

# madhusudan securities ltd.

Regd. Office: 37, National Storage Building, Plot No, 424-B, Nr. Johnson & Johnson Building, S. B. Road, Mahim (West), Mumbai - 400 016. Tel No. 9867658845, Email id: [msslsecurities@yahoo.com](mailto:msslsecurities@yahoo.com), CIN: L18109MH1983PLC029929

07<sup>th</sup> September, 2023

To,  
The Manager-Corporate Service Department  
BSE Limited  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Fort,  
Mumbai – 400 001

**Scrip Code: 511000**

Dear Sir / Ma'am,

**Sub: Submission of a copy of 40<sup>th</sup> Annual Report along with the Notice of the 40<sup>th</sup> Annual General Meeting of Madhusudan Securities Limited for the financial year 2022-23, pursuant to Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.**

Pursuant to the provisions of Regulation 34(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we submit herewith a copy of the 40<sup>th</sup> Annual Report along with the Notice of the 40<sup>th</sup> Annual General Meeting of the Company for the financial year 2022-23, which is being sent through electronic mode only to the members whose e-mail addresses are registered with the Company / Registrar and Transfer Agent / Depository Participants.

Further, please note that the 40<sup>th</sup> Annual General Meeting of the Company will be held on Saturday, 30<sup>th</sup> September, 2023 at 11.30 A.M. (IST) through Video Conferencing / Other Audio Visual Means, without physical presence of the members at a common venue in accordance with the applicable provisions of the Companies Act, 2013 and rules framed thereunder read with General Circular Nos. 14/2020 dated 8<sup>th</sup> April, 2020, 17/2020 dated 13<sup>th</sup> April 2020, followed by General Circular No. 20/2020 dated 5<sup>th</sup> May, 2020 and subsequent circulars issued by the Ministry of Corporate Affairs in this regard, the latest being 10/2022 dated 28<sup>th</sup> December, 2022.

The copy of the Annual Report alongwith the Notice of the 40<sup>th</sup> AGM is also available on the website of the Company i.e. <https://msslsecurities.com/> and on the website of Central Depository Services (India) Limited at [www.evotingindia.com](http://www.evotingindia.com).

Kindly take the above on your record.

Thanking you,

Yours faithfully,

For **Madhusudan Securities Limited,**

SALIM  
PYARALI  
GOVANI

Digitally signed by  
SALIM PYARALI GOVANI  
Date: 2023.09.07  
17:14:48 +05'30'

**Salim Pyarali Govani**  
**Managing Director**  
**DIN: 00364026**



2022-2023

# MADHUSUDAN SECURITIES LIMITED

40th ANNUAL REPORT



## **BOARD OF DIRECTORS**

### **Mr. Salim P Govani**

Chairman

### **Mrs. Sausan Bukhari**

Chief Financial Officer & Director

### **Mr. Harsh Javeri**

Independent Director

### **Mr. Raj Kumar Vaisoha**

Additional Director

### **Mrs. Meghna Mahendra Savla**

Additional Director

## **REGISTERED OFFICE**

37, National Storage Building,  
Plot No, 424-B,  
Nr. Johnson & Johnson Building,  
S. B. Road, Mahim (West),  
Mumbai - 400 016.  
Email: mslsecurities@yahoo.com

## **REGISTRARS & SHARE TRANSFER AGENTS**

Link Intime India Private Limited  
C 101, 247 Park, L.B.S. Marg,  
Vikhroli (West),  
Mumbai – 400083  
Tel No: 022 49186000  
Email: mumbai@linkintime.co.in

## **AUDITORS**

M/s. S.V. Bhat & Co.  
Chartered Accountants,  
Mumbai

## **BANKERS**

Axis Bank

**BSE CODE:** 511000

**SIN NO:** INE856D01011

**CIN:** L18109MH1983PLC029929

## **40<sup>TH</sup> ANNUAL GENERAL MEETING**

Date: 30<sup>TH</sup> September 2023

Day: Saturday

Time: 11: 30 A.M.

through Video Conferencing/ Other Audio-Visual Means  
(VC/OAVM)

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**NOTICE TO MEMBERS**

NOTICE is hereby given that the 40<sup>th</sup> Annual General Meeting of the Members of **MADHUSUDAN SECURITIES LIMITED** will be held Saturday, 30<sup>th</sup> September 2023 at 11.30 A.M. through Video Conferencing/ Other Audio-Visual Means (VC/OAVM) to transact the following business:

**ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2023 together with the Reports of the Board of Directors' and Auditors' thereon and (in this regard, if thought fit, pass the following resolutions as an **Ordinary Resolution**:

**"RESOLVED THAT** the Audited Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2023 together with the reports of the Board of Directors' and Auditors' thereon be and are hereby received, considered and adopted."

2. To appoint a director in place of Mr. Salim Pyarali Govani (DIN: 00364026) who retires by rotation and being eligible, offers himself for re-appointment as Director, and in this regard, if thought fit, pass the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 152(6) of the Companies Act, 2013, Mr. Salim Pyarali Govani (DIN: 00364026), Director of the Company, who retired by rotation and being eligible, had offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, who shall be liable to retire by rotation."

3. To consider ratification of auditors and to fix their remuneration and in this regard pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 139 and 142 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the Company hereby appoints. S.V. Bhat & Co., Chartered Accountants, (FRN.: 101298W), as the Statutory Auditors of the Company for a second term of 5 (Five) consecutive years to hold office from the conclusion of the 39<sup>th</sup> AGM until the conclusion of the 43<sup>rd</sup> Annual General Meeting of the Company, on such remuneration as may be decided by the Board of Directors in consultation with the Statutory Auditors of the Company."

**SPECIAL BUSINESS:**

4. To appoint Mr. Raj Kumar Vaisoha as an Independent Director of the Company, and in this regard, if thought fit, pass the following resolution as **Special Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013, the Companies (Appointment and Qualifications of Directors) Rules, 2014 and Regulations 17(1C) and 25(2A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Mr. Raj Kumar Vaisoha having (DIN: 00207252), a Non-Executive Independent Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided under Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 be and is hereby appointed as an Independent Director of the Company for a term of 5 (five) consecutive years, who shall not be liable to retire by rotation."

5. To appoint Ms. Meghna Mahendra Savla as an Independent Director of the Company, and in this regard, if thought fit, pass the following resolution as **Special Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013, the Companies (Appointment and Qualifications of Directors) Rules, 2014 and Regulations 17(1C) and 25(2A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Ms. Meghna Mahendra Savla having (DIN: 09152133), a Non-Executive Independent Director of the Company, who has submitted a declaration that she meets the criteria for independence as provided under Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 be and is hereby appointed as an Independent Director of the Company for a term of 5 (five) consecutive years, who shall not be liable to retire by rotation.”

By order of the Board of Directors  
For **Madhusudan Securities Limited**

**Salim P Govani**  
**Chairman & Managing Director**  
**DIN: 00364026**

**Place:** Mumbai  
**Date:** 06.09.2023

**NOTES:**

1. In view of the continuing Covid-19 pandemic situation and as aftermath precautionary measures, the Ministry of Corporate Affairs has, vide its General Circulars No. 14/2020 dated 8th April, 2020, 17/ 2020 dated 13th April, 2020, 20/2020 dated 5th May, 2020 and 2/2022 dated 5th May, 2022 (collectively referred to as "MCA Circulars") permitted the holding of general meetings through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"), without physical presence of the members at a common venue. Accordingly, the 50th Annual General Meeting ("AGM") of the Company is being convened through VC / OAVM.
2. In accordance with the Secretarial Standard-2 on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (ICSI) read with Guidance / Clarification dated 15<sup>th</sup> April, 2020 issued by the ICSI, the proceedings of the 40<sup>th</sup> AGM shall be deemed to be conducted at the Registered Office of the Company situated at 37, National Storage Building, Plot No. 424-B, Nr. Johnson & Johnson Bldg, S. B. Road, Mahim (W), Mumbai-400016
3. Further, the Securities and Exchange Board of India ("SEBI") has, vide its Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13th May, 2022 ("SEBI Circular") given relaxation from sending hard copy of Annual Report containing salient features of all the documents prescribed in Section 136 of the Companies Act, 2013 ("Act") and proxy forms as required under Regulation 44(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") to the members who have not registered their email addresses in case of general meetings held through electronic mode.
4. Pursuant to the provisions of the Act, a member entitled to attend and vote during the 40<sup>th</sup> AGM is entitled to appoint one or more proxies to attend and vote, in case of poll only, on his / her behalf and the proxy need not be a Member of the Company. Since this 40<sup>th</sup> AGM is being held through VC /OAVM, the facility to appoint proxy to attend and cast vote for the members is not available for this 40<sup>th</sup> AGM and hence the Proxy Form, Attendance Slip and route map for this 40<sup>th</sup> AGM are not annexed to this Notice.
5. Institutional / Corporate Shareholders (i.e., other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered email address to [doshi.jenish@yahoo.com](mailto:doshi.jenish@yahoo.com) with a copy to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) and [msslsecurities@yahoo.com](mailto:msslsecurities@yahoo.com).
6. In case of joint holders attending the meeting, the joint holder with highest in order of names will be entitled to vote.
7. The attendance of the Members attending the 40<sup>th</sup> AGM through VC / OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
8. The Explanatory Statement pursuant to the provisions of Regulation 36(5) of the Listing Regulations setting out material facts in respect of Ordinary Business under item no. 3 is annexed hereto and forms part of this Notice. Brief resume of director proposed to be re-appointed at the ensuing 40<sup>th</sup> AGM in terms of Regulation 36(3) of the Listing Regulations and Secretarial Standard on General Meetings (SS-2) is also annexed to the Notice.
9. The helpline number regarding any query / assistance for participation during the 37th AGM through VC / OAVM is 9867658845.
10. Members having multiple folios in identical names or in joint names in the same order are requested to send the share certificate(s) along with the requisite KYC documents to the Company's Registrar and Share Transfer Agents ("RTA"), viz Link Intime India Private Limited for consolidation of all such shareholding into one folio to facilitate better services. Requests for consolidation of share certificates shall be processed in dematerialized form.

11. Members are requested to forward their all communications to the RTA of the Company and are further requested to always quote their Folio Number / DPID / Client ID in all correspondences with the Company / RTA.
12. In compliance with the aforesaid MCA Circulars and SEBI Circular, the Notice of the 40<sup>th</sup> AGM along with the Annual Report for the financial year 2022-23 is being sent only through electronic mode to those members whose email addresses are registered with the Company / RTA / Depositories. Members may note that the Notice and Annual Report for the financial year 2022-23 will also be available on the website of the Company at <https://mslsecurities.com/>, websites of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com), and website of the Central Depository Services (India) Limited ("CDSL") (agency engaged by the Company for providing the e-voting facility) i.e. [www.evotingindia.com](http://www.evotingindia.com).
13. Pursuant to the provisions of Section 91 of the Act and Regulation 42 of the Listing Regulations, the Register of Members and the Share Transfer Books of the Company will remain closed from Sunday, 24<sup>th</sup> September, 2023, to Saturday, 30<sup>th</sup> September, 2023 (both days inclusive) for the purpose of the ensuing 40<sup>th</sup> AGM.
14. Members seeking any information with regard to accounts are requested to write to the Company at least 10 days before the meeting so as to enable the management to keep the information ready.
15. The cut-off date for the purpose of determining eligibility of members for attending and e-voting in connection with the 40<sup>th</sup> AGM has been fixed as Saturday, 23<sup>rd</sup> September, 2023. ("cut-off date").
16. Members holding shares in physical form are requested to notify immediately any change in their address or bank mandates to the Company / RTA quoting their Folio Number and Bank Account details along with self-attested documentary proofs. Members holding shares in the electronic form may update such details with their respective Depository Participants.
17. As per the provisions of Section 72 of the Act and the aforesaid SEBI Circulars, 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 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 Form SH-14 as the case may be. The said forms can be downloaded from the Company's website available under Investor relations section. Members are requested to submit details to their respective Depository Participants in case the shares are held by them in electronic form and to the RTA of the Company in case the shares are held shares in single name and physical form.
18. Non-Resident Indian members are requested to inform the Company's RTA immediately of any change in their residential status on return to India for permanent settlement, their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code, if the details are not furnished earlier.
19. To comply with the provisions of Section 88 of the Act read with Rule 3 of the Companies (Management and Administration) Rule 2014, the Company is required to update its database by incorporating some additional details of its members in its records.
20. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone / mobile numbers, Permanent Account Number ("PAN"), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc.
  - **For shares held in electronic form:** To their respective Depository Participants only and not to the Company's RTA. Changes intimated to the Depository Participants will then be automatically reflected in the Company's records which will help the Company and its RTA in providing efficient and better services to the members.

- **For shares held in physical form:** To the Company's RTA in prescribed Form ISR -1 and other forms as prescribed by the SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2021/655 dated 3<sup>rd</sup> November, 2021, as per instructions mentioned in the form. The said forms can be downloaded from the Company's website available under Investor relations section.
21. The SEBI vide its notification dated 24th January, 2022 has amended Regulation 40 of the Listing Regulations and has mandated that all requests for transfer of securities including requests for transmission or transposition of securities 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 dematerialize the shares held by them in physical form, so they can transfer their shares in future, if so desire. Members can contact the Company or the RTA for assistance in this regard. However, members can continue to hold shares in physical form.
  22. Members may please note that the SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 dated 25<sup>th</sup> January, 2022 has mandated the listed companies to issue the securities in dematerialized form only while processing the 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 received from the shareholder / claimant. The relevant forms can be downloaded from the Company's website available under Investor relation section. Accordingly, members are requested to make service requests by submitting a duly filled and signed Form ISR-4. It may be noted that any service request can be processed only after the folio is KYC compliant. Upon receipt of service request(s) from shareholder / claimant, the RTA of the Company shall verify and process the said request and after removing objections, if any, shall intimate the shareholder / claimant about its execution / issuance of new certificate as may be applicable. The RTA shall retain the physical Share Certificate with them and shall issue 'Letter of Confirmation' to the shareholder / claimant in lieu of physical share certificate(s). The shareholder / claimant shall lodge a request for dematerialization of shares along with the original Letter of Confirmation received from the RTA within 120 days of issue of the Letter of Confirmation to his Depository Participant (DP). In case the shareholder / claimant fails to submit the demat request within the aforesaid period, the Company shall credit shares to the Suspense Escrow Demat Account of the Company opened for the said purpose.
  23. The Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 and the Register of Contracts or Arrangements in which Directors are interested maintained under Section 189 of the Act and all other documents referred to in the Notice will be available for inspection in electronic mode and shall remain open and be accessible to any member during the continuance of the meeting.
  24. In case the shareholder's e-mail id is already registered with the Company / RTA / Depositories, log in details for e-voting are being sent on the registered email address.
  25. To support the 'Green Initiative', members who have not yet registered their e-mail addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with RTA in case the shares are held by them in physical form.

### **Voting Through Electronic Means:**

- a. In compliance with provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of the Listing Regulations and Secretarial Standard on General Meetings (SS- 2) issued by the ICSI, the Company is pleased to provide e-voting facility to its members to cast their votes electronically on the resolutions mentioned in the Notice dated 28<sup>th</sup> August, 2023 convening the 37<sup>th</sup> AGM of the Company. The members may cast their votes using electronic voting system from a place other than the venue of the meeting ('remote e-voting').



- b. The e-voting / voting rights of the shareholders / beneficial owners shall be reckoned on the equity shares held by them as on the Cut-off date i.e. 23<sup>rd</sup> September, 2023.
- c. The remote e-voting period shall commence on Wednesday, 27<sup>th</sup> September, 2023 (09:00 A.M.) and end on Friday, 29<sup>th</sup> September, 2023 (5:00 P.M.). During this period, members of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Saturday, 23<sup>rd</sup> September, 2023 may cast their votes electronically. The remote e-voting module shall be disabled by the CDSL for voting after 05.00 P.M. on 29<sup>th</sup> September, 2023. Once the vote on a resolution is cast by a member, he shall not be allowed to change it subsequently. Those members, who are present in the 40<sup>th</sup> AGM through VC / OAVM facility and have not cast their vote on the resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the 40<sup>th</sup> AGM.
- d. A person, whose name is recorded in the Register of Members or in the List of Beneficial Owners maintained by the depositories as on the cut-off date, i.e. Saturday, 23<sup>rd</sup> September, 2023 only shall be entitled to avail the facility of remote e-voting and e-voting through e-voting system during the 40<sup>th</sup> AGM.
- e. Members can join the 40<sup>th</sup> AGM through the VC / OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the 40<sup>th</sup> AGM through VC / OAVM will be made available to at least 1000 members on first come first serve basis; however this limit does not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee, Stakeholders' Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first serve basis.
- f. Any person who becomes a member of the Company after dispatch of the Notice of the meeting and holding shares as on the cut-off date i.e. Saturday, 23<sup>rd</sup> September, 2023 may obtain the User ID and password by sending a request at [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in). However, if the member is already registered with CDSL for remote e-voting then he can use his existing user ID and password for casting the vote through e-voting. If you forgot your password, you can reset your password by using "Forgot User Details / Password" option available on [www.evotingindia.com](http://www.evotingindia.com).
- g. The Board of Directors of the Company has appointed Mr. Jenish S. Doshi, Proprietor of M/s. JSD & ASSOCIATES, Company Secretaries as Scrutinizer to scrutinize the e-voting through remote e-voting process and e-voting during the 40<sup>th</sup> AGM in a fair and transparent manner. The Scrutinizer shall, within 2 working days of the conclusion of the 40<sup>th</sup> AGM, prepare consolidated Scrutinizer's Report of the total votes cast in favor or against, if any, and forthwith the same to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting.
- h. The results declared along with the Scrutinizer's report shall be placed on the website of the Company viz. <https://mslsecurities.com/> and on the website of the CDSL viz. [www.evotingindia.com](http://www.evotingindia.com) immediately. The Company shall simultaneously forward the results to BSE Limited and NSE Limited, where the shares of the Company are listed.
- i. Subject to receipt of requisite number of votes in favor, the resolutions shall be deemed to be passed on the date of the meeting i.e. Saturday, 30<sup>th</sup> September, 2023.

#### **Remote e-Voting Instructions for shareholders:**

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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:**

1. Individual Shareholders holding securities in demat mode with NSDL
  1. Existing IDeAS user can visit the e-Services website of NSDL viz... <https://eservices.nsd.com> either on a personal computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be re-directed to "InstaVote" website for casting your vote during the remote e-Voting period.
  2. If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nsd.com> Select "Register Online for IDeAS Portal" or click at <https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp>
  3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsd.com/> either on a personal computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.
2. Individual Shareholders holding securities in demat mode with CDSL
  1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. The option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website [www.cdslindia.com](http://www.cdslindia.com) and click on login icon & New System Myeasi Tab and then use your existing my easi username & password.
  2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by the company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider i.e. LINKINTIME for casting your vote during the remote e-Voting period. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.
  3. If the user is not registered for Easi/Easiest, the option to register is available at CDSL website [www.cdslindia.com](http://www.cdslindia.com) and click on login & New System Myeasi Tab and then click on registration option.
  4. Alternatively, the user can directly access the e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on [www.cdslindia.com](http://www.cdslindia.com) home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, the user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
3. Individual Shareholders (holding securities in demat mode) login through their depository participants  
You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on the company name or e-Voting service provider name i.e. LinkIntime and you will be redirected to e-Voting service provider website for casting your 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. Open the internet browser and launch the 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:**

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIPL at <https://instavote.linkintime.co.in> and register themselves as ‘**Custodian / Mutual Fund / Corporate Body**’. They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the ‘**Custodian / Mutual Fund / Corporate Body**’ login for the Scrutinizer to verify the same.

**Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders:**

Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at [enotices@linkintime.co.in](mailto: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
<b>Individual Shareholders holding securities in demat mode with NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at : 022 - 4886 7000 and 022 - 2499 7000
<b>Individual Shareholders holding securities in demat mode with CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

### Individual Shareholders holding securities in Physical mode has forgotten the password:

If an Individual Shareholders holding securities in Physical 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>

- o Click on ‘Login’ under ‘SHARE HOLDER’ tab and further Click ‘forgot password?’
- o 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 minimum 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

### 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”.

### **Process and manner for attending the Annual General Meeting through InstaMeet:**

1. 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).

#### **Instructions for Shareholders/ Members to Speak during the Annual General Meeting through InstaMeet:**

1. Shareholders who would like to speak during the meeting must register their request with the company.
2. Shareholders will get confirmation on first cum first basis depending upon the provision made by the client.
3. Shareholders will receive “speaking serial number” once they mark attendance for the meeting.
4. Other shareholder may ask questions to the panellist, via active chat-board during the meeting.
5. Please remember speaking serial number and start your conversation with panellist 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.

#### **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 your 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 represents 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.

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 shareholders/ members have any queries regarding login/ e-voting, they may send an email to [instameet@linkintime.co.in](mailto:instameet@linkintime.co.in) or contact on: - Tel: 022-49186175.

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**EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013 (“ACT”) AND REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 (“LISTING REGULATIONS”):**

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**Item No: 04**

Mr. Raj Kumar Vaisoha is Non-Executive Independent Director of the Company:

Mr. Raj Kumar Vaisoha has been in trading, finance, business development and management for over 30 years across industries. He has previously served as a board member of Various companies such as Mount Everest Mineral Water Ltd (Himalayan water brand), UPL Environmental Engineers Ltd (Group advisor ESSAR Investment, group was in Steel, shipping, ports, refining, minerals). Board member of Ssipl Retail Ltd (retailers and manufacturers of Nike, Lotto, Levi’s, and other brands pan India).

Currently working on fund raising for large India centric funds and acquisitions, strategic alliances and M&A and technologies.

The Board of Directors of the Company, on the recommendation of the Nomination and Remuneration Committee, recommends appointment of Mr. Raj Kumar Vaisoha (DIN: 00207252), Non-Executive Director of the Company as an Independent Director of the Company for a period of 5 (five) consecutive years with effect from 24<sup>th</sup> May, 2023 in terms of the provisions of Sections 149, 150 and 152 of the Act.

The Company has received the declaration from Mr. Raj Kumar Vaisoha to the effect that he meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations.

In the opinion of the Board, he fulfils the conditions as set out under Section 149(6) of the Act read with Schedule IV and Regulation 16(1)(b) of the Listing Regulations for being eligible for appointment as an Independent Director of the Company and is independent of the management of the Company. Further, Mr. Raj Kumar Vaisoha is not disqualified from being appointed as a director in terms of Section 164 of the Act and the Company has received from him all statutory disclosures / declarations including his consent to act as an Independent Director of the Company.

The Board, based on the recommendation of the Nomination and Remuneration Committee, considers that given his skills, integrity, expertise and experience, the association of Mr. Raj Kumar Vaisoha as an Independent Director would be beneficial to the Company, and it is desirable to avail his services as an Independent Director of the Company. The Board considers that his continued association would be of immense benefit to the Company and it is desirable to avail services of Mr. Raj Kumar Vaisoha as an Independent Director.

Accordingly, the Board recommends the Special Resolution as set out at item no. 4 of the Notice of 40<sup>th</sup> AGM of the Company for the approval of the members of the Company.

The copy of draft letter for appointment of Mr. Raj Kumar Vaisoha as an Independent Director setting out the terms and conditions will be available for inspection by members at the Registered Office of the Company between 11.00 A.M. and 1.00 P.M. on any working day of the Company, till the date of 40<sup>th</sup> AGM. Brief resume of Mr. Raj Kumar Vaisoha and other relevant details relating to his appointment as required under the Act, Listing Regulations and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India are provided in **Annexure – 1** to the Notice of 40<sup>th</sup> AGM of the Company.

Except Mr. Raj Kumar Vaisoha, being appointed, none of the other directors and Key Managerial Personnel of your Company or their relatives are concerned or interested, financial or otherwise, in the said resolution.

**Item No: 05**

Ms. Meghna Mahendra Savla is Non-Executive Independent Director of the Company:

Ms. Meghna Mahendra Savla is a qualified company secretary, with over 5 years of experience. Ms. Meghna Mahendra Savla is presently an Independent Director on the Board of various other companies as well.

The Board of Directors of the Company, on the recommendation of the Nomination and Remuneration Committee, recommends appointment of Ms. Meghna Mahendra Savla (DIN: 09152133), Non-Executive Director of the Company as an Independent Director of the Company for a period of 5 (five) consecutive years with effect from 24<sup>th</sup> May, 2023 in terms of the provisions of Sections 149, 150 and 152 of the Act.

The Company has received the declaration from Ms. Meghna Mahendra Savla to the effect that she meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations.

In the opinion of the Board, she fulfils the conditions as set out under Section 149(6) of the Act read with Schedule IV and Regulation 16(1)(b) of the Listing Regulations for being eligible for appointment as an Independent Director of the Company and is independent of the management of the Company. Further, Ms. Meghna Mahendra Savla is not disqualified from being appointed as a director in terms of Section 164 of the Act and the Company has received from her all statutory disclosures / declarations including his consent to act as an Independent Director of the Company.

The Board, based on the recommendation of the Nomination and Remuneration Committee, considers that given her skills, integrity, expertise and experience, the association of Ms. Meghna Mahendra Savla as an Independent Director would be beneficial to the Company, and it is desirable to avail her services as an Independent Director of the Company. The Board considers that her continued association would be of immense benefit to the Company and it is desirable to avail services of Ms. Meghna Mahendra Savla as an Independent Director.

Accordingly, the Board recommends the Special Resolution as set out at item no. 5 of the Notice of 40<sup>th</sup> AGM of the Company for the approval of the members of the Company.

The copy of draft letter for appointment of Ms. Meghna Mahendra Savla as an Independent Director setting out the terms and conditions will be available for inspection by members at the Registered Office of the Company between 11.00 A.M. and 1.00 P.M. on any working day of the Company, till the date of 40<sup>th</sup> AGM. Brief resume of Ms. Meghna Mahendra Savla and other relevant details relating to his appointment as required under the Act, Listing Regulations and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India are provided in **Annexure – 1** to the Notice of 40<sup>th</sup> AGM of the Company.

Except Ms. Meghna Mahendra Savla, being appointed, none of the other directors and Key Managerial Personnel of your Company or their relatives are concerned or interested, financial or otherwise, in the said resolution.



## Annexure-1

**INFORMATION OF DIRECTOR BEING PROPOSED TO BE RE-APPOINTED AND APPOINTED PURSUANT TO REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARD ON GENERAL MEETINGS (SS-2) ISSUED BY THE ICSI IS PROVIDED HERE-IN BELOW:**

Name of Director	Salim Pyarali Govani	Meghna Mahendra Savla	Raj Kumar Vaisoha
DIN	00364026	09152133	00207252
Date of Birth/Age	17 <sup>th</sup> October, 1964	14 <sup>th</sup> January, 1990	19 <sup>th</sup> October, 1964
Nationality	Indian	Indian	Indian
Date of appointment as Director	21 <sup>st</sup> April, 2015	30 <sup>th</sup> September, 2023	30 <sup>th</sup> September, 2023
Designation	Managing Director	Independent Director	Independent Director
Qualification	B.A.	Company Secretary	Company Secretary
Experience/Expertise	He is having more than 12 years of experience in equity research and investment advisory and is the Managing Director of the Company	She is a qualified company secretary, with over 5 years of experience. Ms. Meghna Mahendra Savla is presently an Independent Director on the Board of various other companies as well.	He has been in trading, finance, business development and management for over 30 years across industries. He has previously served as a board member of Various companies such as Mount Everest Mineral Water Ltd (Himalayan water brand), UPL Environmental Engineers Ltd (Group advisor ESSAR Investment, group was in Steel, shipping, ports, refining, minerals). Board member of Ssipl Retail Ltd (retailers and manufacturers of Nike, Lotto, Levi's, and other brands pan India). Currently working on fund raising for large India centric funds and acquisitions, strategic alliances and M&A and technologies.
Number of Meetings of the Board attended during the year 2022-23.	05	Not Applicable	Not Applicable
Shareholding in the Company (Equity shares of 10/- each).	5450	Not Applicable	Not Applicable
Number of other Companies in which the director also holds Directorship	12	03	03
Names of other companies in which the director also holds	Nil	2	Nil

<b>membership of Committees of the Board</b>			
<b>Relationship with existing Directors and Key Managerial Personnel of the Company</b>	Not Applicable	Not Applicable	Not Applicable
<b>Terms and conditions of appointment or re-appointment along with details of remuneration sought to be paid</b>	Retires by rotation and re-appointment	Not liable to retire by rotation	Not liable to retire by rotation
<b>Remuneration last drawn</b>	Not Applicable	Not Applicable	Not Applicable

By order of the Board of Directors  
For **Madhusudan Securities Limited**

**Salim P Govani**  
**Chairman & Managing Director**  
**DIN: 00364026**

**Place:** Mumbai  
**Date:** 06.09.2023

**DIRECTORS' REPORT**

To,  
The Members,  
**Madhusudan Securities Limited**

Your directors have the pleasure of presenting the 40<sup>th</sup> Annual Report on the business and operations of the company along with the Audited Financial Statement of Accounts for the year ended March 31, 2023.

**1. FINANCIAL RESULT (STANDALONE):**

Particulars	Current year 2022 - 2023 Rs.	Previous year 2021 - 2022 Rs.
Total Revenue	3,81,216	2,00,116
Total Expense	17,43,099	11,47,156
<b>Profit/ (Loss) before tax</b>	<b>(13,61,883)</b>	<b>(9,47,040)</b>
Tax expense	-	-
<b>Profit/ (Loss) for the year</b>	<b>(13,61,883)</b>	<b>(9,47,040)</b>
<b>Other Comprehensive Income</b>	11,93,698	97,391
<b>Total Profit for the Year</b>	<b>(1,68,185)</b>	<b>(8,49,649)</b>
Earnings per share	(0.02)	(0.10)

**2. DIVIDEND:**

Due to losses incurred during the year by the Company, the Board regrets its inability to recommend any dividend to strengthen the company's financial resources.

**3. OPERATIONS AND FUTURE PROSPECTS:**

During the year under review, the Management has carried out investment activities and earned capital gain on the sale of investments. Further, The Management is looking forward to better business avenues Hence, it has suffered losses due to statutory compliance expenses & administrative expenses incurred by the Company. The net loss the Company suffered is Rs. 13.62 Lakhs.

The 61,42,847 equity Shares of Rs. 10/- each were issued as part consideration other than cash to Primus Retail Pvt. Ltd. pursuant to Business Transfer Agreement (BTA) dated 04/02/2011 for transfer of its Brand & Business.

However, Karnataka High Court has declined Primus Retail Pvt. Ltd. to transfer the Brand & Business. Hence, due to the non-performance by Primus Retail Pvt. Ltd. of their obligation, BTA Agreement stands cancelled. Therefore, equity shares issued in lieu of BTA stand null and void by the Board of Directors and consequently, the said shares have been revoked/forfeited (to be reissued) by the Company pending statutory approvals from the appropriate authorities.

Further, the application for forfeiture was rejected by SEBI and hence, the equity shares balance and the securities premium thereon have been restated to the original amount.

The Company had paid Rs. 12 Crores to Primus Retail (P) Ltd. pursuant to the BTA and Shares were issued for consideration other than cash prior to the transfer of Brand & Business assets. However, Primus Retail Pvt. Ltd. could not honor the Agreement due to a Court order. Therefore, the amount of Rs. 12 Crores paid for the contract stands recoverable which is treated as an Advance to be recovered in cash or kind.

The Primus Retail P. L. has been declared under liquidation, hence, the advance of Rs. 12 Crores has become doubtful in nature. No provision of doubtful advances is made in the books of accounts since Management is

putting efforts for recovery or settlement with the concerned persons on account of the liquidation of Primus Retail Pvt. Ltd.

The Directors are looking forward to better Professional avenues and Investment opportunities for the company. Barring unforeseen circumstances, your directors hope to have better performance in the following year.

**4. NUMBER OF MEETINGS OF THE BOARD:**

The Board of Directors has conducted quarterly Board Meetings during the Financial Year 2022 – 2023 on various dates namely:

I. May 30, 2022 II. August 13, 2022, III. September 15, 2022 IV. November 14, 2022, V. February 09, 2023

**5. EQUITY SHARE CAPITAL:**

The Equity Share Capital as on March 31, 2023, is Rs. 8,69,54,870/-.

**6. ITS PROMOTERS, DIRECTORS, AND KEY MANAGERIAL PERSONNEL ALONG WITH CHANGES THEREIN SINCE THE CLOSE OF THE PREVIOUS FINANCIAL YEAR:**

Name of the Director	Position	Changes (Appointment/Resignation)
Mr. Salim Govani	Promoter	No Change
Mrs. Sausan Bukhari	Woman Director & CFO	No Change
Mr. Harsh Javeri	Independent Director	No Change
Mr. Abhilash Padmanabh Kamti	Independent Director	Resigned on 09-02-2023
Ms. Nidhi Saraf	Company Secretary	Appointed on 09-02-2022
Ms. Nidhi Saraf	Company Secretary	Resigned on 09-08-2022
Ms. Bhakti Aghera	Company Secretary	Appointed on 15-09-2022
Ms. Bhakti Aghera	Company Secretary	Resigned on 09-02-2023

**7. MEETING OF MEMBERS OR A CLASS THEREOF, BOARD AND ANNUAL GENERAL MEETING ALONG WITH ATTENDANCE DETAILS:**

Name of the Director	Position as on 31/03/2022	Date of Appointment/Resignation	Attendance at		No. of Directorship(s) in Other Companies	No. of Members hip(s) in Board Committees of Other Companies
			Board Meeting	Last AGM		
Mr. Salim Govani	Promoter	Appointment on 21/04/15	5	Yes	13	-

Mrs. Sausan Bukhari	Director	Appointment on 21/04/15	5	Yes	3	-
Mr. Harsh Javeri	Independent Director	Appointment on 30/05/13	5	Yes	3	-
Mr. Abhilash Padmanabh Kamti	Independent Director	Appointed on 27/01/20	3	Yes	5	-

## 8. **BOARD COMMITTEES:**

Details of the Board Committees and Other related information are provided hereunder:

### **Audit Committee**

Name of the Members	Composition and Category	Designation	Total Meetings Attended
Mr. Harsh Javeri	Non-Executive/Independent Director	Chairman	5
Mr. Abhilash Kamti	Non-Executive / Independent Director	Member	3
Mr. Salim Govani	Promoter Director	Member	5

### **Shareholders / Investors Grievance Committee**

Name of the Members	Composition and Category	Designation	Total Meetings Attended
Mrs. Sausan Bukhari	Director	Chairperson	4
Mr. Salim Govani	Promoter Director	Member	4
Mr. Harsh Javeri	Non-Executive / Independent Director	Member	4

### **Management Remuneration Committee**

Name of the Members	Composition and Category	Designation	Total Meeting Attended
Mr. Abhilash P Kamti	Non-Executive/Independent Director	Chairperson	1
Mr. Harsh Javeri	Non-Executive/Independent Director	Member	1
Mrs. Sausan Bukhari	Director	Member	1

In accordance with the Companies Act 2013 and the rules prescribed thereunder, the Company is not required to constitute the following Board Committees being no remuneration to KMP and profit:

- (I) Stakeholders Remuneration Committee and
- (II) Corporate Social Responsibility Committee.

## 9. **DIRECTORS RESPONSIBILITY STATEMENT:**

As per section 134 (3) (c) of the Companies Act 2013

- i. That in the preparation of the annual accounts for the financial year ended March 31, 2023, the applicable accounting standards have been followed, along with proper explanation relating to material departures;

- ii. That the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent to maintain the matching revenue concept, so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the loss for that period;
- iii. That the Directors have taken proper and sufficient care for the maintenance of adequate accounting records, in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities; and
- iv. That the annual accounts for the financial year ended March 31, 2023, are prepared on a 'going concern' basis;
- v. That proper internal financial controls were in place and the financial controls were adequate and operating effectively;
- vi. That systems to ensure compliance with the provisions of all applicable laws were in place and were adequate and operating effectively.

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

During the year under review, there was no material change and commitments which affects financial position of the Company.

**11. CHANGE IN THE NATURE OF BUSINESS OF THE COMPANY:**

During the year under review there was no change in the nature of business of the company.

**12. PUBLIC DEPOSITS:**

During the financial year under review, the Company has not accepted or renewed any deposits from public within the meaning of Sections 73 and 76 of the Companies Act, 2013 ("Act") read with the Companies (Acceptance of Deposits) Rules, 2014.

**13. SUBIDIARY, JOINT VENTURE AND ASSOCIATE COMPANIES:**

The Company does not have any subsidiary/joint venture/ associate. Accordingly, there were no companies which have become or ceased to be its subsidiaries, joint ventures or associate companies during the year.

**14. LISTING:**

The Equity Shares of the Company are listed on BSE Limited (BSE). The Company has paid the requisite listing fees to the said Stock Exchanges for the financial year 2022-2023.

**15. ANNUAL RETURN:**

As required under Section 92(3) read with 134(3)(a) of the Act, the copy of Annual Return as on 31st March, 2023 will be placed on the Company's website and can be accessed at <https://mslsecurities.com/>.

**16. DIRECTORS AND KEY MANAGEMENT PERSONNEL:**

**a) Retirement by rotation**

In accordance with the provisions of Section 152(6) of the Act read with the Companies (Management and Administration) Rules, 2014 and the Articles of Association of the Company, Mr. Salim Pyarali Govani (DIN: 00364026), Director of the Company, retires by rotation at the ensuing 40<sup>th</sup> Annual General Meeting ("AGM") and being eligible, has offered herself for re-appointment and your Board recommends her re-appointment.

**b) Declaration from Independent Directors**

The Company has received the necessary declaration from all the Independent Directors of the Company confirming that they meet the criteria of independence as prescribed both under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and pursuant to Regulation 25 of the said Regulations

that they are not aware of any circumstance or situation, which exists or may be reasonably anticipated that could impair or impact their ability to discharge their duties with an objective independent judgment and without any external influence. The Independent Directors have also confirmed that they have complied with Schedule IV of the Act and the Company's Code of Conduct.

Further, the Independent Directors have also submitted their declaration in compliance with the provisions of Rule 6(3) of the Companies (Appointment and Qualifications of Directors) Rules, 2014, which mandates the inclusion of an Independent Director's name in the data bank of the Indian Institute of Corporate Affairs ("IICA").

None of the directors of your Company are disqualified under the provisions of Section 164(2) of the Act. Your directors have made necessary disclosures, as required under various provisions of the Act and the Listing Regulations and in the opinion of the Board, all the Independent Directors are persons of integrity and possesses relevant expertise and experience and are independent of the management.

**c) Annual evaluation of performance by the Board:**

In terms of applicable provisions read with Schedule IV of the Act and Rules framed thereunder and Regulation 17 read with Part D of Schedule II of the Listing Regulations the Board of Directors has put in place a process to formally evaluate the effectiveness of the Board along with performance evaluation of each director to be carried out on an annual basis.

Pursuant to the provisions of the Act and the Listing Regulations the evaluation of the Board and its performance, the directors individually and the working of its Audit Committee, Stakeholders' Relationship Committee, Nomination and Remuneration Committee and Corporate Social Responsibility Committee including the Chairman of the Company was carried out by the Board. The Board has evaluated the performance of each of Executive, Non-Executive and Independent Directors considering the business of the Company and the expectations that the Board has from each of them.

The evaluation framework for assessing the performance of directors comprises of the following key areas:

- i. Attendance of Board Meetings and Committee Meetings;
- ii. Quality of contribution to Board deliberations;
- iii. Strategic perspectives or inputs regarding future growth of Company and its performance; and
- iv. Providing perspectives and feedback going beyond information provided by the management.

**17. SEPARATE MEETING OF INDEPENDENT DIRECTORS:**

As stipulated by the Code of Independent Directors under Schedule IV of the Act, a separate meeting of the Independent Directors of the Company was held without presence of Non-Independent Directors and members of the management to consider the following:

- i. performance of Non-Independent Directors and the Board as a whole;
- ii. performance of the Chairman of the Company, taking into account the views of executive directors and nonexecutive directors; and
- iii. assessing the quality, quantity and timeliness of flow of information between the Company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

The Independent Directors expressed satisfaction on the performance of Non-Independent Directors and the Board as a whole. The Independent Directors were also satisfied with the quality, quantity and timeliness of flow of information between the Company management and the Board.

**18. INDEPENDENT DIRECTORS' FAMILIARISATION PROGRAMME:**

The Company undertakes and makes necessary provisions for appropriate induction programme for new directors and ongoing training for existing directors. The new directors are introduced to the Company's culture, through appropriate training programmes. Such kind of training programmes helps in developing

relationship of the directors with the Company and familiarize them with the Company processes. The management provides such information and training either at the meeting of Board of Directors or otherwise.

The induction process is designed to:

- build an understanding of the Company's processes and
- fully equip directors to perform their role on the Board effectively.

Upon appointment, directors receive a letter of appointment setting out in detail, the terms of appointment, duties, responsibilities and expected time commitments.

#### **19. VIGIL MECHANISM / WHISTLE BLOWER POLICY:**

Pursuance to the provisions of Section 177 of the Act, the Company has adopted Vigil Mechanism / Whistle Blower Policy to deal with instance of fraud and mismanagement, if any. The Company promotes ethical behaviour in all its business activities and has adopted a mechanism of reporting illegal or unethical behaviour.

The Company has a whistle blower policy wherein the directors and employees are free to report violations of laws, rules, regulations or unethical conduct to their immediate supervisor or such other person as may be notified by the management to the directors and employees / workers. The mechanism also provides for adequate safeguards against victimization of directors and employees who avail of the mechanism and also provide for direct access to the Chairperson of the Audit Committee in the exceptional cases. The confidentiality of those reporting violation is maintained, and they are not subjected to any discriminatory practice. However, no violation of laws or unethical conduct etc. was brought to the notice of the Management or Audit Committee during the financial year under review. We affirm that during the financial year under review, no director or employee was denied access to the Audit Committee. The details of the Vigil mechanism / Whistle Blower Policy is available on the website of the Company viz. <https://mslsecurities.com/>.

#### **20. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENT:**

The Company has not made any investment either by loans/ guarantees/ any other form through more than two layers of investment companies.

#### **21. RELATED PARTIES TRANSACTION:**

All Related Party Transactions entered during the year were in Ordinary Course of the Business and on Arm's Length basis. Material Related Party Transactions were entered during the year by your Company. Accordingly, the disclosure of Related Party Transactions as required under Section 134(3) of the Companies Act, 2013 in Form AOC-2 as Annexure – II.

#### **22. PARTICULARS OF CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO:**

Pursuant to Section 134(3)(m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014, details regarding Conservation of Energy, Technology Absorption, Foreign Exchange Earnings and Outgo for the year under review are as follows:

##### **A. Conservation of Energy:**

- a. Steps taken or impact on conservation of energy – The Operations of the Company do not consume energy intensively. However, Company continues to implement prudent practices for saving electricity and other energy resources in day-to-day activities.
- b. Steps taken by the Company for utilizing alternate sources of energy – Though the activities undertaken by the Company are not energy intensive, the Company shall explore alternative sources of energy, as and when the necessity arises.
- c. The capital investment on energy conservation equipment – NIL



**B. Technology Absorption:**

- a. The efforts made towards technology absorption – The Company continues to take prudential measures in respect of technology absorption, adaptation and take innovative steps to use the scarce resources effectively.
- b. The benefits derived like product improvement, cost reduction, product development or import substitution – Not Applicable
- c. In case of imported technology (imported during the last three years reckoned from the beginning of the financial year) – Not Applicable
- d. The expenditure incurred on Research and Development - Not Applicable

**C. Foreign Exchange Inflow / Outgo:**

Particulars	2022-23	2021-22
Foreign Exchange earned	NIL	NIL
Foreign Exchange used	NIL	NIL

**23. COMPLIANCE WITH SECRETARIAL STANDARDS:**

The Company has devised proper systems to ensure compliance with the provisions of all applicable Secretarial Standards issued by the Institute of Company Secretaries of India and your directors confirm compliance of the same during the financial year under review.

**24. INTERNAL FINANCIAL CONTROLS:**

The Company has in place proper and adequate internal control systems commensurate with the nature of its business, size and complexity of its business operations. Internal control systems comprising of policies and procedures are designed to ensure reliability of financial reporting, compliance with policies, procedures, applicable laws and regulations and that all assets and resources are acquired economically used efficiently and adequately protected.

The Audit Committee evaluates the efficiency and adequacy of financial control system in the Company, its compliance with operating systems, accounting procedures at all locations of the Company and strives to maintain the standard in Internal Financial Control.

**25. CORPORATE SOCIAL RESPONSIBILITY:**

As per the provisions of section and 135 of the Companies Act, 2013 Corporate Social Responsibility (CSR) is not applicable to the Company during the year under review so there are no disclosures required under section 134 (3)(o) of the Companies Act, 2013.

**26. CORPORATE GOVERNANCE:**

Our Company has been practicing the principles of good corporate governance as it is committed to maintain the highest standards of Corporate Governance and believes in conducting its business with due compliance of the Regulation 34 (3) read with Schedule V of the SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015 and other applicable laws. Integrity and transparency are key to our corporate governance practices to ensure that we gain and retain the trust of our stakeholders at all times. The Company has duly implemented the system of Corporate Governance and a separate report on Corporate Governance practices followed by the Company, together with a certificate from the Company's Auditors confirming compliance forms an integral part of this Report as Annexure - III.

**27. RISK MANAGEMENT:**

The Company has a Fraud and Risk Management Policy to deal with the instances of fraud and mismanagement, if any.

During the year, the Company has not identified any element of risk which may threaten the existence of the Company.

**28. PARTICULARS OF EMPLOYEE:**

There are no employees in receipt of remuneration exceeding the limit as prescribed under the provisions of Section 197 of the Companies Act, 2013.

**29. DETAILS OF POLICY DEVELOPMENT AND IMPLEMENTATION:**

The change of management shall draw up the Business Plan and Corporate Social Responsibility in due course.

**30. SECRETARIAL AUDIT REPORT:**

Pursuant to the provisions of Section 204(1) of the Act, read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24A of the Listing Regulations, M/s. JSD Associates, Company Secretaries, (M. No.: ACS 50447 /COP No.: 182523) were appointed as Secretarial Auditors of the Company to undertake Secretarial Audit of the Company for the financial year 2022-23. The Secretarial Audit Report for the said financial year is appended to this report as **Annexure - I** and forms part of this Annual Report.

With respect to the observations made by the Secretarial Auditors in their report, your directors would like to state as follows:

Sr. No.	Observations	Explanation of Board of Directors
1	The Company has not complied with the provisions of Regulation 8 and 9 of the SEBI (Prohibition of Insider Trading) Regulation, 2015;	The delay was unintentional.
2	Delay of furnishing prior intimation for the board meeting to approve the financial results for the quarter ended September, 2022;	The delay was unintentional.
3	Delay in submitting the disclosure of related party transactions for the half year ended 30th September, 2022;	The delay was unintentional.

Further, none of the Auditors of the Company have reported any fraud as specified under the second proviso of Section 143(12) of the Act.

**31. INTERNAL AUDITOR:**

Pursuant to the provisions of Section 138 of the Act read with the Companies (Accounts) Rules, 2014, the Board of Directors, based on the recommendation of the Audit Committee, has not appointed any internal auditor till date.

**32. AUDITORS REPORT & AUDITORS:**

Pursuant to the provisions of Section 139 of the Companies Act, 2013 and the rules made thereunder, the current auditors of the Company, M/s. S. V. Bhat & Co., Chartered Accountants (Firm Registration No. 101298W) were appointed for a term of four years by the shareholders at the Annual General Meeting held on 24<sup>th</sup> September, 2018 and they hold office until the conclusion of the 39<sup>th</sup> Annual General Meeting, subject to ratification by shareholders at each Annual General Meeting. The term of appointment of the Statutory Auditors expires at the conclusion of this Annual General Meeting.

The members are now requested to appoint M/s. S. V. Bhat & Co., Chartered Accountants (Firm Registration No. 101298W) as Statutory Auditors of the Company for a further term of 5 (Five) years to hold office from the conclusion of the 39<sup>th</sup> Annual General Meeting until the conclusion of the 43<sup>rd</sup> Annual General Meeting of the Company, subject to ratification by the members at every Annual General Meeting and to fix their remuneration.

During the year under review the Auditor had not reported any fraud under Section 143(12) of the Companies Act, 2013, therefore no details are required to be disclosed under Section 134(3 (ca) of the Companies Act, 2013.

**33. EXPLANATION BY THE BOARD ON QUALIFICATIONS OR ADVERSE REMARK BY THE AUDITOR IN ITS AUDIT REPORT:**

The Notes on the financial statement referred to in the Auditors' Report are self-explanatory and do not call for any further comments. Refer to Note No. II 1(a), (b), (c), (d) for detailed explanation.

**34. INFORMATION UNDER THE SEXUAL HARRASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013:**

The Company has zero tolerance for sexual harassment at workplace and adopted a Policy on prevention, prohibition and redressal of sexual harassment at workplace in line with the provisions of the Sexual Harassment of Women at the Workplace (Prevention, Prohibition and Redressal) Act, 2013. The Company has constituted an Internal Complaint Committee as required under Section 4 of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. During the financial year under review, no complaint was filed before the said Committee. No complaint was pending at the beginning or end of the financial year under review.

**35. PROCEEDINGS UNDER INSOLVENCY AND BANKRUPTCY CODE, 2016:**

During the financial year under review, no application was made or proceeding initiated against the Company under the Insolvency and Bankruptcy Code, 2016 nor any such proceeding was pending at the end of the financial year under review.

**36. VALUATION OF ASSETS:**

During the financial year under review, there was no instance of one-time settlement of loans / financial assistance taken from Banks or Financial Institutions, hence the Company was not required to carry out valuation of its assets for the said purpose.

**37. ACKNOWLEDGEMENT:**

Your directors wish to place on record their deep sense of appreciation to the Outgoing Promoters, employees, and Bankers for their continued support and cooperation extended by them to the Company.

By order of the Board of Directors  
For **Madhusudan Securities Limited**

**Salim P Govani**  
Chairman & Managing Director  
DIN: 00364026

Place: Mumbai  
Date: 10.08.2023

**ANNEXURE-1****FORM NO. MR-3  
SECRETARIAL AUDIT REPORT**FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH, 2023

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

To,  
The Members,  
**MADHUSUDAN SECURITIES LIMITED**  
37, National Storage Building, Plot No. 424-B,  
Nr. Johnson & Johnson Building, S B Road, Mahim (West),  
Mumbai - 400 016.

I, Jenish S. Doshi, Proprietor of JSD & Associates, have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **MADHUSUDAN SECURITIES LIMITED** (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 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 31<sup>st</sup> March, 2023, 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 31<sup>st</sup> March, 2023 according to the provisions of:

- (1) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (2) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (3) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (4) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (5) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
  - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - (c) The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;
  - (d) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (Not applicable during the financial year);

- (e) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (Not applicable during the financial year);
- (f) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (g) The Securities and Exchange Board of India (Issue and Listing of Securitised Debt Instruments and Security Receipts) Regulations, 2008 (Not applicable during the financial year);
- (h) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client (Not applicable during the financial year);
- (i) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 (Not applicable during the financial year);
- (j) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 (Not applicable during the financial year); and
- (k) The Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018 (Not applicable during the financial year).

(6) Other statutes, Acts, Laws, Rules, Regulations, Guidelines and Standards etc., as applicable to the Company are given below:

- Labour Laws and other incidental laws related to employees appointed by the Company either on its payroll or on contractual basis as related to wages, gratuity, provident fund, ESIC, compensation etc.;
- Acts as prescribed under Direct Tax and Indirect Tax;
- Stamp Acts and Registration Acts of respective States;
- Labour Welfare Act of respective States; and
- Such other Local laws etc. as may be applicable in respect of various offices of the Company.

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

(i) Secretarial Standards issued by The Institute of Company Secretaries of India, as amended from time to time, and

(ii) The Equity Listing Agreements entered into by the Company with BSE Limited (BSE).

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

1. *The Company has not complied with the provisions of Regulation 8 and 9 of the SEBI (Prohibition of Insider Trading) Regulation, 2015;*
2. *Delay of furnishing prior intimation for the board meeting to approve the financial results for the quarter ended September, 2022;*
3. *Delay in submitting the disclosure of related party transactions for the half year ended 30<sup>th</sup> September, 2022;*

I further report that the Board of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The following changes in the composition of the Board of

Directors that took place during the year under review were carried out in compliance with the provisions of the Act:

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

As per the minutes, the decisions at the Board Meetings were taken unanimously.

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 undertaken the following significant or material corporate events/actions having a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc.:

**For JSD & ASSOCIATES  
Company Secretaries**

**Jenish S. Doshi  
Proprietor  
ACS No. – 50447  
UDIN: A050447E000892189  
C.P. No. – 18523  
PR No. – 3479/2023**

**Place:** Mumbai

**Date:** 10<sup>th</sup> August, 2023

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

**'ANNEXURE A'**

To,  
The Members,  
**Madhusudan Securities Limited**  
37, National Storage Building, Plot No. 424-B,  
Nr. Johnson & Johnson Building, S B Road, Mahim (West),  
Mumbai - 400 016.

**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 process 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 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.

**For JSD & ASSOCIATES  
Company Secretaries**

**Jenish S. Doshi  
Proprietor  
ACS No. - 50447  
UDIN: A050447E000892189  
C.P. No. - 18523  
PR No. - 3479/2023**

**Place:** Mumbai  
**Date:** 10<sup>th</sup> August, 2023

## ANNEXURE - II

## Form No. AOC-2

As on the financial year ended on 31<sup>st</sup> March, 2023*(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 the Companies Act, 2013, including arms' length transactions under third proviso thereto:

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

Sr. No.	Name(s) of the related party and nature of relationship	Nature of contract s/ arrangements/ transactions	Duration of the contract s/ arrangements/ transactions	Salient terms of the contracts or arrangements or transactions including the value, if any	Justification for entering into such contracts / arrangements / transactions	Date (s) of approval by the Board	Amount paid as advances	Date on which special resolution was passed in General meeting
-	-	-	-	-	-	-	-	-

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

Sr. No.	Name of the related party and nature of relationship	Nature of contracts / arrangements / transactions	Duration of contracts / arrangements / transactions	Salient features of contracts / arrangements / transactions, including value, if any	Date(s) of approval by the Board / Audit Committee	Amount paid as advances, if any
-	-	-	-	-	-	-



## ANNEXURE-III

### CORPORATE GOVERNANCE REPORT

The Corporate Governance Code is a professional system framed for directing and controlling the organization. The purpose is to ensure compliance with local statutes and ensure safeguard and value addition in the long term to the interest of its members, creditors, customers, and employees.

The Company has initiated the practice of incorporating the Corporate Governance Report in the Annual Report in compliance with SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 of BSE. A concerted attempt has been made to bring in transparency and professionalism to ensure ethical standards in business activities while implementing the Corporate Governance Code. The management places on record that the mandatory compliances to constitute various committees as required by the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 of BSE, are in place.

The Detailed Report on Corporate Governance as per the Format prescribed by SEBI and incorporated in the Listing Agreement as applicable to the Company is set out below:

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

The Company is committed to good Corporate Governance and has implemented Corporate Governance as prescribed by SEBI. The Company's philosophy of Corporate Governance is based on preserving core values and ethical business conduct which enhances the efficiency of the Board and inculcates a culture of transparency, accountability, and integrity across the Company.

#### 2. BOARD OF DIRECTORS– Specified in Director's Report

#### 3. COMMITTEE MEETING

##### a. Audit Committee

The terms of reference of this Committee are wide enough to cover the matters specified for the Audit Committee under Regulation 18 of the SEBI (LODR) Regulations, 2015 as well as section 177 of the Companies Act, 2013.

The primary role of the Audit Committee is:

- To oversee the Company's Financial Reporting process and disclosure of financial information.
- To review the financial statements, adequacy of internal control systems, and periodic audit reports.
- To recommend to the Board the matters relating to the financial management of the Company.
- To recommend appointment / re-appointment of Statutory Auditors and fixation of their remuneration.
- To hold discussions with Statutory Auditors periodically.

The Statutory Auditors of the Company are invited to attend Audit Committee Meeting, to discuss and review the Quarterly / Half yearly unaudited results, Annual Audited Accounts, Internal Audit, matters relating to the Compliance with Accounting Standards, auditor's observations arising from the audit of the Company's accounts and other related matters.

##### b. Shareholders / Investors Grievance Committee

The Committee reviews all matters connected with the physical securities transfer. The Committee also looks into the redressal of Shareholders' Complaints related to the securities of the Company.

There was no investor's complaint pending as of 31/03/2023.

**c. Management Remuneration Committee**

The terms of reference of the Remuneration Committee are to determine, review and recommend the Company's policy on specific remuneration packages. The recommendations of the Committee are put up to the Board of Directors and Shareholders of the Company.

The remuneration Committee met once in the year on May 30, 2022.

**4. ANNUAL GENERAL MEETINGS**

The last three Annual General Meetings of the shareholders of the Company were held as under:

Financial Year	Date	Time	Venue
2021-2022	Sept 30, 2022	11.00 A.M	37, National Storage Building, Plot No, 424-B, Nr. Johnson Building, S.B Road, Mahim (west) Mumbai 400016.
2020-2021	Sept 30, 2021	10.30 A.M	37, National Storage Building, Plot No, 424-B, Nr. Johnson Building, S.B Road, Mahim (west) Mumbai 400016.
2019-2020	Sept 20, 2020	10.30 A.M	37, National Storage Building, Plot No, 424-B, Nr. Johnson Building, S.B Road, Mahim (west) Mumbai 400016.

**5. DISCLOSURES**

There are no materially significant related party transactions, which have the potential to conflict with the interest of the Company at large.

**6. CODE OF CONDUCT**

The Company has formulated and implemented a Code of Conduct for all Board members and senior management of the Company which is in compliance with SEBI (LODR) Regulations, 2015.

**7. MEANS OF COMMUNICATION**

The quarterly, half-yearly, and yearly financial results of the Company are sent to the Bombay Stock Exchange immediately after they are approved by the Board and these are published in the leading newspapers.

**8. GENERAL SHAREHOLDER INFORMATION:**

- 40<sup>th</sup> Annual General Meeting** will be held on 30<sup>th</sup> September 2023 at 11.30 through video conferencing ("VC") / Other Audiovisual Means("OAVM")
- The **Company's Financial Year** begins on 1<sup>st</sup> April and ends on 31<sup>st</sup> March
- Financial Calendar:**

Results for the Quarter	Tentative Date
Results for the Quarter ending June 2023	Second Week of August 2023
Results for the Quarter ending September 2023	The second week of November 2023
Results for the Quarter ending December 2023	The second week of February 2024
Results for the Quarter ending March 2024	Fourth week of May 2024

- Date of Book Closure:** 21.09.2023 to 27.09.2023 (Both days inclusive)
- Listing on Stock Exchanges** – Only on Bombay Stock Exchange

f. **Stock Code:**

The Stock Exchange Code, Mumbai: 511000  
 Bombay Stock Exchange of India Ltd: MADHUSE  
 Demat ISIN No. in NSDL& CDSL: INE856D01011

g. **Market Price Data of the Company and Comparison with BSE Sensex**

Month	BSE		BSE Sensex,	
	High	Low	High	Low
Apr-22	4.75	3.38	60,845.10	56,009.07
May-22	3.89	2.70	57,184.21	52,632.48
Jun-22	3.70	2.81	56,432.65	50,921.22
Jul-22	3.60	2.47	57,619.27	52,094.25
Aug-22	4.07	2.56	60,411.20	57,367.47
Sep-22	10.75	3.97	60,676.12	56,147.23
Oct-22	18.33	11.28	60,786.70	56,683.40
Nov-22	17.95	13.65	63,303.01	60,425.47
Dec-22	14.89	9.16	63,583.07	59,754.10
Jan-23	10.86	8.58	61,343.96	58,699.20
Feb-23	11.52	8.10	61,682.25	58,795.97
Mar-23	13.75	10.84	60,498.48	57,084.91

Source: BSE Website

h. **Registrar and Transfer Agents:**

M/s. Link Intime India Private Limited, C-101, 1<sup>st</sup> Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West),  
 Mumbai – 400 083. Email: [mumbai@linkintime.co.in](mailto:mumbai@linkintime.co.in) Tel No.: 022 49186000

i. **Distribution of Share Holding as on March 31, 2023**

No. of Equity Shares held	Shareholders		No. of Shares	
	No.	% of Total	No. of Shares Held	% of Total
1 – 500	1720	80.3363	132210	1.8796
501 – 1000	132	6.1653	112663	1.3839
1001 – 2000	81	3.7833	128486	1.5452
2001 – 3000	44	2.0551	115195	0.9442
3001 – 4000	20	0.9341	73352	0.4346
4001 – 5000	26	1.2144	125317	0.5915
5001 – 10000	47	2.1952	358614	2.8859
10001 and above	71	3.3162	7649750	90.3352
<b>Total</b>	<b>2141</b>	<b>100.00</b>	<b>8695487</b>	<b>100.00</b>

j. **Shareholding pattern as on March 31, 2023**

Category	No. Of Shares	% of Shareholding
Promoter`s Holding	14,38,952	16.5483
Corporate Bodies	29,68,908	34.1431
Public (In India)	41,78,784	48.0569

NRIs	601	0.0069
HUF	1,08,241	1.2448
Clearing Members	1	0.0000
<b>Total</b>	<b>8695487</b>	<b>100.00</b>

k. **Dematerialization of Shares**

99.87% (P.Y. 99.87%) of the Company's paid-up equity Shares Capital has been Dematerialized up to March 31, 2023. The Board expresses its grateful appreciation to the members for their cooperation in dematerializing their physical shares for free trading on the Bombay Stock Exchange.

Depository	No. of Shares	% of Capital
NSDL	3113359	35.80
CDSL	5580328	64.17
Physical	1,800	0.03
<b>Total</b>	<b>8695487</b>	<b>100.00</b>

l. **Address for Correspondence**

37, National Storage Building, Plot No, 424-B, Nr. Johnson & Johnson Building, S. B. Road, Mahim (West), Mumbai - 400 016.

Email: mslsecurities@yahoo.com

m. **Book Value of Equity Shares of Rs. 10/- Each Fully Paid Up:**

Financial Year	Book Value per share (Rs.)
2022 - 2023	61.80
2021 - 2022	61.82
2020 - 2021	42.47
2019 - 2020	42.75
2018 - 2019	43.44

By order of the Board of Directors  
For **Madhusudan Securities Limited**

**Salim P Govani**  
Chairman & Managing Director  
DIN: 00364026

Place: Mumbai  
Date: 10.08.2023

## **MANAGEMENT DISCUSSION AND ANALYSIS**

### **INDIAN FINANCIAL STRUCTURE AND DEVELOPMENTS**

The economy now has picked up speed for India and there have been a lot of opportunities for foreign investors in the stock market and manufacturing sectors. There are a lot of jobs being created in private and public sectors.

Therefore, it is a good time for business establishments and new ventures to reach the opportunity available. The environment of business has reasonably improved during the last few months, which is encouraging to any entrepreneur in India.

### **FUTURE OUTLOOK**

#### **OPPORTUNITIES, THREATS, RISKS & CONCERNS**

The new Government is expected to bring reformatory changes in the interest of the citizens and in the business sectors. The current retail business had been accelerated and is an upcoming market to get better opportunities for the Company. The Indian Stock market has continued to be very volatile.

The demand for finance is also expected to rise with inflation & interest rates. The Investments options available to the Company are decided after proper due diligence and considering the current economic and political scenario in India and abroad.

#### **INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY**

The Company has adequate internal control systems, which ensure proper recording of financial, operational, and compliance control transactions. The Company also makes risk assessments from time to time in the interest of the company. The established internal control system and organization structure are adequate and commensurate with the size and nature of the business.

#### **STATUTORY & LISTING COMPLIANCE**

The company has been adequately complying with the necessary applicable statutory requirements of The Income Tax Act, 1961, Reserve Bank of India, Companies Act, 2013, SEBI guidelines, provisions of the Listing Agreements with the Bombay Stock Exchange, and other government authorities.

#### **DISCLAIMER**

Statements in this Management Discussion and Analysis describing the Company's objectives, projections, and expectations may be "forward-looking statements" within the meaning of applicable laws and regulations. Actual results might differ materially from those either expressed or implied. Important factors that might materially affect the future performance of the Company include the state of the Indian economy, changes in government regulations, tax laws, and the state of the financial markets, and other factors such as litigation over which the company does not have direct control.

By order of the Board of Directors  
For **Madhusudan Securities Limited**

**Salim P Govani**  
**Chairman & Managing Director**  
**DIN: 00364026**

**Place:** Mumbai  
**Date:** 10.08.2023

**CEO / CFO CERTIFICATE**

As provided under Regulation 72 of the SEBI (LODR) Regulations, 2015 with the Stock Exchange, the Board Members have confirmed compliance with the Code of Conduct and Ethics for the year ended 31<sup>st</sup> March 2023.

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

**Chairman**

**Place:** Mumbai

**Date:** 10.08.2023

**CERTIFICATE ON CORPORATE GOVERNANCE**

**The Members,  
MADHUSUDAN SECURITIES LIMITED.**

We have examined the compliance of conditions of Corporate Governance by Madhusudan Securities Limited, for the year ended 31<sup>st</sup> March, 2023, as stipulated in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to a review of the procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us and the representations made by the Directors and the management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned SEBI (LODR) Regulations, 2015.

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

**For JSD & ASSOCIATES  
Company Secretaries**

**Jenish S. Doshi  
Proprietor  
ACS No. - 50447  
UDIN: A050447E000892189  
C.P. No. - 18523  
PR No. - 3479/2023**

**Place:** Mumbai  
**Date:** 10<sup>th</sup> August, 2023

**INDEPENDENT AUDITORS' REPORT**

To,  
The Members of,  
**MADHUSUDAN SECURITIES LIMITED**

**Report on the Audit of the Ind AS Financial Statements****Opinion**

We have audited the accompanying Ind AS Financial statements of **MADHUSUDAN SECURITIES LIMITED** ("the Company"), which comprise the Balance Sheet as at 31 March 2023, the Statement of Profit and Loss including other comprehensive income, the Statement of Changes in Equity and the Cash Flow Statement for the year ended and a summary of significant accounting policies and other explanatory information (herein after referred to as "Ind AS Financial Statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Financial Statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed u/s 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the State of Affairs of the Company as at 31<sup>st</sup> March, 2023, the Loss and total comprehensive income, changes in equity and its cash flows for the year ended on that date.

**Basis for Qualified Opinion**

*Refer Note II*

- i. *The Company has not made any provision for advances of Rs. 12 Crores outstanding beyond 3 years from Primus Retail (P) Ltd which is considered under liquidation by the authorities.*

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act 2013. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Ind AS Financial Statements section of our report. We are independent of the company in Accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the Ind AS Financial Statements under the provision of the Companies Act, 2013 and the rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the financial statements.

**Key Audit Matters**

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report:

<b>Key Audit Matter</b>	<b>How the matter was addressed in our report</b>
<p><i>Note II</i></p> <p>2. The Company has carried the investment in unquoted equity shares of Rs. 1.87 Lakhs at cost. The Management is under the process of getting valuation of the companies. Further, no provision</p>	<p>The Management is taking efforts for getting the audited accounts of such Companies. As the said accounts were not made available to us for</p>



for diminution in value of investments is made for the same.	verification, the investments were thereby carried at cost. Diminution in value of investment will be verified on review of such accounts and Management's valuation of such Companies.
--	--

**Information Other than the Financial Statements and Auditors Report thereon** The Company's Board of Directors is responsible for the other information. The Other information comprises the information included in the Directors Report Management discussion & Analysis and Business responsibility report, but does not include the financial statements and our auditor's report thereon.

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

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the financial statements or our knowledge obtained during the course of audit or otherwise appears to be materially misstated.

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

#### **Management's Responsibility for the Ind AS Financial Statements**

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these Ind AS financial statements that give a true and fair view of the financial position, financial performance, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Ind AS financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the Ind AS Financial Statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

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

#### **Auditor's Responsibility**

Our objectives are to obtain reasonable assurance about whether the Ind AS Financial Statements as a whole, are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with 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 Ind AS Financial Statements. As part of an audit in accordance with SAs, we exercise professional judgement 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 Companies Act, 2013, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the 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.

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

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

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

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

### **Report on other Legal and Regulatory Requirements**

1. As required by the Companies (Auditor's Report) Order, 2020 ("The Order") issued by the Central Government of India in terms of Section 143 (11) of the Act, we give in the Annexure A, a statement on the matters specified in paragraphs 3 and 4 of the Order.

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 appears from our examination of those books

- c) The Balance Sheet, the Statement of Profit and Loss, the Cash Flow Statement and the Statement of changes in Equity dealt with by this Report are in agreement with the books of account
- d) In our opinion, the aforesaid Ind AS Financial Statements comply with the Indian Accounting Standards specified under Section 133 of the Act read with the relevant rule issued thereunder
- e) On the basis of written representations received from the directors as on 31 March, 2023 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March, 2023, from being appointed as a director in terms of Section 164(2) of the Act;
- f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure B" and
- g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:
  - a. According to the information and explanation given to us, the company has not paid any remuneration to its directors during the year. Hence the provision of section 197(16) of the Act is not applicable to the company
- 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) Rule, 2014, as amended, in our opinion and to the best of our information and according to the explanation given to us:
  - i. The Company does not have any pending litigations which shall impact its financial positions.
  - ii. The Company does not have any long terms contracts for which provisions are required to be made.
  - iii. The Company is not liable to transfer any amount to the Investor Education and Protection Fund.
  - iv. (a) The Management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;  
(b) The Management has represented, that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;  
(c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.
  - v. According to the information and explanation given to us, the company has not paid/declared any Dividend during the year. Hence the provision of section 123 of the Act is not applicable to the company
  - vi. Proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 for maintaining books of account using accounting software which has a feature of recording audit trail (edit log) facility is applicable to the Company with effect from April 1, 2023, & accordingly, reporting under Rule

11(g) of Companies (Audit & Auditors) Rules, 2014 is not applicable for the financial period ended March 31, 2023

**For S V Bhat & Co.**  
**Chartered Accountants**  
**(ICAI Firm Reg. No.: 101298W)**

**Swati Sadanand Bhat**  
**Partner**  
**(Membership No.: 152110)**

**UDIN:** 23152110BGZEYH3544

**Place:** Mumbai

**Dated:** 30.05.2023

### **Annexure A to the Auditors' Report**

The Annexure referred to in Independent Auditor's Report to the members of the Company on the Ind AS Financial Statements for the year ended 31<sup>st</sup> March 2023, we report that:

- (i) In respect of Company's Property, Plant and Equipment and Intangible Assets:  
The Company does not hold any fixed assets as on 31/03/2023. Accordingly sub-clause (a) - (e) are not applicable.
- (ii) In respect of inventories  
During the year under review, the Company does not have any inventory. Hence, provisions of clause 3(ii) of the Order are not applicable to the Company.
- (iii) In respect of loans granted, secured or unsecured, by the Company to firms or other parties covered in the register – maintained u/s 189 of the Companies Act, 2013;  
The Company has not granted any secured / unsecured loan to any of the parties covered in the register maintained under section 189 of the Companies Act, 2013. Accordingly, sub-clauses (a) to (f) are not applicable.
- (iv) In respect of loans, investments, guarantees and securities, the provisions of section 185 and 186 of the Companies Act, 2013 have been complied, as applicable.
- (v) The Company has not accepted any deposits from the public within the meaning of Section 73 to Section 76 of the Companies Act 2013.
- (vi) The Central Government of India has not prescribed the maintenance of cost records under Section 148 (1) of the Companies Act, 2013, in respect of activities carried on by the Company.
- (vii) In respect to statutory dues  
(a) According to the records of the Company, the undisputed statutory dues under Income tax and other Statutory Dues as applicable to it have been generally regularly deposited with the appropriate authorities.  
According to the information and explanations given to us, no undisputed amounts payable in respect of the aforesaid dues were outstanding as at 31<sup>st</sup> March, 2023 for a period of more than six months from the date they became payable.  
(b) According to the information and explanations given to us, there were no dues of Income Tax, Goods & Service Tax and other Statutory Dues as applicable to it, which have not been deposited with the appropriate authorities on account of any dispute.
- (viii) There were no transactions relating to previously unrecorded income that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961).
- (ix) a. The Company has not taken any loans or other borrowings from any lender and hence, reporting under clause 3 (ix)(a) of the Order is not applicable.  
b. The Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.  
c. The Company has not taken any term loan during the year and there are no outstanding term loans at the beginning of the year and hence, reporting under clause 3 (ix)(c) of the Order is not applicable.  
d. The Company has not taken any short-term loan during the year and hence, reporting under clause 3 (ix)(d) of the Order is not applicable.

- e. The Company does not have any subsidiary/associates/joint venture and hence, reporting under clause 3 (ix)(e) of the Order is not applicable.
- f. The Company has not raised any loans during the year and hence reporting on clause 3(ix)(f) of the Order is not applicable.
- (x) a. In our opinion and according to the information and explanations given to us, the Company has not raised any funds by way of initial public offer or further public offer (including debt instruments) during the year. Accordingly, paragraph 3 (x)(a) of the Order is not applicable.
- b. During the year, the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully or partly or optionally) and hence reporting under clause 3(x)(b) of the Order is not applicable
- (xi) a. In our opinion and according to the information and explanations given to us, no fraud by the Company and no material fraud on the Company has been noticed or reported during the year.
- b. No report under sub-section (12) of section 143 of the Companies Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and upto the date of this report.
- c. According to the information and explanations given to us there are no whistle blower complaints received by the Company during the year (and upto the date of this report) Accordingly, paragraph 3 (xi)(c) of the Order is not applicable.
- (xii) In our opinion and according to the information and explanation given to us, the Company is not a Nidhi Company. Accordingly, paragraph 3 (xii) of the Order is not applicable.
- (xiii) According to the information and explanations given to us and based on our examination of the records of the Company, the transactions with related parties are in compliance with section 177 and section 188 of the Act, as applicable, and details of such transactions have been disclosed in the Ind AS Financial Statements as required by the applicable accounting standard.
- (xiv) a. In our opinion and according to the information and explanation given to us, the Company has an adequate internal audit system commensurate with the size and the nature of its business.
- b. We have considered the internal audit reports of the Company issued till date for the period under audit.
- (xv) According to the information and explanations given to us, there are no non cash transactions with Directors or any persons connected with them during the year under review.
- (xvi) a. According to the information and explanations given to us, the company is not required to get registered under section 45-IA of the Reserve Bank of India Act, 1934.
- b. In our opinion and according to the information and explanation given to us, there is no core investment company within the Group (as defined in the Core Investment Companies (Reserve Bank) Directions, 2016) and accordingly reporting under clause 3(xvi)(d) of the Order is not applicable
- (xvii) According to the information and explanations given to us, the Company has incurred losses during the financial year covered by our audit and also in the immediately preceding financial year.
- (xviii) There has been no resignation of the statutory auditors of the Company during the year.
- (xix) According to the information and explanation given to us and based on our examination of the records of the Company, 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.

- (xx) The Company is not liable for CSR provisions and hence, reporting under clause 3(xx)(a) & (b) of the Order are not applicable for the year.

**For S V Bhat & Co.**

**Chartered Accountants**

**(ICAI Firm Reg. No.: 101298W)**

**Swati Sadanand Bhat**

**Partner**

**(Membership No.: 152110)**

**UDIN: 23152110BGZEYH3544**

**Place: Mumbai**

**Dated: 30.05.2023**

**ANNEXURE B TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE IND AS FINANCIAL STATEMENTS OF MADHUSUDAN SECURITIES LIMITED**

**Independent Auditors Report on Internal Financial Control over Financial Reporting**

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

We have audited the internal financial controls over financial reporting of **MADHUSUDAN SECURITIES LIMITED** ("the Company") as of March 31, 2023 in conjunction with our audit of the Ind AS financial statements of the Company for the year ended on that date.

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

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

**Auditors' Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the Guidance Note) and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

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

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

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

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



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

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

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

### **Opinion**

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2023, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

**For S V Bhat & Co.**

**Chartered Accountants**

**(ICAI Firm Reg. No.: 101298W)**

**Swati Sadanand Bhat**

**Partner**

**(Membership No.: 152110)**

**UDIN: 23152110BGZEYH3544**

**Place: Mumbai**

**Dated: 30.05.2023**

BALANCE SHEET AS AT 31ST MARCH, 2023			
			Amount in Rs.000
	Schedule	As at 31st March 2023	As at 31st March 2022
<b>ASSETS:</b>			
Financial Assets			
a. Investments	A	3,135.11	2,453.41
Income Tax Asset (Net)	B	189.91	204.86
Other Non Current Asset	C	5,51,281.76	5,51,281.76
<b>Total Non Current Asset</b>		<b>5,54,606.77</b>	<b>5,53,940.04</b>
<b>CURRENT ASSETS:</b>			
Financial Assets:			
a. Cash & Cash Equivalents	D	4.39	93.40
Other Current Assets	E	-	-
<b>Total Current Asset</b>		<b>4.39</b>	<b>93.40</b>
<b>Total Assets</b>		<b>5,54,611.16</b>	<b>5,54,033.43</b>
<b>EQUITY AND LIABILITIES:</b>			
<b>EQUITY</b>			
Equity Share Capital	F	86,954.87	86,954.87
Other Equity		4,50,448.96	4,50,617.14
<b>Total Shareholders Fund</b>		<b>5,37,403.83</b>	<b>5,37,572.01</b>
<b>NON CURRENT LIABILITIES:</b>			
		-	-
<b>CURRENT LIABILITIES:</b>			
Other Current Liabilities	G	17,207.33	16,461.42
		17,207.33	16,461.42
<b>Total Equity and Liabilities</b>		<b>5,54,611.16</b>	<b>5,54,033.43</b>
Significant Accounting Policies & Other Disclosure	I - II		
As per our Report of even date attached For <b>S. V. BHAT &amp; CO.</b> <b>CHARTERED ACCOUNTANTS</b> (ICAI FRNo.: 101298W)		For and on behalf of Directors of <b>MADHUSUDAN SECURITIES LIMITED</b>	
<b>SWATI SADANAND BHAT</b> <b>PARTNER</b> (Membership No.: 152110)		<b>Mr. Salim P. Govani</b> (Promoter Director)	<b>Mrs. Sausan Bukhari</b> (Director)
		<b>Mr. Harsh Jhaveri</b> (Independent Director)	
Place: Mumbai DATED : 30th May 2023		Place: Mumbai DATED : 30th May 2023	

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2023			
			Amount in Rs.000
PARTICULARS	Schedule	For the year ended 31st March, 2023	For the year ended 31st March, 2022
Revenue from Operations		-	-
Other Income	H	381.22	200.12
<b>Total Income</b>		<b>381.22</b>	<b>200.12</b>
<b>EXPENSES</b>			
Employee benefits expense	I	330.00	272.00
Other Expenses	J	1,413.10	875.16
<b>Total Expenses</b>		<b>1,743.10</b>	<b>1,147.16</b>
(Loss) before tax		<b>(1,361.88)</b>	<b>(947.04)</b>
Tax Expense:			
(1) Current tax		-	-
Tax expense		-	-
Profit after tax from Continuing Operation - A		<b>(1,361.88)</b>	<b>(947.04)</b>
Profit from Discontinuing Operation - B		-	-
Profit for the Year C = A+B		<b>(1,361.88)</b>	<b>(947.04)</b>
Other Comprehensive Income		-	-
i) Item that will not be reclassified to Profit or Loss		1,193.70	97.39
ii) Income tax relating to items that will not be reclassified to Profit OR Loss		-	-
<b>Total Profit for the year - C+D</b>		<b>(168.19)</b>	<b>(849.65)</b>
Earning per equity share of Rs. 10 each Basis & Diluted		(0.02)	(0.10)
Significant Accounting Policies & Other Disclosure	I - II		
As per our Report of even date attached For S.V. BHAT & CO. CHARTERED ACCOUNTANTS (ICAI FRNo.: 101298W)		For and on behalf of Directors of <b>MADHUSUDAN SECURITIES LIMITED</b>	
<b>SWATI SADANAND BHAT</b> <b>PARTNER</b> (Membership No.: 152110)		<b>Mr. Salim P. Govani</b> (Promoter Director)	<b>Mrs. Sausan Bukhari</b> (Director)
		<b>Mr. Harsh Jhaveri</b> (Independent Director)	
Place: Mumbai DATED : 30th May 2023		Place: Mumbai DATED : 30th May 2023	

<b>CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2023</b>						
			<b>2022 - 2023</b>	<b>2021 - 2022</b>		
			<b>Amount in Rs.000</b>	<b>Amount in Rs.000</b>		
( I )	<b>CASH FLOW FROM OPERATING ACTIVITIES</b>					
	Net Profit / (Loss) before Tax and Extraordinary items		(1,361.88)	(947.04)		
	<b>ADJUSTMENTS FOR:</b>					
	Less: Dividend received		(5.45)	(54.22)		
	Add: STT paid(Net of gains)		-	-		
	Operating Profit / (loss) before Working Capital Changes		(1,367.33)	(1,001.26)		
	(Increase) / Decrease in Other Current Assets		-	4.50		
	Increase / (Decrease) in Other Current Liabilities		745.91	595.43		
	Cash (used) / generated from Operations		(621.42)	(401.33)		
	Less: Net Income Taxes paid / (Refund)		(14.96)	5.02		
	Net Cash Flow from Operating Activities		(A)	(606.46)	(406.35)	
( II )	<b>CASH FLOW FROM INVESTING ACTIVITIES</b>					
	Dividend		5.45	54.22		
	Purchase of Investments		-	(7,128.56)		
	Sale of Investments (Net)		512.00	7,035.52		
	Net cash used in investing activities		(B)	517.45	(38.82)	
( III )	<b>CASH FLOW FROM FINANCING ACTIVITIES</b>					
	Net cash generated from Financial Activities		(C)	-	-	
	<b>NET CHANGES IN CASH AND CASH EQUIVALENTS (A+B+C)</b>			<b>(89.01)</b>	<b>(445.17)</b>	
	Cash and cash equivalents at the beginning of the year			93.40	538.57	
	Cash and cash equivalents at the close of the year			4.39	93.40	
				<b>(89.01)</b>	<b>(445.17)</b>	
Notes:						
1. The Cash flow statement has been prepared under the indirect method as set out in IND AS - 7						
Cash Flow issued by The Institute of Chartered Accountants of India.						
2. Cash and Cash Equivalents includes Cash and Bank Balance.						
3. Figures of Previous years have been regrouped and rearranged wherever necessary to confirm with current year's classification.						
As per our attached reports on even date						
<b>For S.V. BHAT &amp; CO.</b>			FOR AND ON BEHALF OF THE BOARD			
<b>CHARTERED ACCOUNTANTS</b>			<b>MADHUSUDAN SECURITIES LIMITED</b>			
<b>(ICAI FRNo.: 101298W)</b>						
<b>SWATI SADANAND BHAT</b>			<b>MR. SALIM P. GOVANI</b>		<b>MRS. SAUSAN BUKHARI</b>	
<b>PARTNER</b>			<b>PROMOTER DIRECTOR</b>		<b>DIRECTOR</b>	
<b>(Membership No.: 152110)</b>						
			<b>Mr. Harsh Jhaveri</b>			
			<b>(Independent Director)</b>			
Place : Mumbai			PLACE : MUMBAI			
DATED : 30th May 2023			DATED : 30th May 2023			

Statement of Changes in Equity for the year ended 31st March 2023						
	Amount in Rs.000					
	Equity Share Capital	Other Equity				
		Securities Premium Account	Special Reserve	Retained Earnings	Other Comprehensive Income	TOTAL
Balance as at 01/04/2021	86,954.87	82,074.18	4,300.00	(3,579.21)	101.00	82,895.97
Other comprehensive Income					-	-
Changes in accounting policy or prior period errors						-
Restated Balance as at 01/04/2021	86,954.87	82,074.18	4,300.00	(3,579.21)	101.00	82,895.97
Additions during the year	-	3,68,570.82	-	(947.04)	97.39	3,67,721.17
<b>Balance as at 31/03/2022</b>	<b>86,954.87</b>	<b>4,50,645.00</b>	<b>4,300.00</b>	<b>(4,526.25)</b>	<b>198.39</b>	<b>4,50,617.14</b>
	Equity Share Capital	Other Equity				
		Securities Premium Account	Special Reserve	Retained Earnings	Other Comprehensive Income	TOTAL
Balance as at 01/04/2022	86,954.87	4,50,645.00	4,300.00	(4,526.00)	198.00	4,50,617.14
Additions during the year		-		(1,361.88)	1,193.70	(168.19)
<b>Balance as at 31/03/2023</b>	<b>86,954.87</b>	<b>4,50,645.00</b>	<b>4,300.00</b>	<b>(5,887.88)</b>	<b>1,391.70</b>	<b>4,50,448.81</b>
						-
As per our Report of even date attached For S.V. BHAT & CO. CHARTERED ACCOUNTANTS (ICAI FRNo.: 101298W)				For and on behalf of Directors of <b>MADHUSUDAN SECURITIES LIMITED</b>		
<b>SWATI SADANAND BHAT</b> <b>PARTNER</b> <b>(Membership No.: 152110)</b>			<b>Mr. Salim P. Govani</b> <b>(Promoter Director)</b>	<b>Mrs. Sausan Bukhari</b> <b>(Director)</b>		
			<b>Mr. Harsh Jhaveri</b> <b>(Independent Director)</b>			
Place: Mumbai DATED : 30th May 2023			Place: Mumbai DATED : 30th May 2023			

**Notes on Ind AS financial statements for the year ended 31<sup>st</sup> March 2023****I. SIGNIFICANT ACCOUNTING POLICIES****1. A. Background**

MADHUSUDAN SECURITIES LIMITED (“the Company”) is a public company domiciled in India and incorporated under the provisions of the Companies Act, 1956. The Company is incorporated with the object to carry on the business of trading in Goods & merchandise.

The Company’s shares are listed on the Bombay Stock Exchange (BSE) in India.

**B. Basis of preparation****1.1. Statement of compliance with Ind AS**

The financial statements of the Company have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under Companies (Indian Accounting Standards) Rules, 2015 as amended from time to time.

**1.2. Going concern**

These financials are prepared on going concern basis on the following basis:

- i) Company has incurred losses during the year and in the preceding previous year;
- ii) The Management is looking forward to better business avenues.

**1.3. Functional and presentation of currency**

The financial statements are prepared in Indian Rupees which is also the Company’s functional currency. All amounts are rounded to the nearest rupees.

**1.4. Fair value measurement**

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

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

Fair values, as applicable, have been determined for measurement and/or disclosure purposes using methods as prescribed in “Ind AS 113 Fair Value Measurement”.

**1.5. Use of significant accounting estimates, judgment, and assumptions**

The preparation of these financial statements in conformity with the recognition and measurement principles of Ind AS requires management to make estimates and assumptions that affect the reported balances of assets and liabilities, disclosure of contingent liabilities as on the date of financial statements, and reported amounts of income and expenses for the periods presented. The Company based its assumptions and estimates on parameters available when the financial statements were prepared. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised and future periods are affected.

**Estimates and Assumptions**

Key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are described below. The estimates used in the preparation of the

financial statements are prudent and reasonable. Differences between the actual results and estimates are recognized in the period in which the results are known/ materialized.

### C. Significant Accounting Policies

#### 1.6. Presentation and disclosure of financial statement

All assets and liabilities have been classified as current and non-current as per Company's normal operating cycle and other criteria set out in Schedule III of the Companies Act, 2013 for a company whose financial statements are made in compliance with the Companies (India Accounting Standards) Rules, 2015.

Based on the nature of products/services and the time between the acquisition of assets for processing/rendering of services and their realization in cash and cash equivalents, the operating cycle is less than 12 months, however, for the purpose of current/non-current classification of assets and liabilities, period of 12 months has been considered as its normal operating cycle.

The Company presents assets and liabilities in the balance sheet based on current / non-current classification.

**An asset is treated as current when it is:**

- Expected to be realized or intended to be sold or consumed in a normal operating cycle
- Held primarily for the purpose of trading
- Expected to be realized within twelve months after the reporting period, or
- Cash or cash equivalents unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

**A liability is current when:**

- It is expected to be settled in a normal operating cycle
- It is held primarily for the purpose of trading
- It is due to be settled within twelve months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

The Company classifies all other liabilities as non-current.

#### 1.7. Property, Plant and Equipment and Depreciation

**Recognition and measurement**

Under the previous GAAP, property, plant, and equipment were carried at historical cost less depreciation and impairment losses, if any. On transition to Ind AS, the Company has availed the optional exemption under Ind AS 101 and accordingly, it has used the carrying value as at the date of transition i.e. 1<sup>st</sup> April 2016 as the deemed cost of the property, plant & equipment under Ind AS.

Properties plants and equipment are stated at their cost of acquisition. The cost of an item of property, plant, and equipment includes purchase price including non-refundable taxes and duties, borrowing cost directly attributable to the qualifying asset, any costs directly attributable to bringing the asset to the location and condition necessary for its intended use, and the present value of the expected cost for the dismantling/decommissioning of the asset.

Subsequent costs are included in the asset's carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to

the Company. All other repair and maintenance costs are recognised in the statement of profit and loss as incurred.

Capital work-in-progress comprises of costs incurred on property, plant, and equipment under construction/acquisition that are not yet ready for their intended use at the Balance Sheet Date.

### **Depreciation and useful lives**

Depreciation on the property, plant, and equipment (other than freehold land and capital work in progress) is provided on a straight-line method (SLM) over their useful lives which is in consonance with the useful life mentioned in Schedule II to the Companies Act, 2013. Depreciation in respect of fixed assets put to use during the year is provided on a pro-rata basis with reference to the date of installation of assets.

### **De-recognition**

An item of property, plant, and equipment and any significant part initially recognised is de-recognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on the de-recognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the statement of profit and loss when the asset is de-recognised.

## **1.8. Inventories**

Raw Material, packing material, stock in trade, work in progress, and finished goods are valued at lower of cost and net realizable value as per Ind AS – 2.

Costs of finished goods, and work in progress are determined by taking material cost (net of Cenvat) and relevant appropriate overheads, but excluding borrowing costs.

## **1.9. Revenue recognition**

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured. Revenue is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment and excluding taxes or duties collected on behalf of the government and discounts given to the customers. The Company has applied the guidelines mentioned in Ind AS 18 for Revenue Recognition.

Interest income is recognized on a time proportionate basis taking into account the amount outstanding and the rate as applicable.

The dividend is recognized on an actual receipt basis.

## **1.10. Employee benefits**

The provisions of Provident Fund Act, 1952, and the Payment of Gratuity Act, 1972 are not applicable to the Company at present as the number of employees does not exceed the permissible limit.

## **1.11. Taxes on income**

Provision for current tax is made after taking into consideration benefits admissible under the provisions of the Income Tax Act, 1961.

Minimum Alternate Tax (MAT) paid in accordance with the tax laws, which gives future economic benefits in the form of adjustment to future income tax liability, is considered as an asset if there is convincing evidence that the Company will pay normal income tax. Accordingly, MAT is recognised as an



asset in the Balance Sheet when it is probable that future economic benefits associated with it will flow to the Company.

#### **1.12. Investments in equity instruments at FVTOCI**

The quoted and unquoted Equity investments are initially measured at fair value plus transaction costs. Subsequently, they are measured at fair value with gains and losses arising from changes in fair value recognized in other comprehensive income and accumulated in the 'Reserve for equity instruments through other comprehensive income'. The cumulative gain or loss is not reclassified to profit or loss on disposal of the investments.

There are no equity investments that are held for trading.

#### **1.13. Cash and cash equivalent**

Cash and cash equivalents include cash in hand, bank balances, deposits with banks (other than on lien), and all short-term and highly liquid investments that are readily convertible into known amounts of cash and are subject to an insignificant risk of changes in value.

For the purpose of the cash flow statement, cash and cash equivalent as calculated above also includes outstanding bank overdrafts as they are considered an integral part of the Company's cash management.

#### **1.14. Cash flow statement**

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

#### **1.15. Provisions, contingent liabilities, contingent assets**

A provision is recognized when the Company has a present obligation (legal or constructive) as a result of a past event and it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risk specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognized as a finance cost. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates.

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

The Company does not recognize a contingent asset but discloses its existence in the financial statements if the inflow of economic benefits is probable. However, when the realization of income is virtually certain, then the related asset is no longer a contingent asset, but it is recognized as an asset.

Provisions, contingent liabilities, contingent assets, and commitments are reviewed at each balance sheet date.

#### **1.16. Earnings per share**

Basic & Diluted earnings per share are computed using the net profit for the year attributable to the shareholders and the weighted average number of shares outstanding during the year.

**1.17. Financial instruments**

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity. Financial assets 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 fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs were directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss and are recognized immediately in profit or loss.

**Financial Investments**

Non-Current Investments include Investment in Partnership Firm which is stated as Original Capital invested, Share of profit earned by the Firm and the interest earned on the Capital.

Schedules to Assets as at 31 <sup>st</sup> March 2023			
		Amount in Rs. 000	
		31st March 2023	31st March 2022
<b>A</b>	<b>INVESTMENTS</b>		
	<b><u>Investments in Equity instruments (Quoted) (At Fair Value)</u></b>		
	25 Equity Shares (P.Y. 25) in Grasim Industries Ltd.	40.81	41.62
	45 Equity Shares in UPL	32.29	34.64
	13500 Equity Shares in Lancer Container	2,875.23	2,190.38
	<b>TOTAL (A)</b>	<b>2,948.33</b>	<b>2,266.63</b>
	<b><u>Investments in Equity instruments (Unquoted) (At Cost)</u></b>		
	20000 Equity Shares (P.Y. 20000) in Bhubaneswar Stock Exchange	20.00	20.00
	155 Equity Shares (P.Y. 155) in Baroda Rayon Corporation Ltd	1.55	1.55
	10000 Equity Shares (P.Y. 10000) in Goa Invecast Ltd	100.00	100.00
	160 Equity Shares (P.Y. 160) in Gold star Steel & Alloy Ltd	1.60	1.60
	4100 Equity Shares (P.Y. 4100) in Haryan Industries	4.10	4.10
	3000 Equity Shares (P.Y. 3000) in Hitek Industries	3.00	3.00
	200 Equity Shares (P.Y. 200) in Hope Leasing	0.20	0.20
	2136 Equity Shares (P.Y. 2136) in Orkay Industries	2.13	2.13
	4000 Equity Shares (P.Y. 4000) in Pooja Granites	4.00	4.00
	5000 Equity Shares (P.Y. 5000) in Shubangini Holiday Resorts	50.00	50.00
	200 Equity Shares (P.Y. 200) in Thapaer Ispat	0.20	0.20
	<b>TOTAL (B)</b>	<b>186.78</b>	<b>186.78</b>
		<b>3,135.11</b>	<b>2,453.41</b>
<b>B</b>	<b>INCOME TAX ASSET (NET)</b>		
	Income Tax (Net)	167.50	182.46
	MAT credit entitlement	22.41	22.41
		<b>189.91</b>	<b>204.86</b>
<b>C</b>	<b>OTHER NON CURRENT ASSETS</b>		
	Primius Retail Pvt. Ltd. (amount paid by cheque) (doubtful) (See Note II (1) (d))	1,20,000.00	1,20,000.00
	Forfeited Shares (To be reissued) (See Note II (1) (a))	-	-
	Other Advances / Receivables (doubtful) (See Note II (1) (e))	1,282.47	1,282.47
	Primius Retail Pvt. Ltd. (doubtful)	4,29,999.29	4,29,999.29
		<b>5,51,281.76</b>	<b>5,51,281.76</b>
<b>D</b>	<b>Cash and Cash Equivalent</b>		
	Balance with Bank	4.18	93.20
	Cash in hand	0.20	0.20
		<b>4.39</b>	<b>93.40</b>
<b>E</b>	<b>Other Current Asset</b>		
	Dividend Receivable - NACL	-	-
		-	-
		-	-

Schedules to Liabilities as at 31 <sup>st</sup> March 2023					
			Amount in Rs. 000		
			31st March 2023	31st March 2022	
<b>F</b>	<b>Equity Share Capital</b>				
	<b>1. Authorised Capital-</b>				
	1,50,00,000 (Previous Year 1,50,00,000) Equity Shares of Rs 10/- only		1,50,000.00	1,50,000.00	
			1,50,000.00	1,50,000.00	
	<b>2. Issued, Subscribed &amp; Fully Paid Up-</b>				
	86,95,487 (Previous Year 86,95,487 ) Equity Shares of Rs 10/- only		86,954.87	86,954.87	
			<b>86,954.87</b>	<b>86,954.87</b>	
	(a) The Company has only one class of equity shares having a part value of Rs 10 per share				
	(b) Each holder of equity shares is entitled to one vote per share				
	<b>3. Reconciliation of the number of shares:</b>				
		<b>31st March 2023</b>		<b>31st March 2022</b>	
	<b>Equity shares of Rs 10/- each</b>	<b>No. of shares</b>	<b>Rs .000(Amount)</b>	<b>No. of shares</b>	<b>Rs.000 (Amount)</b>
	Shares outstanding at the beginning of the year	86,95,487	86,955	86,95,487	86,955
	Shares issued during the year	-	-	-	-
	Shares bought back during the year	-	-	-	-
	Shares outstanding at the beginning of the year	86,95,487	86,955	86,95,487	86,955
	<b>4. Equity Shares Holders Holding More than 5% of total shareholding</b>				
	<b>Name of Shareholders</b>	<b>As At 31.03.2023</b>		<b>As At 31.03.2022</b>	
		<b>No. of Shares Held</b>	<b>Percentage of Shareholding</b>	<b>No. of Shares Held</b>	<b>Percentage of Shareholding</b>
	Primus Retail Pvt Ltd (See Note 16.1)	12,00,000	13.80%	12,00,000	13.80%
	Madhavan Texpro Private Limited	8,52,150	9.80%	-	0.00%
	Ajay Brijlal Anand	8,50,000	9.78%	-	0.00%
	Sanay Sandip Shah	-	0.00%	8,75,000	10.06%
	Foresight Holding Pvt Ltd	9,74,523	11.21%	9,74,523	11.21%
	<b>Total</b>	<b>38,76,673</b>	<b>44.58%</b>	<b>30,49,523</b>	<b>35.07%</b>
	<b>5. Aggregate number of shares bought back during the period of five years immediately preceding the balance sheet date:</b>				
	There was no buy back of shares during the period of five years immediately preceding the balance sheet date.				
		<b>Amount in Rs.</b>			
		<b>31st March 2023</b>	<b>31st March 2022</b>		
<b>G</b>	<b>Other Current Liabilities:</b>				
	Statutory Liabilities		14.50	14.00	
	Payable to former Promoter Group		4,048.13	4,048.13	
	Payable to Promoter Group		10,460.78	10,010.78	
	Other Payables		2,683.92	2,388.51	
	<b>Total</b>		<b>17,207.33</b>	<b>16,461.42</b>	

<b>Schedules to Statement of Profit and Loss for the year ended 31<sup>st</sup> March 2023</b>			
		<b>Amount in Rs. 000</b>	
		<b>31st March 2023</b>	<b>31st March 2022</b>
<b>H</b>	<b>Other Income</b>		
	Dividend on Shares	5.45	54.22
	Interest on Income tax refund	0.88	-
	Other Income	374.89	145.90
		<b>381.22</b>	<b>200.12</b>
<b>I</b>	<b>Employee Benefit Expenses</b>		
	Salaries and Bonus	330.00	272.00
		<b>330.00</b>	<b>272.00</b>
<b>J</b>	<b>Other Expenses</b>		
	<u>Compliance Expenses</u>		
	Depository Fees	53.10	26.55
	Insurance	3.54	3.54
	Listing and Stock Exchange Fees	354.00	354.00
	Registrar Fees	146.44	95.62
	ROC filling Expenses	19.30	2.40
	Statutory Advertisement Fees	43.66	45.46
	<u>Administrative Expenses</u>		
	Bank & Demat Charges	1.42	1.42
	Miscellaneous Expenses	25.96	9.80
	Postage & Courier	5.07	2.89
	Printing & Stationery	8.39	4.29
	Professional Fees	216.82	125.41
	Security Transaction Tax	0.89	14.31
	Interest on Late payment of TDS	0.32	0.68
	Sebi Penalties	330.40	-
	Website Development Fees	15.00	-
	<u>Payment to Auditors</u>		
	- Statutory Audit	118.00	118.00
	- Company Law Matters	70.80	70.80
		<b>1,413.10</b>	<b>875.16</b>

**II. OTHER DISCLOSURES**

1. (a) The 61,42,847 Equity Shares of Rs. 10/- each was issued as part consideration other than cash to Primus Retail Pvt. Ltd. pursuant to Business Transfer Agreement (BTA) dated 04/02/2011 for transfer of its Brand & Business.

However, Karnataka High Court has declined Primus Retail Pvt. Ltd. to transfer the Brand & Business. Hence, due to the non-performance by Primus Retail Pvt. Ltd. of their obligation, BTA Agreement stands cancelled. Therefore, equity shares issued in lieu of BTA stand null and void by the Board of Directors and consequently, the said shares have been revoked/forfeited (to be reissued) by the Company pending statutory approvals from the appropriate authorities.

Further, the application for forfeiture was rejected by SEBI and hence, the equity shares balance and the securities premium thereon have been restated to the original amount.

- (b) The Company had paid Rs. 12 Crores to Primus Retail (P) Ltd. pursuant to the BTA and Shares were issued for consideration other than cash prior to the transfer of Brand & Business assets. However, Primus Retail Pvt. Ltd. could not honour the Agreement due to Court order. Therefore, the amount of Rs. 12 Crores paid for the contract stands recoverable which is treated as an Advance to be recovered in cash or kind.

- (c) The Primus Retail P. L. has been declared under liquidation, hence, the advance of Rs. 12 Crores has become doubtful in nature. No provision of doubtful advances is made in the books of accounts since Management is putting efforts for recovery or settlement with the concerned persons on account of the liquidation of Primus Retail Pvt. Ltd.

- (d) The Company had given business advance to one party in the earlier year for which the receivable is doubtful in nature. No provision of doubtful advances is made in the books of accounts since Management is putting efforts into recovery or settlement.

2. The Company holds some old investments in Equity Shares of companies of around Rs. 1.87 Lakhs. However, the Company has not fair valued the unquoted investments, and the investments are carried at cost. The Management is in the process of getting a valuation of the companies. Further, no provision for diminution in the value of investments is made for the same.

3. (a) Contingent Liability

As declared by the Management, there are no Claims against the Company and/or any contingent liabilities to the company as on March 31, 2023.

- (b) Capital Commitments

As per the Management, no capital Commitment or any future contracts are made by the Company.

4. The Company has no significant business activities at present. Therefore, the Company has not provided for any deferred taxes on Business losses made during the year.

5. **SEGMENT REPORTING (as per Ind AS 108 issued by I.C.A.I.):**

The Company has mainly one reportable business segment and hence no further disclosures is required under Ind AS – 108 on segment reporting.

6. The outstanding balance of assets considered good and liabilities are actuals as they appear in the books of accounts and are subject to reconciliation/adjustments if any, and confirmation by respective parties.

7. **RELATED PARTY DISCLOSURE (as per Ind AS – 24 issued by I.C.A.I.):**

The transaction with the related party is mentioned in the specific Notes, as applicable

8. Previous year's figures are regrouped and/or rearranged, wherever necessary.

As per our Report of the even date attached

**For S. V. BHAT & CO.**

CHARTERED ACCOUNTANTS  
(ICAI Firm Reg. No. 101298W)

**FOR AND ON BEHALF OF THE BOARD**

MR. SALIM P. GOVANI      MRS. SAUSAN BUKHARI  
PROMOTER DIRECTOR      DIRECTOR

SWATI SADANAND BHAT  
PARTNER  
(Membership No.: 152110)  
PLACE: MUMBAI  
DATED: 30.05.2023

MR. HARSH JAVERI  
INDEPENDENT DIRECTOR

PLACE: MUMBAI  
DATED: 30.05.2023

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2023			
	RELATED PARTY DISCLOSURE AS PER IND AS 24		
	<b>RELATIONSHIP:</b>		
(A)	<b><u>Enterprises over which key management personnel have significant influence</u></b>		
	Foresight Holding Capital Limited		
(B)	<b><u>Key Management Personnel And Their Relatives:</u></b>		
	Mr. Salim P Govani		
THE FOLLOWING TRANSACTIONS WERE CARRIED OUT WITH THE RELATED PARTIES IN THE ORDINARY COURSE OF BUSINESS:			
		<b>Amount in Rs.000</b>	
		<b>Enterprises over which key management personnel have significant influence</b>	
<b>SR. NO.</b>	<b>Nature of Transactions</b>	<b>31.03.2023</b>	<b>31.03.2022</b>
	<b>Other Payables</b>		
	Foresight Holding Capital Limited	7,041	6,591
	Salim P Govani	3,420	3,420