client Agreement	Member Client Agreement
c)	Duration of the contracts/ arrangements/ transaction	On Going	On Going	On Going	On Going
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	Use of office premises on monthly rental basis & Same as applicable to any other client	Same as applicable to any other client	Same as applicable to any other client	Same as applicable to any other client

e)	Justification for entering into such contracts or arrangements or transactions'	For Office use & To earn Brokerages income	To earn Brokerages income	To earn Brokerages income	To earn Brokerages income
f)	Date of approval by the Board	01/04/2011 & 19/05/2023	19/05/2023 Omnibus Approval taken for 1 Year from Audit Committee and Board	19/05/2023 Omnibus Approval taken for 1 Year from Audit Committee and Board	19/05/2023 Omnibus Approval taken for 1 Year from Audit Committee and Board
e)	Justification for entering into such contracts or arrangements or transactions'	For Office use & To earn Brokerages income	To earn Brokerages income	To earn Brokerages income	To earn Brokerages income
f)	Date of approval by the Board	01/04/2011 & 19/05/2023	19/05/2023 Omnibus Approval taken for 1 Year from Audit Committee and Board	19/05/2023 Omnibus Approval taken for 1 Year from Audit Committee and Board	19/05/2023 Omnibus Approval taken for 1 Year from Audit Committee and Board
g)	Amount of Rent/ brokerage earned during the year	3.00 ¹ Lakhs	0.52 Lakhs	0.21 Lakhs	0.01 Lakhs
h)	Date on which the special resolution was passed in General meeting as required under first proviso to section 188	NA	NA	NA	NA

For and on behalf of the Board of Directors

Ashok Tikamdas Kukreja
DIN: 00463526
Chairman

Mumbai, dated May 24, 2024

‘Annexure B’ to Board Report

Form No. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2024

[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,
Modern Shares and Stockbrokers Limited
(CIN: L45200MH1939PLC002958)
Regd Office: Wankhede Stadium, North Stand,
Staircase No13, D’ Road,
Churchgate, Mumbai - 400020

I have conducted the secretarial audit of the compliance of applicable Statutory provisions and the adherence to good corporate practices by **Modern Shares and Stockbrokers Limited** (CIN: L45200MH1939PLC002958) (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/ statutory compliances and expressing my opinion thereon.

Based on my verification of the Company’s books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, I hereby report that in my opinion, the Company has, during the Audit period covering the Financial Year ended on **31st March, 2024** complied with the Statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on **31st March, 2024** according to the provisions of:

(i) The Companies Act, 2013 (the Act) and the Rules made there under;

- (ii) The Securities Contracts (Regulation) Act, 1956 (‘SCRA’) and the Rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (iv) 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.
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (‘SEBI Act’):-
 - (a) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 as amended;
 - (b) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 as amended;
 - (c) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and amendments from time to time **(Not applicable to the Company during the Audit Period)**.
 - (d) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 and The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 **(Not applicable to the Company during the Audit Period)**.
 - (e) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 and The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; **(Not applicable to the Company during the Audit Period)**
 - (f) Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; **(Not applicable to the Company during the Audit period)**

- (g) Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 and The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 **(Not applicable to the Company during the Audit period);** and
- (h) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 as amended **(Not applicable to the Company during the Audit Period)**
- (i) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018
- (vi) A. Industry specific Laws applicable to the Company during the Audit period were:
- 1) The Securities and Exchange Board of India (Stock-Brokers and Sub-Brokers) Regulations, 1992;
 - 2) The Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices Relating to Securities Market) Regulations, 2003; and
 - 3) The Securities and Exchange Board of India (Research Analysts) Regulations, 2014
 - 4) Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules 2017 as amended from time to time.
- B. Other general Laws applicable to the Company such as:
1. Employees Provident Fund and Miscellaneous Provisions Act, 1952
 2. Indian Contract Act, 1872
 3. Income Tax Act, 1961 and Indirect Tax Laws
 4. Indian Stamp Act, 1899 and Bombay Stamp Act, 1958
 5. Negotiable Instruments Act, 1881
 6. Payment of Bonus Act, 1965
 7. Payment of Gratuity Act, 1972
 8. Goods and Service Tax Acts, 2017
 9. Maharashtra Profession Tax Act, 1975
 10. Maharashtra Shop and Establishment Act, 1948
 11. Employees' State Insurance Act, 1948
- I have also examined compliance with the applicable clauses of the following:
- (i) Secretarial Standards issued by The Institute of Company Secretaries of India with respect to Board and General Meeting as applicable to the Company.
 - (ii) The Uniform Listing Agreement entered into by the Company with BSE Limited (BSE) read with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended.
- During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.
- I further report that**
- The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-executive Directors, Woman Director and Independent Directors. There was no change in composition of Board of Directors that took place during the year under review.
- Adequate Notice, Agenda and detailed notes were given to all the Directors to schedule the Board Meetings 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 the Board Meeting and Committee Meetings have been carried out unanimously as recorded in the minutes of the meetings of the Board or the Committee of the Board as the case may be.

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

I further report that during the Audit period, the Company has:

- (i) No Public/ Rights/ Preferential issue of Shares/ Debentures/Sweat equity etc.
- (ii) No Redemption / Buy-back of securities.
- (iii) No Major decisions taken by the Members in pursuance to Section 180 of the Companies Act, 2013.

(iv) No Merger /Amalgamation/Reconstruction etc.

(v) No Foreign technical collaborations.

Sd/-

CS Janak A. Pandya
Company Secretaries

ACS No.:10841

C P No.:5940

Peer Review No. 1250/2021

UDIN: A010841F000396149

Place: Mumbai

Date: 18th May, 2024

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

Annexure A'

To,
The Members
Modern Shares & Stockbrokers Limited
CIN No.: L45200MH1939PLC002958
Wankhede Stadium, North Stand,
Staircase No13, D' Road,
Churchgate, Mumbai 400020.

My 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. My responsibility is to express an opinion on these Secretarial records based on my Audit.
2. I have followed the Audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in Secretarial records. I believe that the processes and practices, I followed provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.

4. Where ever required, I 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. My examination was limited to the verification of procedures on test basis.

6. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the Management has conducted the affairs of the Company.

Sd/-

CS Janak A. Pandya
Company Secretaries

ACS No.:10841

C P No.:5940

Peer Review No. 1250/2021

UDIN: A010841F000396149

Place: Mumbai

Date: 18th May, 2024

INDEPENDENT AUDITOR'S REPORT

To the Members of **Modern Shares & Stockbrokers Limited**

Report on the Audit of the Financial Statements

Opinion

We have audited the accompanying financial statements of **Modern Shares & Stockbrokers Limited** ("the Company"), which comprise the Balance sheet as at March 31 2024, the Statement of Profit and Loss, including the statement of Other Comprehensive Income, the Cash Flow Statement and the Statement of Changes in Equity for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

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

Basis for Opinion

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

Key Audit Matters

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

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

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Annual 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 such other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management 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. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting

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

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern 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 control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the

Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.

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

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

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

statements for the financial year ended March 31, 2024 and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, based on our audit and on the consideration of report of the other auditors on separate financial statements, as noted in the 'Other Matter' paragraph we give in the "Annexure 1" a statement on the matters specified in paragraphs 3 and 4 of the Order.
 2. As required by Section 143(3) of the Act, we report that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
 - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books ;
 - (c) The Balance Sheet, the Statement of Profit and Loss including the Statement of Other Comprehensive Income, the Cash Flow Statement and Statement of Changes in Equity dealt with by this Report are in agreement with the books of account ;
 - (d) In our opinion, the aforesaid 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 March 31, 2024 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2024 from being appointed as a director in terms of Section 164 (2) of the Act;
- (f) With respect to the adequacy of the internal financial controls with reference to these financial statements and the operating effectiveness of such controls, refer to our separate Report in "Annexure 2" to this report;
 - (g) In our opinion, the managerial remuneration for the year ended March 31, 2024 has been paid / provided by the Company to its directors in accordance with the provisions of section 197 read with Schedule V to the Act;
 - (h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements – Refer Note 2.30 (a) to the 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 has been no delay in transferring amounts, 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, other than as disclosed in the note 2.39 (b) to the financial statements, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including

- foreign entities (“Intermediaries”), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, 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, other than as disclosed in the note 2.39 (b) to the financial statements, no funds have been received by the Company from any person(s) or entity(ies), including foreign entities (“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; and
- c) Based on such audit procedures performed 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 (a) and (b) contain any material misstatement.
- v. No dividend has been declared or paid during the year by the Company.
- vi. Based on our examination, which included test checks, the Company has used accounting software(s) for maintaining its books of account for the financial year ended March 31, 2024 which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the softwares. Further, during the course of our audit we did not come across any instance of the audit trail feature being tampered with.
- As proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 is applicable from April 1, 2023, reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 on preservation of audit trail as per the statutory requirements for record retention is not applicable for the financial year ended March 31, 2024.

For **B D G & CO LLP**
Chartered Accountants
ICAI Firm Registration Number: 119739W / W100900

Sd/-
per Nikhil Rathod
Partner
Membership Number: 161220
UDIN: 24161220BKAUAF9896

Place : Mumbai
Date : May 24, 2024

ANNEXURE 1 REFERRED TO IN PARAGRAPH UNDER THE HEADING “REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS” OF OUR REPORT OF EVEN DATE

In terms of the information and explanations sought by us and given by the Company and the books of account and records examined by us in the normal course of audit and to the best of our knowledge and belief, we state that:

1. In respect of the Company’s Property, Plant and Equipment and Intangible Assets:
 - a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, plant and equipment.
 - (B) The Company has maintained proper records showing full particulars of intangible assets.
 - b) Property, Plant and Equipment have been physically verified by the management during the year and no material discrepancies were identified on such verification.
 - c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company does not hold any immovable properties, as disclosed in Note 2.10 to the financial statements.
 - d) The Company has not revalued any of its Property, Plant and Equipment (including right of-use assets) or intangible assets during the year ended March 31, 2024.
 - e) There are no proceedings initiated or are pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder.
2. a) The Company is in the business of rendering services, and consequently, does not hold any inventory. Therefore, the provisions of Clause 3(ii) of the said Order are not applicable to the Company.
- b) The Company has not been sanctioned working capital limits in excess of 5 crores, in aggregate, at any points of time during the financial year, from banks or financial institutions on the basis of security of current assets and hence reporting under clause 3(ii)(b) of the Order is not applicable.
3. a) During the year the Company has not provided loans, advances in the nature of loans, stood guarantee or provided security to companies, firms, Limited Liability Partnerships or any other parties. Accordingly, the requirement to report on clause 3(iii)(a) of the Order is not applicable to the Company.
- b) During the year the company has not made any investments made, guarantees provided, security given and the terms and conditions of the grant of all loans and advances in the nature of loans, investments and guarantees to companies. Accordingly, the requirement to report on clause 3(iii)(b) of the Order is not applicable to the Company.
- c) The Company has not granted loans and advances in the nature of loans to companies, firms, Limited Liability Partnerships or any other parties. Accordingly, the requirement to report on clause 3(iii)(c) of the Order is not applicable to the Company.
- d) The Company has not granted any loans or advances in the nature of loans, either repayable on demand or without specifying any terms or period of repayment to companies, firms, Limited Liability Partnerships or any other parties. Accordingly, the requirement to report on clause 3(iii)(f) of the Order is not applicable to the company.
- e) There were no loans or advance in the nature of loan granted to companies, firms, Limited Liability Partnerships or any other parties which was fallen due during the year, that have been renewed or extended or fresh loans granted to settle the overdues of existing loans given to the same parties.

- f) The Company has not granted any loans or advances in the nature of loans, either repayable on demand or without specifying any terms or period of repayment to companies, firms, Limited Liability Partnerships or any other parties. Accordingly, the requirement to report on clause 3(iii)(f) of the Order is not applicable to the company.
4. There are no loans, investments, guarantees, and security in respect of which provisions of sections 185 and 186 of the Companies Act, 2013 are applicable and accordingly, the requirement to report on clause 3(iv) of the Order is not applicable to the Company.
5. 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 and the rules made thereunder, to the extent applicable. Accordingly, the requirement to report on clause 3(v) of the Order is not applicable to the Company.
6. According to the information and explanations given to us, the Central Government has not prescribed the maintenance of cost records under Section 148(1) of the Act for the services provided by it. Accordingly, clause 3(vi) of the Order is not applicable.
7. (a) The Company is regular in depositing with appropriate authorities undisputed statutory dues including goods and services tax, provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and other statutory dues applicable to it. According to the information and explanations given to us and based on audit procedures performed by us, 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 became payable.
- (b) There are no dues of goods and services tax, provident fund, employees' state insurance, income tax, sales-tax, service tax, customs duty, excise duty, value added tax, cess, and other statutory dues which have not been deposited on account of any dispute.
8. According to the information and explanation given to us, 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.
9. (a) In our opinion, the company has not defaulted in the repayment of loans or other borrowings or in the payment of interest thereon to any lender during the year.
- (b) The Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.
- (c) The Company did not have any term loans outstanding during the year hence, the requirement to report on clause (ix)(c) of the Order is not applicable to the Company.
- (d) The Company did not raise any funds during the year hence, the requirement to report on clause (ix)(d) of the Order is not applicable to the Company.
- (e) The Company does not have any subsidiary, associate 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 has not raised loans during the year on the pledge of securities held in its subsidiaries. Hence, the requirement to report on clause (ix)(f) of the Order is not applicable to the Company and hence not commented upon. The Company does not have any associate or joint venture.
10. 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 and hence not commented upon.
- (b) The Company has not made any preferential allotment or private placement of shares / fully or partially or optionally convertible debentures during the year under audit and

- hence, the requirement to report on clause 3(x)(b) of the Order is not applicable to the Company.
11. No fraud by the Company or no fraud on the Company has been noticed or reported during the year.
 12. The Company is not a nidhi company as per the provisions of the Companies Act, 2013. Therefore, the requirements to report on clauses 3(xii)(a), 3(xii)(b) and 3(xii)(c) of the Order are not applicable to the Company.
 13. Transactions with the related parties are in compliance with sections 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the notes to the financial statements, as required by the applicable accounting standards.
 14. In our opinion and based on our examination, the company does not have an internal audit system and is not required to have an internal audit system as per provisions of the Companies Act 2013. Accordingly, the said clause is not applicable.
 15. The Company has not entered into any non-cash transactions with its directors or persons connected with him. Accordingly, the provisions of Clause 3(xv) of the Order are not applicable to the Company.
 16. The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, the provisions of Clause 3(xvi) of the Order are not applicable to the Company.
 17. The Company has incurred cash losses in the current year amounting to 24,712.88 Thousand. In the immediately preceding financial year, the Company had incurred cash losses amounting to 1027.11 Thousand.
 18. There has been no resignation of the statutory auditors of the Company during the year.
 19. On the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
 20. The provisions of Section 135 to the Companies Act, 2013 in relation to Corporate Social Responsibility is not applicable to the Company. Accordingly, the requirement to report on clause 3(xx)(a) of the Order is not applicable to the Company.

For **B D G & CO LLP**
Chartered Accountants
ICAI Firm Registration Number: 119739W / W100900

Sd/-
per Nikhil Rathod
Partner
Membership Number: 161220
UDIN: 24161220BKAUAF9896

Place : Mumbai
Date : May 24, 2024

ANNEXURE 2 TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE FINANCIAL STATEMENTS OF MODERN SHARES & STOCKBROKERS LIMITED

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

We have audited the internal financial controls with reference to financial statements of Modern Shares & Stockbrokers Limited ("the Company") as of March 31, 2024 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's Management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India ("ICAI"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to 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 information, as required under the Companies Act, 2013.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls 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, as specified under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both issued by ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance

about whether adequate internal financial controls with reference to these financial statements was established and maintained and if such controls operated effectively in all material respects.

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

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

Meaning of Internal Financial Controls With Reference to these Financial Statements

A company's internal financial controls with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial controls with reference to financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with 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 With Reference to Financial Statements

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

Opinion

In our opinion, the Company has, in all material respects, adequate internal financial controls with reference to financial statements and such internal

financial controls with reference to financial statements were operating effectively as at March 31, 2024, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note issued by the ICAI.

For **B D G & CO LLP**
Chartered Accountants
ICAI Firm Registration Number: 119739W / W100900

Sd/-
per Nikhil Rathod
Partner
Membership Number: 161220
UDIN: 24161220BKAUAF9896

Place : Mumbai
Date : May 24, 2024

Balance Sheet as at March 31, 2024

(Rs. in Lakhs)

Particulars	Note No.	As at March 31, 2024	As at March 31, 2023
ASSETS			
Financial Assets			
Cash and Cash Equivalents	2.1	43.72	186.90
Bank Balances other than Cash & Cash Equivalents	2.2	499.28	685.13
Stock in Trade (Securities held for trading)	2.3	37.61	53.79
Trade Receivables	2.4	26.93	177.38
Loans	2.5	0.87	2.62
Investments	2.6	0.78	0.78
Other Financial Assets	2.7	958.63	503.03
Non-Financial Assets			
Current tax Assets (net)	2.8	4.98	8.31
Deferred-tax Assets (net)	2.9	7.94	7.85
Property, Plant & Equipment	2.10	9.81	11.15
Other non-financial Assets	2.11	27.45	23.80
TOTAL ASSETS		1,618.00	1,660.75
LIABILITIES AND EQUITY			
LIABILITIES			
Financial Liabilities			
Trade Payables			
(i) Total outstanding dues of micro enterprises and small enterprises		-	-
(ii) Total outstanding dues of creditors other than micro enterprises and small enterprises	2.12	203.18	138.42
Borrowings (other than debt securities)	2.13	-	160.15
Other Financial Liabilities	2.14	19.64	16.98
Non-Financial Liabilities			
Provisions	2.15	123.07	122.08
Other non-financial Liabilities	2.16	14.73	9.91
Equity			
Equity Share Capital	2.17	293.11	293.11
Other Equity	2.18	964.27	920.09
TOTAL LIABILITIES & EQUITY		1,618.00	1,660.75

Significant accounting policies See accompanying notes forming part of the financial statements

1 & 2

As per our attached report of even date

For and on behalf of the Board

For **B D G & CO LLP**

Chartered Accountants

FRN No: 119739W/W100900

Nikhil Rathod

Partner

Membership No.161220

Place : Mumbai

Date : May 24, 2024

Ashok T Kukreja

Pankaj R Ved

Anil S Manghnani

R N Shenvi

Vibha Axit Gandhi

(Chairman)

(Director)

(Whole-time Director)

(Chief Financial Officer)

(Company Secretary)

DIN: 00463526

DIN: 00207079

DIN: 00012806

Statement of Profit and Loss for the Year ended March 31, 2024

(Rs. in Lakhs)

Particulars	Note No.	Year ended March 31, 2024	Year ended March 31, 2023
Revenue from Operations:			
Interest Income	2.19	63.70	56.68
Dividend Income	2.20	0.54	0.68
Fees and Commission Income	2.21	246.88	219.87
Profit on Trading	2.22	28.35	19.59
Total Revenue from Operations		339.47	296.82
Expenses:			
Finance Costs	2.23	1.70	2.35
Fees & Commission Expenses	2.24	0.60	0.47
Net Loss on Fair Value Changes	2.25	6.19	13.65
Employee Benefit Expenses	2.26	136.63	138.75
Depreciation, Amortization & Impairment	2.10	3.15	2.71
Other Expenses	2.27	136.81	115.93
Total Expenses		285.09	273.86
Profit/(Loss) before exceptional items and tax		54.39	22.96
Exceptional Items		-	-
Profit/(Loss) before tax		54.39	22.96
Tax expense:			
Current tax		14.50	7.00
Deferred tax		(1.67)	0.72
Short/(Excess) Provision of tax of earlier years		1.89	(3.07)
		14.73	4.65
Profit/(Loss) for the period		39.67	18.31
Other Comprehensive Income			
(i) Items that will not be reclassified to profit or loss			
- Remeasurement gain / (loss) on defined benefit plans		6.09	(3.19)
(ii) Deferred tax impact on the above		(1.58)	0.83
Other Comprehensive Income		4.51	(2.36)
Total Comprehensive Income for the period (Comprising profit & other Comprehensive Income for the period)		44.18	15.95
Earning per equity share			
- Basic		1.51	0.54
- Diluted		1.51	0.54

Significant accounting policies forming part of the financial statements 1 & 2

As per our attached report of even date

For **B D G & CO LLP**

Chartered Accountants

FRN No: 119739W/W100900

Nikhil Rathod

Partner

Membership No.161220

Place : Mumbai

Date : May 24, 2024

Ashok T Kukreja

Pankaj R Ved

Anil S Manghnani

R N Shenvi

Vibha Axit Gandhi

(Chairman)

(Director)

(Whole-time Director)

(Chief Financial Officer)

(Company Secretary)

For and on behalf of the Board

DIN: 00463526

DIN: 00207079

DIN: 00012806

Statement of changes in equity for the year ended March 31, 2024

Equity Share Capital

(Amount in Lakhs)

Particulars	As at March 31, 2024		As at March 31, 2023	
	Number of shares	Amount	Number of shares	Amount
Issued, subscribed and fully paid up equity shares outstanding at the beginning of the year	2,931,125	293.11	2,931,125	293.11
Changes made in financial year	-	-	-	-
Issued, subscribed and fully paid up equity shares outstanding at the end of the year	2,931,125	293.11	2,931,125	293.11

Other Equity

(Amount in Lakhs)

Particulars	Reserves & Surplus					
	Capital Reserve	Securities Premium Account	General Reserve	Retained Earnings	Other Comprehensive Income	Total Other Equity
Balance as at 1st April 2023	1.46	168.84	221.76	527.24	0.79	920.09
a) Changes in equity share capital due to prior period errors	-	-	-	-	-	-
b) Restated balance at the beginning of the current reporting period	-	-	-	-	-	-
c) Additions during the year	-	-	-	39.67	-	39.67
d) Actuarial gain on defined benefit plan (gratuity) net of income tax	-	-	-	-	4.51	4.51
Total Comprehensive Income for the year (a + b)	-	-	-	39.67	4.51	44.18
Dividends	-	-	-	-	-	-
Transfer to Securities premium	-	-	-	-	-	-
Balance as at 31st March 2024	1.46	168.84	221.76	566.91	5.30	964.27

As per our attached report of even date

For **B D G & CO LLP**

Chartered Accountants

FRN No: 119739W/W100900

Nikhil Rathod

Partner

Membership No.161220

Place : Mumbai

Date : May 24, 2024

For and on behalf of the Board

Ashok T Kukreja

(Chairman)

DIN: 00463526

Pankaj R Ved

(Director)

DIN: 00207079

Anil S Manghnani

(Whole-time Director)

DIN: 00012806

R N Shenvi

(Chief Financial Officer)

Vibha Axit Gandhi

(Company Secretary)

Cash Flow Statement for the year ended March 31, 2024

(Amount in Lakhs)

Particulars	Year ended March 31, 2024	Year ended March 31, 2023
A Cash Flow from Operating Activities		
Profit before tax	54.39	22.96
Adjustments for:		
Depreciation and amortization	3.15	2.71
Interest Received	(63.70)	(56.68)
Dividend on Investments	(0.54)	(0.68)
Provision for leave encashment & gratuity	6.75	(11.18)
Operating profit before working capital changes	0.05	(42.86)
Working capital changes:		
Decrease / (Increase) in stock in trade	16.18	(13.89)
Decrease / (Increase) in trade receivables	150.46	(151.72)
Decrease / (Increase) in loans	1.75	0.37
Decrease / (Increase) in other financial assets	(455.59)	354.17
Decrease / (Increase) in non financial assets	(3.65)	(11.97)
Increase / (Decrease) in trade payables	64.76	45.51
Increase / (Decrease) in financial liabilities	2.66	(5.33)
Increase / (Decrease) in non financial liabilities	4.82	(1.82)
Increase / (Decrease) in provisions	0.32	0.19
Cash generated from / (used in) operations	(218.26)	172.66
Direct taxes paid (Net of refunds)	(13.06)	15.94
Net cash generated from / (used in) operating activities (A)	(231.32)	188.61
B Cash Flow from Investing Activities		
Purchase of tangible assets / Capital work in progress	(1.81)	(3.94)
Interest received	63.70	56.68
Dividend received	0.54	0.68
Net cash generated from / (used in) investing activities (B)	62.43	53.42
C Cash Flow from Financing Activities		
Proceeds from Borrowings (Other than Debt Securities)	(160.15)	160.15
Total of (C)	(160.15)	160.15
Net (decrease)/increase in cash and cash equivalents (A+B+C)	(329.03)	402.17
Add: Cash and cash equivalents at the beginning of the period	872.03	469.86
Cash and cash equivalents at the end of the period	543.00	872.03
Breakup of Cash Equivalents		
Cash	0.40	0.68
Balances in Bank in Current Accounts	43.95	187.26
Balances in Bank in Fixed Deposits	498.65	684.09
	543.00	872.03

As per our attached report of even date

For **B D G & CO LLP**

Chartered Accountants

FRN No: 119739W/W100900

Nikhil Rathod

Partner

Place : Mumbai

Membership No.161220 Date : May 24, 2024

For and on behalf of the Board

Ashok T Kukreja (Chairman) DIN: 00463526

Pankaj R Ved (Director) DIN: 00207079

Anil S Manghnani (Whole-time Director) DIN: 00012806

R N Shenvi (Chief Financial Officer)

Vibha Axit Gandhi (Company Secretary)

Notes to the financial statements for the year ended March 31, 2024

Note 1 General information

Modern Shares and Stockbrokers Limited, company incorporated under the provisions of the Companies Act, 1956 and it's registered office in Mumbai. The Company is primarily engaged in stock broking.

Note 2 Summary of significant accounting policies

(i) Statement of Compliance

"The Financial Statements of the Company have been prepared in accordance with Indian Accounting Standards (Ind AS) as per Companies (Indian Accounting Standards) Rules 2015 as amended and notified under Section 133 of the Companies Act, 2013 ("the act") in conformity other accounting principles generally accepted in India and issued by the Institute of Chartered Accountants of India.

In addition, the guidance note/announcements issued by Institute of Chartered Accountants of India are also applied along with compliance with the other statutory promulgations require a different treatment.

The financial statements for the year ended March 31, 2023 of the Company is prepared in compliance with Ind AS."

(ii) Basis of preparation

"The financial statements have been prepared on the historical cost basis except for certain financial assets and liabilities that are measured at fair values at the end of each reporting period.

Fair value measurements under Ind AS are categorised into Level 1, 2, or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the Company can access at reporting date.

- Level 2 inputs are inputs, other than quoted prices included within level 1, that are observable for the asset or liability, either directly or indirectly; and
- Level 3 inputs are unobservable inputs for the valuation of assets or liabilities"

(iii) Presentation of financial statements:

"The Balance Sheet and the Statement of Profit and Loss are prepared and presented in the format prescribed in the Schedule III to the Companies Act, 2013 ("the Act"). The Statement of Cash Flows has been prepared and presented as per the requirements of Ind AS 7 "Statement of Cash Flows". The disclosure requirements with respect to items in the Balance Sheet and Statement of Profit and Loss, as prescribed in the Schedule III to the Act, are presented by way of notes forming part of the financial statements along with the other notes required to be disclosed under the notified accounting Standards and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Amounts in the financial statements are presented in absolute Indian Rupees rounded off to two decimal places as permitted by Schedule III to the Companies Act, 2013. Per share data are presented in Indian Rupee to two decimal places."

(iv) Revenue Recognition:

a) Dividend and Interest Income

"Dividends are recognised in Statement of profit and Loss only when the right to receive payment is established, it is probable that the economic benefits associated with the dividend will flow the Company and the Amount of the dividend can be measured reliably.

Interest income from investments is recognised when it is certain that the economic benefits will flow to the Company and the amount of income can be measured reliably. Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable."

b) Fees and Commission Income

Fee based income are recognised when they become measurable and when it is probable to expect their ultimate collection. Commission and brokerage income earned on secondary market operations are accounted on trade dates. Brokerage on mutual fund and IPO syndication are accounted on receipt basis.

c) Net gain or fair value change

Any differences between the fair values of the financial assets classified as fair value through the profit or loss, held by the Company on the balance sheet date is recognised as an unrealised gain/loss in the statement of profit and loss. In cases there is a net gain in aggregate, the same is recognised in “Net gains or fair value changes” under revenue from operations and if there is a net loss the same is disclosed “Expenses”, in the statement of profit and loss.

(v) Property Plant and Equipment

PPE is recognised when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. PPE is stated at original cost net of tax/duty credits availed, if any, less accumulated depreciation and cumulative impairment, if any. Cost includes all direct cost related to the acquisition of PPE and, for qualifying assets, borrowing costs capitalised in accordance with the Company’s accounting policy.

An item of Property, Plant and Equipment is derecognised on disposal or when no future economic benefits are expected from its use or disposal. The gain or loss arising on derecognition is recognised in the Statement of Profit and Loss.

“Depreciation is provided on a written down value basis from the date the asset is ready for its intended use or the date it is put to use, whichever is earlier. In respect of assets sold, depreciation is provided upto the date of disposal. As per the requirement of Schedule II of the Companies Act, 2013, the Company has evaluated the useful lives of the respective fixed

assets which are as per the provisions of Part C of the Schedule II of the Act for calculating the depreciation”

The estimates of useful lives of tangible assets are as follows :

Class of Asset	Estimated Useful Life
Furniture & Fixtures	10 years
Vehicles	8 years
Office Equipment	5 years
Computers - Servers and networks	6 years
Computers - End user devices, such as desktops, laptops, etc.	3 years

Leasehold improvement & premises are amortized on a straight line basis over the estimated useful lives of the assets or the period of lease, whichever is shorter.

vi) Intangible Assets

“Intangible assets are recognised when it is probable that the future economic benefits that are attributable to the asset will flow to the enterprise and the cost of the asset can be measured reliably. Intangible assets are stated at original cost net of tax/duty credits availed, if any, less accumulated amortisation and cumulative impairment. Direct expenses and administrative and other general overhead expenses that are specifically attributable to acquisition of intangible assets are allocated and capitalised as a part of the cost of the intangible assets.

Intangible assets are amortised on straight line basis over the estimated useful life. The method of amortisation and useful life are reviewed at the end of each accounting year with the effect of any changes in the estimate being accounted for on a prospective basis.

An intangible asset is derecognised on disposal, or when no future economic benefits are expected from use or disposal. Gains or losses arising from derecognition of an intangible asset are recognised in profit or loss when the asset is derecognised”

The estimates of useful lives of tangible assets are as follows :

Class of Asset	Estimated Useful Life
Computer software and web-site	3 Years
Trade mark	7 Years

(vii) Impairment of tangible and intangible assets

“As at the end of each accounting year, the Company reviews the carrying amounts of its PPE and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If such indication exists, the PPE, investment property and intangible assets are tested for impairment so as to determine the impairment loss, if any. Goodwill and the intangible assets with indefinite life are tested for impairment each year.

Impairment loss is recognised when the carrying amount of an asset exceeds its recoverable amount. Recoverable amount is determined: (i) in the case of an individual asset, at the higher of the net selling price and the value in use; and (ii) in the case of a cash generating unit (the smallest identifiable Company of assets that generates independent cash flows), at the higher of the cash generating unit’s net selling price and the value in use.

Recoverable amount is the higher of fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pretax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted. If recoverable amount of an asset (or cash generating unit) is estimated to be less than its carrying amount, such deficit is recognised immediately in the Statement of Profit and Loss as impairment loss and the carrying amount of the asset (or cash generating unit) is reduced to its recoverable amount. For this purpose, the impairment loss recognised in respect of a cash generating unit is allocated first to reduce the carrying amount of any goodwill allocated to such cash generating unit and then to reduce the carrying amount of the other assets of the cash generating unit on a pro-rata basis.

When an impairment loss subsequently reverses, the carrying amount of the asset (or cash generating unit), except for allocated goodwill, is increased to the revised estimate of its recoverable amount.”

(viii) Employee benefits

a) Short-term employee benefits

Short-term employee benefits are expensed as the related service is provided. A liability is recognised for the amount expected to be paid if the Company has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

b) Contribution to provident fund and ESIC

Company’s contribution paid/payable during the year to provident fund and ESIC is recognised in the Statement of profit and loss.

c) Gratuity (Funded):

The Company’s liability towards gratuity scheme is determined by independent actuaries, using the projected unit credit method. The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows by reference to market yields at the end of the reporting period on government bonds that have terms approximating to the terms of the related obligation. Past services are recognised at the earlier of the plan amendment / curtailment and recognition of related restructuring costs/ termination benefits. The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets. This cost is included in employee benefit expense in the Statement of profit and loss. Gratuity liability is funded with Life Insurance Corporation of India.

“Remeasurement gains/losses - Remeasurement of defined benefit plans, comprising of actuarial gains / losses,

return on plan assets excluding interest income are recognised immediately in the balance sheet with corresponding debit or credit to Other Comprehensive Income (OCI). Remeasurements are not reclassified to Statement of profit and loss in the subsequent period.

d) Superannuation fund

The Company makes contribution to the Superannuation scheme, a defined contribution scheme, administered by Life Insurance Corporation of India, which are charged to the Statement of profit and loss. The Company has no obligation to the scheme beyond its contributions.

e) Leave encashment / compensated absences / sick leave -

The Company provides for the encashment/availment of leave with pay subject to certain rules. The employees are entitled to accumulate leave subject to certain limits for future encashment / availment. The liability is provided based on the number of days of unutilized leave at each balance sheet date on the basis of an independent actuarial valuation.

(ix) Leases

The determination of whether an agreement is, or contains, a lease is based on the substance of the agreement at the date of inception.

(i) Finance leases:

A. Leases where the Company has substantially transferred all the risks and rewards of ownership of the related assets are classified as finance leases. Assets under finance lease are capitalised at the commencement of the lease at the lower of the fair value or the present value of minimum lease payments and a liability is created for an equivalent amount. Each lease rental paid is allocated between the liability and the interest cost, so as to obtain a constant periodic rate of interest on the outstanding liability for each period.

B. Assets given under a finance lease are recognised as a receivable at an amount equal to the net investment in the lease. Lease income is recognised over the period of the lease so as to yield a constant rate of return on the net investment in the lease.

(ii) Operating leases:

The leases which are not classified as finance lease are operating leases.

A. Lease rentals on assets under operating lease are charged to the Statement of Profit and Loss on a straight line basis over the term of the relevant lease.

B. Assets leased out under operating leases are continued to be shown under the respective class of assets. Rental income is recognised on a straight line basis over the term of the relevant lease

(x) 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.

a) Recognition and initial measurement -

Financial assets and financial liabilities are recognised when the Company becomes a party to the contractual provisions of the instruments. Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at FVTPL) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at FVTPL are recognised immediately in Statement of profit and loss.

b) Classification and Subsequent measurement of financial assets

On initial recognition, a financial asset is classified as measured at

- Amortised cost;
- FVOCI - debt instruments;
- FVOCI - equity instruments;
- FVTPL”

Amortised cost -

Financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) if these financial assets are held within a business model whose objective is to hold these assets in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

FVOCI - debt instruments -

The Company measures its debt instruments at FVOCI when the instrument is held within a business model, the objective of which is achieved by both collecting contractual cash flows and selling financial assets; and the contractual terms of the financial asset meet the SPPI test.

FVOCI - equity instruments -

The Company subsequently measures all equity investments at fair value through profit or loss, unless the Company’s management has elected to classify irrevocably some of its equity instruments at FVOCI, when such instruments meet the definition of Equity under Ind AS 32 Financial Instruments and are not held for trading. Financial assets are not reclassified subsequent to their initial recognition, except if and in the period the Company changes its business model for managing financial assets. All financial assets not classified as measured at amortised cost or FVOCI are measured at FVTPL. This includes all derivative financial assets.

Subsequent measurement of financial assets

Financial assets at amortised cost are subsequently measured at amortised cost using effective interest method. The amortised cost is reduced by impairment losses. Interest income, foreign exchange gains and losses and impairment are recognised in Statement of profit and loss. Any gain and loss on derecognition is recognised in Statement of profit and loss.

Debt investment at FVOCI are subsequently measured at fair value. Interest income under effective interest method, foreign exchange gains and losses and impairment are recognised in Statement of profit and loss. Other net gains and losses are recognised in OCI. On derecognition, gains and losses accumulated in OCI are reclassified to Statement of profit and loss.

For equity investments, the Company makes an election on an instrument-by-instrument basis to designate equity investments as measured at FVOCI. These elected investments are measured at fair value with gains and losses arising from changes in fair value recognised in other comprehensive income and accumulated in the reserves. The cumulative gain or loss is not reclassified to Statement of profit and loss on disposal of the investments. These investments in equity are not held for trading. Instead, they are held for strategic purpose. Dividend income received on such equity investments are recognised in Statement of profit and loss.

Equity investments that are not designated as measured at FVOCI are designated as measured at FVTPL and subsequent changes in fair value are recognised in Statement of profit and loss.

Financial assets at FVTPL are subsequently measured at fair value. Net gains and losses, including any interest or dividend income, are recognised in Statement of profit and loss.

c) Financial liabilities and equity instruments

Classification as debt or equity -

Debt and equity instruments issued by the Company are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

Equity instruments -

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by Company are recognised at the proceeds received. Transaction costs of an equity transaction are recognised as a deduction from equity.

Financial liabilities -

Financial liabilities are classified as measured at amortised cost or FVTPL. A financial liability is classified as at FVTPL if it is classified as held-fortrading or it is a derivative or it is designated as such on initial recognition. Other financial liabilities are subsequently measured at amortised cost using the effective interest method. Interest expense and foreign exchange gains and losses are recognised in Statement of profit and loss. Any gain or loss on derecognition is also recognised in Statement of profit and loss.

d) Derecognition

Financial assets

The Company derecognises a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the rights to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial asset are transferred or in which the Company neither transfers nor retains substantially all of the risks and rewards of ownership and does not retain control of the financial asset. If the Company enters into transactions whereby it transfers assets

recognised on its balance sheet, but retains either all or substantially all of the risks and rewards of the transferred assets, the transferred assets are not derecognised.

Financial liabilities

A financial liability is derecognised when the obligation in respect of the liability is discharged, cancelled or expires. The difference between the carrying value of the financial liability and the consideration paid is recognised in Statement of profit and loss.

e) Offsetting

Financial assets and financial liabilities are offset and the net amount presented in the balance sheet when, and only when, the Company currently has a legally enforceable right to set off the amounts and it intends either to settle them on a net basis or to realise the asset and settle the liability simultaneously.

f) Derivative financial instruments

Derivatives are initially recognised at fair value at the date the contracts are entered into and are subsequently remeasured to their fair value at the end of each reporting period. The resulting gain/loss is recognised in Statement of profit and loss.

Derivatives embedded in non-derivative host contracts are treated as separate derivatives when their risks and characteristics are not closely related to those of the host contracts and the host contracts are not measured at FVTPL.

g) Impairment of financial instruments

Equity instruments are not subject to impairment under Ind AS 109.

The Company recognises lifetime expected credit losses (ECL) when there has been a significant increase in credit risk since initial recognition and when the financial instrument is credit impaired. If the credit risk on the financial instrument has not increased significantly since initial recognition, the

Company measures the loss allowance for that financial instrument at an amount equal to 12 month ECL. The assessment of whether lifetime ECL should be recognised is based on significant increases in the likelihood or risk of a default occurring since initial recognition. 12 month ECL represents the portion of lifetime ECL that is expected to result from default events on a financial instrument that are possible within 12 months after the reporting date.

When determining whether credit risk of a financial asset has increased significantly since initial recognition and when estimating expected credit losses, the Company considers reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information and analysis, including on historical experience and forward-looking information.

The expected credit losses on these financial assets are estimated using a provision matrix based on the Company's historical credit loss experience, adjusted for factors that are specific to the debtors, general economic conditions and an assessment of both the current as well as the forecast direction of conditions at the reporting date, including time value of money where appropriate. Lifetime ECL represents the expected credit losses that will result from all possible default events over the expected life of a financial instrument.

Loss allowances for financial assets measured at amortised cost are deducted from the gross carrying amount of the assets. For debt securities at FVOCI, the loss allowance is recognised in OCI and carrying amount of the financial asset is not reduced in the balance sheet.

h) Write offs

The gross carrying amount of a financial asset is written off when there is no realistic prospect of further recovery. This is generally the case when the Company determines that the debtor/ borrower does not have assets

or sources of income that could generate sufficient cash flows to repay the amounts subject to the write-off. However, financial assets that are written off could still be subject to enforcement activities under the Company's recovery procedures, taking into account legal advice where appropriate. Any recoveries made are recognised in Statement of profit and loss

xi) Cash and bank balances:

Cash and bank balances also include fixed deposits, margin money deposits, earmarked balances with banks and other bank balances which have restrictions on repatriation. Short term and liquid investments being subject to more than insignificant risk of change in value, are not included as part of cash and cash equivalents.

xii) Borrowing costs:

Borrowing costs net of any investment income from the temporary investment of related borrowings, that are attributable to the acquisition, construction or production of a qualifying asset are capitalised as part of cost of such asset till such time the asset is ready for its intended use or sale. A qualifying asset is an asset that necessarily requires a substantial period of time to get ready for its intended use or sale. All other borrowing costs are recognised in profit or loss in the period in which they are incurred.

(xiii) Taxation - Current and deferred tax:

Income tax expense comprises of current tax and deferred tax. It is recognised in Statement of profit and loss except to the extent that it relates to an item recognised directly in equity or in other comprehensive income.

A. Current tax :

Current tax comprises amount of tax payable in respect of the taxable income or loss for the year determined in accordance with Income Tax Act, 1961 and any adjustment to the tax payable or receivable in respect of previous years. The Company's current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

B. Deferred tax :

Deferred tax assets and liabilities are recognized for the future tax consequences of temporary differences between the carrying values of assets and liabilities and their respective tax bases. Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period. The measurement of deferred tax liabilities and assets reflects the tax consequence that would follow from the manner in which the Company expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax assets are recognized to the extent that it is probable that future taxable income will be available against which the deductible temporary difference could be utilized. Such deferred tax assets and liabilities are not recognised if the temporary difference arises from the initial recognition of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit. 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 all or part of the asset to be recovered.

(xiv) Provisions, contingent liabilities and contingent assets:

Provisions are recognised only when:

- (i) an Company entity has a present obligation (legal or constructive) as a result of a past event; and
- (ii) it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation; and
- (iii) a reliable estimate can be made of the amount of the obligation

Provision is measured using the cash flows estimated to settle the present obligation and when the effect of time value of money is material, the carrying amount of the provision is the present value of those cash flows. Reimbursement expected in respect of expenditure required to settle a provision is recognised only when it is virtually certain that the reimbursement will be received

Contingent liability is disclosed in case of:

- (i) a present obligation arising from past events, when it is not probable that an outflow of resources will be required to settle the obligation; and
- (ii) a present obligation arising from past events, when no reliable estimate is possible

Contingent assets are disclosed where an inflow of economic benefits is probable. Provisions, contingent liabilities and contingent assets are reviewed at each Balance Sheet date. Where the unavoidable costs of meeting the obligations under the contract exceed the economic benefits expected to be received under such contract, the present obligation under the contract is recognised and measured as a provision.

xv) Statement of cash flows:

Statement of cash flows is prepared segregating the cash flows into operating, investing and financing activities. cash flow from operating activities is reported using indirect method adjusting the net profit for the effects of:

- (i) changes during the period in operating receivables and payables transactions of a non-cash nature;
- (ii) non-cash items such as depreciation, provisions, deferred taxes, unrealised gains and losses; and
- (iii) all other items for which the cash effects are investing or financing cash flows.

Cash and cash equivalents (including bank balances) shown in the Statement of Cash Flows exclude items which are not available for general use as on the date of Balance Sheet.

(xvi) Earnings per share

Basic earnings per share is calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. Earnings considered in ascertaining the Company's earnings per share is the net profit for the period after deducting dividends and any attributable tax thereto for the period. The weighted average number of equity shares outstanding during the period and for all periods presented is adjusted for events, such as bonus shares, other than the conversion of potential equity shares, that have changed the number of equity shares outstanding, without a corresponding change in resources. For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period is adjusted for the effects of all dilutive potential equity shares.

(xvii) Foreign currencies

- (i) The functional currency and presentation currency of the Company is Indian Rupee. Functional currency of the Company and foreign operations has been determined based on the primary economic environment in which the Company and its foreign operations operate considering the currency in which funds are generated, spent and retained.
- (ii) Transactions in currencies other than the Company's functional currency are recorded on initial recognition using the exchange rate at the transaction date. At each Balance Sheet date, foreign currency monetary items are reported at the prevailing closing spot

rate. Non-monetary items that are measured in terms of historical cost in foreign currency are not retranslated.

Exchange differences that arise on settlement of monetary items or on reporting of monetary items at each Balance Sheet date at the closing spot rate are recognised in the Statement of Profit and Loss in the period in which they arise.

- (ii) Financial statements of foreign operations whose functional currency is different than Indian Rupees are translated into Indian Rupees as follows:

- A. assets and liabilities for each Balance Sheet presented are translated at the closing rate at the date of that Balance Sheet;
- B. income and expenses for each income statement are translated at average exchange rates; and
- C. all resulting exchange differences are recognised in other comprehensive income and accumulated in equity as foreign currency translation reserve for subsequent reclassification to profit or loss on disposal of such foreign operations.

(xviii) Dividend

Provision is made for the amount of any dividend declared, being appropriately authorised and no longer at the discretion of the entity, on or before the end of the reporting period but not distributed at the end of the reporting period.

Notes forming part of financial statement

(Amount in Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
Note 2.1: Cash and Cash Equivalents:		
Cash on hand	0.40	0.68
Balances with banks in current accounts	38.32	151.22
Term deposits with original maturity up to 3 months		
- Under Lien#	5.00	35.00
Total	43.72	186.90
Note 2.2: Bank Balances other than Cash & Cash Equivalents:		
Earmarked balances with banks -		
Unclaimed dividend	0.64	1.04
Term deposits with maturity less than 12 months -		
- Free	225.00	210.00
- Under Lien#	273.65	474.09
Total	499.28	685.13
Note 2.3: Stock in Trade (Securities held for trading)		
At fair value through Profit or loss		
Equity Shares	37.61	53.79
Total	37.61	53.79
Note 2.4: Trade Receivables		
(i) Unsecured, considered good	26.93	177.38
(ii) Secured, considered good	-	-
Total	26.93	177.38

Note:

- 1) The Company applies the Ind AS 109 simplified approach to measuring expected credit losses (ECLs) for trade receivables at an amount equal to lifetime ECLs. The ECLs on trade receivables are calculated based on actual historic credit loss experience over the preceding three to five years on the total balance of non-credit impaired trade receivables. The Company considers a trade receivable to be credit impaired when one or more detrimental events have occurred, such as significant financial difficulty of the client or it becoming probable that the client will enter bankruptcy or other financial reorganization. When a trade receivable is credit impaired, it is written off against trade receivables and the amount of the loss is recognised in the income statement. Subsequent recoveries of amounts previously written off are credited to the income statement.
- 2) No trade or other receivable are due from directors or other officers of the company either severally or jointly with any other person. Nor any trade or other receivable are due from firms or private companies respectively in which any director is a partner, a director or a member.

Details of Term deposits - Under lien

(Amount in Lakhs)

Particulars	As at March 31, 2024				As at March 31, 2023			
	Note 2.1	Note 2.2	Note 2.7	Total	Note 2.1	Note 2.2	Note 2.7	Total
(i) For Bank Guarantees	-	-	50.00	50.00	-	50.00	-	50.00
(ii) For Overdraft Facilities	-	160.00	245.00	405.00	35.00	215.00	155.00	405.00
(iii) Margin for F&O Expoure Limit	-	-	88.00	88.00	-	88.00	-	88.00
(iii) Margin for Cash Market	5.00	113.65	151.79	270.43	-	121.09	165.00	286.09
Total	5.00	273.65	534.79	813.43	35.00	474.09	320.00	829.09

Trade Receivables

(Amount in Lakhs)

Particulars	As at 31 March, 2024					
	Outstanding for less than 6 months	Outstanding for 6 months - 1 year	Outstanding for 1 - 2 years	Outstanding for 2-3 years	Outstanding for more than 3 years	Total
(i) Undisputed Trade receivables - considered good	1.76	-	-	-	-	1.76
(ii) Undisputed Trade Receivables - which have significant increase in credit risk	-	-	-	-	-	-
(iii) Undisputed Trade Receivables - credit impaired	-	-	-	-	-	-
(iv) Disputed Trade Receivables- considered good	-	-	-	-	25.17	25.17
(v) Disputed Trade Receivables - which have significant increase in credit risk	-	-	-	-	-	-
(vi) Disputed Trade Receivables - credit impaire	-	-	-	-	-	-
Total	1.76	-	-	-	25.17	26.93

(Amount in Lakhs)

Particulars	As at 31 March, 2023					
	Outstanding for less than 6 months	Outstanding for 6 months - 1 year	Outstanding for 1- 2 years	Outstanding for 2-3 years	Outstanding for more than 3 years	Total
(i) Undisputed Trade receivables - considered good	152.22	-	-	-	-	152.22
(ii) Undisputed Trade Receivables - which have significant increase in credit risk	-	-	-	-	-	-
(iii) Undisputed Trade Receivables - credit impaired	-	-	-	-	-	-
(iv) Disputed Trade Receivables - considered good	-	-	-	-	25.17	25.17
(v) Disputed Trade Receivables - which have significant increase in credit risk	-	-	-	-	-	-
(vi) Disputed Trade Receivables - credit impaire	-	-	-	-	-	-
Total	152.22	-	-	-	25.17	177.38

(Amount in Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
Note 2.5: Loans		
At Amortised cost		
- Loan to Staff (Unsecured)	0.87	2.62
Total	0.87	2.62
Loans in India		
- Public Sector		
- Others	0.87	2.62
Total	0.87	2.62
Stage wise break up of loans		
(i) Low credit risk	0.87	2.62
(ii) Significant increase in credit risk	-	-
(iii) Credit impaired	-	-
Total	0.87	2.62

	As at March 31, 2024		As at March 31, 2023	
Note 2.6: Investments				
At fair value through Profit or loss				
Investment in Equity Instruments				
Quoted, fully paid-up				
Emmons International Limited	10000	0.69	10000	0.69
Unquoted, fully paid-up				
The Saraswat Co-op. Bank Limited	950	0.10	950	0.10
Total	10,950	0.78	10,950	0.78

(Amount in Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
Note 2.7: Other financial assets		
Deposits with exchange/ CM	277.27	70.25
Electricity and other deposits	14.96	15.74
Interest accrued on term deposits	7.85	5.59
Term deposits with maturity more than 12 months -		
- Free	25.00	-
- Under Lien#	534.79	320
Other receivables (Fair value of plan assets - gratuity)	98.76	91.46
Total	958.63	503.03

(Amount in Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
Note 2.8: Current tax assets (net)		
Income tax paid in advance (Net of provision for tax)	4.98	8.31
Total	4.98	8.31
Note 2.9: Deferred tax assets (net)		
On timing difference of Assets	0.26	0.36
Provision for Leave Encashment	7.68	7.49
Total	7.94	7.85
Note 2.11: Other non-financial assets		
Prepaid expenses	4.99	6.19
Goods and service tax input credit	3.27	0.44
Other receivables	19.20	17.17
Total	27.45	23.80

Note 2.10: Property, Plant & Equipments and Intangibles

Particulars	Gross carrying amount			Accumulated depreciation / amortisation				Net carrying amount	
	As at March 31, 2023	Additions	Deductions	As at March 31, 2023	For the year	Deductions	As at March 31, 2024	As at March 31, 2024	As at March 31, 2023
Property, Plant and Equipments									
Leasehold Improvements	15.57	-	-	10.03	0.54	-	10.57	5.00	5.54
Airconditioner	0.55	-	-	0.33	0.10	-	0.42	0.13	0.23
Computer	29.71	1.81	-	25.82	2.45	-	28.27	3.25	3.89
Office Equipments	3.18	-	-	2.92	0.05	-	2.97	0.21	0.26
Motor Car	6.53	-	-	6.21	-	-	6.21	0.33	0.33
Office Furniture	4.56	-	-	3.65	0.01	-	3.66	0.90	0.91
TOTAL	60.10	1.81	-	48.95	3.15	-	52.10	9.81	11.15
Previous year	56.17	3.94	-	46.24	2.71	-	48.95	11.15	9.92

(Amount in Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
Note 2.12: Trade payables		
Micro enterprises and small enterprise	-	-
Due to others	203.18	138.42
Total	203.18	138.42

Micro, Small and Medium Enterprises:

Based on and to the extent of the information received by the Company from the suppliers during the year regarding their status under the Micro, Small and Medium Enterprises Development Act, 2006 (MSMED Act), the total outstanding dues of Micro and Small enterprises, which are outstanding for more than the stipulated period and other disclosures as per the Micro, Small and Medium Enterprises Development Act, 2006 (hereinafter referred to as "the MSMED Act") are given below :

a) Dues remaining unpaid to any supplier at the year end		
- Principal	-	-
- Interest on above	-	-
b) Interest paid in terms of Section 16 of the MSMED Act along with the amount of payment made to the supplier beyond the appointed day during the year		
- Principal paid beyond the appointed date	-	-
- Interest paid in terms of Section 16 of the MSMED Act	-	-
c) Amount of interest due and payable for the period of delay on payments made beyond the appointed day during the year		
d) Amount of interest accrued and remaining unpaid	-	-
e) Further interest due and payable even in the succeeding years, until such date when the interest due as above are actually paid to the small enterprises		
Total	-	-

Trade Payables

(Amount in Lakhs)

Particulars	As at 31 March, 2024				Total
	Outstanding for Less than 1 years	Outstanding for 1- 2 years	Outstanding for 2-3 years	Outstanding for more than 3 years	
MSME	-	-	-	-	-
Others	203.18	-	-	-	203.18
Disputed dues – MSME	-	-	-	-	-
Disputed dues – Others	-	-	-	-	-
Total	203.18	-	-	-	203.18

(Amount in Lakhs)

Particulars	As at 31 March, 2023				
	Outstanding for Less than 1 years	Outstanding for 1- 2 years	Outstanding for 2-3 years	Outstanding for more than 3 years	Total
MSME	-	-	-	-	-
Others	138.42	-	-	-	138.42
Disputed dues – MSME	-	-	-	-	-
Disputed dues – Others	-	-	-	-	-
Total	138.42	-	-	-	138.42

(Amount in Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
Note 2.13: Borrowing (Other than Debt Securities)		
At Amortised cost		
Demand Loans		
- From Bank (Secured)*	-	160.15
Total	-	160.15
- Borrowings in India	-	160.15
- Borrowings outside India	-	-
Total	-	160.15
* Demand loan from bank is secured against Fixed Deposit with banks		
Note 2.14: Other financial liabilities		
Unclaimed dividends	0.64	1.04
Provision for expenses	19.00	15.94
Total	19.64	16.98
Note 2.15: Provisions		
Provision for employee benefits		
Bonus	7.39	7.07
Defined Benefit Obligation - Gratuity	86.12	86.20
Leave Encashment	29.56	28.82
Total	123.07	122.08
Note 2.16: Other non-financial liabilities		
Outstanding statutory liabilities	14.73	9.91
Total	14.73	9.91

Note 2.17 : Equity Share Capital

(I) Share capital authorised, issued, subscribed and paid up

(Amount in Lakhs)

Particulars	As at March 31, 2024		As at March 31, 2023	
	Number	Amount	Number	Amount
Authorised				
Equity shares of Rs.10/- each.	6,000,000	600.00	6,000,000	600.00
Issued				
Equity shares of Rs.10/- each fully paid-up	2,931,125	293.11	2,931,125	293.11
Issued, Subscribed & Paid up				
Equity shares of Rs.10/- each fully paid-up	2,931,125	293.11	2,931,125	293.11
Subscribed but not fully Paid up				
Equity Shares of each, not fully paid up	-	-	-	-
Total	2,931,125	293.11	2,931,125	293.11

(II) Terms/rights attached to equity shares

No shares out of the issued, subscribed and paid up shares have been issued for a consideration other than cash, bonus etc. in past 5 years.

The Company has only one class of shares referred to as equity shares having par value of Rs.10. Each holder of equity shares is entitled to one vote per share. The Company declares and pays dividends in Indian rupees.

In the event of liquidation of the Company, the holders of equity shares will be entitled to receive any of the remaining asset of the Company, after distribution of all preferential amounts. However, no such preferential amounts exist currently. The distribution will be in proportion to the number of equity shares held by the shareholders.

(III) Reconciliation of the number of shares outstanding at the beginning and at the end of the year

Particulars	As at March 31, 2024		As at March 31, 2023	
	Number	Amount	Number	Amount
Shares outstanding at the beginning of the year	2,931,125	293.11	2,931,125	293.11
Shares Issued during the year	-	-	-	-
Shares bought back during the year	-	-	-	-
Shares outstanding at the end of the year	2,931,125	293.11	2,931,125	293.11

(IV) Shares of the Company held by each shareholder holding more than 5% shares

Name of Shareholder	As at March 31, 2024		As at March 31, 2023	
	No. of shares	% Holding	No. of shares	% Holding
M/s. Bhagwanti Exports Pvt. Ltd.	1,075,075	36.68%	1,075,075	36.68%
Mr. Anil S Manghnani	455,010	15.52%	455,010	15.52%
Mr. Narendra H Advani	436,699	14.90%	436,699	14.90%

(V) Details of shares held by promoters

Name of shareholder	As at 31 March, 2024			As at 31 March, 2023		
	Number of shares	% holding in that class of shares	% change	Number of shares	% holding in that class of shares	% change
M/s. Bhagwanti Exports Pvt. Ltd.	1,075,075	36.68%	-	1,075,075	36.68%	-
Mr. Anil S Manghnani	455,010	15.52%	-	455,010	15.52%	-
Mr. Narendra H Advani	436,699	14.90%	-	436,699	14.90%	-
Ms. Shalini Narendra Advani	19,100	0.65%	-	19,100	0.65%	-
Mr. Ghansham Shewakramani	49,600	1.69%	-	49,600	1.69%	-
Mrs. Meena Shewakramani	32,700	1.12%	-	32,700	1.12%	-
Mr. Monish Shewakramani	17,000	0.58%	100.00%	-	-	-
Mrs. Godavari Shewakramani (deceased)	-	-	-100.00%	17,000	0.58%	-
M/s. Brightland Hotels Pvt. Ltd.	49,600	1.69%	-	49,600	1.69%	-
Equity Shares	2134784	72.83%	-	2134784	72.83%	-

(Amount in Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
Note 2.18 : Other Equity		
Capital Reserve	1.46	1.46
Securities Premium Account	168.84	168.84
General Reserve	221.76	221.76
Opening Balance	527.24	508.92
Net Profit/(Net Loss) for the Year	39.67	18.32
Retained Earnings	566.91	527.24
Other Comprehensive Income		
Opening Balance	0.79	3.16
Current Year	4.51	(2.36)
Other Comprehensive Income	5.30	0.79
	964.27	920.09

Description of the nature and purpose of Other Equity :

Capital Reserve

It is made out of capital profits earned. The same is not available for profit distribution.

Securities Premium Account

Securities premium reserve is used to record the premium on issue of shares. The reserve is utilised in accordance with the provision of the Companies Act, 2013.

General Reserve

The general reserve is used from time to time to transfer profits from retained earnings for appropriation purposes. As the general reserve is created by a transfer from one component of equity to another and is not an item of other comprehensive income, items included in the general reserve will not be reclassified subsequently to statement of profit and loss. General reserve is used to transfer to debenture redemption reserve.

Retained Earnings

Retained earnings represents surplus / accumulated earnings of the Company and are available for distribution to shareholders.

(Amount in Lakhs)

Particulars	Year ended March 31, 2024	Year ended March 31, 2023
Note 2.19: Interest income		
Financial assets measured at amortised costs:		
Interest income from investments	0.02	1.93
Interest on deposits with banks	63.68	54.75
Total	63.70	56.68
Note 2.20: Dividend income		
Dividends on Equity	0.54	0.68
Total	0.54	0.68
Note 2.21: Fees and commission income		
Brokerage, commission and fees	246.88	219.87
Total	246.88	219.87
Note 2.22: Profit/(Loss) on Trading		
Profit on Trading		
- Derivatives	0.20	-0.04
- Equity Shares	28.15	5.98
Total	28.35	5.94
Note 2.23: Finance Costs		
Interest on borrowings (other than debt securities)	0.65	1.28
Bank Charges	-0.01	0.01
Bank Guarantee Charges	1.06	1.06
Interest cost on gratuity	0.00	0.00
Total	1.70	2.35
Note 2.24: Fees & commission expenses		
Brokerage Paid	0.60	0.47
Total	0.60	0.47
Note 2.25: Net loss on fair value changes		
Net gain on financial instruments at fair value through profit or loss		
- Inventory	6.19	13.65
- Investment	0.00	0.00
Total net loss on fair value changes	6.19	13.65
Fair value changes:		
- Realised	0.00	0.00
- Unrealised	0.00	0.00
Total net loss on fair value changes	0.00	0.00

(Amount in Lakhs)

Particulars	Year ended March 31, 2024	Year ended March 31, 2023
Note 2.26: Employee Benefit Expenses		
Salaries and Incentives	93.41	98.94
Directors' Remuneration	10.81	10.81
Remuneration to Key Management Personnel	12.30	12.37
Contributions to -		
Provident Fund	9.18	9.57
Superannuation Scheme	3.18	3.18
Gratuity	3.70	0.27
Staff Welfare Expenses	4.06	3.61
	136.64	138.75
Note 2.27: Other Expenses		
Auditors' Remuneration	3.94	1.60
Rent, Rates & Taxes	5.48	5.48
Directors' Sitting Fees	2.05	2.00
Legal and Professional Fees	70.35	61.41
Software Expenses	2.67	1.98
Business Promotion Expenses	5.10	4.67
Membership Fees & Subscription	5.27	5.65
Electricity Charges	3.11	2.46
Motor car Expenses	5.39	3.95
Postage and Telephone	3.91	3.78
Travelling and Conveyance	2.24	2.65
Printing and Stationery	0.60	0.55
Repairs and Maintenance - others	6.21	5.79
Insurance	4.63	3.85
Miscellaneous Expenses	15.86	10.10
	136.81	115.93
Details of Managerial Remuneration:		
a. Remuneration to Directors		
Salary	8.40	8.40
Contri. to PF & Other Funds	2.41	2.41
Other Perquisites	0.00	0.00
Total (a)	10.81	10.81
b. Remuneration to Key Management Personnel		
Salary	11.10	10.80
Contri. to PF & Other Funds	1.20	1.57
Other Perquisites	0.00	0.00
Total (b)	12.30	12.37
Total (a+b)	23.11	23.17

(Amount in Lakhs)

Particulars	Year ended March 31, 2024	Year ended March 31, 2023
Auditors' Remuneration consist of: (excluding GST)		
Statutory Audit Fees	0.00	0.64
Tax Audit fees	0.00	0.18
Certification Services	0.54	0.78
	0.54	1.60
Note 2.28: Earning Per Share (EPS)		
Profit for the year	44	15.85
Weighted average number of Equity Shares used in computing basic EPS	2,931,125	2,931,125
Effect of potential dilutive Equity Shares	-	-
Weighted average number of Equity Shares used in computing diluted EPS	2,931,125	2,931,125
Basic Earnings per share	0.00	0.54
Diluted Earnings per share	0.00	0.54

Note 2.29: Ratios

Additional regulatory information required under (WB) (xvi) of Division III of Schedule III amendment, disclosure of ratios, is not applicable to the Company as it is in broking business and not an NBFC registered under Section 45-IA of Reserve Bank of India Act, 1934.

Note 2.30: a) Contingent liabilities and commitments (to the extent not provided for)

(Amount in Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
Contingent liabilities:		
(i) Guarantees / securities given*	100.00	100.00
(ii) Claim against the company not acknowledged as debt	-	-
Total	100.00	100.00
Capital commitments:		
(i) Estimated amount of contracts remaining to be executed on capital account (net of advances)	-	-
(ii) Uncalled liability on shares and other investments partly paid	-	-
Total	-	-

*guarantees issued by Banks in favour of National Securities Clearing Corporation Limited

- b) Contingent assets are disclosed where an inflow of economic benefits is probable. However, with respect to the suit filed against Bata India Limited by Modern Shares and Stockbrokers Limited, the Company got the order (T.E. Suit No. 146/192 of 2009) from Court of Small Causes at Bombay wherein it is directed to fixing of Mesne profit. Bata India Limited appealed against the Order and where in the said order, stay had been granted with the condition mesne profit to be deposited in the Court as per the order by The Hon'ble Court of Small Causes at Bombay (appellant). After that, Bata India Limited has filed an appeal with The Hon'ble High Court of Bombay against the order passed, which is still pending before the Hon'ble High Court of Bombay.

Note 2.31 : Remittance in foreign currencies:

(Amount in Lakhs)

Particulars	2023-24	2022-23
(i) Dividend		
(i) Number of non-resident shareholders	9	10
(ii) Number of Ordinary shares held by them	314,136	213,708
(iii) Amount of dividends	-	-
(iv) Year to which dividend relates	-	-
(ii) Expenditure in foreign currency	-	-
Total	-	-

Note 2.32 : Segment Reporting:

There is no separate reportable segment as per Ind AS 108 on 'Operating Segments' in respect of the Company.

Note 2.33 : Lease

The Company has adopted Ind AS 116 with effect from April 01, 2019 and applied the standard to its leases retrospectively in accordance with the requirements of the standard, the lease liability under operating lease has been recognised on straight line basis.

Note 2.34 : Financial Risk Management

Company has operations in India. Whilst risk is inherent in the Company's activities, it is managed through an integrated risk management framework, including ongoing identification, measurement and monitoring, subject to risk limits and other controls. This process of risk management is critical to the Company's continuing profitability and each individual within the Company is accountable for the risk exposures relating to his or her responsibilities. The Company is exposed to credit risk, liquidity risk and market risk. It is also subject to various operating and business risks.

A. Credit Risk

Credit risk is the risk that the Company will incur a loss because its customers or counterparties fail to discharge their contractual obligation. The Company manages and controls credit risk by setting limits on the amount of risk it is willing to accept for individual counterparties, and by monitoring exposures in relations to such limits.

The maximum exposure to credit risk for each class of financial instruments is the carrying amount of that class of financial instruments presented in the financial statements. The Company's major classes of financial assets are cash and cash equivalents, loans, investment in mutual fund units, investment in equity instruments, term deposits, trade receivables and security deposits.

Deposits with banks are considered to have negligible risk or nil risk, as they are maintained with high rated banks / financial institutions as approved by the Board of directors. The management has established accounts receivable policy under which customer accounts are regularly monitored. The Company has a dedicated risk management team, which monitors the positions, exposures and margins on a continuous basis.

B. Liquidity Risk

Liquidity risk is the risk that the entity will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The entity's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the entity's reputation.

Prudent liquidity risk management requires sufficient cash and marketable securities and availability of funds through adequate committed credit facilities to meet obligations when due and to close out market positions.

The Company has a view of maintaining liquidity with minimal risks while making investments. The Company invests its surplus funds in short term liquid assets in bank deposits and liquid mutual funds. The Company monitors its cash and bank balances periodically in view of its short term obligations associated with its financial liabilities.

Refer Note no. 2.35 For analysis of maturities of financial assets and financial liabilities.

C. Market Risk

Market risk is the risk that the fair value or future Cash flows of a financial instrument will fluctuate because of changes in market prices. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimizing the return.

(i) Foreign currency risk

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates.

Foreign currency risk management

In respect of the foreign currency transactions, the company does not hedge the exposures since the management believes that the same is insignificant in nature and will not have a material impact on the Company.

(ii) Interest rate risk

The Company is exposed to Interest risk if the fair value or future cash flows of its financial instruments will fluctuate as a result of changes in market interest rates. Fair value interest rate risk is the risk of changes in fair values of fixed interest bearing investments because of fluctuations in the interest rates.

The Company's interest rate risk arises from interest bearing deposits with bank. Management believe that the interest rate risk attached to this financial assets are not significant due to the nature of this financial assets.

(iii) Market price risks

The Company is exposed to market price risk, which arises from FVTPL investments. The management monitors the proportion of these investments in its investment portfolio based on market indices. Material investments within the portfolio are managed on an individual basis and all buy and sell decisions are approved by the appropriate authority.

Note 2.35 : Fair Value Measurement

(a) Category-wise classification for applicable financial assets and financial liabilities:

(Amount in Lakhs)

Particulars	As at March 31, 2024		As at March 31, 2023	
	FVTPL	Amortised cost	FVTPL	Amortised cost
Financial assets				
Stock in Trade	37.61	-	53.79	-
Investments	0.78	-	0.78	-
Trade Receivables	-	26.93	-	177.38
Cash and cash equivalents	-	43.72	-	186.90
Bank balances other than cash & cash equivalents	-	499.28	-	685.13
Loans	-	0.87	-	2.62
Other financial assets	-	958.63	-	503.03
Total financial assets	38.39	1,529.43	54.57	1,555.07
Financial liabilities				
Trade Payables	-	203.18	-	138.42
Borrowings (other than debt securities)	-	-	-	160.15
Other financial liabilities	-	19.64	-	16.98
Total financial liabilities	-	222.82	-	315.55

Note: No financial assets and liabilities has been measured at fair value through other comprehensive income

(b) Fair value of other financial assets and liabilities measured at amortised cost :

The carrying amounts of trade receivables, loans, other financial assets, trade payables, other financial liabilities and cash and cash equivalents are considered to be the same as their fair values, due to short-term nature.

(c) Fair value hierarchy of financial assets and financial liabilities at fair value:

Fair value hierarchy :

This section explains the judgements and estimates made in determining the fair values of the financial instruments that are :

- recognised and measured at fair value and
- measured at amortised cost and for which fair values are disclosed in the financial statements.

To provide an indication about the reliability of the inputs used in determining fair value, the Company has classified its financial instruments into the three levels prescribed under the accounting standard. An explanation of each level follows underneath the table.

(Amount in Lakhs)

As at March 31, 2024	Notes	Level 1	Level 2	Level 3	Total
Financial assets					
Investment in Mutual Fund	2.6	-	-	-	-
Investment in Equity Instrument	2.6	-	0.78	-	0.78
Stock in Trade	2.3	37.61	-	-	37.61
Total financial assets		37.61	0.78	-	38.39

(Amount in Lakhs)

As at March 31, 2023	Notes	Level 1	Level 2	Level 3	Total
Financial assets					
Investment in Mutual Fund	2.6	-	w -	-	-
Investment in Equity Instrument	2.6	-	0.78	-	0.78
Stock in Trade	2.3	53.79	-	-	53.79
Total financial assets		53.79	0.78	-	54.57

Valuation technique used to determine fair value:

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the Company can access at reporting date.
- Level 2 inputs are inputs, other than quoted prices included within level 1, that are observable for the asset or liability, either directly or indirectly; and
- Level 3 inputs are unobservable inputs for the valuation of assets or liabilities

(d) Maturity profile of assets and liabilities

(Amount in Lakhs)

Particulars	As at March 31, 2024		As at March 31, 2023	
	Within 12 months	After 12 months	Within 12 months	After 12 months
Financial assets				
Cash and cash equivalents	43.72	-	186.90	-
Bank balances other than cash & cash equivalents	499.28	-	685.13	-
Stock in Trade	37.61	-	53.79	-
Trade Receivables	26.93	-	177.38	-
Loans	0.87	-	2.62	-
Investments	-	0.78	-	0.78
Other financial assets	398.84	559.79	183.03	320.00
Non-Financial assets				
Current tax assets (net)	-	4.98	-	8.31
Deferred tax assets (net)	-	7.94	-	7.85
Property, Plant & Equipment	-	9.81	-	11.15
Other non-financial assets	27.45	-	23.80	-
Total Assets	1,034.70	583.30	1,312.65	348.09
Financial liabilities				
Trade Payables	203.18	-	138.42	-
Borrowings (other than debt securities)	-	-	-	-
Other financial liabilities	19.64	-	16.98	-
Non-Financial liabilities				
Provisions	123.07	-	122.08	-
Other non-financial liabilities	14.73	-	9.91	-
Total Liabilities	360.62	-	287.40	-

Note 2.36 : Proposed Dividend

The final dividend proposed for the year is as follows

Particulars	(Amount in Lakhs)	
	2023-2024	2022-2023
On Equity Shares of Rs 10 each		
Amount of dividend proposed	-	-
Dividend distribution tax on proposed dividend	-	-
Dividend per equity share	-	-

Note 2.37 : Employee Benefits

Defined contribution plan

The Company recognise charges of Rs.10,48,707 (Previous Year Rs.11,19,030) as an expense for provident fund contribution and is included in Note 2.27 "Employee Benefit Expense in the Statement of Profit and Loss.

Defined benefits Gratuity Plan

(a) The amounts recognised in Balance Sheet are as follows :

Particulars	(Amount in Lakhs)	
	As at March 31, 2024	As at March 31, 2023
(i) Present Value of Defined Benefit Obligation		
- Wholly funded	86.12	86.20
- Wholly unfunded	-	-
	86.12	86.20
Less : Fair Value of plan assets	(98.76)	(91.46)
Add : Amount not recognised as an asset		
Amount to be recognised as liability or (asset)	(12.64)	(5.26)
(ii) Amounts reflected in Balance Sheet		
Liabilities	86.12	86.20
Assets	(98.76)	(91.46)
Net liability/(asset)	(12.64)	(5.26)
Net liability/(asset) - current	(12.64)	(5.26)
Net liability/(asset) - non-current	-	-

(b) The amounts recognised in the Statement of Profit and Loss are as follows :

Particulars	(Amount in Lakhs)	
	As at March 31, 2024	As at March 31, 2023
(i) Current service cost	4.23	4.59
(ii) Interest cost	(0.54)	(0.40)
(iii) Actuarial losses/(gains) - others	(6.09)	3.19
Total	(2.40)	7.37
(i) Amount included in "employee benefits expenses"	4.23	4.59
(ii) Amount included in as part of "finance cost"	(0.54)	(0.40)
(iii) Amount included as part of "Other Comprehensive income"	(6.09)	3.19
Total	(2.40)	7.37

(c) Changes in the present value of defined benefit obligation representing reconciliation of opening and closing balance are as follows:

(Amount in Lakhs)

Particulars	(Amount in Lakhs)	
	As at March 31, 2024	As at March 31, 2023
Opening balance of the present value of defined benefit obligation	86.20	95.70
Add : Current service cost	4.23	4.59
Add : Interest cost	5.06	5.11
Add : Actuarial losses/(gains)		
i) Actuarial (gains)/losses arising from changes in financial assumptions	0.55	(3.52)
ii) Actuarial (gains)/losses arising from changes in demographic assumptions	-	-
ii) Actuarial (gains)/losses arising from changes in experience adjustments	(5.22)	(0.34)
Less : Benefits paid	-	-
Add : Past service cost	-	-
Add : Liability assumed/(settled)*	(4.71)	(15.34)
Add/(less) : Translation adjustments	-	-
Closing balance of the present value of defined benefit obligation	86.12	86.20

(d) Changes in the fair value of plan assets representing reconciliation of the opening and closing balances thereof are as follows :

(Amount in Lakhs)

Particulars	(Amount in Lakhs)	
	As at March 31, 2024	As at March 31, 2023
Opening balance of the fair value of the plan assets	91.46	99.72
Add : interest income of plan assets	5.60	5.51
Add/(less) : Actuarial gains/(losses)	1.43	1.29
Add : Contribution by the employer	0.28	0.27
Add/(less) : Contribution by plan participants	-	-
Less : Benefits paid	-	(15.34)
Closing balance of plan assets	98.76	91.46

(e) The fair value of major categories of plan assets are as follows:

(Amount in Lakhs)

Particulars	Gratuity Plan	
	As at March 31, 2024	As at March 31, 2023
Government of India Securities	-	-
Corporate Bonds	-	-
Special Deposit Scheme	-	-
Policy of Insurance	98.76	91.46
Others	-	-

(f) Principal actuarial assumptions at the valuation date are as follows :

(Amount in Lakhs)

Particulars	As at March	As at March
	31, 2024	31, 2023
Discount rate (per annum)	7.15%	7.30%
Salary escalation rate (per annum)	7.00%	7.00%

(g) Mortality Rate:

Published rates under the Indian Assured Lives Mortality (2012-14) Ult table.

(h) Sensitivity Analysis

Half percentage point change in actuarial assumption would have the following effects on the defined benefit obligation is as follows :

Particulars	Effect of 0.5% increase		Effect of 0.5% decrease	
	2023-24	2022-23	2023-24	2022-23
Discount rate (per annum)	-2.09%	-2.10%	2.21%	2.22%
Salary escalation rate (per annum)	1.31%	1.60%	-0.53%	-1.28%

Note 2.38 : Related Party Transaction

As per Ind AS 24 - Related Party Disclosures, specified under section 133 of the Companies Act, 2013, read with The Companies (Indian Accounting Standards) Rules, 2015, the name of related party where control exists / able to exercise significant influence along with the transactions and year end balances with them as identified and certified by the management are as follows:

a) List of related parties and their relationship:

- Key Management Personnel

Mr. Anil Sugno Manghnani

Mr. Radhakrishna Shenvi

Ms. Vibha Axit Gandhi

- Relatives of Key Management Personnel and Persons having significant influence over the Company

Ms. Lavina Manghnani-(spouse of Anil Sugno Manghnani)

Ms. Roshan H. Advani-(sister of Narendra H.Advani)

Ms. Sheela R. Shenvi-(spouse of Radhakrishna Shenvi)

Mr. Shamu N. Shenvi-(brother of Radhakrishna Shenvi)

Mr. Shashikant Shenvi-(brother of Radhakrishna Shenvi)

Ms. Tanushree Shenvi-(daughter of Radhakrishna Shenvi)

Ms. Tejal Shenvi-(daughter of Radhakrishna Shenvi)

- Person/companies having significant influence over the Company

Mr. Narendra H.Advani

Bhagwanti Exports Private Limited

Bhagwanti Tex Overseas Private Limited

b) Transactions during the year with related parties:

(Amount in Lakhs)

Particulars	Person/companies having significant influence over the Company		Key Management Personnel		Relatives of Key Management Personnel and Persons having significant influence over the Company	
	2023-24	2022-23	2023-24	2022-23	2023-24	2022-23
Rent paid:						
Bhagwanti Exports Private Limited	3.00	3.00	-	-	-	-
Salary & Perquisites :						
Mr. Anil Manghnani	-	-	10.81	10.81	-	-
Mrs. Lavina Manghnani	-	-	-	-	4.48	4.48
Mr. Radhakrishna Shenvi	-	-	9.63	10.08	-	-
Ms. Vibha Axit Gandhi	-	-	2.67	2.29	-	-
Sitting Fees	0.07	0.23	-	-	0.20	0.28
Brokerage Earned:						
Mr. Radhakrishna Shenvi	-	-	0.52	0.23	-	-
Mrs. Sheela R. Shenvi	-	-	-	-	0.21	0.18
Mr. Shamu N. Shenvi	-	-	-	-	-	0.01
Mr. Shashikant Shenvi	-	-	-	-	0.01	0.01
Ms. Tanushree Shenvi	-	-	-	-	0.00	0.09
Ms. Tejal Shenvi	-	-	-	-	0.00	0.01

c) Outstanding balances:

	As at March 31, 2024	As at March 31, 2023
Outstanding balances which is due from/ (to) related party:	(4.73)	(0.85)

Note 2.39 (a) : Tax Expense

(a) Major components of tax expense/(income):

(Amount in Lakhs)

Particulars	2023-24	2022-23
Profit and Loss section:		
(a) Current tax expense		
Current tax for the year	14.50	7.00
Tax adjustment in respect of earlier years	1.89	(3.07)
Total current tax expense	16.39	3.93
(b) Deferred taxes		
Change in deferred tax	(1.68)	0.72
Net deferred tax expense	(1.68)	0.72

(Amount in Lakhs)

Particulars	2023-24	2022-23
Income tax expense reported in statement of profit or loss (a + b)	14.72	4.65
Other Comprehensive Income (OCI)	(1.58)	0.83
Income tax expense reported in retained earnings	13.13	5.48

(b) Major components of Deferred Tax Liabilities and Deferred Tax Assets:

Particulars	Deferred tax (liabilities)/ assets as at March 31, 2024	Deferred tax (liabilities)/ assets as at March 31, 2023
Deferred tax assets:		
On timing difference of Assets	0.26	0.36
Provision for Leave Encashment	7.68	7.49
	7.94	7.85

Note 2.39 (b) : Other Statutory Information

- (i) The Company does not have any Benami property, where any proceeding has been initiated or pending against the Company for holding any Benami property
- (ii) The Company does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.
- (iii) The Company has not traded or invested in Crypto Currency or Virtual Currency during the financial year.
- (iv) The Company has not advanced or loaned or invested funds to any person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:
 - (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (Ultimate Beneficiaries) or
 - (b) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries
- (v) The Company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Parties) with the understanding (whether recorded in writing or otherwise) that the Company shall:
 - (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or
 - (b) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- (vi) The Company has not made any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as search or survey or any other relevant provision of the Income Tax Act, 1961).
- (vii) The Company does not have any transactions with companies which has been struck off by ROC under section 248 of the Companies Act, 2013.

Note 2.40: Previous year figures have been re-grouped and re-arranged wherever necessary.

As per our attached report of even date

For and on behalf of the Board

For **B D G & CO LLP**

Chartered Accountants

FRN No: 119739W/W100900

Ashok T Kukreja

(Chairman)

DIN: 00463526

Pankaj R Ved

(Director)

DIN: 00207079

Nikhil Rathod

Anil S Manghnani

(Whole-time Director)

DIN: 00012806

Partner

R N Shenvi

(Chief Financial Officer)

Membership No.161220

Vibha Axit Gandhi

(Company Secretary)

Place : Mumbai

Date : May 24, 2024

If undelivered please return to :

Modern Shares And Stockbrokers Limited

Registered Office :

Wankhede Stadium, North Stand,
Staircase No.13, 'D' Road,
Churchgate, Mumbai - 400 020.