



Ref: MBFSL/BSE/2024-25/25

September 02, 2024

To,
BSE Limited
Phiroze Jeebhoy Towers,
Dalal Street,
Mumbai – 400 001

Dear Sir/Madam,

Sub: Notice of 39th Annual Meeting to be held on Friday, 27th September 2024 & Annual Report 2023-24

Security Code: 530341 **ISIN: INE596B01017**

This is to inform that the 39th Annual General Meeting (AGM) of Mukesh Babu Financial Services Limited ('the Company') is scheduled to be held on **Friday, 27th September 2024 at 4.00 p.m.** through Video Conferencing.

In terms of the requirements of Regulation 34(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed Notice of the ensuing 39th AGM of the Company and Annual Report for the financial year 2023-24.

The aforesaid Annual Report is also uploaded on the website of the Company i.e. <http://www.mbfsl.com>.

We request you to take the same on your records.

Thanking you.

Yours faithfully,

For Mukesh Babu Financial Services Limited

Nupur Chaturvedi
Company Secretary, Group Head - Legal & Compliance
ACS 30139



2023-24



39TH
**ANNUAL
REPORT**

Committed to building stronger financial futures



Mukesh Babu Financial Services Limited



MUKESH BABU FINANCIAL SERVICES LIMITED

BOARD OF DIRECTORS

Mr. Mukesh Babu	Chairman & Managing Director
Mrs. Meena Babu	Non- Executive Director
Mr. Pankaj Majithia	Independent Director
Mr. Vijay Vora	Independent Director
Mr. Manish Kumar Shah*	Independent Director
Mr. Bhavesh Doshi	Independent Director
Mr. Chetan M Tamboli#	Independent Director
Mr. Mayank Soti#	Independent Director
Mr. Subhash Dave#	Independent Director

CHIEF FINANCIAL OFFICER

Mr. Mahesh Thakar**
Ms. Sarika Pandya##

COMPANY SECRETARY

Ms. Nupur Chaturvedi

MAIN BANKERS

HDFC Bank
ICICI Bank

STATUTORY AUDITORS

Chaitanya C. Dalal & Co.
4th Floor, Astral centre,
N.M. Joshi Marg,
Arthur Road Naka, Chinchpokli (W),
Mumbai – 400011

INTERNAL AUDITORS

V. R. Pandya & Co.,
212 Senapati Bapat Marg,
Opp. Dadar West Railway Station,
Above Laxmi Vijay Lodge
Mumbai- 400028

SECRETARIAL AUDITORS

V. V. Chakradeo & Co.
B-301, Matoshree Residency, F.P.No.65,
Opp. Prarthana Samaj High School,
Vile Parle (E), Mumbai – 400 057

REGISTRARS & TRANSFER AGENTS

M/s. Link Intime India Pvt. Ltd.
C-101, 247 Park, LBS Marg,
Vikhroli (West), Mumbai - 400 083
Tel.: 022- 49186000

REGISTERED OFFICE

111, Maker Chamber - III,
223 Nariman Point,
Mumbai – 400021
Tel.: 022 - 22834462 /22844015

* Ceased to be Director w.e.f August 20, 2024

Appointed as Directors w.e.f August 9, 2024

** Appointed as CFO w.e.f December 01,2023

ceased to be CFO w.e.f September 15, 2023



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Notice

NOTICE is hereby given that the THIRTY- NINTH (39th) ANNUAL GENERAL MEETING of the Members of MUKESH BABU FINANCIAL SERVICES LIMITED (the “Company”) will be held on **Friday, September 27, 2024 at 4.00 p.m.** through Video Conferencing (“VC”) or Other Audio-Visual Means (“OAVM”), to transact the following business:

ORDINARY BUSINESS:

1. Adoption of the Audited Financial Statements and Reports of the Directors and the Auditors thereon for the financial year ended March 31, 2024:

To receive, consider and adopt the audited financial statements (including Audited Consolidated Financial Statements) of the Company for the financial year ended March 31, 2024 together with the Reports of the Board of Directors and the Auditors thereon.

2. Declaration of dividend for the Financial Year 2023-24:

To declare dividend @ ₹1.20 (Rupee One and Paise Twenty only) per Equity Share for the year ended March 31, 2024.

3. Appointment of Director:

To appoint a director in place of Mr. Mukesh Babu (DIN:00224300), who retires by rotation and being eligible offers himself for re-appointment.

SPECIAL BUSINESS:

4. Appointment of Mr. Chetan M. Tamboli as an Independent Director of the Company

To consider and if thought fit, to pass the following resolution as a Special Resolution:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, 161, Schedule IV and other applicable provisions of the Companies Act, 2013 (“the Act”) read with the Rules framed thereunder, and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“the LODR Regulations”) [including any statutory modification(s) or re-enactment(s)

thereof, for the time being in force], and Articles of Association of the Company, approval and recommendation of the Nomination and Remuneration Committee and that of the Board, Mr. Chetan M. Tamboli (DIN:00028421), who was appointed as an Additional Director in the capacity of an Independent Director with effect from August 09, 2024, who meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the LODR Regulations and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act, be and is hereby appointed as an Independent Director of the Company for a period of 5 (five) years till August 08, 2029, and that he shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

5. Appointment of Mr. Mayank Soti as an Independent Director of the Company

To consider and if thought fit, to pass the following resolution as a Special Resolution:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, 161, Schedule IV and other applicable provisions of the Companies Act, 2013 (“the Act”) read with the Rules framed thereunder, and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“the LODR Regulations”) [including any statutory modification(s) or re-enactment(s) thereof, for the time being in force], and



Articles of Association of the Company, approval and recommendation of the Nomination and Remuneration Committee and that of the Board, Mr. Mayank Soti (DIN:03283886), who was appointed as an Additional Director in the capacity of an Independent Director with effect from August 09, 2024, who meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the LODR Regulations and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act, be and is hereby appointed as an Independent Director of the Company for a period of 5 (five) years till August 08, 2029, and that he shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

6. Appointment of Mr. Subhash Dave as an Independent Director of the Company

To consider and if thought fit, to pass the following resolution as a Special Resolution:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, 161, Schedule IV and other applicable provisions of the Companies Act, 2013 (“the Act”) read with the Rules framed thereunder, and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“the LODR Regulations”) [including any statutory modification(s) or re-enactment(s) thereof, for the time being in force], and Articles of Association of the Company, approval and recommendation of the Nomination and Remuneration Committee and that of the Board, Mr. Subhash Dave (DIN:00156545), who was appointed as an Additional Director in the capacity of an Independent Director with effect from

August 09, 2024, who meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the LODR Regulations and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act, be and is hereby appointed as an Independent Director of the Company for a period of 5 (five) years till August 08, 2029, and that he shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

7. To approve Material Related Party Transaction(s)

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with applicable provisions of the Companies Act, 2013, and subject to such other Regulations, Guidelines and Laws (including any statutory modifications or re-enactment thereof for the time being in force) and subject to all applicable approvals, permissions and such conditions as may be prescribed by any of the concerned authorities while granting such approvals, basis the approval and recommendation of the Audit Committee and the Board of Directors of the Company, consent of the members of the Company be and is hereby accorded to the Board, for entering into/ continuing any contract(s)/ arrangement(s)/ transaction(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise), with the following Related Parties (in which Director/KMP or their relative hold

shareholding or directorship) for giving loan or availing loan or providing brokerage such that the principal loan amount outstanding at any point of time from a single lending/borrowing during the period under review shall not exceed ₹ 10

crore or Total brokerage paid shall not exceed ₹ 10 crore, at arm's length basis and in the ordinary course of business of the Company as set out under the Explanatory Statement annexed:

Sr. No.	Name of the Related Party	Nature of Transaction
1.	Mukesh Babu Securities Limited	To Give/avail Loan
2.	Istaa Fashions Private Limited	To Give/avail Loan
3.	Istaa Securities Private Limited	To Give/avail Loan
4.	Istaa Infotech Private Limited	To Give/avail Loan
5.	Ashtavinayak Infra Tech Private Limited	To Give/avail Loan
6.	Istaa Finserv Private Limited	To Give/avail Loan
7.	Istaa Finserv Private Limited	Brokerage on Securities Transaction
8.	Rushil Industries Limited	To Give/avail Loan
9.	Rushil Recycling Private Limited	To Give/avail Loan
10.	Miloni Enterprise Limited	To Give/avail Loan
11.	Sagar Systech Limited	To Give/avail Loan

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board / Committee be and is hereby authorized to agree, make, accept, and finalize all such terms, condition(s), modification(s), and alteration(s) as it may deem fit within the aforesaid limits and the Board/ Committee is also hereby authorized to resolve and settle all questions, difficulties or doubts that may arise with regard to such payment and to finalize and execute all agreements, documents, and writings and to do all acts, deeds, and things in this connection and incidental as the Board / Committee in its absolute discretion may deem fit without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have been given approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to or contemplated in this resolution, be and are hereby ratified, approved, and confirmed in all respects.

8. To approve Material Related Party Transaction(s) of Mukesh Babu Securities Limited, a subsidiary of the Company with certain identified Related Parties of the Company

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with applicable provisions of the Companies Act, 2013, and subject to such other Regulations, Guidelines and Laws (including any statutory modifications or re-enactment thereof for the time being in force) and subject to all applicable approvals, permissions and such conditions as may be prescribed by any of the concerned authorities while granting such approvals, basis the approval and recommendation of the Audit Committee and the Board of Directors of the Company, consent of the members of the Company be and is hereby accorded to the Board of its subsidiary Mukesh Babu Securities



Limited, for entering into/continuing any contract(s)/ arrangement(s)/ transaction(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise), with the following Related Parties (in which Director/KMP or their relative hold shareholding or directorship) for giving loan or availing loan or providing

brokerage such that the principal loan amount outstanding at any point of time from a single lending/borrowing during the period under review shall not exceed ₹ 10 crore or Total brokerage paid shall not exceed ₹ 10 crore, at arm's length basis and in the ordinary course of business of the Company as set out under the Explanatory Statement annexed:

Sr. No.	Name of the Related Party	Nature of Transaction
1.	Mukesh Babu Financial Services Limited	To Give/avail Loan
2.	Istaa Fashions Private Limited	To Give/avail Loan
3.	Ashtavinayak Infra Tech Private Limited	To Give/avail Loan
4.	Istaa Finserv Private Limited	To Give/avail Loan
5.	Istaa Finserv Private Limited	Brokerage on Securities Transaction
6.	Istaa Infotech private Limited	To Give/avail Loan
7.	Sagar Systech Limited	To Give/avail Loan

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board of its subsidiary Mukesh Babu Securities Limited be and is hereby authorized to agree, make, accept, and finalize all such terms, condition(s), modification(s), and alteration(s) as it may deem fit within the aforesaid limits and its Board is also hereby authorized to resolve and settle all questions, difficulties or doubts that may arise with regard to such payment and to finalize and execute all agreements, documents, and writings and to do all acts, deeds, and things in this connection and incidental as

the Board in its absolute discretion may deem fit without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have been given approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT all actions taken by the Board of its subsidiary Mukesh Babu Securities Limited in connection with any matter referred to or contemplated in this resolution, be and are hereby ratified, approved, and confirmed in all respects.

By Order of the Board of Directors
For **Mukesh Babu Financial Services Limited**

Nupur Chaturvedi
Company Secretary, Group Head-Legal & Compliance

Mumbai, August 09, 2024

Registered Office:

Mukesh Babu Financial Services Limited
111, Maker Chamber III,
223, Nariman Point,
Mumbai – 400021

NOTES:

1. The Ministry of Corporate Affairs (“MCA”) has vide its General Circular No. 20/2020 dated May 5, 2020 read with General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 02/2021 dated January 13, 2021, General Circular No. 21/2021 dated December 14, 2021, General Circular No. 2/2022 dated May 5, 2022, General Circular No. 10/2022 dated December 28, 2022 and General Circular No. 09/2023 dated September 25, 2023 (collectively referred to as “MCA Circulars”) and Securities and Exchange Board of India (“SEBI”) vide its Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023 (collectively referred to as “SEBI Circulars”), have permitted the holding of AGM through Video Conferencing (“VC”) or Other Audio-Visual Means (“OAVM”), without the physical presence of the Members at a common venue and provided relaxation to companies from dispatching physical copy of annual report vide above SEBI circulars. Consequently, the Company is convening AGM through Video Conferencing (“VC”) or Other Audio-Visual Means (“OAVM”).
2. In accordance with Secretarial Standard on General Meetings SS-2 issued by the Institute of Company Secretaries of India (ICSI) read with clarifications/Guidance on applicability of SS-2 dated April 15, 2020 issued by ICSI, the proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company at 111, Maker Chamber III, 223, Nariman Point, Mumbai – 400021 which shall be the deemed venue of the AGM.
3. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with and there is no provision for appointment of proxy. Accordingly, the facility for appointment of proxies by the Members under section 105 of the Companies Act, 2013 will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
4. The Institutional/Corporate Shareholders (i.e. other than individuals/HUF, NRI, etc) are required to send a scanned copy (PDF/JPEG Format) of its Board Resolution or governing body Resolution/Authorisation etc., authorising its representative to attend the Annual General Meeting through VC/OAVM on its behalf and to vote through remote e-voting. The said Resolution/ Authorization shall be sent to the Company Secretary or authorised representative of the Company at e-mail id: secretarial@mukeshbabu.com.
5. Since the AGM will be held through VC/ OAVM, the route map of the venue of the Meeting is not annexed hereto.
6. Quorum: The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under section 103 of the Companies Act, 2013.

7. DISPATCH OF ANNUAL REPORT THROUGH ELECTRONIC MODE:

In terms of the MCA circulars, the financial statements (including Board's report, Auditor's report and other documents required to be attached therewith) / Annual Report for the financial year 2023-24 and AGM Notice are being sent to the shareholders whose email addresses are registered with the Company or with the depository participant/ depository unless the Member has specifically requested for a hard copy of the Annual Report. Members may note that the Notice and Annual Report 2023-24 will also be available on the Company's website www.mbfsi.com and the website of the Stock Exchange, i.e. BSE Limited at www.bseindia.com and are also available for inspection at the Registered Office and Corporate Office of the Company during specified business hours. The detailed process for registration of email address of the shareholders whose email address is not registered with the Company or depository participants / depository is forming part of this Notice.

Please note that as a valued shareholder of the Company, you are always entitled to request and receive all such communication in physical form free of cost.

8. Pursuant to Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure

REGISTRATION OF EMAIL ID:

12. In case the shareholder's email Id is already registered with the Company/its Registrar & Share Transfer Agent "RTA"/Depositories, all communications from the Company shall be sent electronically including Annual Report, log in details for e-voting etc. on such registered email address.

Requirements) Regulations, 2015 and the Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India ('ICSI'), information in respect of the Directors retiring by rotation and appointment of Independent Director at this Annual General Meeting are provided in the "Annexure" to the Notice.

9. As per the provisions of Clause 3.A.II of the General Circular No. 20/2020 dated May 5, 2020, the matter of Special Business as appearing under Item No. 4 to 8 of the accompanying Notice, are considered to be unavoidable by the Board and hence, form part of this Notice.
10. The Explanatory Statement pursuant to Section 102 of the Act setting out material facts concerning the business under Item No. 4 to 8 of the Notice, are annexed hereto. The relevant details, pursuant to Regulation 36(3) of the Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking appointment/re-appointment at this AGM are also annexed. Requisite declarations have been received from the Directors seeking appointment/re-appointment.
11. The Register of Members and the Share Transfer Books of the Company will remain closed from September 21, 2024 to September 27, 2024 (both days inclusive).

In case the shareholder has not registered his/her/their email addresses with the Company/its RTA/Depositories, the following instructions needs to be followed:

- i. Members holding shares in physical mode and who have not

registered / updated their email address with the Company are requested to register / update the same by writing to the Company with details of folio number and attaching a self-attested copy of PAN card at secretarial@mukeshbabu.com or to Link Intime India Private Limited at rnt.helpdesk@linkintime.co.in;

OR

- ii. In the case of Shares held in Demat mode:

The shareholder may please contact the relevant Depository Participant (“DP”) to register / update the email address in the demat account as per the procedure followed and advised by the DP.

PROCEDURE FOR JOINING THE AGM THROUGH VIDEO CONFERENCING OR OTHER AUDIO-VISUAL MEANS (“VC/ OAVM”):

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

- a. The Members will be able to attend the Annual General Meeting through VC/OAVM provided by Link Intime by following the below mentioned process. Facility for joining the Annual General Meeting through VC/OAVM shall open 15 minutes before the time scheduled for the Annual General Meeting and will be available to the Members on first come first serve basis.
- b. The Members are requested to participate on first come first served basis as participation through VC/OAVM is limited and will be closed on expiry of 15 (fifteen) minutes from

the scheduled time of the Annual General Meeting. Shareholders/Members with >2% shareholding, Promoters, Institutional Investors, Directors, KMPs, Chairpersons of Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee and Auditors etc. may be allowed to the meeting without restrictions of first-come-first serve basis.

- c. Members can log in and join 15 (fifteen) minutes prior to the scheduled time of the meeting and window for joining shall be kept open till the expiry of 15 (fifteen) minutes after the scheduled time. Participation is restricted to 1,000 members only.

PROCESS AND MANNER FOR ATTENDING THE ANNUAL GENERAL MEETING THROUGH INSTAMEET:

14. 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 3 days in advance with the company on the secretarial@mukeshbabu.com created for the general meeting.
2. Shareholders will get confirmation on first cum first serve basis depending upon the provision made by the Company.
3. Shareholders will receive “speaking serial number” once they mark attendance for the meeting.
4. Please remember speaking serial number and start your conversation with panellist by switching on video mode and audio of your device.

5. SUBMISSION OF QUESTIONS / QUERIES PRIOR TO AGM:

For ease of conduct of AGM, Members who wish to ask questions/express their views on the items of the businesses to be transacted at the meeting are requested to write to the Company’s email ID secretarial@mukeshbabu.com, at least 48 hours before the time fixed for the AGM i.e. by 4.00 p.m. (IST) on Wednesday, 25th September, 2024, mentioning their name, demat account number/folio number, registered email ID, mobile number, etc. The queries may be raised precisely and in brief to enable the Company to answer the same suitably depending on the availability of time at the AGM.

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

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/ moderator 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 Insta MEET 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

15. The instructions for remote e-voting are as under:

- i. The voting period begins on September 24, 2024 at 09:00 am and ends on September 26, 2024 at 05:00 pm. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of **September 20, 2024** may cast their vote electronically. The voting module shall be disabled by Link Intime for voting thereafter.

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 or contact on: - Tel: 022-49186175.

- ii. Pursuant to 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.

- iii. Shareholders are advised to update their mobile number and email Id in their demat accounts to access e-Voting facility.
- iv. Login method for Individual shareholders holding securities in demat mode is given below:

Individual Shareholders holding securities in demat mode with NSDL

1. METHOD 1 - If registered with NSDL IDeAS facility

Users who have registered for NSDL IDeAS facility:

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

OR

User not registered for IDeAS facility:

- a) To register, visit <https://eservices.nsdl.com> URL: and select “Register Online for IDeAS Portal” or click on <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
- b) Proceed with updating the required fields.
- c) Post registration, user will be provided with Login ID and password.
- d) After successful login, click on “Access to e-voting”.

- e) Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

2. METHOD 2 - By directly visiting the e-voting website of NSDL:

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

Individual Shareholders holding securities in demat mode with CDSL

1. METHOD 1 – From Easi/Easiest Users who have registered/ opted for Easi/Easiest

- a) Visit <https://web.cdslindia.com/myeasi token/Home/Login> URL: or www.cdslindia.com
- b) Click on New System Myeasi
- c) Login with user id and password
- d) After successful login, user will be able to see e-voting menu. The menu will have links of e-voting service providers i.e., LINKINTIME, for voting during the remote e-voting period.

- e) Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

OR

Users not registered for Easi/Easiest

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

2. METHOD 2 - By directly visiting the e-voting website of CDSL.

- a) Visit URL: <https://www.cdslindia.com/>
- b) Go to e-voting tab.
- c) Enter Demat Account Number (BO ID) and PAN No. and click on “Submit”.
- d) System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account
- e) After successful authentication, click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will

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

Individual Shareholders (holding securities in demat mode) login through their depository participants

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

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

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

Individual Shareholders of the company, holding shares in physical form / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for e-Voting facility of Link Intime as under:

- 1. Visit URL: <https://instavote.linkintime.co.in>

2. Click on “Sign Up” under ‘SHARE HOLDER’ tab and register with your following details: -

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

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

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

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

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

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

► **Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter).**

► **Click “confirm” (Your password is now generated).**

3. Click on ‘Login’ under ‘SHARE HOLDER’ tab.

4. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on ‘Submit’.

Cast your vote electronically:

1. After successful login, you will be able to see the notification for e-voting. Select ‘View’ icon.

2. E-voting page will appear.

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

4. After selecting the desired option i.e. Favour / Against, click on ‘Submit’. A confirmation box will be displayed. If you wish to confirm your vote, click on ‘Yes’, else to change your vote, click on ‘No’ and accordingly modify your vote.

Guidelines for Institutional shareholders:

1. STEP 1 – Registration

a) Visit <https://instavote.linkintime.co.in> URL:

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

2. STEP 2 –Investor Mapping

- a) Visit <https://instavote.linkintime.co.in> URL: and login with credentials as received in Step 1 above.
- b) Click on “Investor Mapping” tab under the Menu Section
- c) Map the Investor with the following details:
 - a. ‘Investor ID’ -
 - i. *Members holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678*
 - ii. *Members holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.*
 - b. ‘Investor’s Name - Enter full name of the entity.

- c. ‘Investor PAN’ - Enter your 10-digit PAN issued by Income Tax Department.
- d. ‘Power of Attorney’ - Attach Board resolution or Power of Attorney. File Name for the Board resolution/Power of Attorney shall be – DP ID and Client ID. Further, Custodians and Mutual Funds shall also upload specimen signature card.
- d) Click on Submit button and investor will be mapped now.
- e) The same can be viewed under the “Report Section”.

3. STEP 3 – Voting through remote e-voting.

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

METHOD 1 - VOTES ENTRY

- a) Visit <https://instavote.linkintime.co.in> URL: and login with credentials as received in Step 1 above.
- b) Click on ‘Votes Entry’ tab under the Menu section.
- c) Enter Event No. for which you want to cast vote. Event No. will be available on the home page of Instavote before the start of remote evoting.
- d) Enter ‘16-digit Demat Account No.’ for which you want to cast vote.
- e) 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).
- f) After selecting the desired option i.e., Favour / Against, click on 'Submit'.



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

OR

VOTES UPLOAD:

- a) Visit <https://instavote.linkintime.co.in> URL: and login with credentials as received in Step 1 above.
- b) You will be able to see the notification for e-voting in inbox.

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

Helpdesk:

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

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

Helpdesk for Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e., NSDL and CDSL.

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

Forgot Password:

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

If an Individual shareholder holding securities in physical form has forgotten

the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

- Click on ‘Login’ under ‘SHARE HOLDER’ tab and further Click ‘forgot password?’
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on “SUBMIT”.

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

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

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

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

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

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

- Click on ‘Login’ under ‘Corporate Body/ Custodian/Mutual Fund’

tab and further Click ‘forgot password?’

- Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA). Click on “SUBMIT”.

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

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

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

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

DIVIDEND RELATED INFORMATION:

16. The dividend for the year ended 31st March 2024 as recommended by the Board, if approved at the ensuing Annual General Meeting will be paid to those Members whose names appear on the Company's Register of Members as on the **cutoff date i.e. September 20, 2024.**

The dividend will be paid within 30 days from the date of Annual General Meeting i.e. September 27, 2024.

17. **ELECTRONIC CREDIT OF DIVIDEND:** SEBI has made it mandatory for all companies to use the bank account details furnished by the Depositories and the bank account details maintained by the Registrar and Transfer Agent for payment of dividend to Members electronically. The Company has extended the facility of electronic credit of dividend directly to the respective bank accounts of the Member(s) through the National Electronic Clearing Service (NECS)/ National Electronic Fund Transfer (NEFT)/Real Time Gross Settlement (RTGS)/Direct Credit, etc.

Further, the Shareholders holding shares in physical form may kindly note that SEBI, vide its various circulars has mandated that dividend shall be paid only through electronic mode with effect from **1st April, 2024.**

Hence, the Shareholders are requested to update their details with Company/LinkIntime by submitting ISR forms available on website of LinkIntime viz. <https://www.linkintime.co.in> – Resources – Downloads - KYC - Formats for KYC along with below documents to avoid delay in receipt of dividend:

i. Form ISR-1

ii. scanned copy of the signed request letter which shall contain shareholder's name, folio number, bank details (Bank account number, Bank and Branch Name and address, IFSC, MICR details),

iii. self-attested copy of the PAN card and

iv. cancelled cheque leaf.

In respect of shares held in demat form; the dividend will be paid to the beneficial owners of shares as per details furnished by the Depositories for the purpose.

The Shareholders holding shares in Demat forms are requested to register/update their complete bank details on or before **September 20, 2024** with their Depository Participant(s) with whom they maintain their demat accounts if shares are held in dematerialized mode by submitting the requisite documents.

The Company or LinkIntime cannot act on any request received directly from the Members holding shares in dematerialised form for any change of bank particulars. Such changes are to be intimated only to the DPs of the Members. Further, instructions, if any, already given by them in respect of shares held in physical form will not be automatically applicable to shares held in the electronic mode.

In case, the Company is unable to pay the dividend to any Member holding share in demat mode by the electronic mode, the payment will be made through the dividend warrant/demand draft to such Member incorporating bank account details of such members by post.

18. TDS ON DIVIDEND: Members may note that as per the Income Tax Act, 1961 (“IT Act”), as amended by the Finance Act, 2020, dividends paid or distributed by the Company after April 01, 2020, shall be taxable in the hands of the Members and the Company shall be required to deduct TDS at the prescribed rates from the dividend to be paid to Members, subject to approval of dividend by the Members in the ensuing AGM. The TDS rate would vary depending on the residential status of the Member and the documents submitted by them and accepted by the Company. In order to enable the Company to determine the appropriate TDS rate as applicable, Members are requested to submit relevant documents, as specified in the below paragraphs, in accordance with the provisions of the IT Act.

For Resident Shareholders, TDS is required to be deducted at the rate of 10% under Section 194 of the IT Act on the amount of dividend declared and paid by the Company in the FY 2024-25 provided valid PAN is registered by the Members. If the valid PAN is not registered or linked to Aadhar, the TDS is required to be deducted at the rate of 20% under Section 206AA of the IT Act. However, no tax shall be deducted on the dividend paid to resident individuals if aggregate dividend distributed or likely to be distributed during the FY 2024-25 does not exceed ₹ 5,000.

For Non-Resident Shareholders, Tax is required to be withheld in accordance with the provisions of Section 195 and Section 196D of the IT Act at applicable rates in force. As per the relevant provisions of the IT Act, the tax shall be withheld @ 20% (plus applicable surcharge and cess) on the amount of dividend payable.

However, as per Section 90 of the Act, a Non-Resident Shareholder has the option to be governed by the provisions of the Double Tax Avoidance Agreement (“DTAA”) between India and the country of tax residence of the shareholder, if they are more beneficial to the shareholder. For this purpose, i.e. to avail the tax treaty benefits, the non-resident shareholder will have to provide the following:

- a. Self-attested copy of PAN card, if any, allotted by the Indian income tax authorities;
- b. Self-attested copy of Tax Residency Certificate (“TRC”) obtained from the tax authorities of the country of which the shareholder is resident;
- c. Self-declaration in Form 10F, needs to be submitted online on the income tax portal as required in terms of Notification No 03/2022. Form 10F submitted online along with the acknowledgment generated from the income tax portal shall be submitted. Forms submitted in any other format will be considered as invalid;
- d. Self-declaration by the non-resident shareholder of meeting treaty eligibility requirement and satisfying beneficial ownership requirement (Non-resident having Permanent Establishment (“PE”) in India would need to comply with provisions of section 206AB of the IT Act);
- e. In case of shareholder being tax resident of Singapore, please furnish the letter issued by the competent authority or any other evidences demonstrating the non-applicability of Article 24 - Limitation of Relief under India-Singapore Double Taxation Avoidance Agreement (DTAA).

Please note that the Company is not obligated to apply the beneficial DTAA rates at the time of tax deduction/withholding on dividend amounts. Application of beneficial DTAA Rate shall depend upon the completeness and satisfactory review by the Company, of the documents submitted by Non-

Resident Shareholder. Accordingly, in order to enable the Company to determine the appropriate TDS / withholding tax rate applicable, we request the members to provide these details and documents as mentioned above on or before **September 20, 2024**.

IEPF RELATED INFORMATION:

19. Pursuant to Section 124 & 125 of the Companies Act, 2013 read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 as amended any dividend which remains unpaid or unclaimed for a period of 7 (Seven) years from the date of its transfer to Unpaid Dividend Account is required to be transferred by the Company to the Investor Education and Protection Fund (IEPF) of the Central Government. The Company has therefore transferred unpaid or unclaimed dividends amounting to ₹ 1,99,122/- for the financial year ended March 31, 2016 on November 10 2023 to the IEPF Authority.
- 20.
- i. The unclaimed dividend in respect to the financial year 2016-17 is due for transfer to the IEPF on November 4, 2024. Members who have not as yet encashed their dividend warrants for the financial year ended 31st March 2017 thereafter are requested to write to the Company / Registrar and Share Transfer Agents. Members are requested to note that no claims shall lie against the Company or the IEPF in respect of any amounts which were unclaimed or unpaid for a period of 7 (Seven) years from the dates they first became due for payment and no payment shall be made in respect of such claim.
 - ii. The dividends not claimed or encashed for a period of 7 (seven) years from the date of transfer to the Company's Unpaid Dividend Account, will be transferred to the Investor Education and Protection Fund as per Section 124 of the Companies Act, 2013.
 - iii. Additionally, pursuant to Section 124 (6) of the Companies Act, 2013 read with the IEPF Rules, all shares in respect of which dividend has not been claimed for past seven consecutive years shall be transferred by the Company in the name of IEPF by way of credit to the Demat Account established by the IEPF Authority within 30 days from November 4, 2024. Any person whose shares are thus transferred to IEPF may claim his/her/its shares under proviso to Section 124(6) of the Act by following the process given under Rule 7 of the IEPF Rules.
 - iv. In terms of the relevant IEPF Rules, the Company has uploaded the information in respect of the Unclaimed Dividends for the financial years 2016-17 to 2022-23 under Unclaimed Dividend on the website of the Company at www.mbfsl.com.
- Adhering to the various requirements set out in the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended, the Company has, during financial year 2023-24, transferred to the IEPF Authority all shares in respect of

which dividend had remained unpaid or unclaimed for seven consecutive years or more for the financial year ended March 31, 2016. Details of shares so far transferred to the IEPF Authority are available on the website of the Company.

- i) The said details have also been uploaded on the website of the IEPF Authority and can be accessed through the link: www.iepf.gov.in.
- ii) Members may note that shares as well as unclaimed dividends transferred to IEPF Authority can be claimed back from the IEPF Authority.

The concerned members/investors are advised to visit the weblink of the IEPF Authority <http://iepf.gov.in/IEPF/refund.html> or contact LIPL, for detailed procedure to lodge the claim with the IEPF Authority.

PROCEDURE FOR INSPECTION OF DOCUMENTS:

23. The statutory documents such as Register of Directors and Key Managerial Personnel and their shareholding, the Register of Contracts or Arrangements in which the Directors are interested, maintained under the Companies Act, 2013 will be available for inspection by the Members electronically during the AGM; members desirous of inspecting any statutory documents at the AGM or getting any information in respect of the contents of the Annual Report or

VOTING AND RESULT:

21. The Chairman shall at the end of discussion on the resolutions on which voting is to be held, allow voting for all those members who are present at the AGM through VC/OAVM but have not cast their votes through the remote e-voting and otherwise not barred from doing so, shall be eligible to vote through e-voting system provided during the AGM.
22. The results shall be declared on or after the AGM. The results along with the Scrutinizer's Report shall also be placed on the website of the Company www.mbfsl.com within two (2) days of passing of the resolutions at the AGM of the Company and communicated to the stock exchange viz. BSE Limited.

relevant documents referred to in the Notice and the Statement pursuant to Section 102 of the Companies Act, 2013, are requested to forward the same to the Company Secretary at least 10 days prior to the AGM via Letter or correspondence to the secretarial department of the Company on email id: secretarial@mukeshbabu.com so that the required information can be made available.

PAN, KYC DETAILS AND NOMINATION UPDATE:

24. SEBI has mandated that any service request from members holding securities in physical mode shall be entertained only upon registration of the PAN, KYC details and nomination. Members are requested to submit Form ISR-1 duly filled and signed along with self-attested copy of the PAN card and such other documents as prescribed in

the Form, to register or update:

- a. PAN, KYC details and nomination (Form SH-13 or Form ISR-3 for opting out of nomination).
- b. E-mail address to receive communication through electronic means.

To mitigate unintended challenges on account of freezing of folios, SEBI vide its circular dated 17 November 2023, has done away with the provision regarding freezing of folios and referral of the frozen folio to administering authority under the Benami Transactions (Prohibitions) Act, 1988 and/or Prevention of Money Laundering Act, 2002, not having PAN, KYC, and Nomination details.

SEBI has also released a Frequently Asked Questions ('FAQs') in respect of various service request including the payment of dividend.

25. Members holding shares in dematerialised mode, who have not registered/updated their PAN, KYC details and nomination are requested to register/update the same with the respective DPs.
26. The Members are requested to dematerialize their shareholdings with their Depository Participants as the Company's Shares are traded compulsorily under demat mode on the Stock Exchange.

Members are hereby informed that pursuant to the SEBI Circular relating to 'Amendment to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 mandating transfer of securities in dematerialized form with a depository', shares are to be transferred only in demat form. The amendment does not prohibit the investor from holding the shares in physical form, investor has the option of holding shares in physical form but any investor, who is desirous

of transferring shares (which are held in physical form) after 1st April, 2019 can do so only once the shares are dematerialized.

SCRUTINIZER

27. Mr. V. V. Chakradeo, Practicing Company Secretary (Membership No. FCS3382/ COP No.1705), has been appointed as the Scrutinizer to conduct the e-voting process and voting at the AGM through VC/OAVM process in a fair and transparent manner.

The Scrutinizer shall, immediately after conclusion of the voting at AGM, first unblock the votes cast during the AGM, thereafter unblock the votes through e-voting and make a Consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman of the Company or a person authorised by him in writing who shall countersign the same.

The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.mbfl.com and on the website of the RTA i.e. www.linkintime.co.in and communicated to the BSE Limited within two days of the passing of the resolutions at the Thirty-Ninth AGM of the Company on September 27, 2024.

Subject to receipt of the requisite number of votes, the resolutions as stated in this Notice shall be deemed to be have been passed on the date of the AGM i.e. September 27, 2024.



CONTACT DETAILS:

Company	<p>M/s. Mukesh Babu Financial Services Limited CIN: L65920MH1985PLC035504 Registered Office: - 111, Maker Chambers III, 223, Nariman Point, Mumbai – 400021.</p> <ul style="list-style-type: none">▪ Phone: +91 22 22834462, 22844015▪ Fax: +91 22 24082687▪ Email Id: secretarial@mukeshbabu.com
Registrar and Share Transfer Agent	<p>M/s. Link Intime India Private Limited C-101, 247 Park, L.B.S. Road, Vikhroli (West), Mumbai – 400083.</p> <ul style="list-style-type: none">▪ Phone: +91 22 49186000▪ Fax: +91 22 49186060▪ Email Id: manohar.shirwadkar@linkintime.co.in
E-Voting Agency	<p>M/s. Link Intime India Private Limited C-101, 247 Park, L.B.S. Road, Vikhroli (West), Mumbai – 400083.</p> <ul style="list-style-type: none">▪ Phone: +91 22 49186000▪ Fax: +91 22 49186060▪ Email Id: enotices@linkintime.co.in
Scrutinizer	<p>CS V.V. Chakradeo (Practicing Company Secretary)</p> <ul style="list-style-type: none">▪ Email Id: yvchakra@gmail.com



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

As required by section 102(1) of the Companies Act, 2013 ("Act") and such other applicable rules (if any), including any statutory modification(s) thereof, the following statement sets out all material

Item No. 4 to 6 – Appointment of Independent Directors

The Board of Directors, on the recommendation of Nomination and Remuneration Committee, appointed Mr. Chetan M. Tamboli (DIN:00028421), Mr. Mayank Soti (DIN:03283886) and Mr. Subhash Dave (DIN:00156545) as Additional Directors under the category of Independent Directors of the Company, with effect from August 9, 2024 under Sections 149, 150 and 152 of the Companies Act, 2013 and relevant articles of the Articles of Association of the Company.

They shall hold office upto the date of forthcoming Annual General Meeting and are eligible to be appointed as the Independent Directors.

The Company has received notices under Section 160 of the Companies Act, 2013 for their appointment from the members of the Company. The Company has also received the declaration of independence from all of them. In the opinion of the Board, they fulfil the conditions as set out in Section 149(6) and Schedule IV of the Companies Act, 2013 and Listing Regulations, of being eligible for appointment as Independent Directors. They are not disqualified from being appointed as Directors in terms of Section 164 of the Companies Act, 2013 and have given their consent to act as a Director. A copy of the draft Letter of Appointment for Independent Directors is available for inspection at the Registered Office of the

facts relating to the Special Business mentioned in the accompanying Notice and shall be taken as forming part of it.

Company during business hours on any working day.

Brief profile of Directors:

Mr. Chetan M. Tamboli

Mr. Chetan M. Tamboli is a Commerce graduate with an MBA from the USA. As the Chairman and Managing Director of Steelcast Limited, he brings over 35 years of experience to his role. He is actively involved on the boards of various private and public companies and has held several distinguished positions, including:

- Chairman of the Board of Governors at Government Engineering College, Bhavnagar, Gujarat
- Chairman of the CII Western Regional Council for 2014-15
- Chairman of the CII CSR Committee for the Western Region in 2009-10
- Chairman of CII Gujarat State for 2006-07 and 2007-08
- Chairman of CII Western Gujarat for 2005-06

Recently, he was appointed as Chairman of the Institute Management Committee at ITI, Ghogha (Bhavnagar, Gujarat). His expertise encompasses strategy, policy-making, and overall management, with a strong emphasis on strategic management, finance, general management, production, marketing, and corporate laws.

Mr. Mayank Soti

Mr. Mayank Soti holds a Bachelor of Commerce degree and has completed the Company Secretary course. He is presently associated with Bridge Fintech Private Limited (Finzy) as Chief Strategy Officer. His last notable positions include Senior Executive Vice President and COO at ECL Finance Ltd (part of the Edelweiss Group) and Head of CSD Enterprise at Tata Teleservices Limited. With over 20 years of cross-cultural and global experience, he specializes in business strategy and planning, credit and risk management, and general management. His expertise encompasses business planning and operations, strategy formulation, business origination, and overall credit, risk, and operational management.

Mr. Subhash Dave

Mr. Subhash Dave holds a Bachelor's degree in Commerce and is a Practicing Chartered Accountant. With over four decades of extensive experience in finance and strategic management, he has held several key leadership roles, including Executive Director (Finance) at Gujarat State Petroleum Corporation Ltd., and Director (Commercial) at M/s Sabarmati Gas Limited (SGL) on a full-time basis, among other notable positions. He has successfully overseen large-scale financial operations, raised substantial funds, and implemented critical systems such as SAP. His expertise includes corporate finance,

Item no. 7: To approve Material Related Party Transaction(s)

Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015 ('LODR Regulations') was amended vide notification dated November 9, 2021, inter alia, enhancing the scope of related party, related party

resource mobilization, credit appraisal, and strategic planning, consistently driving significant growth and efficiency in his roles.

The Board considers that their association would be of immense benefit to the Company and it is desirable to avail their services as the Independent Directors. Accordingly, the Board recommends the resolution in relation to their appointment as Independent Directors for period upto 5 (five) consecutive years with effect from August 9, 2024 for the approval by the members of the Company.

The resolutions as set out in item no. 4 to 6 of this Notice are accordingly recommended for your approval by passing of Special Resolution.

None of the Directors or KMP of the Company or their respective relatives, except the appointee himself are concerned or interested, financially or otherwise, in the resolutions set out at Item No. 4 to 6 of the accompanying Notice.

Disclosures as required under Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India are annexed to this Notice.

transactions (RPTs) and the materiality threshold for seeking shareholder approval with effect from April 1, 2022, i.e. if transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds ₹ 1,000 Crore or 10% of the annual consolidated turnover of the listed

entity as per the last audited financial statements of the listed entity, whichever is lower. The Material Related Party Transactions requires approval of the Shareholders by passing an Ordinary Resolution and in respect of voting on such resolution(s), all the related parties shall abstain from voting, irrespective of whether the entity or person is a party to the particular transaction or not, pursuant to Regulation 23(7) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

As the Company is into lending and Investment activities, the Company provides/avail loan and provide brokerage even to/from Related Parties in the ordinary course of Business at Arm Length Prices.

As the value of transaction(s) may exceed the materiality threshold limit, as provided under the SEBI (LODR) Regulations, 2015, your approval is being sought for the Related Party Transactions as set out in the resolution for the financial year 2024-25.

The other related information as envisaged under the Act and SEBI Regulations, 2015 are furnished hereunder:

1. Type, material terms, and particulars of the proposed transactions

To grant &/or avail of Loan with Interest not below- 8% p.a. with all the specified Related parties and also availing broking related services from Istaas Finserv Private Limited (formerly known as Yogen Babu Securities Pvt. Ltd.)

2. Tenure of the proposed transaction (particular tenure shall be specified):

1 April 2024 to 30 September 2025

3. Value of the proposed transaction: 10 crores
4. The percentage of the Company's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction: 59.56%
5. If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:
 - i) details of the source of funds in connection with the proposed transaction;
 - ii) where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments: nature of indebtedness, cost of funds and tenure;
 - iii) applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and
 - iv) the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT.

Not applicable as the Company is NBFC

6. Justification as to why the RPTs are in the interest of the listed entity:

As the Company is into lending and investment activities, these transactions are in the ordinary course of Business and thus in the interest of the Company.

7. A copy of the valuation or other external party report, if any such report has been relied upon:

The transactions do not contemplate any valuation.

8. Other Details:

Name of the Related Party	The extent of concern or interest in accordance with Section 102 of the Companies Act, 2013	
	Shareholding of Director/KMP or their relatives in Related party	Directorship in Related Party
Mukesh Babu Securities Limited (Subsidiary Company)-51.62%	Mr. Mukesh Babu- 44.38%	Mr. Mukesh Babu
	Mrs. Meena Babu- 4%	Mrs. Meena Babu
		Mr. Vijay Vora [#]
Istaa Fashions Private Limited (IFPL)	Mrs. Meena Babu- 75%	Mrs. Meena Babu
		Miss Miloni Babu
Istaa Securities Private Limited (ISPL)	Mr. Hemant Babu-60%	Mr. Hemant Babu
Istaa Infotech Private Limited	Mrs. Meena Babu-50%	Mr. Hemant Babu
	Istaa Fashions Private Limited-33%	
	Mr. Hemant Babu-8.5%	
Ashtavinayak Infra tech Private Limited (AIPL)	Mrs. Meena Babu-5.56%	Mrs. Meena Babu
	Istaa Fashions Private Limited (Entity controlled by director)-44.44%	Mr. Mukesh Babu
Istaa Finserv Private Limited (Istaa)	Ms. Miloni Babu-40%	
Rushil Industries Limited (RIL)	Mr. Mukesh Babu-2.5%	Mr. Mukesh Babu
	Mrs. Meena Babu-2.5%	
Rushil Recycling Private Limited	Istaa Fashions Private Limited (Entity controlled by director)-49.8%	Mr. Mukesh Babu
Miloni Enterprise Limited (MEL)	Mukesh C Babu (HUF)-25%	Mr. Mukesh Babu
Sagar Systech Limited	Mr. Mukesh Babu-37.50%	Mr. Mukesh Babu
	Mrs. Meena Babu-28.13%	Mrs. Meena Babu
	Mr. Hemant Babu-5.16%	Mr. Vijay Vora [#]

- Miss Miloni Babu is daughter of Mr. Mukesh Babu and Mrs. Meena Babu.
- Mr. Hemant Babu is brother of Mr. Mukesh Babu.
- # Mr. Vijay Vora is an Independent Director in the Company and its Subsidiary

As per Regulation 23 of the SEBI Listing Regulations and read with applicable provisions of the Act, related parties of the Company are not permitted to vote to approve the resolutions set out in Item

No. 7 of this Notice whether the related party is a related party to the proposed transaction or not.

Apart from the interest mentioned above, none of the other directors and key managerial personnel or their relatives are

The Board recommends the resolution set forth in the above item for the approval of

Item no. 8: To approve Material Related Party Transaction(s) of Mukesh Babu Securities Limited, a Subsidiary with certain identified Related Parties of the Company

As per revised Regulation 23 (2) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015 ('LODR Regulations') amended vide notification dated November 9, 2021, with effect from April 1, 2023, a related party transaction to which the subsidiary of a listed entity is a party but the listed entity is not a party, shall require prior approval of the audit committee of the listed entity if the value of such transaction whether entered into individually or taken together with previous transactions during a financial year, exceeds ten percent of the annual standalone turnover, as per the last audited financial statements of the subsidiary. The Material Related Party Transactions requires approval of the Shareholders by passing an Ordinary Resolution and in respect of voting on such resolution(s), all the related parties shall abstain from voting, irrespective of whether the entity or person is a party to the particular transaction or not, pursuant to Regulation 23(7) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

As the subsidiary company lends/avail loans and provide brokerage to Related Parties, and as the value of transaction(s) may exceed the materiality threshold limit, as provided under the SEBI (LODR) Regulations, 2015, the approval of the Shareholders of the Holding Company is required and accordingly your approval is being sought for the

interested in the resolution as set out in item no. 7 of this notice.

the members by way of Ordinary Resolution.

Related Party Transactions as set out in the resolution for the financial year 2024-25.

The other related information as envisaged under the Act and SEBI Regulations, 2015 are furnished hereunder:

1. Type, material terms, and particulars of the proposed transactions

To grant &/or avail of Loan with Interest not below- 8% p.a. with all the specified Related parties and also availing broking related services from Istaa Finserv Private Limited (formerly known as Yogen Babu Securities Pvt. Ltd.)

2. Tenure of the proposed transaction (particular tenure shall be specified):

1 April 2024 to 30 September 2025

3. Value of the proposed transaction: 10 crores

4. The percentage of the Holding Company's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction: 59.56%

5. If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:

- i) details of the source of funds in connection with the proposed transaction: From owned sources

- ii) where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments: nature of indebtedness, cost of funds and tenure: No

- iii) applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security: Unsecured having interest rate of 9% p.a.
- iv) the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT: Ordinary Course of Business

6. Justification as to why the RPTs are in the interest of the listed entity: as it generates other income.
7. A copy of the valuation or other external party report, if any such report has been relied upon: The transactions do not contemplate any valuation.

8. Other Details:

Name of the Related Party	The extent of concern or interest in accordance with Section 102 of the Companies Act, 2013	
	Shareholding of Director/KMP or their relatives in Related party	Directorship in Related Party
Mukesh Babu Financial Services Limited (Holding Company)-51.62%	Mr. Mukesh Babu-49.23%	Mr. Mukesh Babu
	Mrs. Meena Babu- 13.63%	Mrs. Meena Babu Mr. Vijay Vora [#]
Istaa Fashions Private Limited (IFPL)	Mrs. Meena Babu- 75%	Mrs. Meena Babu Miss Miloni Babu
	Mrs. Meena Babu-5.56%	Mrs. Meena Babu
Istaa Finserv Private Limited (Istaa)	Istaa Fashions Private Limited-44.44%	Mr. Mukesh Babu
	Ms. Miloni Babu-40%	
Istaa Infotech Private Limited	Mrs. Meena Babu-50%	Mr. Hemant Babu
	Istaa Fashions Private Limited-33%	
Sagar Systech Limited	Mr. Hemant Babu-8.5%	
	Mr. Mukesh Babu-37.50%	Mr. Mukesh Babu
	Mrs. Meena Babu-28.13%	Mrs.Meena Babu
	Mr. Hemant Babu-5.16%	Mr. Vijay Vora [#]

- Miss Miloni Babu is daughter of Mr. Mukesh Babu and Mrs.Meena Babu. Mr. Hemant Babu is brother of Mr. Mukesh Babu.
- # Mr. Vijay Vora is an Independent Director in the Company and its Subsidiary.

As per Regulation 23 of the SEBI Listing Regulations and read with applicable provisions of the Act, related parties of the Company are not permitted to vote to approve the resolutions set out in Item No. 8 of this Notice whether the related party is a related party to the proposed transaction or not.

Apart from the interest mentioned above, none of the other directors and key managerial personnel or their relatives are interested in the resolution as set out in item no. 8 of this notice.

The Board recommends the resolution set forth in the above item for the approval of the members by way of Ordinary Resolution.

ANNEXURE TO THE NOTICE

Detailed profile of Director seeking appointment/re-appointment in the Annual General Meeting pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and additional Information of Director as required under Clause 1.2.5 of the Secretarial Standard on General Meetings (SS-2):

Name of the Director	Mr. Mukesh Babu
Designation	Managing Director
DIN	00224300
Date of Birth	17-11-1955
Age	68 years
Qualifications	C.A, B.Com.
Expertise in specific functional areas	Stocks & Shares, Investment Banking & Merchant Banking
Experience	Over 4 decades
Terms and conditions of appointment/ re-appointment	Re-appointment by rotation
Remuneration last drawn and sought to be paid	As approved by Shareholder in 38 th AGM held on 4 th August, 2023
Date of first appointment on the Board	27-02-1985
The number of Meetings of the Board attended during financial year 2023-24	Out of 6 meetings held during the period under review, he has attended all the Board Meeting
Names of listed entities in which the person also holds the directorship	Sagar Systech Limited
Other Listed Companies in which Committee membership/ chairmanship held	Member of Audit Committee, Stakeholders Relationship Committee and Nomination & Remuneration Committee of Sagar Systech Limited
The listed entities from which the person has resigned in the past three years	Nil

Relationship with other Directors and/or other KMPs	Husband of Mrs. Meena Mukesh Babu –Director of the Company. He is the founding Promoter of Mukesh Babu Financial Services Limited
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Name of the Director	Mr. Chetan M Tamboli	Mr. Mayank Soti	Mr. Subhash Dave
Designation	Non-Executive Independent Director	Non-Executive Independent Director	Non-Executive Independent Director
DIN	00028421	03283886	00156545
Date of Birth	09/12/1959	02/02/1979	16/08/1954
Age	65	45	70
A brief resume, Qualification(s), Experience, Skills, Capabilities and Expertise in specific functional areas, Recognition or awards	As provided in Explanatory statement above	As provided in Explanatory statement above	As provided in Explanatory statement above
Names of listed entities in which the person also holds the directorship	Steelcast Limited	Nil	Nil
Other Listed Companies in which Committee membership/ chairmanship held	Member of Risk Management Committee and Corporate Social Responsibility Committee of Steelcast Limited	Nil	Nil
The listed entities from which the person has resigned in the past three years	Nil	Nil	Nil
No. of shares held in the Company as on	Nil	Nil	Nil



31 st March, 2024			
Relationship with other Directors and/or other KMPs	None	None	None

For other details such as number of Meetings of the Board attended during the year, remuneration of Appointee Directors please refer to the Corporate Governance Report.

By Order of the Board of Directors
For **Mukesh Babu Financial Services Limited**

Nupur Chaturvedi
Company Secretary, Group Head-Legal & Compliance

Mumbai, August 09, 2024

*Registered Office:
Mukesh Babu Financial Services Limited
111, Maker Chamber III,
223, Nariman Point,
Mumbai – 400021*



Information at a glance

Sr. No.	Particulars	Details
1.	Day, Date and Time of AGM	Friday, September 27, 2024, 4:00 P.M.(IST)
2.	Mode	Video Conference (VC)/Other Audio-Visual Means (OAVM)
3.	Submission of Questions / Queries Before AGM	Questions/queries shall be submitted 48 hours before the time fixed for AGM i.e. by 4:00 p.m. (IST) on Wednesday, September 25, 2024, by email to secretarial@mukeshbabu.com mentioning name, demat account number/folio number, registered email ID, mobile number, etc. Members can also post their questions during AGM through the “Ask A Question” tab which is available in the VC/OAVM Facility.
4.	Speaker Registration Before AGM	Up to September 24, 2024
5.	Dividend for FY24 recommended by Board	₹1.20 per equity share
6.	Book Closure dates	September 21, 2024 To September 27, 2024
7.	Dividend payment date	Within 30 days from September 27, 2024
8.	Cut-off date for e-voting	September 20, 2024
9.	Remote E-voting start time and date	September 24, 2024 @ 9.00 a.m.
10.	Remote E-voting end time and date	September 26, 2024 @ 5.00 p.m.
11.	Remote E-voting website of LinkIntime	https://instameet.linkintime.co.in
12.	Name, address and contact details of e-voting service Provider and Registrar and Transfer Agent	M/s. Link Intime India Private Limited C-101, 247 Park, L.B.S. Road, Vikhroli (West), Mumbai – 400083. <ul style="list-style-type: none">▪ Phone: +91 22 49186000▪ Fax: +91 22 49186060▪ Email Id: enotices@linkintime.co.in
13.	Email Registration & Contact Updation Process	Demat shareholders: Contact respective Depository Participants Physical Shareholders: Send Form ISR-1 and other relevant forms to M/s. Link Intime India Private Limited C-101, 247 Park, L.B.S. Road, Vikhroli (West), Mumbai – 400083 or email at rnt.helpdesk@linkintime.co.in



Director's Report

Dear Shareholders,

Your directors have pleasure in presenting the **Thirty-Ninth (39th) Annual Report** on the business, operations and state of affairs of the Company together with the Standalone and Consolidated Audited Financial Statements for the financial year ended **March 31, 2024**:

1. COMPANY OVERVIEW

Mukesh Babu Financial Services Limited was initially incorporated as M/s. Embee Finance and Consultancy Private Limited on February 27, 1985. The company officially changed its name to Mukesh Babu Financial Services Limited on November 07, 1994.

It is registered with the Reserve Bank of India (RBI) as a non-deposit taking Non-Banking Financial Company (NBFC).

2. FINANCIAL HIGHLIGHTS

The Company's standalone and consolidated financial performance under review along with previous year's figures is given hereunder:

Particulars	(₹'000)			
	Current Year	Previous Year	Current Year	Previous Year
	Standalone	Standalone	Consolidated	Consolidated
	2023-24	2022-23	2023-24	2022-23
Total Income	1,68,663	105,494	1,78,417	1,15,060
Total Expenditure (excluding depreciation)	86,569	34,215	96,025	45,195
Profit/(Loss) Before Depreciation &Income Tax	82,095	71,280	82,392	69,865
Depreciation	1,001	1,204	1,582	1,823
Profit before Tax	81,093	70,075	80,810	68,042
Tax expenses	21,986	20,263	22,069	20,358
Net Profit After Tax	59,107	49,813	58,741	47,684
Profit / (Loss) attributable	0	0	176	1031

to/(from) non-controlling interests				
Profit for the year	59,107	49,813	58,917	48,715
Other	4,96,449	(36,479)	7,56,773	(58,022)
Comprehensive Income (net of tax)				
Total	5,55,556	13,334	8,15,514	(10,338)
Comprehensive Income after tax				
Appropriations from Profit after Tax:				
Transfer to Reserve Fund under Section 45-IC of the RBI Act, 1934	11,821	9,962	11,821	9,962
Dividend	8,365	8,365	8,365	8,365
Dividend	0	0	0	0
Distribution Tax				
Provision for Standard Assets	749	(79)	749	(79)
Balance carried to Balance Sheet	38,172	31,564	37,982	30,467
Earnings Per Share (Basic/Diluted)	8.48	7.15	8.43	6.84

3. PERFORMANCE REVIEW

During the year under review Income from Operations has increased from ₹ 1,04,194 Thousands to ₹ 1,67,897 Thousands (Increase of 61.14%) and Profit after Tax has increased from ₹ 49,813 Thousands to ₹ 59,107 Thousands (Increase of 18.66%).

4. TRANSFER TO RESERVE

A sum of ₹ 11,821 Thousands has been transferred to Statutory Reserve during the year. Your Company does not propose to transfer any amount to General Reserve out of the amounts available for appropriation and an amount of ₹ 59,107 Thousands is proposed to be retained in the Profit & Loss account.

5. SHARE CAPITAL

The Paid-up Equity Share Capital of the Company as on 31st March 2024 is ₹ 69,675 Thousand. During the year under review, the Company has neither issued any shares with differential voting rights nor granted any stock options nor any sweat equity.

The Company's equity share capital is listed on BSE Limited. The shares are actively traded on BSE and have not been suspended from trading.

6. DIVIDEND

The Board of Directors has recommended a dividend of ₹ 1.20 (Rupee One and Twenty Paise Only) per equity share on face value of ₹10/- (Rupees Ten each) i.e.12% for the financial year ended 31st March 2024.

The payment of dividend subject to approval of Members at the forthcoming Annual General Meeting (AGM), would result in a Dividend outflow of ₹ 8,365.08 Thousands.

Pursuant to the amendments introduced by the Finance Act, 2020 the Company will be required to withhold taxes at the prescribed rates on the dividend paid to its shareholders w.e.f. 1st April 2020. No tax will be deducted on payment of dividend to the resident individual shareholders if the total dividend paid does not exceed ₹5,000/-.

The withholding tax rate would vary depending on the residential status of the shareholder and documents registered with the Company.

Dividend will be paid to those Members whose names appear in the Register of Members as on **September 20, 2024**.

7. SCALE BASED REGULATIONS

Reserve Bank of India issued a circular on “Scale Based Regulation (SBR): A Revised Regulatory Framework for NBFCs” on 22 October 2021 (‘SBR Framework’). As per the framework, based on size, activity, and risk perceived, NBFCs are categorised into four layers, NBFC - Base Layer (‘NBFC-BL’), NBFC - Middle Layer (‘NBFC-ML’), NBFC - Upper Layer (‘NBFC-UL’) and NBFC - Top Layer (‘NBFC-TL’). The Company has been categorized as a Base Layer NBFC (NBFC-BL).

8. INDIAN ACCOUNTING STANDARD (IND AS):

In the preparation of the financial statements, the Company has followed the Accounting Standards referred to in Section 133 of the Companies Act, 2013. The significant accounting policies which are consistently applied

are set out in the Notes to the Financial Statements.

The financial statements of the Company are prepared in compliance with the Companies Act, 2013 and “Indian Accounting Standard (Ind AS). In accordance with the Companies (Indian Accounting Standards), Rules, 2015 of the Companies Act, 2013, the Company has been following the Indian Accounting Standards (Ind AS) for preparation of its financial statements from 01st April, 2019. Significant accounting policies used for the preparation of the financial statements are disclosed in the notes to the financial statements.

9. PERFORMANCE OF SUBSIDIARY COMPANIES

During the year under review the Company has only one subsidiary – Mukesh Babu Securities Limited (CIN: U67120MH1994PLC076455) and the Highlights of the financial performance during Financial Year 2023-24 are as follows:

As on 31st March 2024, the Authorised & Paid-up Share Capital of the Subsidiary Company is ₹50,000 Thousand Only. There is net loss of ₹ 363 Thousand in the Company for the year ended 31st March 2024 against net loss of ₹ 2,130 Thousand in the previous year.

Accounts of Subsidiary:

The Consolidated Financial Statements of the Company are prepared in accordance with the provisions of Section 129(3) of the Companies Act, 2013 and as per the applicable Accounting Standards issued by the Institute of Chartered Accountants of India.

Pursuant to proviso (b) to Section 136(1) of the Companies Act, 2013, a copy of the Audited Financial

statements for the year ended 31st March 2024 along with the Reports of the Board of Directors and the Auditors of the Company's subsidiary- Mukesh Babu Securities Limited shall be furnished to any shareholder on demand.

These are also available for inspection at the Registered Office of the Company and are also being posted on the Company's website <https://mbfsl.com/annual-reports/>.

10. CONSOLIDATED FINANCIAL STATEMENTS

As required under Regulation 33 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("SEBI Listing Regulations") and applicable provisions of Companies Act, 2013 ("the Act"), the Consolidated Financial Statements of the Company have been prepared in accordance with the applicable Accounting Standards and forms part of the Annual Report.

Pursuant to Section 129(3) of the Companies Act, 2013 read with Rule 5 of The Companies (Accounts) Rules, 2014, Statement containing salient features of the Financial Statements of subsidiary is annexed to this report as **Annexure -A**.

11. MATERIAL CHANGES AND COMMITMENT IF ANY AFFECTING THE FINANCIAL POSITION OF THE COMPANY THAT OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR TO WHICH THIS FINANCIAL STATEMENTS RELATE AND THE DATE OF THE REPORT

There are no material changes and commitments affecting the financial position of the Company that occurred between the end of the financial year to

which these financial statements relate and the date of this report.

12. PUBLIC DEPOSITS

No disclosure is required for the year under review since the Company has neither accepted nor renewed any deposits within the meaning of Section 73 and 74 of the Companies Act, 2013 read with the Companies (Acceptance of Deposits) Rules 2014.

13. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

The provisions of Section 186 of the Companies Act, 2013 pertaining to investment and lending activities is not applicable to the Company since the Company is a Non- Banking Financial Company registered with the Reserve Bank of India. The details of loan given, investments made and guarantees and security provided during the financial year are furnished in the Notes to the financial statements.

14. PARTICULARS OF CONTRACTS OR ARRANGEMENTS MADE WITH RELATED PARTIES

All the related party transactions/contracts/arrangements entered by the Company during the financial year were on an arms' length basis and were carried out in the ordinary course of business.

All related party transactions were placed before the Audit Committee for their approval. Prior omnibus approval of the Audit Committee was obtained for the transactions which were of repetitive nature. The transactions entered into pursuant to the omnibus and specific approvals are reviewed periodically by the Audit Committee.

There were no materially significant related party transactions made by the Company during the year under consideration with the Promoters,

Directors or Key Managerial Personnel which have a potential conflict with the interest of the Company at large.

In accordance with the Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Company has formulated a Policy on Materiality of Related Party Transactions and a Policy on dealing with Related Party Transactions. The Policy is available on the Company's Website at <https://mbfsl.com/corporate-governance-policies/>.

During the year, the Company had not entered into any contract / arrangement / transaction with related parties which could be considered material in accordance with the policy of the Company on Materiality of Related Party Transactions.

The Company has made full disclosure of transactions with the related parties as set out in Note 34 of Standalone Financial Statements, forming part of the Annual Report.

There were no materially significant related party transactions which could have potential conflict with interest of the Company at large.

The particulars as required under Section 188 of the Companies Act, 2013 are furnished in Form AOC-2 which is annexed as **Annexure – B** to this report.

15. CORPORATE SOCIAL RESPONSIBILITY (CSR)

Pursuant to Section 135 of the Companies Act, 2013 read with the Companies (Corporate Social Responsibility Policy) Rules, 2014 the CSR provisions were applicable to our Company in the financial year 2023-24, wherein the Company made a contribution towards CSR amounting to ₹ 6,50,000/- against the applicable CSR requirement of ₹ 2,10,000/-.

The CSR initiatives undertaken by the Company were mainly focused on providing education especially among children, women, elderly and the differently-abled; eradicating hunger, poverty and malnutrition; promoting health care.

The CSR Report on the activities undertaken during the year is provided as **Annexure-C** to this report.

16. INTERNAL FINANCIAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Company has in place adequate internal financial controls with reference to financial statements. The Company's internal control system is designed to ensure operational efficiency, protection and conservation of resources, accuracy and promptness in financial reporting and compliance with the laws and regulations.

The Company has an internal control system, commensurate with the size of its operations and nature of its business activities and is supported by an internal audit process. M/s. V. R. Pandya & Co., Chartered Accountants, the Internal Auditor of the Company monitors and evaluates the efficacy and adequacy of its internal control system, its compliance with operating systems, accounting procedures and policies of the Company.

17. RISK MANAGEMENT

Risk management is an integral part of the Company's business strategy that seeks to minimise adverse impact on business objectives and capitalise on opportunities.

The Company being a Non- Banking Financial Company is regulated by Reserve Bank of India (RBI) and the Board of Directors of the Company has constituted the Committee to frame,

implement and monitor the Risk Management Policy of the Company.

The Committee is responsible for reviewing the risk management plan and ensuring its efficiency. The policy is available on the Company's website at <https://mbfsl.com/corporate-governance-policies/>.

18. WHISTLE BLOWER POLICY / VIGIL MECHANISM

As required under Regulation 22 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has an effective Whistle Blower Policy to deal with the instances of fraud and mismanagement. The details of the policy are enumerated in the Corporate Governance Report. The policy is available on the Company's website at <https://mbfsl.com/corporate-governance-policies/>.

The policy provides for adequate safeguard against the victimization of the employees and Directors who express their concerns. The Company has also provided direct access to the Chairman of the Audit Committee on reporting issues concerning the interests of employees and the Company. The functioning of Vigil Mechanism is overseen by the Audit Committee.

There was no instance of denial of access to the Audit Committee.

19. DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

The Company has in place a Policy on Prevention of Sexual Harassment in line with the requirements of the Sexual Harassment of Women at the Workplace (Prevention, Prohibition and Redressal) Act, 2013. The Company has voluntarily set up an Internal Complaints

Committee to redress the complaints received regarding sexual harassment. All employees (permanent, contractual, temporary, trainees) are covered under this policy. There have been no complaints filed or cases reported during the financial year ended 31st March 2024. The policy is available on the Company's website at <https://mbfsl.com/corporate-governance-policies/>.

20. DIRECTORS AND KEY MANAGERIAL PERSONNEL (KMP)

(a) Board of Directors:

There is no change in Board of Directors during the year under review. The brief profile of the Directors is as below:

Mr. Mukesh C. Babu, Chairman and Managing Director

As Chairman and Managing Director, Mr. Mukesh C. Babu exemplifies leadership by actively guiding the company with a steadfast commitment to consensus-building and democratic processes. With a tenure dating back to the company's inception, he brings over 40 years of extensive expertise in Capital Markets, Stocks & Shares, Investment Banking, and Merchant Banking.

Mr. Pankaj Majithia, Independent Director

Mr. Pankaj Majithia, a Chartered Accountant by profession, is a distinguished figure in corporate India and serves as an Independent Director on the Company's Board. As a founding partner of M/s. Majithia & Associates, Chartered Accountants, he brings extensive experience in Accounting, Audit, Finance, Taxation, Corporate Governance, and Company Law. In addition to his board role, he chairs the Audit Committee, Stakeholders

Relationship Committee, and
Nomination & Remuneration
Committee.

**Mr. Vijay Vora, Independent
Director**

Mr. Vijay L. Vora is a seasoned business entrepreneur and serves as an Independent Director on the Company's Board. With over 20 years of experience in business, he also chairs the Corporate Social Responsibility Committee. Additionally, he contributes to the Audit Committee, Stakeholders Relationship Committee, Nomination & Remuneration Committee, and Risk Management Committee.

**Mrs. Meena Mukesh Babu, Non-
Executive Director**

She is one of the Promoters of the Company and has been appointed as the Non-Executive Non-Independent Director of the Company with effect from 29th May, 2018. She is also the Managing Director of Mukesh Babu Securities Limited, Company's Subsidiary since 1997 and has extensive expertise and experience of over 3 decades in the field of Stocks & Shares, Investment Banking and Merchant Banking. She is a member of the Nomination & Remuneration Committee and Corporate Social Responsibility Committee.

**Mr. Manish Kumar Shah,
Independent Director**

Mr. Manish Kumar Shah is a seasoned businessman with over 30 years of experience and serves as an Independent Director on the Company's Board during the period under review. He brings over 20 years of expertise in the Company's business sector and is involved with the boards of several companies engaged in manufacturing, trading, import/export, and other industries.

**Mr. Bhavesh Doshi,
Independent Director**

With over 30 years of experience in capital markets and investment, he offers a keen and insightful perspective on the Indian economy and macroeconomic conditions across industries. He serves as an Independent Director on the Company's Board.

(b) Appointment of Directors:

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company in their meeting held on August 09, 2024 has appointed Mr. Chetan M. Tamboli, Mr. Subhash Dave and Mr. Mayank Soti as the additional directors of the Company under the category of Independent Director. The term of their appointment as an Independent Director will be for a period of 5 years and the appointment is subject to the approval of shareholders.

Necessary resolution for their appointment is recommended to the Shareholders for their approval.

(c) Resignation by director

Mr. Manish Kumar Shah (DIN: 00233238) has resigned from his position as Independent Director of the Company, effective August 20, 2024, for personal reasons.

The Board acknowledges and appreciates his contributions during his tenure.

Also, the second tenure of Independent Directors, Mr. Pankaj Majithia and Mr. Vijay Vora is getting over on September 29, 2024.

(d) Retirement by rotation:

In terms of the provisions of Section 152(6) of the Companies Act, 2013, Mr. Mukesh Babu (DIN: 00224300) retires by rotation at the forthcoming Annual General Meeting and being eligible offers himself for re-appointment. The Board recommends his re-appointment.

(e) Key Managerial Personnel:

Mr. Mahesh Thakar has replaced Ms. Sarika Pandya, as CFO of the Company w.e.f December 01, 2023.

Pursuant to the provisions of Section 203 of the Act read with the rules made there under, the following employees are the whole time key managerial personnel of the Company:

1. Mr. Mukesh Babu – Managing Director
2. Mr. Mahesh Thakar– Chief Financial Officer
3. Ms. Nupur Chaturvedi – Company Secretary, Group Head-Legal & Compliance & Compliance Officer

21. BOARD AND COMMITTEES

During the year ended 31st March 2024, six (6) Board meetings were held and the gap between two consecutive Board Meetings did not exceed 120 days and at least one meeting was held in each quarter.

The details of the constitution and meetings of the Board and its Committees held during the year are provided in the Corporate Governance Report which forms part of this Annual Report.

22. INDEPENDENT DIRECTORS

(a) Declaration from Independent Directors

The Board has received declaration from all the Independent Directors of the Company confirming that they meet the criteria of independence as prescribed both under the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and have their names registered in the Independent Director's Databank.

which the Board satisfy itself with regard to integrity, expertise and experience (including the proficiency) of the independent directors appointed in the Company.

(b) Criteria for Performance Evaluation

Nomination and Remuneration Committee has laid down various criteria for performance evaluation of Independent Directors which, inter-alia, includes preparedness and attendance at the meetings, understanding of Company's operations and business and contribution at Board Meetings through

(c) Details of Familiarization Programme

Pursuant to Regulation 25(7) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, every Independent Director on the Board is familiarized by the Executive Directors/ Senior Managerial Personnel about the Company's strategy, operations, organization structure, human resources, quality, finance and risk management at each Board Meeting before taking up the agenda items for discussion.

Further, at the time of appointment of an independent director, the Company

issues a formal letter of appointment outlining his/ her role, functions, duties and responsibilities as a director. The terms and conditions of letter of appointment is available on the Company's website at <https://mbfsl.com/corporate-governance-policies/>.

23. EVALUATION OF THE PERFORMANCE OF THE BOARD, ITS COMMITTEES & INDIVIDUAL DIRECTORS

Pursuant to the provisions of Section 178(2) of the Companies Act, 2013 read with Clause VIII of Schedule IV to the Companies Act, 2013 and the requirements laid down under Schedule II on Corporate Governance of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015; the Nomination and Remuneration Committee has framed Policy for evaluation of performance of the Board, its committees and individual Directors. The Policy inter alia provides the criteria for evaluation of performance such as Board effectiveness, quality of discussion, contribution at the meetings, business acumen, strategic thinking and relationship with the stakeholders, corporate governance practices, contribution of the Committees to the Board in discharging its functions, etc.

During the year under review, a meeting of Independent Directors was held on 9th May 2023 to carry out annual evaluation of the performance of the Board, its committees and of individual directors.

The manner in which the evaluation was carried out has been explained in the Corporate Governance Report.

24. POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION INCLUDING CRITERIA FOR DETERMINING QUALIFICATIONS, POSITIVE

ATTRIBUTES, INDEPENDENCE OF A DIRECTOR AND OTHER MATTERS PROVIDED UNDER SECTION 178 OF THE COMPANIES ACT, 2013

Pursuant to the provisions of Section 178 of the Companies Act, 2013 read with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Company has formulated a Nomination & Remuneration Policy on director's appointment and remuneration criteria for determining qualifications, positive attributes, independence of a director and other matters provided under sub-section (3) of section 178. The Nomination & Remuneration Policy of the Company is available on the Company's website: <https://mbfsl.com/corporate-governance-policies/>.

25. POLICIES OF THE COMPANY

The Company is determined to maintain a good corporate governance practice and has a robust system for smooth and effective functioning of the Board. Various policies have been framed by the Board of Directors as required under the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in order to follow a uniform system of procedures. These policies are periodically reviewed and updated by the Board of Directors of the Company from time to time.

Following is some of the major policies adopted by the Company:

1. Code for Insider Trading Policy
2. Nomination & Remuneration Policy
3. Policy for determination of Material Subsidiary
4. Policy on materiality of Related Party Transactions
5. Policy on dealing with Related Party Transactions
6. Whistle Blower Policy

7. Document Retention and Archival Policy
8. Code for Directors and Senior Managerial Personnel
9. Policy on evaluation of Directors
10. Policy on prevention of Sexual Harassment of Women at Workplace

The aforementioned policies are available on the website of the Company and can be accessed at <https://mbfsl.com/corporate-governance-policies/>.

26. DIRECTORS RESPONSIBILITY STATEMENT

In accordance with the provisions of Section 134(5) of the Companies Act, 2013, your Directors to the best of their ability & knowledge hereby confirm that-

- (a) in the preparation of the annual accounts for the year ended March 31, 2024, the applicable accounting standards have been followed from time to time and no material departures have been made from the same;
- (b) they have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2024 and of the profit and loss of the Company for that period;
- (c) they had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (d) they have prepared the annual accounts on a going concern basis;
- (e) they, have laid down internal financial controls to be followed by the Company and that they are adequate and are operating effectively and
- (f) they have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

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

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

28. AUDITORS AND AUDITORS' REPORT

Statutory Auditors

At the 37th Annual General Meeting of the Company held on 28th September 2022, the members of the Company have appointed M/s. Chaitanya C. Dalal & Co., Chartered Accountants (FRN.101632W) as the Statutory Auditors of the Company for a term of period of 5 (five) years up to the conclusion of 42nd Annual General Meeting to be held in financial year 2026-2027 without the requirement of further ratification by the members.

The Auditors Report annexed to the Financial Statements does not contain any qualification, reservation or adverse remark or disclaimer.

Secretarial Auditors

Pursuant to the provisions of Section 204 of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board of Directors in its meeting held on 26th May 2023 appointed CS V. V. Chakradeo of M/s. V. V. Chakradeo & Co., Practicing Company Secretaries (FCS: 3382/ COP: 1705) to carry out the audit of secretarial records of the Company for the financial year 2023-24. The consent of the Secretarial Auditor to undertake the secretarial audit for the financial year ended 31st March 2024 has been received by the Company.

The Secretarial Audit Report of the Company and its material unlisted subsidiary Mukesh Babu Securities Limited is annexed to this report as **Annexure – D**.

The Secretarial Audit Report does not contain any qualification, reservation or adverse remark or disclaimer.

As required under the Regulation 24A of SEBI (Listing Obligations and Disclosure & Requirements) Regulations, 2015, the Secretarial Compliance Report of Mukesh Babu Financial Services Limited and its material unlisted subsidiary Mukesh Babu Securities Limited for the financial year ended 31st March, 2024 is provided as **Annexure – E**.

Reporting of Frauds by Statutory Auditors

The Statutory Auditors of the Company have not reported any instances of fraud

in the Company during the year under review as specified under the Section 143(12) of the Companies Act, 2013.

29. SECRETARIAL STANDARDS

The Directors state that the Company has duly followed applicable Secretarial Standards, i.e. SS-1 and SS-2, relating to ‘Meetings of the Board of Directors’ and ‘General Meetings’ respectively. The Secretarial Auditor in his Secretarial Audit report confirms the same.

30. ANNUAL RETURN

In compliance with section 134(3)(a), the annual return referred to in sub-section (3) of section 92 has been placed on the website of the Company at <https://mbfsl.com/annual-reports/>.

31. COST RECORDS AND COST AUDIT

Maintenance of Cost Records and requirement of Cost Audit as prescribed under the provisions of Section 148(1) of the Companies Act, 2013, is not applicable to our Company.

32. PARTICULARS OF EMPLOYEES & RELATED DISCLOSURES

Pursuant to Section 197(12) of the Companies Act, 2013, read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of employees of the Company, a Statement showing names & other particulars of the employees are provided under **Annexure - F** to this report.

During the year under review, the Company does not have any employee who is drawing remuneration of ₹1,02,00,000/- per annum or ₹8,50,000/- per month as stipulated in the Act and the rules made thereunder. Hence, there are no disclosures required under Rule 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

33. CORPORATE GOVERNANCE

In compliance with Regulations 17 to 27 and 34 read with Schedule V of SEBI (Listing Obligations and Disclosure & Requirements) Regulations, 2015, as applicable, the Corporate Governance Report is given in **Annexure – G** and forms part of the Annual Report. Auditors` Certificate on Corporate Governance from Statutory Auditors of the Company is annexed in **Annexure – H**.

The Certificate on Compliance with Code of Conduct duly signed by the Managing Director of the Company for the year ended 31st March 2024 regarding compliance by the Board members and senior management personnel with Company`s Code of Conduct is covered thereto.

34. SUCCESSION PLANNING

The Company has in place a succession planning framework to address anticipated, as well as unscheduled changes in leadership. The plan is revisited, re-evaluated, and updated every year.

35. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

The particulars regarding Conservation of Energy and Technology Absorption are not furnished since the Company is not a manufacturing entity.

During the financial year under review, the Company did not have any foreign exchange earnings and outgo.

36. MANAGEMENT DISCUSSIONS AND ANALYSIS REPORT

The Management Discussion and Analysis annexed to this Report as

Annexure – I, forms the integral part of this report and covers, amongst other matters, the performance of the Company during the financial year under review as well as the future prospects.

37. OTHER DISCLOSURES

The Company does not have any scheme or provision of money for the purchase of or subscription to its own shares by the employees/ Directors or by trustees for the benefit of the employees/ Directors.

38. ANNUAL REPORTS

The Company has published the statutory disclosures in the print version of the Annual Report along with the Notice of the AGM. Electronic copies of the Annual Report 2023-24 and Notice of the 39th Annual General Meeting are being sent through electronic mode to all members whose email addresses are registered with the Company / Depository Participant(s). For members who have not registered their email addresses, the Company has been exempted under the General Circular No.14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 02/2020 dated May 5, 2020 and General Circular No. 02/2021 dated January 13, 2021 and General Circular No. 02/2022 dated May 5, 2022, General Circular No. 10/2022 dated December 28, 2022 and General Circular No. 09/2023 dated September 25, 2023 (the “MCA Circulars”) for any physical delivery of AGM Notice and Annual Report of the Company.

However as per SEBI Circular dated May 13, 2022, the Company shall send the physical copy of the Annual Reports to all the Shareholders who have registered their request for the same.

Members may note that the Notice and Annual Report 2023-24 will also be available on the Company's website <https://mbfsl.com/annual-reports/> and website of the Stock Exchange, i.e. BSE Limited at www.bseindia.com.

39. MANAGING DIRECTOR & CHIEF FINANCIAL OFFICER CERTIFICATE

The Certificate from Mr. Mukesh Babu, Managing Director and Mr. Mahesh Thakar, Chief Financial Officer with regard to the financial statements and other matters as stated in the Compliance Certificate has been furnished, mandated under the Part B under the Schedule II on Corporate Governance under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, in **Annexure – J**.

40. CERTIFICATION ABOUT DIRECTORS

None of the directors of the Company has been debarred or disqualified from being appointed or continuing as directors by Securities and Exchange

Board of India/Ministry of Corporate Affairs or any such authority. A Certificate to this effect, duly signed by a Practicing Company Secretary is appended to this Report in **Annexure - K**.

41. PROCEEDINGS PENDING UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016:

Neither any application has been made nor is any proceeding pending under the IBC, 2016.

42. DIFFERENCE IN VALUATION:

The company has not made any one-time settlement against the loans obtained from Banks and Financial Institution during the financial year.

43. ACKNOWLEDGEMENTS

The Board of Directors wish to place on record their gratitude for the valuable guidance and continued support extended by the Securities Exchange Board of India, Reserve Bank of India, Bombay Stock Exchange, Ministry of Corporate Affairs, other government authorities, Banks and other stakeholders. Your directors would also like to take this opportunity to express their appreciation for the dedicated efforts of the employees of the Company.

**For and on behalf of the Board of Directors of
MUKESH BABU FINANCIAL SERVICES LIMITED**

**Mukesh Babu
Managing Director
DIN: 00224300**

**Meena Babu
Director
DIN: 00799732**

**Date: August 09, 2024
Place: Mumbai**



Annexure-A

Form No.AOC-1

[Pursuant to first proviso to Section 129(3) of the Companies Act, 2013 read with Rule 5 of Companies (Accounts) Rules, 2014]

Statement containing salient features of the financial statement of Subsidiary	
	(Amt. In ₹'000)
Name of the Subsidiary	Mukesh Babu Securities Limited
Reporting Period of the subsidiary	April 01, 2023 to March 31, 2024
Reporting currency	Rupees
Share Capital	50,000
Other Equity (Includes Other Comprehensive Income)	7,86,300
Total Assets	3,31,982
Total Liabilities	95,998
Investments (At Realisable Value)	6,00,315
Turnover (Gross Receipt)	9,909
Profit /(Loss)Before Taxation	(280)
Profit/(Loss) After Taxation	(363)
Proposed Dividend	0
Shareholding Percentage	51.62%

**For and on behalf of the Board of Directors of
MUKESH BABU FINANCIAL SERVICES LIMITED**

MUKESH BABU
Managing Director
(DIN: 00224300)

MEENA BABU
Director
(DIN: 00799732)

Date: August 09, 2024
Place: Mumbai



Annexure-B

Form No. AOC-2

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

Form for disclosure of particulars of contracts/arrangements entered into by the Company with related parties referred to in subsection (1) of Section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto:

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

The Company has not entered into any transaction with related parties which were not on an arm's length basis.

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

The Company has not entered into any material contracts or transactions with related parties during the financial year 2023-24.

**For and on behalf of the Board of Directors of
MUKESH BABU FINANCIAL SERVICES LIMITED**

**MUKESH BABU
Managing Director
(DIN: 00224300)**

**MEENA BABU
Director
(DIN: 00799732)**

**Date: August 09, 2024
Place: Mumbai**

Annexure –C

Annual Report on CSR Activities

1. Brief outline on CSR Policy of the Company:

The CSR Policy of the Company is the guiding document to optimally allocate, manage and supervise prescribed CSR funds of the Company. The CSR initiatives undertaken by the Company as per the policy mainly focus on providing education especially among children, women, elderly and the differently-abled; eradicating hunger, poverty and malnutrition; promoting health care.

2. Composition of CSR Committee:

Sl. No.	Name of Director	Designation / Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1.	Mr. Vijay Vora	Independent Director	1	1
2.	Mr. Mukesh Babu	Executive Director	1	1
3.	Mrs. Meena Mukesh Babu	Non-executive Director	1	1
4.	Mr. Pankaj Majithia	Independent Director	1	1

3. Provide the web-link where Composition of CSR committee, CSR Policy and CSR projects approved by the board are disclosed on the website of the company: <https://mbfsl.com/corporate-governance-policies/>.

4. Provide the details of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social responsibility Policy) Rules, 2014, if applicable (attach the report)- **N.A.**

5. Details of the amount available for set off in pursuance of sub-rule (3) of rule 7 of the Companies (Corporate Social responsibility Policy) Rules, 2014 and amount required for set off for the financial year, if any: **Nil**

Sl. No.	Financial Year	Amount available for set-off from preceding financial years (in Rs)	Amount required to be set-off for the financial year, if any (in Rs)
1			
	Total		

- 6.
- Average net profit of the company as per section 135(5). **₹ 10,491 Thousand**
 - Two percent of average net profit of the company as per section 135(5) : **₹ 210 Thousand**
 - Surplus arising out of the CSR projects or programmes or activities of the previous financial years: **0**
 - Amount required to be set off for the financial year, if any: **0**
 - Total CSR obligation for the financial year (7a+7b-7c)- **₹ 210 Thousand**
- 7.
- CSR amount spent or unspent for the financial year:

Total Amount Spent for the Financial Year. (in Rs.)	Amount Unspent (in Rs.)				
	Total Amount transferred to Unspent CSR Account as per section 135(6).		Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5).		
	Amount.	Date of transfer.	Name of the Fund	Amount.	Date of transfer.
6,50,000	0	N.A	-	-	N.A

- Details of CSR amount spent against ongoing projects for the financial year: **Nil**

(1)	(2)	(3)	(4)	(5)		(6)	(7)	(8)	(9)	(10)	(11)	
Sl. No.	Name of the Project	Item from the list of activities in Schedule VII to the Act	Local area (Yes/No)	Location of the project.		Project duration	Amount allocated for the project (in Rs.)	Amount spent in the current financial Year (in Rs.)	Amount transferred to Unspent CSR Account for the project as per Section 135(6) (in Rs.)	Mode of Implementation - Direct (Yes/No)	Mode of Implementation - Through Implementing Agency	
				State	District						Name	CSR Registration number
1.												
	Total											

- Details of CSR amount spent against **other than ongoing projects** for the financial year:

(1)	(2)	(3)	(4)	(5)		(6)	(7)	(8)	
Sl. No.	Name of the Project	Item from the list of activities in schedule VII to the Act	Local area (Yes/No)	Location of the project.		Amount spent for the project (in Rs.)	Mode of implementation - Direct (Yes/No)	Mode of implementation - Through implementing agency	
				State	District			Name	CSR registration number
1.	School Education	ii	Yes	Maharashtra,	Dahanu	6,50,000	No	C L Babu Foundation	CSR00010937
	Total					6,50,000			

- d) Amount spent in Administrative Overheads-0
e) Amount spent on Impact Assessment, if applicable-0
f) Total amount spent for the Financial Year (8b+8c+8d+8e)-**6,50,000**
g) Excess amount for set off, if any- **4,40,000**

Sl. No.	Particular	Amount (in Rs.)
(i)	Two percent of average net profit of the company as per section 135(5)	2,10,000
(ii)	Total amount spent for the Financial Year	6,50,000
(iii)	Excess amount spent for the financial year [(ii)-(i)]	4,40,000
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	0
(v)	Amount available for set off in succeeding financial years [(iii)-(iv)]	4,40,000

8.

- a) Details of Unspent CSR amount for the preceding three financial years: **Not Applicable**

Sl. No.	Preceding Financial Year.	Amount transferred to Unspent CSR Account under section 135 (6) (in Rs.)	Amount spent in the reporting Financial Year (in Rs.).	Amount transferred to any fund specified under Schedule VII as per section 135(6), if any.			Amount remaining to be spent in succeeding financial years. (in Rs.)
				Name of the Fund	Amount (in Rs.)	Date of transfer.	
1							
	Total						



b) Details of CSR amount spent in the financial year for ongoing projects of the preceding financial year(s): **Not Applicable**

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)
Sl. No.	Project ID	Name of the Project	Financial Year in which the project was commenced	Project duration	Total amount allocated for the project (in Rs.)	Amount spent on the project in the reporting Financial Year (in Rs)	Cumulative amount spent at the end of reporting Financial Year. (in Rs.)	Status of the project - Completed /Ongoing
1								
2								
	Total							

9. In case of creation or acquisition of capital asset, furnish the details relating to the asset so created or acquired through CSR spent in the financial year (**asset-wise details**)-
NIL
- Date of creation or acquisition of the capital asset(s).
 - Amount of CSR spent for creation or acquisition of capital asset.
 - Details of the entity or public authority or beneficiary under whose name such capital asset is registered, their address etc.
 - Provide details of the capital asset(s) created or acquired (including complete address and location of the capital asset).
10. Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per section 135(5)- **Not applicable**

**For and on behalf of the Board of Directors of
MUKESH BABU FINANCIAL SERVICES LIMITED**

**Mukesh Babu
Managing Director
(DIN: 00224300)**

**Vijay Vora
Chairman CSR Committee**

Date: August 09, 2024

Place: Mumbai



Annexure –D

Secretarial Audit Report

FORM NO. MR-3

FOR THE FINANCIAL YEAR ENDED 31st MARCH 2024

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

To,
The Members,
Mukesh Babu Financial Services Limited,
Mumbai

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to corporate practices by **Mukesh Babu Financial Services Limited** (hereinafter called ‘the Company’) for the audit period covering the Financial Year ended 31st March 2024. Secretarial audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company’s books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorised representatives during the conduct of secretarial audit, we hereby report that in our opinion the Company has during the audit period covering the financial year ended on March 31, 2024 complied with the statutory provisions listed hereunder and also that the Company has proper board-processes and compliance mechanism in place to the extent in the manner and subject to the reporting made hereinafter:

We have examined the books papers, minute books, forms and returns filed and other records maintained by the Company

for the financial year ended on March 31, 2024 according to the provisions of:

- i) The Companies Act, 2013 (‘the Act’) and the rules thereunder;
- ii) The Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment;
- iii) The Securities Contracts (Regulation) Act, 1956(‘SCRA’) and the rules made there under (to the extent applicable);
- iv) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under (to the extent applicable);
- v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act,1992 (‘SEBI Act’) (to the extent applicable):-
 - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2013;
 - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - c. The Securities and Exchange Board of India (Registrar to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - d. The Securities and Exchange Board of India (Depositories and Participants) Regulation, 2018.



- vi) All applicable Labour Laws;
- vii) Bombay Shop & Establishment Act, 1948;
- viii) Indian Contract Act, 1872;
- ix) Income Tax Act, 1961 and Indirect Tax Laws.

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

- i. Secretarial Standards issued by the Institute of Company Secretaries of India.
- ii. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

We further report that:

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

Place: Mumbai

Date: August 09, 2024

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

Majority decision is carried through and as informed, there were no dissenting members' views and hence not recorded as part of the minutes.

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

**FOR V. V. CHAKRADEO & CO.
COMPANY SECRETARIES**

**V. V. CHAKRADEO
COP 1705 FCS 3382
UDIN: F003382F000943631**

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



Annexure A of Secretarial Audit Report

To,
The Members,
Mukesh Babu Financial Services Limited,
Mumbai

My report of even date is to be read along with this letter:

1. Maintenance of secretarial record is responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on our audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about correctness of the contents of the secretarial record. The verification was done on test basis to ensure that the correct facts are reflected in secretarial records. I believe that the practices and processes, I followed provide a reasonable basis for our opinion.
3. I have not verified the correctness and appropriateness of financial records and books of accounts of the Company.
4. Wherever required, I obtained management representation about the

compliance of laws, rules, regulations, norms and standards and happening of events.

5. The compliance of the provisions of the Corporate and other laws, rules, regulations, norms and standards is the responsibility of the management. My examination was limited to the verification of procedure on test basis.
6. The secretarial audit report is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.
7. I have reported in my audit report, only those non compliances, especially in respect of filing of applicable forms/ documents, which in my opinion are material and having major bearing on the financials of the Company.

Place: Mumbai
Date: August 09, 2024

FOR V. V. CHAKRADEO & CO.
COMPANY SECRETARIES

V. V. CHAKRADEO
COP 1705 FCS 3382



Secretarial Audit Report of the Subsidiary

FORM NO. MR-3

FOR THE FINANCIAL YEAR ENDED 31st MARCH 2024

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

To,
The Members,
Mukesh Babu Securities Limited,
Mumbai

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to corporate practices by **Mukesh Babu Securities Limited** (hereinafter called 'the Company') for the audit period covering the Financial Year ended March 31, 2024. Secretarial audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorised representatives during the conduct of secretarial audit, we hereby report that in our opinion the Company has during the audit period covering the financial year ended on March 31, 2024 complied with the statutory provisions listed hereunder and also that the Company has proper board-processes and compliance mechanism in place to the extent in the manner and subject to the reporting made hereinafter:

We have examined the books papers, minute books, forms and returns filed and other records maintained by the Company

for the financial year ended on March 31, 2024 according to the provisions of:

- i) The Companies Act, 2013 ('the Act') and the rules thereunder;
- ii) The Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment; (to the extent applicable)
- iii) The Securities Contracts (Regulation) Act, 1956('SCRA') and the rules made there under;(to the extent applicable)
- iv) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act,1992 ('SEBI Act'):- (to the extent applicable)
 - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2013;
 - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - c. The Securities and Exchange Board of India (Registrar to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act

and dealing with client;(to the extent applicable)

d. The Securities and Exchange Board of India (Depositories and Participants) Regulation, 2018.(to the extent applicable)

- vi) All applicable Labour Laws;
- vii) Bombay Shop & Establishment Act,1948;
- viii) Indian Contract Act,1872;
- ix) Income Tax Act, 1961 and Indirect Tax Laws.

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

- i. Secretarial Standards issued by the Institute of Company Secretaries of India.
- ii. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015(to the extent applicable)

We further report that:

Place: Mumbai

Date: August 09, 2024

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

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

Majority decision is carried through and as informed, there were no dissenting members' views and hence not recorded as part of the minutes.

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

**FOR V. V. CHAKRADEO & CO.
COMPANY SECRETARIES**

**V. V. CHAKRADEO
COP 1705 FCS 3382
UDIN: F003382F000956070**

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



Annexure A of the Secretarial Audit Report

To,
The Members,
Mukesh Babu Securities Limited,
Mumbai

My report of even date is to be read along with this letter:

1. Maintenance of secretarial record is responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on our audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about correctness of the contents of the secretarial record. The verification was done on test basis to ensure that the correct facts are reflected in secretarial records. I believe that the practices and processes, I followed provide a reasonable basis for our opinion.
3. I have not verified the correctness and appropriateness of financial records and books of accounts of the Company.
4. Wherever required, I obtained management representation about the compliance of laws, rules, regulations, norms and standards and happening of events.
5. The compliance of the provisions of the Corporate and other laws, rules, regulations, norms and standards is the responsibility of the management. My examination was limited to the verification of procedure on test basis.
6. The secretarial audit report is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.
7. I have reported in my audit report, only those non compliances, especially in respect of filing of applicable forms/ documents, which in my opinion are material and having major bearing on the financials of the Company

Place: Mumbai
Date: August 09, 2024

FOR V. V. CHAKRADEO & CO.
COMPANY SECRETARIES

V. V. CHAKRADEO
COP 1705 FCS 3382

Annexure -E

Secretarial Compliance Report

Secretarial Compliance Report of the Mukesh Babu Financial Services Limited for the Year Ended 31st March, 2024

We have conducted a review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by **Mukesh Babu Financial Services Limited** (“the listed entity”) and its material unlisted subsidiary **Mukesh Babu Securities Limited** (hereinafter referred as ‘the listed entity’), having its Registered Office at 111, Maker Chamber - III, 223 Nariman Point, Mumbai – 400021.

Secretarial Review was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon. Based on our verification of the listed entity’s books, papers, minutes books, forms and returns filed and other records maintained by the listed entity and also the information provided by the listed entity, its officers, agents, and authorized representatives during the conduct of Secretarial Review. We hereby report that in our opinion, the listed entity and its material subsidiary has, during the review period covering the financial year ended on March 31, 2024, complied with the statutory provisions listed hereunder and also that the listed entity has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter: We have examined:

- (a) all the documents and records made available to us and explanation provided by **Mukesh Babu Financial Services Limited**

(“the listed entity”) and its material unlisted subsidiary **Mukesh Babu Securities Limited**;

- (b) the filings/ submissions made by the listed entity to the stock exchange;
- (c) website of the listed entity;
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification;

for the year ended 31st March 2024 (“Review Period”) in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 (“SEBI Act”) and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 (“SCRA”), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India (“SEBI”);

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include: -

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;

- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018:NA
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021:NA
- (f) Securities and Exchange Board of India (Issue and Listing of Non-

Convertible Securities) Regulations, 2021: NA.

- (g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (h) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018:
- (i) other regulations as applicable

and circulars/ guidelines issued thereunder;

and based on the above examination, we hereby report that during the review period compliance status of the listed entity is appended as below:

Sr. No	Particulars	Compliance status (Yes/No/NA)	Observations /Remarks by PCS*
1.	<p>Secretarial Standards:</p> <p>The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI) as notified by the Central Government under section 118(10) of the Companies Act, 2013 and mandatorily applicable.</p>	Yes	-
2.	<p>Adoption and timely updation of the Policies:</p> <p>All applicable policies under SEBI Regulations are adopted with the approval of the board of directors of the listed entities.</p>	Yes	-
	<p>All the policies are in conformity with SEBI Regulations and have been reviewed & updated on time, as per the regulations /circulars/guidelines issued by SEBI.</p>	Yes	-
3.	<p>Maintenance and disclosures on Website:</p> <ul style="list-style-type: none"> • The Listed entity is maintaining a functional website • Timely dissemination of the documents/ information under a separate section on the website 	Yes	-

	<ul style="list-style-type: none"> • Web links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which redirects to the relevant document(s)/ section of the website 		
4.	<p>Disqualification of Director:</p> <p>None of the Directors of the Company are disqualified under Section 164 of the Companies Act, 2013</p>	Yes	-
5.	<p>To examine details related to Subsidiaries of listed entities:</p> <p>(a) Identification of material subsidiary companies</p> <p>(b) Requirements with respect to the disclosure of material as well as other subsidiaries</p>	Yes	-
6.	<p>Preservation of Documents:</p> <p>The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per the Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.</p>	Yes	-
7.	<p>Performance Evaluation:</p> <p>The listed entity has conducted a performance evaluation of the Board, Independent Directors, and the Committees at the start of every financial year as prescribed in SEBI Regulations</p>	Yes	-
8.	<p>Related Party Transactions:</p> <p>(a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions</p> <p>(b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit committee</p>	Yes	-

9.	<p>Disclosure of events or information:</p> <p>The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.</p>	Yes	-
10.	<p>Prohibition of Insider Trading:</p> <p>The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015</p>	Yes	-
11.	<p>Actions taken by SEBI or Stock Exchange(s), if any:</p> <p>No Actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder</p>	Yes	-
12.	<p>Resignation of statutory auditors from the listed entity or its material subsidiaries:</p> <p>In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and / or its material subsidiary(ies) has / have complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular on compliance with the provisions of the LODR Regulations by listed entities.</p>	N.A.	There is no change in the auditor during the reporting period.
13.	<p>Additional non-compliances, if any:</p> <p>No additional non-compliance observed for any SEBI regulation/circular/guidance note etc.</p>	Yes	-

*Observations/Remarks by PCS are mandatory if the Compliance status is provided as 'No' or 'NA'

1.

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below: -
NIL

Sr. No.	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Regulation / Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks

- (b) The listed entity has taken the following actions to comply with the observations made in previous reports: **NA**

Sr. No.	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks

Assumptions & limitations of scope and review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity;
2. Our responsibility is to certify based upon our examination of relevant documents

and information. This is neither an audit nor an expression of opinion.

3. We have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.
4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is



neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the

management has conducted the affairs of the listed entity.

Place: Mumbai

Date: 23rd May 2024

**For V. V. Chakradeo & Co.
Company Secretaries**

V. V. Chakradeo

FCS No.: 3382

C P No.: 1705

UDIN: F003382F000429126

Peer Review No.: 2376/2022
dt 11.07.2022.

Annexure- F

Disclosures under Section 197(12) of the Companies Act, 2013

(Read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

1. The Board affirms that the remuneration paid is as per the Remuneration Policy of the Company.
2. The ratio of the remuneration of each Director to the median remuneration of employees of the Company for the Financial Year 2023-24:

Sr. No.	Name of Directors	Ratio of Remuneration of Director to Remuneration of Employees
1.	Mr. Mukesh Babu	0.339:1
2.	Mr. Vijay Vora	0.011:1
3.	Mr. Pankaj Majithia	0.011:1
4.	Mrs. Meena Babu	0.007:1
5.	Mr. Manishkumar Shah	0.007:1
6.	Mr. Bhavesh Doshi	0.014:1

3. The percentage increase in remuneration of each Director, CFO, CEO, CS or manager, if any, in the Financial Year:

Sr. No.	Name of Directors & Key Managerial Personnel	Percentage increase/decrease in Remuneration of Each Director & Key Managerial Personnel
1.	Mr. Mukesh Babu	22.92
2.	Mr. Pankaj Majithia	25.00
3.	Mr. Vijay Vora	25.00
4.	Mrs. Meena Babu	200.00
5.	Mr. Manishkumar Shah	200.00
6.	Mr. Bhavesh Doshi	50.00
7.	Mr. Mahesh Thakkar	375.68
8.	Ms. Nupur Chaturvedi	16.72
9.	Ms. Sarika Pandya	-56.76

4. The percentage change in the median remuneration of employees in the Financial Year is: 43.61 %



5. Average percentage increase in the salaries of employees other than the managerial personnel in the last financial year was 132.90% whereas the increase in the managerial remuneration was 6.02%.
6. The number of permanent employees on the rolls of the company: 09.

**For and on behalf of the Board of Directors of
MUKESH BABU FINANCIAL SERVICES LIMITED**

**MUKESH BABU
Managing Director
(DIN: 00224300)**

**MEENA BABU
Director
(DIN: 00799732)**

**Date: August 09, 2024
Place: Mumbai**

Annexure -G

Corporate Governance Report

COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

Good Governance is a key to sustainable growth and development and at Mukesh Babu Financial Services Limited, we believe in maintaining high standards of governance, integrity and transparency in our system and abiding by the law not only in letter but also in spirit. We believe that a robust Corporate Governance system lays down a strong foundation for the attainment of the long-term vision and goals of the Company. Our philosophy on Corporate Governance is the reflection of our values and the continued commitment towards following good and ethical practices in our organisation. A good Corporate Governance is an integral and ongoing system to retain and maintain the trust and confidence of stakeholders and creating a long-term value for our shareholders.

At Mukesh Babu Financial Services Limited, the Corporate Governance system aims to promote and maintain integrity, transparency and accountability at all the levels of the organisation. The Board of Directors is responsible and committed for sound principles of Corporate Governance in the organisation. The Board plays a very crucial role in upgrading the systems, policies, processes and frameworks in order to effectively meet the challenges of rapid growth in a dynamic business environment.

The Company is a Non-Banking Finance Company registered with the Reserve Bank of India and is engaged in lending & investment activities. Our disclosure always seeks to attain the best practices in Corporate Governance. We endeavour to enhance the shareholder's value and

respect the rights of the smallest shareholder in all our business decisions.

I. Board of Directors

A. Composition of the Board:

The Board of Directors of your Company has an optimal combination of expertise, talent, experience, knowledge and independence. The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 prescribes that where the Company is having an executive chairperson, the Board should have at least one-half of the board of directors as independent directors.

As on 31st March 2024, the Board had six members, out of which one is Executive Director and five are Non-Executive Directors (including one Woman Director) out of which four are Independent Directors.

The composition of the Board of Directors is in conformity with Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with the (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, and Section 149 of the Companies Act, 2013. The Board of Directors is chaired by an Executive Chairman who is the Managing Director of the Company.

The Board members have varied skills/expertise/ competencies which enable them to satisfactorily discharge their duties as directors apart from understanding the nature of industry in which the Company operates. The Company requires core

skills/expertise/competencies in the areas of Capital Markets, Finance Markets and Business apart from skills/expertise/competencies in the areas of strategic planning, finance, accounting, economics, legal and regulatory matters, mergers and acquisitions, green technologies, sustainability to efficiently carry on the businesses of the Company. The Board is satisfied that the current composition reflects an appropriate mix of knowledge, skills, experience, expertise, diversity and independence.

The Board provides leadership, strategic guidance, an objective and independent view to the Company's management while discharging its fiduciary responsibilities, thereby ensuring that the management adheres to high standards of ethics, transparency and disclosure. The Board periodically reviews and evaluates the need for change in its composition and size.

Pursuant to Schedule V of the SEBI Listing Obligations and Disclosure Requirements) Regulations, 2015, we are providing below the skills/expertise/competencies possessed by the directors.

Mr. Mukesh Babu Managing Director	Mr. Pankaj Majithia Independent Director	Mr. Vijay Vora Independent Director
Skills: Capital Markets, Finance Markets and Business, Strategic Planning, Finance and Accounting	Skills: Finance, Accounting, Business/Strategy Planning	Skills: Business and Strategic Planning
Mrs. Meena Babu Non-Executive Director	Mr. Manishkumar Shah Independent Director	Mr. Bhavesh Doshi Independent Director
Skills: Capital Markets, Finance Markets and Business, Strategic Planning and Finance	Skills: Business & Strategic Planning	Skills: Capital Markets

None of the Directors of the Company hold directorship in more than 10 public companies. Further, none of them is a member of more than 10 committees or chairman of more than 5 committees across all the public companies in which he or she is a director.

The composition and category of the Board of Directors and the number of Directorships and Committee Chairmanships / Memberships held by them in other companies as on 31st March 2024 as on date are given herein as follows:

Name	Designation	Category	No. of other Directorships and Committee Memberships/Chairmanships		
			* Other Directorships	**Committee Memberships	** Committee Chairmanships
Mr. Mukesh Babu (DIN:00224300)	Managing Director	Executive	8	2	0
Mr. Pankaj Majithia (DIN:00224833)	Director	Independent	1	0	0
Mr. Vijay Vora (DIN:00224394)	Director	Independent	2	2	0
Mrs. Meena Babu (DIN:00799732)	Director	Non-Executive-Non-Independent	5	0	0
Mr. Manishkumar Shah (DIN: 00233238)	Director	Independent	7	0	0
Mr. Bhavesh Doshi (DIN:03194930)	Director	Independent	0	0	0

* Excludes directorship in Mukesh Babu Financial Services Limited, Foreign Companies, Companies registered under Section 8 of the Companies Act, 2013 and Government Bodies.

** For the purpose of considering the limit of Committee Memberships and Chairmanships of a Director, Audit Committee and Stakeholders Relationship Committee of Public Companies have been considered as per the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 however it excludes the Memberships and Chairmanships in Mukesh Babu Financial Services Limited.

The details of Directorships held in other Listed Companies are as follows:

Mr. Mukesh Babu is a Non – Executive Director on the Board of Sagar Systech Limited,
Mrs. Meena Babu is the Managing Director of Sagar Systech Limited and
Mr. Vijay Vora is an Independent Director on the Board of Sagar Systech Limited.

B. Independent Directors:

The Independent Directors fulfil the criteria of independence specified in Section 149(6) of the Companies Act, 2013 read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 and meet with the requirements of Regulation 16(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In the opinion of the Board, the Independent Directors fulfil the conditions specified in the Listing Regulations and are independent of the management.

A formal letter of appointment to the Independent Director as provided in the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure

Requirements) Regulations, 2015 has been issued to them. The terms and conditions of appointment of Independent Directors are uploaded on the website of the Company <https://mbfsl.com/corporate-governance-policies/>.

Independent Directors have an independent standing in their respective fields and they effectively contribute to the Company's business and policy decisions of the Company.

Every Independent Director, at the first meeting of the Board in which he participates as a director and thereafter at the first meeting of the Board in every financial year, gives a declaration that he meets with the criteria of independence as provided under the Companies Act, 2013.

Independent Directors meet at least once in every financial year without the presence of Executive Directors or Management Personnel. Such meetings are conducted informally to enable Independent Directors to discuss, review and assess performance of Executive Directors, Chairman and that of the Board as a whole. It also enables to ascertain communication and coordination processes being followed at Board and management levels so that lapses, if any, can be rectified.

A separate meeting of the Independent Directors was held on 9th May 2023. The matters considered and discussed thereat, inter alia, included those prescribed under Schedule IV to the Act, and Regulation 25 of the Listing Regulations.

There are no material pecuniary relationships or transactions between the Independent Directors and the Company, except for the sitting fees drawn by them for attending the meeting of the Board.

C. Familiarisation Programme for Board Members:

The Board members are updated on a quarterly basis on the relevant statutory changes. They are also updated on all business-related issues and new initiatives.

At the time of appointment of a director, a formal letter of appointment is given to him / her, which inter alia explains their roles, functions, duties and responsibilities as a Director of the Company.

The Directors are explained in detail the compliance required from him / her under the Companies Act, 2013, relevant regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other relevant regulations.

The Managing Director interacts with the newly appointed Director to familiarise him / her with the Company's operations. Further, the Company has put in place a system to familiarise the Independent Directors about the Company, its business and the on-going events relating to the Company.

Board Meetings:

During the financial year 2023-24, 6 (six) meetings of the Board of Directors of the Company were held and the maximum gap between two consecutive meetings did not exceed one hundred and twenty days as mentioned under Section 173 of the Companies Act, 2013 and Regulation 17(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.



The Board meetings are held at regular intervals to consider, discuss and approve inter alia, the unaudited/audited standalone and consolidated financial results/statements of the Company, to decide on business policy/strategy of the

Company, risk management, etc. and other items on the agenda. The required quorum was present at all the below mentioned meetings:

The dates of the meetings of the Board of Directors are as under:

Sr. No.	Period	Date of the Meeting
1.	1 st Quarter	09-05-2023
2.	1 st Quarter	26-05-2023
3.	1 st Quarter	30-06-2023
4.	2 nd Quarter	11-08-2023
5.	3 rd Quarter	03-11-2023
6.	4 th Quarter	09-02-2024

The Company adheres to the provisions of the Companies Act, 2013 read with the Rules issued thereunder, Secretarial Standards and the SEBI (Listing

Obligations and Disclosure Requirements) Regulations, 2015 with respect to convening and holding of the meetings of the Board of Directors and its Committees.

The attendance of the Directors at the Board Meetings and the Annual General Meeting held during the financial year 2023-24 is as under:

Name of the Director	No. of Board Meeting(s) held	No. of Board Meeting(s) attended	Last Annual General Meeting attended
Mr. Mukesh Babu	6	6	YES
Mr. Vijay Vora	6	5	NO
Mr. Pankaj Majithia	6	5	YES
Mrs. Meena Babu	6	3	NO
Mr. ManishKumar Shah	6	3	NO
Mr. Bhavesh Doshi	6	6	YES

Code of Conduct:

The Board has laid down the Code of Conduct for all the Board members and the senior managerial personnel of the Company, which is in compliance with Regulation 26 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with the SEBI (Prohibition of Insider

Trading) (Amendment) Regulations, 2018 & Regulation 8(2) of the SEBI (Prohibition of Insider Trading) Regulations, 2015, the Company has amended its Code of Practice and Procedure for Fair Disclosure of Unpublished Price Sensitive Information (UPSI) ("the Code").



The Revised Code of Practice and Procedure for Fair Disclosure of UPSI effective from 1st April, 2019 is also available on the website of the Company <https://mbfsl.com/corporate-governance-policies/>.

All the Board members and senior managerial personnel of the Company

have affirmed compliance with the Code of Conduct framed by the Board and a declaration signed by the Managing Director to this effect as required under Regulation 34 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 forms part of the Annual Report for the financial year 2023-24.

II. AUDIT COMMITTEE

Constitution of the Audit Committee:

The Audit Committee of the Company is in alignment with the provisions of Section 177 of the Companies Act, 2013 and Regulation 18 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Company has an Audit Committee consisting of qualified members. The Committee comprises of three Directors out of which two are Independent Directors & an Independent Director as its Chairman as on 31st March 2024.

The composition, quorum, powers, role and scope are in accordance with Section 177 of the Companies Act, 2013 and Regulation 18 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. All the members of the Audit Committee are financially literate and have experience in financial management.

The Company Secretary acts as Secretary to the Committee.

Meeting and Attendance:

The Committee met 5 (five) times during the financial year 2023-24 as under:

Sr. No.	Period	Date of the Meeting
1.	1 st Quarter	26-05-2023
2.	2 nd Quarter	27-06-2023
3.	2 nd Quarter	11-08-2023
4.	3 rd Quarter	03-11-2023
5.	4 th Quarter	09-02-2024

The gap between two meetings did not exceed one hundred and twenty days or as permitted and the necessary quorum was present for all the meetings held during the year.

The composition of the Audit Committee and the details of meetings attended by members of the committee are given below:

Sr. No.	Name of the Member And Qualification	Position	Category	No. of Meetings during the year 2023-24	
				Meetings Held	Meetings attended
1.	Mr. Pankaj Majithia F.C.A., A.C.S., LL.B.	Chairman	Independent Director	5	5
2.	Mr. Vijay Vora B.Com.	Member	Independent Director	5	5
3.	Mr. Mukesh Babu F.C.A.	Member	Executive Director	5	5

The Audit Committee is responsible for monitoring the financial reporting, audit process, supervision of the internal controls and, inter alia, performs the following functions:

- a. Overseeing the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- b. Recommendation for appointment, remuneration and terms of appointment of auditors of the Company;
- c. Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- d. Reviewing with the management, the annual financial statements and auditors' report thereon before submission to the Board for approval, with particular reference to:
 - i. matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of Section 134 of the Act.
 - ii. changes, if any, in accounting policies and practices and reasons for the same.
 - iii. major accounting entries involving estimates based on the exercise of judgment by Management.
 - iv. significant adjustments made in the financial statements arising out of audit findings.
 - v. compliance with listing and other legal requirements relating to financial statements disclosure of any related party transactions.
 - vi. disclosure of any related party transactions,
 - vii. modified opinion(s) in the draft audit report.
- e. Reviewing the quarterly financial results with the management before submission to the Board;
- f. Reviewing and monitoring the auditors' independence and performance, and effectiveness of audit process;
- g. Approval or any subsequent modification of transactions of the Company with related parties;
- h. Scrutiny of inter - corporate loans and investments;
- i. Evaluation of internal financial controls and risk management systems;
- j. Reviewing with the management, performance of statutory and

- internal auditors, adequacy of internal control systems;
- k. to review the functioning of the whistle blower mechanism;
 - l. reviewing the utilization of loans and/ or advances from/investment by the holding company in the subsidiary exceeding rupees 100 Crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments.

The Audit Committee shall review the information required as per the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Audit Committee meetings are attended by the Chief Financial Officer, senior finance and accounts executives also the Committee invites such executives, as it considers appropriate, the Statutory Auditors and, Internal Auditors and/or their Representatives to be present at its meetings.

In terms of the Insider Trading Code adopted by the Company, the Committee also considers approval of policies in relation to the implementation of the Insider Trading Code and to supervise implementation of the Insider Trading Code. The Company Secretary was appointed as the Compliance Officer by the Board to ensure compliance and effective implementation of the Insider Trading Code.

The previous (38th) Annual General Meeting (“AGM”) of the Company held on 4th August 2023 was attended by Mr. Pankaj Majithia, Chairman of the Audit Committee to answer shareholders queries.

III. NOMINATION AND REMUNERATION COMMITTEE

Constitution of Nomination & Remuneration Committee:

The Board has constituted the Nomination and Remuneration Committee comprising of three members of whom two are Independent Directors in line with Regulation 19 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Section 178 of the Companies Act, 2013.

The broad terms of reference of the nomination and remuneration committee are as under:

- i) To identify and recommend to the Board in accordance with the criteria as laid down, appointment/reappointment/ removal of the Executive/ Non-executive Directors and the senior management of the Company;
- ii) To formulate the criteria and specify the manner for effective evaluation of performance of Board, its committees and individual Directors, to be carried out either by the Board, by the Committee or by the independent external agency and review its implementation and compliance;
- iii) To formulate criteria for determining qualifications, positive attributes and independence of a directors;
- iv) To recommend to the Board of Directors a remuneration policy for the Directors, Key Managerial Personnel and other employees;
- v) To devise a Policy on Board Diversity of the Company;
- vi) To recommend to the Board all remuneration in whatever form payable to Senior Management;
- vii) Any other function as may be mandated by the Board or stipulated by the Companies Act, 2013, SEBI, Stock Exchange or any other regulatory authorities from time to time.

Meeting and Attendance:

The Nomination and Remuneration Committee met 3 (three) times during the financial year 2023-24 as under and the necessary quorum was present at the meeting:

Sr. No.	Period	Date of the Meeting
1.	1 st Quarter	09-05-2023
2.	1 st Quarter	27-06-2023
3.	3 rd Quarter	03-11-2023

The minutes of the Nomination and Remuneration Committee meetings are circulated to the Board of Directors and noted by them at their meetings.

The Company Secretary acts as Secretary to the Committee.

The composition of the Committee and the attendance of members of the Nomination and Remuneration Committee are as follows:

Sr. No.	Name of the Member	Position	Category	No. of Meetings during the year 2023-24	
				Meetings Held	Meetings attended
1.	Mr. Pankaj Majithia	Chairman	Independent Director	3	3
2.	Mr. Vijay Vora	Member	Independent Director	3	3
3.	Mrs. Meena Babu	Member	Non-executive Director	3	2

IV. STAKEHOLDERS RELATIONSHIP COMMITTEE

Constitution of Stakeholders Relationship Committee:

The Board has constituted the Stakeholders Relationship Committee comprising of three members of whom two are Independent Directors.

The composition of the Stakeholders Relationship Committee is in compliance with the provisions of Section 178 of the Companies Act, 2013 and Regulation 20 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Company Secretary acts as Secretary to the Committee.

Meeting and Attendance:

The Stakeholders Relationship Committee met 4 (four) times during the financial year 2023-24 as under:

Sr. No.	Period	Date of the Meeting
1.	1 st Quarter	26-05-2023
2.	2 nd Quarter	11-08-2023
3.	3 rd Quarter	03-11-2023
4.	4 th Quarter	09-02-2024

The composition of the Committee and the attendance of the members of the Stakeholders Relationship Committee during the financial year 2023-24 are as given below:

Sr. No.	Name of the Member	Position	Category	No. of Meetings during the year 2023-24	
				Meetings Held	Meetings attended
1.	Mr. Pankaj Majithia	Chairman	Independent Director	4	4
2.	Mr. Vijay Vora	Member	Independent Director	4	4
3.	Mr. Mukesh Babu	Member	Executive Director	4	4

The Company has appointed “Link Intime India Private Limited” as its Registrar and Share Transfer Agent (RTA). The Company Secretary acts as a Compliance Officer of the Company for complying with the requirements of the SEBI (Listing Obligations and Disclosure Requirements) Regulations,

2015 and SEBI (Prohibition of Insider Trading) Regulations, 2015 and oversees the functioning of the RTA.

During the year under review, there were no investor complaints received as per the statement furnished the RTA.

The status of complaints is reported to the Board on a quarterly basis. Details pertaining to the number of complaints received and responded and the status thereof during the financial year 2023-24 are given below as on 31st March 2024:

	No. of complaints received during the year	No. of complaints resolved during the year	No. of complaints pending at the end of the year
Non-Receipt of Dividend Warrants	0	0	0
Issue of Duplicate share certificates	0	0	0

However, the Company has received 24 request letters from the shareholders, these requests were in the nature of issue of transfer/transmission/name deletion, duplicate certificate, stop transfer,

enquiries for procedure for issue of duplicate certificate, change of address, non-receipt of demat credit, bank mandate, revalidation of dividend warrant, procedure for, certificate not



existing in master, PAN, claim of shares transferred to IEPF etc.

All Shareholder requests are being redressed within the time frame prescribed by the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and there were no pending requests for the financial year ended 31st March 2024.

The Secretarial Department of the Company together with Link Intime India Private Limited (RTA) attend all the grievances of the shareholders received directly or through SEBI, Stock Exchanges, Ministry of Corporate Affairs, Registrar of Companies, etc.

The Company obtains a half-yearly certificate from a Company Secretary in Practice confirming the issue of certificates for transfer, sub-division, consolidation etc. and submits a copy thereof to the Stock Exchanges in terms of Regulation 40(9) of the Listing Regulations. Further, the Compliance

Certificate under Regulation 7(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, confirming that all activities in relation to both physical and electronic share transfer facility are maintained by Registrar and Share Transfer Agent is also submitted to the Stock Exchanges on Annual basis.

Meeting and Attendance:

The Corporate Social Responsibility Committee met 1 (One) time during the financial year 2023-24 as under:

Sr. No.	Period	Date of the Meeting
1.	3 rd Quarter	03-11-2023

The Company Secretary acts as Secretary to the Committee.

The minutes of the Stakeholders Relationship Committee meetings are circulated to the Board of Directors and noted by them at their meetings.

Mr. Pankaj Majithia, Chairman of the Stakeholders Relationship Committee was present at the last Annual General Meeting held on 4th August 2023 to answer the queries of the Shareholders.

V. CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

Constitution of Corporate Social Responsibility Committee:

The Board has constituted the Corporate Social Responsibility Committee comprising of four members of whom two are Independent Directors.

The terms of reference of the Committee includes formulation and recommendation to the Board, a Corporate Social Responsibility Policy indicating activities to be undertaken as specified in Schedule VII of Companies Act, 2013, to recommend the amount of expenditure to be incurred on CSR activities and to monitor CSR Policy and its implementation from time to time.

The composition of the Committee and the attendance of the members of the Corporate Social Responsibility Committee during the financial year 2023-24 are as given below:

Sr. No.	Name of the Member	Position	Category	No. of Meetings during the year 2023-24	
				Meetings Held	Meetings attended
1.	Mr. Vijay Vora	Chairman	Independent Director	1	1
2.	Mrs. Meena Babu	Member	Non-Independent Director	1	1
3.	Mr. Mukesh Babu	Member	Executive Director	1	1
4.	Mr. Pankaj Majithia	Chairman	Independent Director	1	1

The details of the activities undertaken under CSR project is provided in CSR Report, which forms part of the Annual report.

VI. PERFORMANCE EVALUATION

Pursuant to the provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Nomination and Remuneration Committee has laid down the evaluation criteria of every Director including the Independent Director and the Board. The Board has carried out the annual performance evaluation of its own performance, the Directors individually as well as the evaluation of the working of its committees.

Questionnaires were prepared after circulating the draft forms, covering various aspects of the Board's functioning such as adequacy of the composition of the Board and its Committees, Board's culture, level of contribution in Board processes, safeguarding and promoting interests of the Company and shareholders, execution and performance of specific duties, obligations and governance.

The performance of the Independent Directors was also evaluated taking into account the time devoted and attention given to professional obligations for independent decision making and acting in the best interest of the Company, strategic guidance to the Company and help determine important policies, external expertise provided and independent judgment that contributes objectively in the Board's deliberation, particularly on issues of strategy, performance and conflict management.

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

VII. SENIOR MANAGEMENT

The Senior Management of the Company consist of the following:

1. Mr. Mukesh Babu – Managing Director

2. Mr. Mahesh Thakar – Chief Financial Officer
3. Ms. Nupur Chaturvedi – Company Secretary, Group Head-Legal & Compliance & Compliance Officer

Mr. Mahesh Thakar has replaced Ms. Sarika Pandya, CFO of the Company w.e.f 1st December 2023.

VIII. DETAILS OF REMUNERATION PAID TO DIRECTORS FOR THE FINANCIAL YEAR ENDED 31st MARCH 2024:

(a) Non-executive Directors

Sr.No.	Name of Director	Sitting Fees (₹)
1.	Mr. Pankaj Majithia	50,000/-
2.	Mr. Vijay Vora	50,000/-
3.	Mrs. Meena Babu	30,000/-
4.	Mr. Bhavesh Doshi	60,000/-
5.	Mr. Manishkumar Shah	30,000/-

Except for Mrs. Meena Babu, wife of Mr. Mukesh Babu, the Managing Director; none of the other Non-Executive Directors of the Company have any pecuniary relationship with the Company during the Financial Year 2023-24.

Criteria of making payment to the non-executive directors is available on the website of the Company at <https://mbfsl.com/corporate-governance-policies/>.

(b) Executive Director:

Name of Director Designation	Mr. Mukesh Babu Managing Director
Salary p.a. (in ₹)	14,75,000/-
Benefits & perquisites	Nil
Allowances	Nil
Performance linked incentives	Nil
Stock options	Nil

IX. DISCLOSURES OF LOANS AND ADVANCES IN THE NATURE OF LOANS TO FIRMS/COMPANIES IN WHICH DIRECTORS ARE INTERESTED

Transaction entered by the Company

Name of the Related Party	Nature of Transaction	Amount of Transaction (₹ '000)	Director Interested
Mukesh Babu Securities Limited (Subsidiary Company)	Loans given	5,734	Mr. Mukesh Babu
	Loans repaid	32,104	Mrs. Meena Babu
	Interest Expense	155	

Istaa Fashions Pvt. Ltd.	Loans given	30,500	Mrs. Meena Babu
	Loans repaid	20,511	
	Interest Income	107	
Rushil Industries Ltd.	Loans given	42,000	Mr. Mukesh Babu
	Loans repaid	44,035	Mrs. Meena Babu
	Interest Income	2,035	Mr. Manish Shah
Miloni Enterprise Ltd (Formerly Rushil Enterprise Ltd.)	Loans given	3,500	Mr. Mukesh Babu
	Loans repaid	467	Mr. Manish Shah
	Interest Income	4,668	
Istaa Finserv Pvt. Ltd. (Formerly Yogen Babu Securities Pvt. Ltd.)	Brokerage paid	1,433	Mr. Mukesh Babu
	Loans given	82,500	
	Loans repaid	32,633	
	Interest Income	1,328	
Sagar Systech Ltd.	Loans given	7,500	Mr. Mukesh Babu
	Loans repaid	5,003	Mrs. Meena Babu
	Interest Income	28	
Ashtavinayak Infra Tech Pvt. Ltd.	Loans given	23,500	Mrs. Meena Babu
	Loans repaid	7,569	
	Interest Income	686	
Istaa Infotech Pvt. Ltd.	Loans given	5,000	Mrs. Meena Babu
	Loans repaid	5,004	
	Interest Income	43	
Rushil Recycling Pvt Ltd	Loans given	17,000	
	Loans repaid	103	
	Interest Income	1,034	
C. L. Babu Foundation	Donation given	650	Mrs. Meena Babu

Transaction entered by Subsidiary Company-Mukesh babu securities Limited

Name of the Related Party	Nature of Transaction	Amount of Transaction (₹ '000)	Director Interested
Mukesh Babu Financial Services Limited (Holding Company)	Loans taken	5,734	Mr. Mukesh Babu
	Loans repaid	32,104	Mrs. Meena Babu

	Interest Income	155	
Istaa Fashions Pvt. Ltd.	Loans given	0	Mrs. Meena Babu
	Loans repaid	6,811	Mr. Mukesh Babu
	Interest Income	15	
Ashtavinayak Infra Tech Pvt. Ltd.	Loans given	0	Mrs. Meena Babu
	Loans repaid	2525	Mr. Mukesh Babu
	Interest Income	7	
Istaa Infotech Pvt. Ltd.	Loans given	0	Mrs. Meena Babu
	Loans repaid	2,541	Mr. Mukesh Babu
	Interest Income	7	

X. DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

The Company has in place a Policy on Prevention of Sexual Harassment in line with the requirements of the Sexual Harassment of Women at the Workplace (Prevention, Prohibition and Redressal)

Act, 2013. The Company has voluntarily set up an Internal Complaints Committee to redress the complaints received regarding sexual harassment. All employees (permanent, contractual, temporary, trainees) are covered under this policy. There have been no complaints filed or cases reported during the financial year ended 31st March 2024. The policy is available on the Company's website at <https://mbfsl.com/corporate-governance-policies/>

XI. AFFIRMATIONS AND DISCLOSURES

a) Related party transactions:

All transactions entered into with the Related Parties as defined under the Companies Act, 2013 and Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 during the financial year were entered in the ordinary course of business and on arms' length basis.

Related party transactions have been disclosed under the significant accounting policies and Notes forming part of the financial statements in accordance with "Indian Accounting Standard (Ind AS) - 24". The

transactions entered into pursuant to the omnibus and specific approvals are reviewed periodically & placed before the Audit Committee for its review and recommendation to the Board for their approval.

None of the transactions with related parties were in conflict with the interest of the Company. All the transactions are in the ordinary course of the business and have no potential conflict with the interest of the Company at large and are carried out on an arm's length basis.

The Company has formulated a policy on dealing with related party transactions and a policy on materiality of related party transactions and the

same has been uploaded on the website of the Company at <https://mbfsl.com/corporate-governance-policies/>.

b) Prevention of Insider Trading:

Pursuant to the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time, the Company has formulated a Code of Practice and Procedure for Fair Disclosure of

Unpublished Price Sensitive Information (UPSI) ('the Code'). The Company's Revised Code is available on its website at www.mbfsl.com.

Details of the shareholding of the Non-Executive Directors as on 31st March, 2024 as on date are as under:

Name of the Non-executive Directors	No. of Equity shares held
Mr. Pankaj Majithia	1,800 (0.03%)
Mr. Bhavesh Doshi	25,000 (0.36%)
Mr. Vijay Vora	NIL
Mr. Manish Kumar Shah	NIL
Mrs. Meena Babu	9,50,000 (13.63%)

c) Whistle Blower Policy/ Vigil Mechanism:

Pursuant to Section 177(9) and (10) of the Companies Act, 2013 and Regulation 22 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has formulated a Whistle Blower Policy for vigil mechanism for Directors and employees to report to the management about the unethical behaviour, fraud or violation of Company's Code of Conduct. The mechanism provides for adequate safeguards against victimisation of employees and Directors who use such mechanism and makes provision for direct access to the Chairperson of the Audit Committee and no personnel of the Company have been denied access to the Audit Committee.

The Policy is available on the website of the Company at www.mbfsl.com.

d) Disclosure of Accounting Treatment:

In the preparation of the financial statements, the Company has followed the Accounting Standards referred to in Section 133 of the Companies Act, 2013. The significant accounting policies which are consistently applied are set out in the Notes to the Financial Statements.

The financial statements of the Company are prepared in compliance with the Companies Act, 2013 and "Indian Accounting Standard (Ind AS). In accordance with the Companies (Indian Accounting Standards), Rules, 2015 of the Companies Act, 2013, the Company has been following the Indian Accounting Standards (Ind AS) for preparation of its financial statements

from 01st April 2019. Significant accounting policies used for the preparation of the financial statements are disclosed in the notes to the financial statements.

e) Fees to the Auditors:

The total fees for all services paid by the Company and its subsidiaries, on a consolidated basis, to the statutory auditor and all entities in the network firm/network entity of which the statutory auditor is a part is INR 85 thousand for the period under review.

f) Risk Management:

Business risk evaluation and management is an ongoing process within the Company. The assessment is periodically examined by the Risk Management Committee.

g) Non-mandatory requirements:

- i. During the year under review, there is no audit qualification on the Company's financial statements.
- ii. The Internal Auditors report to the Board and has direct access to the Audit Committee and presents his internal audit observations to the Audit Committee.

h) Compliance with Corporate Governance Code / Regulations:

The Company has complied with all the mandatory requirements of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 relating to Corporate Governance from time to time.

XII. DIVIDEND

The Board of Directors at their meeting held on 23rd May 2024 recommended a dividend payout, subject to approval of the Shareholders at the ensuing Annual General Meeting of Re.1.20 (Rupee One and Paise Twenty Only) per share, on equity shares of the Company for the Financial Year 2023-24. The dividend shall be paid to the Members whose names appear on the Company's Register of Members as on 20th September 2024, in respect of physical shareholders. In respect of demat Shareholders dividend will be payable on the basis of beneficial ownership as per details furnished by NSDL / CDSL. The dividend, if declared at the Annual General Meeting will be paid within 30 days from the date of AGM i.e. 27th September 2024.

Unclaimed Dividend:

Under Section 124 of the Companies Act, 2013, the amount of dividend remaining unpaid or unclaimed for a period of seven years from the due date is required to be transferred by the Company, to the Investor Education and Protection Fund ("IEPF"), a fund established by the Central Government. The Company had, accordingly, transferred ₹ 1,99,122 /- pertaining to the financial year 2015-16 to the IEPF of the Central Government. The Members, who have not yet encashed the dividend warrants up to the said period, are requested to claim the amount from the Ministry of Corporate Affairs, Mumbai.

During the Financial Year 2024-25, the Company would be transferring unclaimed final dividend amount for

the Financial Year 2016-17 within 30 days from 4th November 2024.

Details of shares/shareholders in respect of which dividend has not been claimed, are provided on the Company's website www.mbfsl.com.

The shareholders are requested to verify their records and claim their unclaimed dividends for the past years, if not claimed.

XIII. SUBSIDIARY COMPANIES

During the year under review, the Company has only one unlisted subsidiary namely:

Mukesh Babu Securities Limited:

The subsidiary of the Company is managed with its Board having the rights and obligations to manage the said Company in the best interest of their stakeholders. As a majority shareholder, the Company nominates its representatives on the Board of material unlisted subsidiary company and monitors the performance of the said Company inter alia by the following means:

- i. Financial Statements of the unlisted subsidiary are reviewed periodically by the Audit Committee of the Company.
- ii. The minutes of the subsidiary company are periodically placed before and reviewed by the Board of Directors of the Company.
- iii. Mr. Vijay Vora (DIN: 00224394), Independent Director of the Company is also a Director on the Board of Mukesh Babu Securities Limited.

This Subsidiary is classified as Material Subsidiary of the Company. The Company is incorporated in Mumbai on 07/02/1994.

At the 29th Annual General Meeting of the Company held on 28th September 2022, the members of the Company have appointed M/s. Chaitanya C. Dalal & Co., Chartered Accountants (FRN.101632W) as the Statutory Auditors of the Company for a term of period of 5 (five) years up to the conclusion of 34th Annual General Meeting to be held in financial year 2026-2027.

The policy for determining material subsidiary is available at <https://mbfsl.com/corporate-governance-policies/>.

XIV. COMPLIANCE OFFICER

The Company Secretary is the Compliance Officer for complying with the requirements of the Securities Laws and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

XV. GENERAL BODY MEETINGS

Details of last three Annual General Meetings held:

Financial Year	Description of the Meeting	No. of Special Resolutions passed	Venue	Date	Time
2022-23	38 th AGM	1	111, Maker Chambers III, 223, Nariman Point, Mumbai – 400021#	4 th August, 2023	4.00 p.m.
2021-22	37 th AGM	0	111, Maker Chambers III, 223, Nariman Point, Mumbai – 400021#	28 th September, 2022	4.00 p.m.
2020-21	36 th AGM	0	111, Maker Chambers III, 223, Nariman Point, Mumbai – 400021#	29 th September, 2021	4.00 p.m.

Deemed Venue- AGM was held through Video Conferencing

XVI. Means of Communication

- (i) The Un-audited quarterly/ half yearly results are announced within forty-five days of the close of the quarter or within the extended timelines provided by the SEBI. The audited annual results are announced within sixty days from the closure of the financial year as per the requirement of the Listing Regulations or within the extended timelines provided by the SEBI.
- (ii) Quarterly, half-yearly and annual financial results of the Company are published in leading English national Free Press Journal and one vernacular daily newspaper Navshakti.
- (iii) In compliance with Regulation 46 of the Listing Regulations, a separate dedicated section on the Company's website gives information on various announcements made by the Company, status of unclaimed dividend, stock quotes, Annual Report, Quarterly/Half yearly/ Nine-months and Annual financial results along with the applicable policies of the Company and other relevant information of interest to the investors / public. The Company's official news releases, if any are also available on the Company's website viz. www.mbfl.com.
- (iv) The Management Discussion and Analysis Report forms part of this Annual Report.
- (v) The quarterly results, shareholding pattern, quarterly compliances and all other corporate communications to BSE Limited are filed electronically. The Company has complied with filing submissions through BSE Listing Centre.

XVII. GENERAL SHAREHOLDER INFORMATION

1.	Annual General Meeting		39 th Annual General Meeting	
	Date		Friday, 27 th September 2024	
	Time		04:00 p.m.	
	Deemed Venue		111, Maker Chambers III, 223, Nariman Point, Mumbai – 400021	
2.	Financial year		1 April 2023 to 31 March, 2024	
3.	Date of book closure		21 st September 2024 to 27 th September 2024 (both days inclusive)	
4.	Dividend payment date Final dividend for the F.Y.2023-24 of Re.1.20 per equity share has been recommended by the Board of Directors at its meeting held on 23 rd May 2024		Within 30 days from the date of AGM i.e. 27 th September 2024 (Subject to approval of Shareholders)	
5.	Listing on stock exchanges		BSE Limited	
6.	Security Code		530341	
7.	Listing Fees		The annual listing fees for the financial year 2024-25 have been paid to BSE Limited	
8.	Demat ISIN in NSDL & CDSL for equity shares		INE596B01017	
9.	Market price data			
	Month		BSE	
			High	Low
	April	2023	93.00	73.11
	May	2023	95.46	74.00
	June	2023	133.80	81.00
	July	2023	149.00	109.20
	August	2023	135.30	101.75
	September	2023	128.90	111.10
	October	2023	124.95	100.00
	November	2023	150.85	109.00
	December	2023	131.40	110.00
	January	2024	171.95	112.15
	February	2024	159.70	118.05
	March	2024	168.35	111.20
10.	Registrar and share transfer agent		Link Intime India Private Limited C-101, 247 Park, LBS Marg, Vikhroli (West) – 400083. ☐ Phone: +91 22 49186000 Extn: 2352 ☐ Fax: +91 22 49186060	

		*manohar.shirwadkar@linkintime.co.in Website: www.linkintime.co.in		
11.	Details of the newspapers where Quarterly Results of the Company were published	Quarterly, half-yearly and annual financial results of the Company are published in leading English national Free Press Journal and one vernacular daily newspaper Navshakti.		
12.	Share transfer system	1. The share transfer work is handled by the Registrar and share transfer agent of the Company i.e. Link Intime India Private Ltd. who are also having connectivity with the depositories viz. NSDL & CDSL. 2. The enquiries of the shareholders are attended to on an immediate basis. Shares lodged for transfers are processed by the registrars & share transfer agent on fortnightly basis. Where requests for dematerialization are received simultaneously, the same are also processed separately. However, where no specific request for dematerialization is received, the physical certificates are sent back duly endorsed within a period of 30 days from the date of lodgement.		
13.	Distribution of shareholding as on 31 st March 2024 as well as shareholding pattern:			
	Distribution of shareholding as on 31st March 2024			
	No. of Equity Shares Held	No. of Shareholders	% of Shareholders	No. of Shares held
	1 to 500	1250	88.0902	167712
	501 to 1000	75	5.2854	60161
	1001 to 2000	27	1.9027	39759
	2001 to 3000	9	0.6342	23321
	3001 to 4000	5	0.3524	17746
	4001 to 5000	8	0.5638	37431
	5001 to 10000	11	0.7752	80488
	10001 and above	34	2.3961	6544282
	Total:	1419	100.00	69,70,900
	Shareholding Pattern as on 31st March 2024			
			No. of Shares	% of Shareholding
	Promoters & persons acting in concert		4,381,600	62.86
	Directors and their relatives (excluding independent Directors and nominee Directors)		69,700	0.99
	Banks / FI / Insurance companies		0.00	0.00
	FII / NRIs / OCBs		1,24,918	1.79
	Private corporate bodies (including LLP and HUF)		12,70,741	18.23
	Public		10,11,641	14.52

	Others	0.00	0.00
	IEPF	1,12,300	1.61
	Total	69,70,900	100.00
14.	Outstanding GDRs / ADRs	Nil	
15.	Dematerialization of shares and liquidity	<p>As on 31st March 2024 – 67,93,100 shares out of 69,70,900 shares of the Company have been dematerialized representing 97.45%. The Company has entered into an agreement with NSDL and CDSL whereby shareholders have an option to dematerialize their shares with the depositories.</p> <p>Shareholders who continue to hold shares in physical form are advised to dematerialize their shares at the earliest since it helps in immediate transfer without any payment of stamp duty. The risks pertaining to physical certificates like loss, theft, forgery, damage are eliminated when shares are held in electronic form. For any clarification, assistance or information, relating to dematerialization of shares please contact the Company's RTA.</p> <p>Also, with the SEBI Circular Notification No. SEBI/LAD-NRO/GN/2018/24 dt. 08th June, 2018 coming into effect, except in case of transmission or transposition of securities, requests for executing transfer of securities shall not be processed unless the securities are held in the dematerialized form with a depository. In other words, there will not be any transfer of physical share after 1st April, 2019.</p> <p>Members are thereby informed that pursuant to the SEBI Circular relating to 'Amendment to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 mandating transfer of securities in dematerialized form with a depository', shares are to be transferred only in demat form. The amendment does not prohibit the investor from holding the shares in physical form, investor has the option of holding shares in physical form but any investor who is desirous of transferring shares (which are held in physical form) after 1st April 2019 can do so only once after the shares are dematerialized.</p>	
16.	Reconciliation of share capital audit report	<p>As stipulated by SEBI, a qualified Practicing Company Secretary carries out Secretarial Audit to reconcile the total admitted capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and the total issued and listed capital. This audit is carried out every quarter and the report thereon are submitted to the Stock Exchanges on which the</p>	

		shares of the Company are listed. The audit confirms that the total Listed and Paid-up Capital is in agreement with the aggregate of the total number of shares in dematerialized form (held with NSDL and CDSL) and total number of shares in physical form.
17.	Plant Locations	The Company is in service industry and hence does not have any plant.
18.	Address for correspondence	Shareholders can correspond at the registered office of the Company at 111, Maker Chambers III, 223, Nariman Point, Mumbai – 400 021 and/or at Company’s Registrar and Transfer Agents.
Company		Registrars and share transfer agents
Ms. Nupur Chaturvedi Company Secretary & Compliance Officer <ul style="list-style-type: none"> ▪ Phone: 022 – 26232051 ▪ secretarial@mukeshbabu.com 		Mr. Manohar Shirwadkar-Senior Associate-Client Relation <ul style="list-style-type: none"> ▪ Phone: +91 22 49186000 Extn: 2352 ▪ Fax: +91 22 49186060 ▪ manohar.shirwadkar@linkintime.co.in

XVIII. COMPLIANCE CERTIFICATE OF THE AUDITORS

The Statutory Auditors have certified that the Company has complied with the conditions of Corporate Governance as stipulated under Regulation 34 of the SEBI (Listing Obligation & Disclosure Requirements) Regulations, 2015 and the same forms part of this Report.

submitted to the Board and the same is annexed to this Report.

XIX. CEO/ CFO CERTIFICATION

The Certificate required under SEBI Listing Regulations, 2015 duly signed by the CEO and CFO was

XX. CERTIFICATE ON COMPLIANCE WITH CODE OF CONDUCT

I hereby confirm that the Company has obtained from all the members of the Board and Senior Management Personnel, the affirmation that they have complied with the ‘Code of Conduct’ in respect of the financial year 2023-24.

For and on behalf of the Board of Directors
MUKESH BABU FINANCIAL SERVICES LIMITED

Mukesh Babu
Chairman & Managing Director
DIN: 00224300

Date: August 09, 2024
Place: Mumbai

Annexure –H

Auditor's Certificate on Corporate Governance Report

To Members of
Mukesh Babu Financial Services Limited

INDEPENDENT AUDITOR'S CERTIFICATE ON CORPORATE GOVERNANCE

1. We, Chaitanya C. Dalal & Co., Chartered Accountants, the Statutory Auditors of Mukesh Babu Financial Services Limited ("the Company"), have examined the compliance of conditions of Corporate Governance by the Company, for the year ended on 31st March 2024, as stipulated in regulations 17 to 27 and clauses (b) to (i) of regulation 46(2) and Para C and D of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations").

MANAGEMENT'S RESPONSIBILITY

2. The compliance of conditions of Corporate Governance is the responsibility of the Management. This responsibility includes the design, implementation and maintenance of internal control and procedures to ensure the compliance with the conditions of the Corporate Governance stipulated in Listing Regulations.

AUDITOR'S RESPONSIBILITY

3. Our responsibility is limited to examining the procedures and implementation thereof, adopted by the Company for ensuring compliance with the conditions of the Corporate Governance. It is

neither an audit nor an expression of opinion on the financial statements of the Company.

4. We have examined the books of account and other relevant records and documents maintained by the Company for the purposes of providing reasonable assurance on the compliance with Corporate Governance requirements by the Company.
5. We have carried out an examination of the relevant records of the Company in accordance with the Guidance Note on Certification of Corporate Governance issued by the Institute of the Chartered Accountants of India ("the ICAI"), the Standards on Auditing specified under Section 143(10) of the Companies Act 2013, in so far as applicable for the purpose of this certificate and as per the Guidance Note on Reports or Certificates for Special Purposes issued by the ICAI which requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.
6. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.



OPINION

7. Based on our examination of the relevant records and according to the information and explanations provided to us and the representations provided by the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in Listing Regulations as applicable for the period ended 31st March, 2024.
8. We state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

UDIN: 24035809BKCQUQ7332
For Chaitanya C. Dalal & Co.
Chartered Accountants
Firm Reg. No. 101632W

Chaitanya C. Dalal
Partner
Membership No: 35809
Place: Mumbai
Date: 09th August 2024

Annexure -I

Management Discussion and Analysis

Mukesh Babu Financial Services Ltd. (“MBFSL” or “the Company”) is a non-deposit taking Non-Banking Financial Company (NBFC-ND) registered with the Reserve Bank of India (RBI). The Company is classified as an NBFC-Investment and Credit Company (NBFC-ICC) and has been categorized as a Base Layer NBFC (NBFC-BL) under the RBI’s Scale Based Regulation (SBR) framework since 2022. MBFSL is involved in lending and investment activities. The Company has one Subsidiary-Mukesh Babu Securities Limited.

The management wishes to present its Analysis Report.

A. FINANCIAL REVIEW

During the year under review Income from Operations has increased from ₹ 1,04,194 Thousands to ₹ 1,67,897 Thousands (Increase of 61.14%) and Profit after Tax has increased from ₹ 49,813 Thousands to ₹ 59,107 Thousands (Increase of 18.66%).

Sr. No	Particulars	31-03-2024	31-03-2023	% change	Reason for Change
1.	Interest Coverage Ratio	4.805	4.701	2.21	EBIT is proportionately higher.
2.	Current Ratio	3.030	2.932	3.34	No appreciable change in the ratio.
3.	Debt Equity Ratio	0.334	0.315	(6.03)	Marginal increase in average Debt during the year.
4.	Operating Profit Margin	61.55	86.58	(28.91)	Although there is an increase in the profit after taxes, the Operating Profit margin is lower due to higher Other Expenses component.
5.	Net Profit Margin	35.18	47.80	(26.38)	Although there is an increase in the profit after taxes, the Net Profit margin is lower due to higher Other Expenses component.
6.	Return on Net Worth	7.78	7.02	10.83	Higher Profit after taxes.

B. INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

The internal control systems and their adequacy have been discussed in detail in the Directors' Report.

C. MACRO ECONOMY - REVIEW AND OUTLOOK

The global economy has shown notable resilience, with projections suggesting continued stability. Global growth is expected to remain at 3.2% in CY 2024 and sustain this level into CY 2025. This positive trend is driven by strong government and private sector spending, increased real disposable income, lower fuel prices, and easing supply chain issues.

Global headline inflation is anticipated to decrease to 5.8% in CY 2024 and further to 4.4% in 2025, reflecting a downward revision from earlier forecasts. This reduction is largely due to the easing of supply-side constraints and the implementation of restrictive monetary policies, which have accelerated recessions in many regions. However, economic activity faces challenges from high central bank rates and reduced government spending due to elevated debt levels. Despite these obstacles, many economists remain hopeful for economic recovery. High-frequency activity indicators generally point to continued moderate growth. India demonstrates strong near-term momentum, while Europe shows relative weakness, and most other major economies exhibit modest near-term growth.

In 2023-24, the Indian economy displayed considerable resilience amid global disruptions following the

war in Ukraine. The International Monetary Fund (IMF) has revised India's growth forecast upwards, thanks to better-than-expected domestic demand. According to the April 2024 World Economic Outlook (WEO) Report, the IMF now anticipates India's GDP to grow by 7.8% in FY 2023-24, an increase from the 6.3% forecast in October 2023.

The Reserve Bank of India's Monetary Policy Committee (RBI MPC) adopted a cautious stance in April 2024, keeping the repo rate unchanged at 6.5% for the seventh consecutive meeting. This decision follows a period of tightening in early 2023, during which the RBI raised rates by a total of 250 basis points between May 2022 and February 2023. The MPC's latest decision suggests a careful assessment of the effects of previous rate hikes before considering any further adjustments.

D. INDUSTRY STRUCTURE AND DEVELOPMENTS

During the review period, sound macroeconomic fundamentals and a resilient financial system were evident, as reflected in the healthy balance sheets of non-banking financial companies (NBFCs).

India's NBFC sector has become a significant driver of financial inclusion and economic growth. Key segments such as housing finance, microfinance, and consumer finance have contributed to its impressive expansion, making it a US\$ 326 billion industry by FY 2023-24.

However, the sector's rapid growth has led to the need for stricter regulation. Previously, NBFCs were categorized as Systemically Important (SI) or Non-Systemically Important



(NSI) based on their risk profile and economic significance. Under the old framework, NBFCs with asset sizes up to ₹500 crore were classified as NSI, while those exceeding ₹500 crore were classified as SI. To address the evolving risk landscape, the RBI introduced a ‘Scale Based Regulation’ (SBR) framework in FY 2021-22. This framework categorizes NBFCs into tiers based on size, activity, and risk, ensuring that regulations are targeted and effective in maintaining financial system stability.

E. OPPORTUNITIES AND THREATS IN THE CURRENT MARKET ENVIRONMENT AND FUTURE PROSPECTS

Non-banking financial companies (NBFCs) have significant potential to capitalize on growth opportunities by serving underserved segments, such as small businesses, MSME’s and low-income households.

Regulatory support and government initiatives aimed at financial inclusion, particularly in rural and semi-urban areas, provide NBFCs with opportunities to expand their reach

where traditional banking services may be limited. However, these

opportunities also come with challenges, including increased compliance costs and operational difficulties, especially for smaller NBFCs.

Overall, while the NBFC sector in India holds substantial growth potential, it must navigate several challenges. Effective risk management, innovation, and adherence to regulatory requirements will be crucial for NBFCs to leverage these opportunities and manage potential risks. Their ability to adapt and embrace change will be essential for sustaining their role as a key source of financing for underserved populations and as a driver of economic growth.

(Data Sources: RBI, International Monetary Fund, Economic Surveys, Industry, Rating Agency reports, KPMG report on NBFCs in India: Growth and stability, February 2024, India Today, Department of Economic Affairs Report on Monthly Economy Review, January 2024, OECD Economic Outlook, Interim Report April 2024)

**For and on behalf of the Board of Directors of
MUKESH BABU FINANCIAL SERVICES LIMITED**

MUKESH BABU
Managing Director
(DIN: 00224300)

MEENA BABU
Director
(DIN: 00799732)

Date: August 09, 2024
Place: Mumbai



Annexure- J

Chief Executive Officer (CEO) and Chief Financial Officer (CFO) Certification

[Issued in accordance with the provisions of Regulation 17(8) of the SEBI
(Listing Obligations & Disclosure Requirements) Regulations, 2015]

To the Board of Directors of Mukesh Babu Financial Services Limited

We have reviewed the financial statements read with the cash flow statement of Mukesh Babu Financial Services Limited for the year ended March 31, 2024 and to the best of our knowledge and belief, we state that;

- a) (i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;

(ii) these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.

- b) There are, to the best of our knowledge and belief, no transactions entered into by the Company during the period which are fraudulent, illegal or in violation of the Company's code of conduct.

- c) We accept responsibility for establishing and maintaining internal controls for financial

reporting. We have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and have disclosed to the Auditors and the Audit Committee, deficiencies, if any, in the design or operation of such internal controls of which we are aware and steps taken or proposed to be taken for rectifying these deficiencies.

- d) We have indicated to the Auditors and the Audit Committee:

(i) that there were no significant changes in internal controls over financial reporting during the period;

(ii) that there were no significant changes in accounting policies made during the period (other than what was necessary for compliance with statutory requirements); and

(iii) that there were no instances of significant fraud of which we have become aware.

Yours Sincerely

Mukesh Babu
Chairman & Managing Director

Place: Mumbai
Date: August 09, 2024

Mahesh Thakar
Chief Financial Officer



Annexure – K

No Disqualification Certificate from Company Secretary in Practice

To,
The Members,
Mukesh Babu Financial Services Limited
111, Maker Chambers III, 223,
Nariman Point, Mumbai – 400021

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **Mukesh Babu Financial Services Limited** having CIN L65920MH1985PLC035504 and having registered office at 111, Maker Chambers III, 223, Nariman Point, Mumbai – 400021, Maharashtra, India (hereinafter referred to as ‘the Company’), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to me by the Company & its officers, I hereby certify that none of the Directors on the Board of the Company as stated below for the financial year ending on March 31 2024, have been debarred or disqualified from being appointed or continuing as Directors of the companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

Sr. No.	Name of the Director	DIN	Date of appointment in the Company
1.	Mukesh Champaklal Babu	00224300	27-02-1985
2.	Vijay Lavchand Vora	00224394	22-12-2005
3.	Pankaj Ramandas Majithia	00224833	22-12-2005
4.	Meena Mukesh Babu	00799732	29-05-2018
5.	Manishkumar Nagindas Shah	00233238	28-08-2020
6.	Bhavesh Doshi	03194930	28-08-2020

Ensuring the eligibility of the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. My responsibility is to express an opinion on these, based on my verification. This certificate is neither an assurance as to the future viability of the Company nor of the

efficiency or effectiveness with which the management has conducted the affairs of the Company.

Place: Mumbai
Date: 09th August 2024

FOR V. V. CHAKRADEO & CO.
COMPANY SECRETARIES

V. V. CHAKRADEO
COP 1705 FCS 3382
UDIN: F003382F000943640



Independent Auditor's Report on Standalone Financial Statements

INDEPENDENT AUDITORS' REPORT

To The Members of
Mukesh Babu Financial Services Limited

REPORT ON THE STANDALONE INDIAN ACCOUNTING STANDARDS (Ind AS) FINANCIAL STATEMENTS

OPINION

We have audited the accompanying standalone Ind AS financial statements of **Mukesh Babu Financial Services Limited** ("the company"), having CIN: L65920MH1985PLC035504 which comprise the Balance Sheet as at 31 March 2024, the Statement of Profit and Loss (including other comprehensive income), Statement of Changes in Equity and the Cash Flow Statement for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone Ind AS financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the financial position of the Company as at 31st March 2024, and its financial performance including other comprehensive income, its cash flows and the changes in equity for the year ended on that date.

BASIS FOR OPINION

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further

described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

KEY AUDIT MATTERS

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

INFORMATION OTHER THAN THE FINANCIAL STATEMENTS AND AUDITOR'S REPORT THEREON

The Company's Board of Directors and Management are responsible for the preparation of the other information. The other information comprises the information obtained at the date of this auditor's report but does not include the



financial statements and our auditor's report thereon.

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

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

MANAGEMENT'S RESPONSIBILITY FOR THE STANDALONE 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 standalone Ind AS financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian accounting Standards (Ind As) specified under section 133 of the Act. 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 implementation and maintenance of accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial

controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

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

AUDITOR'S RESPONSIBILITY FOR THE AUDIT OF THE FINANCIAL STATEMENTS

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

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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3) (i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls 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.
- Based on our examination which included test checks, the company has used an accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software. Further, during the course of our audit we did not come across any instance of audit trail feature being tampered with.

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.

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of sub-

section (11) of section 143 of the Act, we give in the “**Annexure A**”, a statement on the matters specified in the paragraph 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 including the Statement of Other Comprehensive Income, and 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 standalone Ind AS financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- e) On the basis of written representations received from the directors as on 31 March, 2024, taken on record by the Board of Directors, none of the directors is disqualified as on 31 March, 2024, from being appointed as a director in terms of Section 164(2) of the Act.
- f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in “**Annexure B**”, Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company’s

internal financial controls with reference to the Financial Statements.

- g) With respect to the other matters to be included in the Auditor’s Report in accordance with the requirements of section 197(16) of the Act, as amended. In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.
- h) Based on the audit procedures performed by us, nothing has come to our notice that has caused us to believe that the below representations given by the management contain any material mis-statement.
 - a. no funds have been advanced or loaned or invested by the company to or in any other person(s) or entities, including foreign entities (“Intermediaries”), with the understanding that the intermediary shall whether directly or indirectly lend or invest in other persons or entities identified in any manner by or on behalf of the company (Ultimate Beneficiaries) or provide any guarantee, security or the like on behalf of ultimate beneficiaries.
 - b. no funds have been received by the company from any person(s) or entities including foreign entities (“Funding Parties”) with the understanding that such company shall whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the funding party (ultimate beneficiaries) or provide guarantee, security or the like on behalf of the ultimate beneficiaries.

- i) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- i. The Company has disclosed the impact of pending litigations, if any, on its financial position as on 31 March 2024;
 - ii. the Company has made provision, as required by applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts;
 - iii. M/s Mukesh Babu Financial Services Limited has transferred the required amount of ₹ 1,99,122/- , to the Investor Education and Protection Fund on 10/11/2023.
 - iv. The Company has complied with the provision of Section 123 of the Act with respect to the dividend declared/paid during the year.
- j) Based on our examination, which included test checks, the Company has used accounting software for maintaining its books of accounts for the financial year ended 31st March 2024 which has feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software. Further during the course of our audit we did not come across any instance of audit trail feature being tempered with.

As Proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 is applicable to the Company with effect from April 1, 2023, and accordingly, reporting under Rule 11(g) of Companies (Audit and Auditors) Rules, 2014 on preservation of audit trail as per the statutory requirements for record retention is not applicable for the financial year ended March 31, 2024.

UDIN: 24035809BKCQTG4384

**For Chaitanya C. Dalal & Co.
Chartered Accountants
Firm Reg. No. 101632W**

**Chaitanya C. Dalal
Partner
Membership No: 35809**

Place: Mumbai
Date: 23rd May 2024

Annexure A to the Independent Auditors' Report

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

- (i) (a) (A) The Company is maintaining proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment;

(B) The Company does not have any intangible assets and hence reporting under Clause (i) (a) (B) of the Order is not applicable.
- (b) According to the information and explanations given to us, Property, Plant and Equipment of the company have been physically verified by the management at the reasonable intervals and no material discrepancies were noticed on such verification.
- (c) According to the information and explanations given to us, the company has proper titles in case of the immovable property it owns and is found to be in order.
- (d) According to the information and explanations given to us, the Company has not revalued its Property, Plant and Equipment or intangible assets or both during the year.
- (e) As per explanations and information given to us, the Company does not have any benami property and no proceedings have been initiated or are pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.
- (ii) (a) In our opinion and according to information and explanations given to us, physical verification of inventory has been done by the management at regular intervals. No material discrepancies were observed during such verification.
- (b) The Company has not been sanctioned working capital limits in excess of ₹ 5 crore, in aggregate, at any points of time during the year, from banks or financial institutions on the basis of security of current assets and hence reporting under clause 3(ii)(b) of the Order is not applicable.

(iii) In our opinion and according to information and explanations given to us, the Company has made investments in, Companies and granted unsecured loans to other parties, during the year, in respect of which:

(a) During the year, the Company has provided loans or advances in the nature of unsecured loans and details of which are given below:

Particulars	Amount (In ₹ 000)
Aggregate amount granted during the year.	
-Subsidiary	-
-Others	2,65,00
Balance outstanding as at balance sheet date in respect of above cases	
-Subsidiary	-
-Others	6,66,45

(b) In our opinion, the terms and conditions of the grant of loans as mentioned in sub-clause (a) during the year are, prima facie, not prejudicial to the Company's interest.

(c) In respect of loans granted by the Company as mentioned in sub-clause (a), the schedule of repayment of principal and payment of interest has not been stipulated. The loans are repayable on demand.

(d) In respect of loans granted by the Company as mentioned in sub-clause (a), the Company has not raised any demand for repayment during the year and hence there is no overdue amount remaining outstanding as at the balance sheet date.

(e) No loan granted by the Company which has fallen due during the year, has been renewed or extended or fresh loans granted to settle the overdues of existing loans given to the same parties.

(f) The Company has granted loans in the nature of loans as mentioned in Clause (a) during the year are repayable on demand.

(iv) The Company has not granted any loans or provided any guarantees or security to the parties covered under Section 185 of the Companies Act 2013. The Company has complied with the provisions of Section 186 of the Act in respect of investments made or loans given or guarantee, or security provided to the parties covered under Section 186.

(v) The company has not accepted any deposits during the year ended 31st March 2024.

(vi) The Central Government has not prescribed the maintenance of cost records u/s 148(1) of the Act.

- (vii) a) According to the information and explanations given to us and on the basis of examination of the records, the Company is regular in depositing undisputed statutory dues including Goods and Services Tax, provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues to the appropriate authorities.
- b) Further according to the information and explanations given to us, there are no disputed amount payable in respect of statutory dues as on 31st March 2024.
- (viii) There are no transactions which are not recorded in the books of accounts 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) On the basis of the books and records produced before us and as per the information and explanations to us;
 - a) The Company has not defaulted in repayment of any dues to any financial institution, bank or debenture holders;
 - b) The Company is not declared wilful defaulter by any bank or financial institution or any other lender;
 - c) The term loans were applied for the purpose for which the loans were obtained;
 - d) The funds raised on short term basis have not been utilised for long term purposes;
 - e) The Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures;
 - f) The Company has not raised loans during the year on the pledge of securities held in its subsidiaries, joint venture or associate companies.
- (x) The Company has neither raised moneys by way of initial public offer or further public offer (including debt instruments) nor made preferential allotment or private placement of shares or convertible debentures during the year.
- (xi) (a) According to the information and explanations given to us and on the basis of the audit conducted by us, no fraud on or by the company has been noticed or reported during the year.
- (b) According to the information and explanations given to us, No report under sub-section (12) of section 143 of the Companies Act has been filed by the auditors in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government;
- (c) No whistle-blower complaints received by auditor during the year
- (xii) The company is not a Nidhi Company hence para 3(xii) of the order is not applicable.
- (xiii) Based on our audit procedures and according to the information and explanations given to us, the transactions with the related parties are in compliance with section 177 and 188 of the Companies Act, 2013 wherever applicable, and details have been disclosed in the financial statements as required by the applicable accounting standards.



- (xiv) According to the information and explanations given to us, the Company has an internal audit system commensurate with the size and nature of its business.
- (xv) During the year ended 31st March 2024 the company has not entered into any non-cash transactions with the directors or persons connected with him.
- (xvi) The company has carried out activities in nature of activities carried out by non-banking financial companies and is required to obtain registered under section 45-IA of the Reserve Bank of India Act, 1934 and the same has been obtained.
- (xvii) The company has not incurred any cash losses in the financial year and in the immediately preceding financial year;
- (xviii) There has not been any resignation of the statutory auditors during the year;
- (xix) On the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements, the auditor's knowledge of the Board of Directors and management plans, we are of the opinion that no material uncertainty exists as on the date of the audit report and company is capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date;
- (xx) The Company does not have any unspent amount as per Section 135 of the Companies Act. Therefore, paragraph 3(xx) of the Order is not applicable to the Company.

UDIN: 24035809BKCQTG4384

For Chaitanya C. Dalal & Co.
Chartered Accountants
Firm Registration No.: 101632W

Chaitanya C. Dalal
Partner
Membership No.: 035809

Place: Mumbai
Date: 23rd May 2024

Annexure B to the Independent Auditors' Report

(Referred to in paragraph 1(f) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

Report on the Internal Financial Controls over Financial Reporting 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 **Mukesh Babu Financial Services Limited** ("the Company") as of March 31, 2024 in conjunction with our audit of the standalone 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 issued by the Institute of Chartered Accountants of India.

These responsibilities include 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 The Institute of Chartered Accountants of India 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, the guidelines 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 depends on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

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

Meaning of Internal Financial Controls Over Financial Reporting

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

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

UDIN: 24035809BKCQTG4384

**For Chaitanya C Dalal & Co.
Chartered Accountants
Firm Registration No.: 101632W**

**Chaitanya C. Dalal
Partner
Membership No.: 035809**

Place: Mumbai
Date: 23rd May 2024

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 on 31st March 2024, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls issued by the Institute of Chartered Accountants of India.



Standalone Financial Statements with Notes

MUKESH BABU FINANCIAL SERVICES LIMITED

CIN:L65920MH1985PLC035504

BALANCE SHEET AS AT 31/03/2024

Rupees in '000

	Particulars	Note No.	31-03-2024	31-03-2023
	ASSETS			
1	Financial Assets			
	(a) Cash and cash equivalents	2	6,219	11,017
	(b) Bank Balance other than (a) above	3	11,561	11,803
	(c) Receivables			
	(I) Trade Receivables	4	-	-
	(II) Other Receivables	5	8	797
	(d) Loans	6	3,00,842	1,81,838
	(e) Investments	7	5,38,971	5,23,770
	(f) Other Financial assets	8	68,519	30,785
	Total Financial Assets		9,26,120	7,60,010
2	Non-financial Assets			
	(a) Inventories	9	20,41,484	13,87,339
	(b) Current tax assets (Net)		-	-
	(c) Deferred tax assets (Net)		-	-
	(d) Property, Plant and Equipments	11	7,348	7,354
	(e) Other non-financial assets	12	43,402	86,181
	Total Non-Financial Assets		20,92,234	14,80,874
	Total Assets		30,18,354	22,40,884
	LIABILITIES AND EQUITY			
	LIABILITIES			
1	Financial Liabilities			
	(a) Payables			
	(a) Trade Payables:			
	(i) total outstanding dues of micro enterprises and small enterprises		-	-
	(ii) total outstanding dues of creditors other than micro enterprises and small enterprises	13	39,172	16,140
	(b) Other Payables:		-	-
	(b) Borrowings (Other than Debt Securities)	14	2,53,292	2,23,756
	(c) Other financial liabilities	15	1,298	1,550
	Total Financial Liabilities		2,93,762	2,41,446
2	Non-Financial Liabilities			
	(a) Current tax liabilities (Net)	10	14,214	14,388
	(b) Provisions	16	18,420	6,219
	(c) Deferred tax liabilities (Net)	17	4,77,948	3,11,036
	(d) Other non-financial liabilities	18	223	450
	Total Non-Financial Liabilities		5,10,805	3,32,093
3	EQUITY			
	(a) Equity Share Capital	19	69,675	69,675
	(b) Other Equity	20	21,44,112	15,97,670
	Total Equity		22,13,787	16,67,345
	Total Liabilities and Equity		30,18,354	22,40,884

See accompanying notes to the financial statements

UDIN:24035809BKCQTG4384
AS PER OUR REPORT OF EVEN DATE
FOR CHAITANYA C. DALAL & COMPANY
CHARTERED ACCOUNTANTS

FOR AND ON BEHALF OF THE BOARD OF
MUKESH BABU FINANCIAL SERVICES LIMITED

Mukesh Babu
Managing Director
DIN:00224300

Meena Babu
Director
DIN:00799732

CHAITANYA C. DALAL
Partner
Membership No.35809
FRN NO. 101632W

Mahesh Thakar
Chief Financial Officer

Nupur Chaturvedi
Company Secretary
ACS: A30139

Place : Mumbai
Date : 23/05/2024

Place : Mumbai
Date : 23/05/2024



MUKESH BABU FINANCIAL SERVICES LIMITED
CIN:L65920MH1985PLC035504
STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31/03/2024

Rupees in '000

Particulars	Note No.	31-03-2024	31-03-2023
INCOME			
I Revenue from Operations			
Interest Income	21	22,646	20,219
Dividend Income		45,267	62,394
Profit/(Loss) on Shares and Securities		99,983	21,581
II Other Income			
Profit on sale of Investments		97	-
Interest on Term Deposits		542	538
Other Interest income		36	-
Miscellaneous Income		92	762
III Total Income (I + II)		1,68,663	1,05,494
EXPENSES			
Employee benefits expense	22	6,057	4,730
Finance costs	23	21,314	18,935
Depreciation	11	1,001	1,204
Other expenses	24	59,198	10,550
IV Total Expenses		87,570	35,419
V Profit before exceptional items and tax (III-IV)		81,093	70,075
VI Exceptional items		-	-
VII Profit before tax (V-VII)		81,093	70,075
VIII Tax expense:			
(1) Current tax		20,141	22,725
(2) Deferred tax charge / (credit)		1,845	(2,463)
IX Profit for the year from continuing operations (VII-VIII)		59,107	49,813
X Profit/(Loss) from discontinued operations		-	-
XI Profit for the Year		59,107	49,813
Other Comprehensive Income			
Items that will not be reclassified to profit or loss		6,61,516	(50,113)
Income Tax to Items that will not be reclassified to profit or loss		(1,65,067)	13,634
Items that will be reclassified to profit or loss		-	-
Income Tax to Items that will be reclassified to profit or loss		-	-
XII Other Comprehensive Income for the year (net of tax)		4,96,449	(36,479)
XIII Total Comprehensive Income for the year (XI+XII)		5,55,556	13,334
XIV Earnings per equity share: (Nominal Value per Share Rs. 10)			
(1) Basic	27	8.48	7.15
(2) Diluted	27	8.48	7.15

See accompanying notes to the financial statements

UDIN:24035809BKCQTG4384
AS PER OUR REPORT OF EVEN DATE
FOR CHAITANYA C. DALAL & COMPANY
CHARTERED ACCOUNTANTS

FOR AND ON BEHALF OF THE BOARD OF
MUKESH BABU FINANCIAL SERVICES LIMITED

CHAITANYA C. DALAL
Partner
Membership No.35809
FRN NO. 101632W

Mukesh Babu
Managing Director
DIN:00224300

Meena Babu
Director
DIN:00799732

Mahesh Thakar
Chief Financial Officer

Nupur Chaturvedi
Company Secretary
ACS: A30139

Place : Mumbai
Date : 23/05/2024

Place : Mumbai
Date : 23/05/2024



MUKESH BABU FINANCIAL SERVICES LIMITED

CIN:L65920MH1985PLC035504

CASH FLOW STATEMENT FOR THE YEAR ENDED 31/03/2024

	Rupees in '000	
	31-03-2024	31-03-2023
A. Cash flow from Operating Activities :		
Net Profit Before Tax and Extraordinary Item	81,093	70,075
Adjustments for :	-	-
Depreciation & Misc. Exp. Written off	1,001	1,204
Interest on Term Deposits & Bonds	(578)	(538)
Excess Provision for Taxation	-	666
Operating Profit Before Working Capital Changes	81,516	70,741
Changes in Working Capital:		
Inventories	(2,999)	(36,551)
Trade Receivable	-	-
Other Receivable	789	(391)
Loans	(1,19,004)	31,769
Other Financial Assets	(37,733)	(5,640)
Other Non-Financial Assets	42,779	(759)
Other Current Assets	242	(188)
Trade Payables	23,032	3,048
Other Financial Liabilities	(252)	168
Other Non-Financial Liabilities	(226)	295
Other Liabilities/Provisions	11,278	11,320
Cash Generated from Operations	(578)	73,812
Direct Taxes	20,141	22,725
Cash Flow Before Extraordinary Items	(20,719)	51,087
Extraordinary Items	-	-
Net Cash From Operating Activities	(20,719)	51,087
B. Cash Flow from Investing Activities :		
Purchase of Fixed Assets	(996)	-
Sale of Fixed Assets	-	-
Interest on Term Deposits & Bonds	578	538
Purchase of Investments	(7,831)	(74,815)
Sale of Investments	3,000	-
Net cash used in Investing Activities	(5,249)	(74,277)
C. Cash Flow from Financing Activities :		
Proceeds from Issue of Share Capital	-	-
Proceeds from Short Term Borrowings(net)	29,535	-
Repayment of Short Term Borrowings(net)	-	40,596
Repayment of Finance Lease Liabilities	-	-
Dividends Paid & DDT paid	(8,365)	(8,365)
Increase in Misc. & Public Issue Expenses	-	32,231
Net cash used in Financing Activities	21,170	32,231
Net Increase / (Decrease) in Cash & Cash Equivalents	(4,798)	9,041
Cash & Cash Equivalents at the Beginning of the Year	11,017	1,976
Cash & Cash Equivalents at the end of the Year	6,219	11,017

See accompanying notes to the financial statements

UDIN:24035809BKCQTG4384
AS PER OUR REPORT OF EVEN DATE
FOR CHAITANYA C. DALAL & COMPANY
CHARTERED ACCOUNTANTS

FOR AND ON BEHALF OF THE BOARD OF
MUKESH BABU FINANCIAL SERVICES LIMITED

Mukesh Babu
Managing Director
DIN:00224300

Meena Babu
Director
DIN:00799732

CHAITANYA C. DALAL
Partner
Membership No.35809
FRN NO. 101632W

Mahesh Thakar
Chief Financial Officer

Nupur Chaturvedi
Company Secretary
ACS: A30139

Place : Mumbai
Date : 23/05/2024

Place : Mumbai
Date : 23/05/2024



Statement of Changes in Equity as at March 31, 2024

A. EQUITY SHARE CAPITAL

Particulars	Rupees in '000	
	31-03-2024	31-03-2023
Balance at the beginning of the period	69,675	69,675
• Changes in Equity Share Capital due to prior period errors	-	-
• Restated balance at the beginning of the current reporting period	-	-
• Changes in Equity Share Capital during the year	-	-
Balance at the end of the reporting period	69,675	69,675

B. OTHER EQUITY

Particulars	Rupees in '000						Total
	Reserves and Surplus						
	Capital Reserve	Securities Premium Reserve	Statutory Reserve	General Reserve	Retained Earnings		
Balance as at 31st March 2022	7,081	73,560	1,20,869	21,083	3,75,576	9,94,454	15,92,623
Profit for the year	-	-	-	-	49,812	-	49,812
Dividend Payments	-	-	-	-	(8,365)	-	(8,365)
Transfer to Statutory Reserves u/s. 45-IC of RBI Act, 1934	-	-	9,962	-	(9,962)	-	-
Provisions for Standard Assets (RBI Regulations)	-	-	-	-	79	-	79
Other Comprehensive Income (net of Taxes)	-	-	-	-	-	(36,479)	(36,479)
Balance as at 31st March 2023	7,081	73,560	1,30,831	21,083	4,07,140	9,57,975	15,97,670



Profit for the year	-	-	-	-	59,107	-	59,107
Dividend Payments	-	-	-	-	(8,365)	-	(8,365)
Transfer to Statutory Reserves u/s. 45-IC of RBI Act, 1934	-	-	11,821	-	(11,821)	-	-
Provisions for Standard Assets (RBI Regulations)	-	-	-	-	(749)	-	(749)
Other Comprehensive Income (net of Taxes)	-	-	-	-	-	4,96,449	4,96,449
Balance as at 31st March 2024	7,081	73,560	1,42,652	21,083	4,45,312	14,54,424	21,44,112
See accompanying notes to the financial statements							



**NOTES TO ANNUAL ACCOUNTS-STANDALONE FOR THE YEAR ENDED
MARCH 31, 2024**

NOTES ON ACCOUNTS

Note 1 SIGNIFICANT ACCOUNTING POLICIES

a. Statement of compliance and basis for preparation and presentation of financial statements

These standalone or separate financial statements of the Company have been prepared in accordance with the Indian Accounting Standards as per the Companies (Indian Accounting Standards) Rules 2015 as amended and notified under Section 133 of the Companies Act, 2013 (“the Act”), in conformity with the accounting principles generally accepted in India and other relevant provisions of the Act. Any application guidance/ clarifications/ directions issued by RBI or other regulators are implemented as and when they are issued/ applicable.

The Company’s financial statements upto and for the year ended 31 March 2019 were prepared in accordance with the Generally Accepted Accounting Principles in India (IGAAP) under the historical cost convention as a going concern and on accrual basis, unless otherwise stated, and in accordance with the provisions of the Companies Act, 2013, the Accounting Standards specified under section 133 of the Companies Act, 2013 (“the Act”) read with rule 7 of the Companies (Accounts) Rules 2014 (as amended), prudential norms for income recognition, assets classification and provisioning for non-performing assets as well as contingency provision for standard assets as prescribed by The Reserve Bank of India (RBI) for NBFCs and the guidelines issued by Securities and Exchange Board of India (SEBI) to the extent applicable, collectively referred as “Previous GAAP”.

b. Basis and Measurement of fair values

The financial statements have been prepared on the historical cost basis except for certain financial instruments which are measured at fair values. A number of Company’s accounting policies and disclosures require the measurement of fair values, for both financial and non-financial assets and liabilities. The Company has established policies and procedures with respect to the measurement of fair values. Fair values are Quoted prices (unadjusted) in active markets for identical assets and liabilities.

c. Revenue Recognition:

Income from Shares and Securities includes income/loss from transactions trading in capital market and future & options, taken place during the year through stock exchanges. They are recognized and accounted when transaction take place and are recorded at existing fair value in market with all the relevant taxes and duties. Interest income and Expenses are accounted on accrual basis. Dividend Income on stock and Investment are accounted on Receipt basis.

d. Property, Plant and Equipment's (PPE)

PPE are stated at cost of acquisition (including incidental expenses), less accumulated depreciation and accumulated impairment loss, if any. Assets costing less than ₹5000/- are fully depreciated in the period of purchase. PPE is derecognized on disposal or when no future economic benefits are expected from its use. Depreciation on PPE is provided on Written Down Method at the rates specified in Schedule II to the Companies Act, 2013 on a pro-rata basis.

An asset is treated as impaired when the carrying cost of the Asset exceeds its recoverable value. An impairment loss is charged to the Profit & Loss account in the year in which an asset is identified as impaired. The Impairment loss recognized in prior accounting periods is increased / reversed where there has been change in the estimate of recoverable amount. The recoverable value is the higher of the net selling price and value in use.

e. Intangible assets

Intangible assets if any are stated at cost less accumulated amortization and accumulated impairment loss, if any.

f. Investments in subsidiaries and associates:

Investments in subsidiaries and associate are measured at cost less accumulated impairment, if any.

g. Investments

a. Long term investment is an investment other than a current investment intended to hold more than one year. All long term investments were stated at cost upto previous financial year. After adoption of adoption of the Indian Accounting Standards as per the Companies (Indian Accounting Standards) Rules 2015 as amended and notified under Section 133 of the Companies Act, 2013 ("the Act"), in Current Financial Year, quoted and long term investment were carried at fair realisable value and that of unquoted investments are stated at cost. Accordingly Quoted Investments to earlier years are valued at fair realisable value as on the date of respective year ending and corresponding effect is given in comprehensive income.

b. Investment in Immovable Properties are stated at cost.

h. Inventories

In view of adoption of the Indian Accounting Standards as per the Companies (Indian Accounting Standards) Rules 2015 as amended and notified under Section 133 of the Companies Act, 2013 ("the Act"), in Current Financial Year , Inventories of quoted shares were carried at fair realisable value and that of unquoted Shares at cost. Accordingly Inventories to earlier years are valued at fair realisable value as on the date of respective year ending and corresponding effect is given in comprehensive income.

i. Employee Benefits

The Company's contribution to ESIC/Provident Fund is accounted on accrual basis and charged to Profit and Loss Account. Gratuity is accounted as payable to Employees on Retirement or Resignation of Employees; whereas there is no defined policy enabling the employees to avail encashment of leave.

j. Finance costs

Finance costs include interest expense computed by applying the effective and agreed interest rate measured on the use of borrowed fund. Finance costs are charged to the Statement of profit and loss.

k. Provisions

Provisions are recognised when there is a present obligation as a result of a past event, and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and there is a reliable estimate of the amount of the obligation. Provisions are reviewed at each balance sheet date and adjusted to reflect the current best estimate.

l. Cash and cash equivalents

Cash and cash equivalents in the balance sheet comprise cash on hand, cheques and drafts on hand, balance with banks in current accounts and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of change in value.

m. Earning Per Share

Basic earnings per share are computed by dividing the net profit or loss for the period by the weighted average number of Equity Shares outstanding during the period. Diluted earnings per share is computed by dividing the net profit or loss for the period by the weighted average number of Equity Shares outstanding during the period as adjusted for the effects of all dilutive potential equity shares.

n. Provisions, Contingent Liabilities and Contingent Assets

Contingent liabilities as defined in Ind AS 37 "Provisions, Contingent Liabilities and Contingent Assets" are disclosed by way of notes to accounts. Provision is made if it becomes probable that an outflow of future economic benefits will be required for an item previously dealt with as a contingent liability.

o. Statement of Cash flow

Cash flows are reported using the indirect method, whereby the net profit before tax is adjusted for the effects of transactions of a non-cash nature and any deferrals or accruals of the past or future cash receipts or payments. The cash flows from regular revenue generating, investing & financing activities of the company are segregated.

p. Statutory Reserve and Provision of Standard Assets

A Statutory Reserve of 20% of the current profit after tax is made during the year in pursuance of section 45-IC of the Reserve Bank of India Act, 1934.

Provision is made @ 0.40 % of Standard assets which includes secured and unsecured loans granted to companies and other entities.

q. Prudential Norms

For the purpose of identifying the assets as Non-performing assets in pursuance of Non-Banking Financial Companies Prudential Norms (Reserve Bank) Directions, 1998, the Company follows generally accepted accounting principles and industry practices.

r. Taxation

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

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

Note 2 CASH AND CASH EQUIVALENTS

Particulars	Rupees in '000	
	31.03.2024	31.03.2023
Cash on hand	2,488	1,532
Balances with banks (In Current Accounts with Scheduled Banks)	3,731	9,485
Total	6,219	11,017

Note 3 BANK BALANCES (OTHER)

Particulars	Rupees in '000	
	31.03.2024	31.03.2023
In Fixed Deposits with Scheduled Banks	10,175	10,165
In Unclaimed Dividends Account	1,298	1,550
Interest Accrued not due on Fixed Deposits	88	88
Total	11,561	11,803

Note 4 TRADE RECEIVABLES

Particulars	Rupees in '000	
	31.03.2024	31.03.2023
Unsecured Considered Good		
i. Related Party	-	-
ii. Others	-	-
Secured Considered Good		
i. Related Party	-	-
Receivables which have significant increase in the credit risk	-	-
Receivables credit impaired	-	-
Total	-	-

Aging Disclosure of Trade Receivable	Current Year					
	Rupees in '000					
Particulars	Less than 6 Month	6 Month to 1 Year	1 to 2 Years	2 to 3 Years	More than 3 Years	Total
Undisputed Trade Receivable						
Considered good						
Receivable having Credit Risk					-	-
Receivable Credit Impaired						
Disputed Trade Receivable						
Considered good						
Receivable having Credit Risk					-	-
Receivable Credit Impaired					-	-
Total						

Aging Disclosure of Trade Receivable	Previous Year					
	Rupees in '000					
Particulars	Less than 6 Month	6 Month to 1 Year	1 to 2 Years	2 to 3 Years	More than 3 Years	Total
Undisputed Trade Receivable						
Considered good						
Receivable having Credit Risk					-	-
Receivable Credit Impaired					-	-
Disputed Trade Receivable						
Considered good						
Receivable having Credit					-	-

Risk						
Receivable Credit Impaired					-	-
Total						

Note 5 **OTHER RECEIVABLES**

Particulars	Rupees in '000	
	31.03.2024	31.03.2023
Other Receivable	8	797
Total	8	797

Note 6 **LOANS**

Particulars	Rupees in '000	
	31.03.2024	31.03.2023
A. Term Loans, Considered Good in India		
ICD Loans Unsecured	143,132	84,130
Easy Finance Consumer loans	-	30,900
Loans to Related Parties	152,537	64,439
B. Others, Considered Good in India		
Staff & Associates	5,173	2,369
Total	300,842	1,81,838
* Out of the above no loans are granted to Public Sector Company.		
* Out of the above no loans are granted to parties outside the India.		

Note 7 INVESTMENTS

Disclosure pursuant to Note no. K (i) of Part I of Schedule III to the Companies Act 2013

Sr. No.	Name of the Body Corporate	No. of Shares / Units		Amount Rupees in '000	
		31.03.2024	31.03.2023	31.03.2024	31.03.2023
1	2	3	4	5	6
a.	Investment in Equity Instruments				
	(Unquoted at Cost)				
	Subsidiary				
	Mukesh Babu Securities Ltd	2,580,996	2,580,996	25,810	25,810
				25,810	25,810
	UnQuoted At Cost:				
	Curl Capital Pvt.Ltd.	22,401	22,401	3,575	3,575
				3,575	3,575
	Quoted At fair value through other comprehensive income:				
	Steelcast Ltd	40,000	40,000	26,154	18,218
	The Gaekwar Mills Ltd	3,60,000	3,60,000	4,507	4,517
				30,661	22,735
b.	Investments in Preference Shares				
	(At Cost)				
	Balance Equity Broking (India) P. Ltd (15% Redeemable Optionally Convertible)	15,00,000	15,00,000	15,000	15,000
	Istaa Finserv P. Ltd. (Formerly Yogen Babu Securites P.Ltd.) (9% Redeemable Non-Commulative)	10,000	10,000	10,000	10,000
	Bridge Fintech Solutions Pvt. Ltd.	30,786	30,786	78,566	78,566
	(0.00001% SERIES A4 PP PREF 27MY23)				
	Bridge Fintech Solutions Pvt. Ltd.	3,703	3,703	9,450	9,450
	(0.0001% SERIES A3 PREF 27MY38)				
	Bridge Fintech Solutions Pvt. Ltd.	64,000	64,000	49,536	49,536
	(Fully paid up CCPS R1)				
	Bridge Fintech Solutions Pvt. Ltd.	32,000	32,000	24,768	24,768
	(Fully Paid up CCPS R2)				
				1,87,320	1,87,320

c.	Investments in Government or Trust securities				
	Quoted At fair value through other comprehensive income:				
	GOI Loan 7.10% 2029	5,000	5,000	516	509
				516	509
d.	Investments in Mutual Fund				
	Quoted At fair value through other comprehensive income:				
	HDFC Large Cap & Mid Cap Fund Regular (G)	25,100	25,100	7,221	4,821
				7,221	4,821
e.	Investments in Debentures/ Bonds (At Cost)				
	The Gaekwar Mills Ltd (9%)	3,000	3,000	229,000	229,000
	The Gaekwar Mills Ltd (0%)	500	500	50,000	50,000
				279,000	279,000
f.	Investments in Treasury Bill				
	Quoted At fair value through other comprehensive income:				
	T-Bill 32893 2023	50,000	-	4,868	-
				4,868	-
	Total			538,971	5,23,770

Note 8 **OTHER FINANCIAL ASSETS**

Particulars	Rupees in '000	
	31.03.2024	31.03.2023
Security Deposit	948	948
Margin Deposit	67,571	29,837
Total	68,519	30,785

Note 9 **INVENTORIES**

Particulars	Rupees in '000	
	31.03.2024	31.03.2023
Stock of Shares (At fair realisable value)	2,041,484	13,87,339
Total	2,041,484	13,87,339

INCREASE / DECREASE IN INVENTORIES		
	Rupees in '000	
Particulars	31.03.2024	31.03.2023
Inventories at the end of the year		
Stock of Shares (At fair Realisable Value)	20,41,484	13,87,339
Inventories at the beginning of the year		
Stock of Shares (At fair Realisable Value)	13,87,339	14,08,342
Net Increase/(Decrease) in Inventories	6,54,145	(21,003)

Note 10 **CURRENT TAX LIABILITIES (Net)**

	Rupees in '000	
Particulars	31.03.2024	31.03.2023
Provision for Taxations (Net of TDS)	14,214	14,388
Total	14,214	14,388

Note 11 **PROPERTY, PLANT AND EQUIPMENTS**

Particulars	Rupees in '000									
	Gross Block			Accumulated Depreciation				Net Block		
	01-04-2023	Additions/ (Disposals)	31-03-2024	01-04-2023	Depreciati on for the year	On disposals	31-03-2024	01-04-2023	31-03-2024	
a Property, Plant and Equipment										
Office Premises	14,883	-	14,883	11,622	159	-	11,781	3,261	3,103	
Guest House	3,690	-	3,690	1,715	96	-	1,811	1,975	1,879	
Furniture and Fixtures	4,454	140	4,594	4,245	59	-	4,304	208	289	
Electrical Fittings & Equipment	1,383	207	1,589	1,219	47	-	1,266	164	323	
Office equipment	1,478	133	1,611	1,478	10	-	1,488	-	123	
Computers	1,105	516	1,621	1,039	106	-	1,145	66	476	
Vehicles	6,505	-	6,505	4,826	524	-	5,351	1,679	1,155	
Total (Current	33,498	996	34,494	26,144	1,001	-	27,146	7,354	7,348	

Year)										
Total (Previous Year)	33,498	-	33,498	24,940	1,204	-	26,144	8,558	7,354	
b Intangible Assets										
--	-	-	-	-	-	-	-	-	-	-
Total (Current Year)	-	-	-	-	-	-	-	-	-	-
Total (Previous Year)	-	-	-	-	-	-	-	-	-	-
c Capital Work in Progress										
--	-	-	-	-	-	-	-	-	-	-
Total (Current Year)	-	-	-	-	-	-	-	-	-	-
Total (Previous Year)	-	-	-	-	-	-	-	-	-	-
d Intangible assets under Development										
--	-	-	-	-	-	-	-	-	-	-
Total (Current Year)	-	-	-	-	-	-	-	-	-	-
Total (Previous Year)	-	-	-	-	-	-	-	-	-	-

Disclosure pursuant to Note no. (H) (iii) of General Instructions for preparation of Balance Sheet of Schedule III to the Companies Act, 2013

Where sums have been written off on a reduction of capital or revaluation of assets or where sums have been added on revaluation of assets:

Particulars	Year				
	2019-20	2020-21	2021-22	2022-23	2023-24
	₹	₹	₹	₹	₹
Asset details:					
Balance as at 1st April	-	-	-	-	-
Impairment/ Revaluation	-	-	-	-	-
Balance as at 31st March	-	-	-	-	-

Rupees in '000									
Reconciliation		Opening Value	Additions	Disposals	Acquisitions through business combinations	Amount of change due to revaluation	Other adjustments and the related depreciation	Impairment losses / reversals	Net Block
Property, Plant and Equipment	Current Year	33,498	996	-	-	-	27,146	-	7,348
	Previous Year	33,498	-	-	-	-	26,144	-	7,354
Intangible Assets	Current Year	-	-	-	-	-	-	-	-
	Previous Year	-	-	-	-	-	-	-	-
Capital Work in Progress	Current Year	-	-	-	-	-	-	-	-
	Previous Year	-	-	-	-	-	-	-	-
Intangible assets under Development	Current Year	-	-	-	-	-	-	-	-
	Previous Year	-	-	-	-	-	-	-	-

The Company does not hold any property for investment purposes and Company has not revalued its Property, Plant and Equipment.

The Company does not have any Intangible Fixed Assets and Capital Work in Progress. The Company does not hold any Benami Property.

Note 12 OTHER NON-FINANCIAL ASSETS

Particulars	Rupees in '000	
	31.03.2024	31.03.2023
Advances Against Projects	33,004	27,254
Prepaid Expenses	91	20
Advance for Assets & Expenses	10,307	58,907
Total	43,402	86,181

Note 13 PAYABLES

Particulars	Rupees in '000	
	31.03.2024	31.03.2023
Trade Payable		
Related Party	-	-
Others	39,172	16,018
Total Trade Payable	39,172	16,018
Other Payable:		
Related Party	-	-
Others	-	122
Total Other Payable	-	122
Total	39,172	16,140

(There is no amount Payable to Micro, Small and Medium Enterprises)

Aging Disclosure of Trade Payable		Current Year				Rupees in '000	
Particulars		Less than 1 Year	1 to 2 Years	2 to 3 Years	More than 3 Years	Total	
Undisputed Trade Payable							
MSME Trade Payable		-	-	-	-	-	
Other Trade Payable		39,172	-	-	-	39,172	
Disputed Trade Payable							
MSME Trade Payable		-	-	-	-	-	
Other Trade Payable		-	-	-	-	-	
Total		39,172	-	-	-	39,172	
Aging Disclosure of Trade Payable		Previous year				Rupees in '000	
Particulars		Less than 1 Year	1 to 2 Years	2 to 3 Years	More than 3 Years	Total	
Undisputed Trade Payable							

MSME Trade Payable		-	-	-	-	-
Other Trade Payable		16,018	-	-	-	16,018
Disputed Trade Payable						
MSME Trade Payable		-	-	-	-	-
Other Trade Payable		-	-	-	-	-
Total		16,018	-	-	-	16,018

Note 14 **BORROWINGS (OTHER THAN DEBT SECURITIES)**

		Rupees in '000	
Particulars		31.03.2024	31.03.2023
TERM LOANS			
Secured			
From Banks (Secured Against Bank Fixed Deposit)			-
From other parties (Secured against Pledge of Stock of Shares)		2,53,292	2,23,756
Period of Maturity	1 Year		
Applicable rate of interest	9.00% to 12%		
Guaranteed By Directors	No		
Sub Total		2,53,292	2,23,756
LOANS PAYABLE ON DEMAND			
Unsecured			
From Banks		-	-
From other parties		-	-
From Related party		-	-
Sub Total		-	-
Total (A)		2,53,292	2,23,756
Borrowings in India		2,53,292	2,23,756
Borrowings outside India		0	0
Total (B)		2,53,292	2,23,756

Note 15 **OTHER FINANCIAL LIABILITIES**

		Rupees in '000	
Particulars		31.03.2024	31.03.2023
Unclaimed Dividends		1,298	1,550
Total		1,298	1,550

Note 16 **PROVISIONS**

Particulars	Rupees in '000	
	31.03.2024	31.03.2023
Provisions for F&O contracts	17,092	5,578
Provision For Standard Assets (RBI Regulations)	1,203	455
Provision for Expenses	125	186
Total	18,420	6,219

Note 17 **DEFERRED TAX LIABILITIES**

Particulars	Rupees in '000	
	31.03.2024	31.03.2023
Deferred tax liability		
Fixed Assets : Impact of Difference between tax depreciation and depreciation / amortisation charged for financial reporting	246	277
On Comprehensive Income		
Income Tax relating to items that will not be reclassified to Profit & Loss	4,82,948	3,17,881
Gross deferred tax liabilities	4,83,194	3,18,158
Deferred Tax Liabilities		
Impact of expenditure charged to the statement of profit and loss in the current year but allowed for tax purposes on payment basis	5,246	7,122
Gross Deferred tax Assets	5,246	7,122
Net deferred tax liabilities / (assets)	4,77,948	3,11,036

Note 18 **OTHER NON-FINANCIAL LIABILITIES**

Particulars	Rupees in '000	
	31.03.2024	31.03.2023
TDS payable	223	203
Other payables	-	247
Total	223	450

Note 19 EQUITY SHARE CAPITAL

	Rupees in '000	
Particulars	31.03.2024	31.03.2023
Authorised		
1,00,00,000 (1,00,00,000) Equity Shares of ₹ 10 each	100,000	100,000
Issued		
69,70,900(69,70,900) Equity Shares of ₹10 each	69,709	69,709
Subscribed and fully Paid up		
69,60,600(69,60,600) Equity Shares of ₹10 each	69,606	69,606
Subscribed but not fully Paid up		
10,300(10,300) Equity Shares of ₹ 10 each	103	103
Less: Unpaid Calls	34	34
	69	69
Total	69,675	69,675

Reconciliation of the number of shares

	Rupees in '000			
Particulars - Equity Shares	31.03.2024		31.03.2023	
	Number	Rupees in '000	Number	Rupees in '000
Shares at the beginning of the year	69,70,900	69,709	69,70,900	69,709
Shares Issued during the year	-	-	-	-
Shares bought back during the year	-	-	-	-
Shares at the end of the year	69,70,900	69,709	69,70,900	69,709

Details of shareholders holding more than 5% of the aggregate shares in the Company

Name of the Shareholder	31.03.2024		31.03.2023	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Mukesh Champaklal Babu	3,431,600	49.23%	3,431,600	49.23%
Meena Mukesh Babu	9,50,000	13.63%	9,50,000	13.63%
Sagar Systech Limited	5,30,000	7.60%	5,30,000	7.60%
Saurashtra Solid Industries Pvt. Ltd.	4,33,609	6.62%	3,87,670	5.56%

Details of Shareholding of Promoters

Shareholding of Promoters	% of Holding	31.03.2024		31.03.2023	
		No. of Shares	% of Holding	No. of Shares	% of Holding
Mukesh Champaklal Babu	N.A	34,31,600	49.23%	34,31,600	49.23%
Meena Mukesh Babu	N.A	9,50,000	13.63%	9,50,000	13.63%
		43,81,600	62.86%	43,81,600	62.86%

Rights, preferences and restrictions attaching to each class of shares including restrictions on the distribution of dividends and the repayment of capital

Particulars	Description	31.03.2024	31.03.2023
		Number	Number
Equity Shares	Pari Pasu	69,70,900	69,70,900
Restrictions on the distribution of dividends	None		
Voting rights or with differential voting rights as to dividend	All shares have equal Voting Rights		

Disclosure of Unpaid Calls

Particulars	Rupees in '000	
	31.03.2024	31.03.2023
By Directors	-	-
By Officers	-	-
Others	34	34

Capital management

The Company has only equity capital. The Company operates as an Investment Company and Loan Company and consequently is registered as a Non-Banking Financial Institution - Investment and Credit Company (NBFC-ICC) with Reserve Bank of India (RBI). As per RBI's 'Scale Based Regulations' (SBR), the Company is classified as NBFC - Base Layer (NBFC-BL).

The funds are currently invested in equity, debt, money market and other instruments or given as loan depending on economic conditions in line with Investment Policy set by the Management. Safety of capital is of prime importance to ensure availability of capital for operations. Investment objective is to provide safety and adequate return on the surplus funds.

No changes were made in the objectives, policies and processes of capital management during the year.

Note 20 **OTHER EQUITY**

Particulars	Rupees in '000	
	31.03.2024	31.03.2023
a. Capital Reserves		
Opening Balance	7,081	7,081
(+) Current Year Transfer	-	-
(-) Written Back in Current Year	-	-
Closing Balance	7,081	7,081
b. Securities Premium Account		
Opening Balance	73,628	73,628
(+) Securities premium credited on Share issue	-	-
(-) Premium Utilised for various reasons	-	-
(-) Unpaid Calls	(68)	(68)
Closing Balance	73,560	73,560
c. Statutory Reserve		
Opening Balance	1,30,831	1,20,869
(+) Current Year Transfer	11,821	9,962
Closing Balance	142,652	1,30,831
d. General Reserve		
Opening Balance	21,083	21,083
(+) Current Year Transfer	-	-
(-) Written Back in Current Year	-	-
Closing Balance	21,083	21,083
e. Other Comprehensive Income		
Opening Balance	957,975	9,94,454
+ / (-) Movement in OCI during the Year	496,449	(36,479)
Closing Balance	1,454,424	9,57,975
f. Surplus Profit and Loss A/c		
Opening balance	407,140	3,75,576
(+) Net Profit/(Net Loss) For the current year	59,107	49,812
(-) Dividends Payment	(8,365)	(8,365)
(-) Transfer to Statutory Reserves (RBI Regulations)	(11,821)	(9,962)
+ / (-) Provision for Standard Assets (RBI Regulations)	(749)	79
Closing Balance	4 45,312	4,07,140
Total Other Equity	21,44,112	15,97,670

Note 21 **INTEREST INCOME**

Particulars	Rupees in '000	
	31.03.2024	31.03.2023
On Financial Assets measured at fair value through profit or loss (FVTPL):		
Interest on Loans & ICDs	22,646	20,219
Interest on deposits with Banks	-	-
Interest income from Investment	-	-
Total	22,646	20,219

Note 22 **EMPLOYEE BENEFIT EXPENSES**

Particulars	Rupees in '000	
	31.03.2024	31.03.2023
Salaries	4,113	2,853
Bonus	242	180
Gratuity Expenses	-	343
Directors' Remuneration	1,475	1,200
Directors' Sitting Fees	220	140
Staff welfare expenses	7	14
Total	6,057	4,730

Note 23 **FINANCE COST**

Particulars	Rupees in '000	
	31.03.2024	31.03.2023
Interest expense		
Interest on Loans	21,164	18,806
Interest on Bank Overdraft	150	128
Interest Expenses- Others	-	1
Other Financial Expenses		
Loan Processing Fees		-
Total	21,314	18,935

Note 24 **OTHER EXPENSES**

Particulars	Rupees in '000	
	31.03.2024	31.03.2023
Auditors' Remuneration	40	94
Business Promotion Expenses	550	553
Bad Debts	-	3,076
Conveyance	419	373
Corporate Social Responsibility Expense	650	-
Demat and Depository Expenses	32	98
Diwali Expenses	290	23
Electricity Expenses	24	76
Professional & Legal Expenses	1,909	2,651
Listing Fees	325	300
Membership & Subscriptions	81	94
Postage, Courier & Telephone Expenses	24	12
Printing and Stationery Expenses	134	126
Publishing Expenses	140	141
Rent, Rates & Taxes	981	697
Repairs and Maintenance Expenses	627	285
Registrar and Share Transfer Expenses	235	223
Travelling Expenses	2,365	1,512
Sundry Expenses	372	216
Conciliation Award Compensation	50,000	-
Total	59,198	10,550

Note 25 In the opinion of the Directors, balances in Loans and Advances & Current Assets, Debtors and Creditors, borrowings have a value on realization of current assets in the ordinary course of business and it would not be less than the amount at which they are stated in the Balance sheet. According to the management, provisions for all the loans and liabilities are adequate. Balances in Debtors, Creditors, Loans, and advances and current assets are subject to confirmation & reconciliation.

Note 26 Auditors' remuneration in accordance with paragraph 5A (j) of part II of Schedule III to the Companies Act 2013 is as under:

Particulars	Rupees in '000	
	31.03.2024	31.03.2023
As Auditors	40	67
Other Professional Services	-	27
Total	40	94

Note 27 **Earning per share is calculated as under:**

Particulars	31.03.2024	31.03.2023
<i>Basic earning per share</i>		
Net profit after Taxation (Rupees in '000)	59,107	49,813
Number of shares issued (Nominal Value ₹10)	69,70,900	69,70,900
Basic earning per share (In Rupees)	8.48	7.15
<i>Diluted earning per share</i>		
Net profit after Taxation (Rupees in '000)	59,107	49,814
Number of shares issued (Nominal Value ₹10)	69,70,900	69,70,900
Diluted earning per share (In Rupees)	8.48	7.15

Note 28 **Directors' Remuneration**

	Rupees in '000	
	31.03.2024	31.03.2023
Within the limits of Schedule V to the Companies Act 2013	1,475	1,200

Note 29 The Company is mainly engaged in the business of providing finance and dealing in shares and securities. All other activities of the Company revolve around the main business, and as such in the opinion of the management, there is no separate reportable segment as per IND AS 108 on 'Operating Segments' in respect of the Company.

The Company operates in single segment only. There are no operations outside India and hence there is no external revenue or assets which require disclosure.

Note 30 Loans and advances given to the employees and associates and for projects do not carry any stipulation as to repayment of principal or payment of interest; and are being repaid periodically. Accordingly, these are considered as good and not considered as part of non-performing assets.

Note 31 The management has made full inquiries and is of the view that assets of the Company in form of fixed assets and Inventories are good in nature, and are stated at appropriate value of the respective assets; and there is no necessity as to impairment / write down provision in the accounts.

Note 32 Disclosure of Provisions as required by IND-AS-37 is as under:

Rupees in '000				
Particulars	Opening Balance	Additional provisions during the year	Amount Used or reversed during the year	Closing Balance
Income-tax	14,388	21,986	22,159	14,214

Note 33 The additional information on Quantitative Information of Shares and Securities Traded

Particulars	Opening Stock	Purchases	Sales	Closing Stock
Shares (Qty in Nos.)	40,97,131	1,76,857	2,84,535	39,89,453
(Purchases and sales include Bonus Shares and Splits and other adjustments, if any)				

Note 34 Disclosure in respect of related parties' transaction as required by the IND AS - 24 "Related Party Disclosures":

(A) Transactions during the year with related parties:					Rupees in '000	
Sr. No.	Name of related party and nature of relationship	Nature of Transaction	2023-24		2022-23	
			Transaction value	Outstanding amounts carried in Balance Sheet Dr./ (Cr.)	Transaction value	Outstanding amounts carried in Balance Sheet Dr./ (Cr.)
A) Subsidiary						
1	Mukesh Babu Securities Limited	Investment in equity shares	-	25,810	-	25,810
		Loans given	5,734	140	60,708	26,354
		Loans repaid	32,104	-	32,300	
		Interest Expense	155	-	21	-

B) Entities in which KMP/Director & their relatives have Directorship/Shareholding / significant influence						
1.	Istaa Fashions Pvt. Ltd.	Loans given	30,500	10,097	6,500	-
		Loans repaid	20,511	-	6,649	-
		Interest Income	107	-	120	-
2.	Istaa Finserv Pvt. Ltd. (Formerly Yogen Babu Securities Pvt. Ltd.)	Brokerage paid	1,433	-	1,486	-
		Loans given	82,500	51,196	-	-
		Loans repaid	32,633	-	-	-
		Interest Income	1,328	-	-	-
3.	Rushil Industries Ltd.	Loans given	42,000	-	25,500	-
		Loans repaid	44,035	-	27,248	-
		Interest Income	2,035	-	1,748	-
4.	Miloni Enterprise Ltd (Formerly Rushil Enterprise Ltd.)	Loans given	3,500	45,687	-	37,985
		Loans repaid	467	-	3,455	-
		Interest Income	4,668	-	4,440	-
5.	Sagar Systech Ltd.	Loans given	7,500	2,525	-	-
		Loans repaid	5,003	-	-	-
		Interest Income	28	-	-	-
6.	Ashtavinayak Infra Tech Pvt. Ltd.	Loans given	23,500	16,618	-	-
		Loans repaid	7,569	-	-	-
		Interest Income	686	-	-	-
7.	Istaa Infotech Pvt. Ltd.	Loans given	5,000	39	-	-
		Loans repaid	5,004	-	-	-

		Interest Income	43	-	-	-
8.	Rushil Recycling Pvt. Ltd.	Loans given	17,000	17,931	-	-
		Loans repaid	103	-	-	-
		Interest Income	1,034	-	-	-
9.	Mukesh Babu Stock Broking Pvt. Ltd.	Loans given	-	50	-	50
		Loans repaid	-	-	-	-
		Interest Income	-	-	-	-
10.	Mukesh Babu Mgt. Consultants Pvt. Ltd.	Loans given	25	75	-	50
		Loans repaid	-	-	-	-
		Interest Income	-	-	-	-
11.	C. L. Babu Foundation	Donation given	650	-	-	-
12.	Istaa Securities Pvt. Ltd.	-	-	-	-	-
13.	Nomad Communications Pvt. Ltd. (Formerly Nomad Communications LLP)	-	-	-	-	-
14.	Tamarind Tree Trust	-	-	-	-	-
15.	Nomad Moodle Initiative P. Ltd. (Formerly Freenomad Opentech P. Ltd.)	-	-	-	-	-

C) Key management personnel (KMP) and their relatives						
1.	Mr. Mukesh Babu - Managing Director	Remuneration	1,475	-	1,200	-
2.	Ms. Nupur Chaturvedi - Company Secretary	Remuneration	1,138	-	975	-
3.	Mr. Mahesh Thakar - Chief Financial Officer w.e.f. 01.12.2023	Remuneration	352	-	74	-
4.	Ms. Sarika Pandya - Chief Financial Officer upto 15/09/2023)	Remuneration	400	-	925	-
5.	Mrs. Meena Babu - Wife of Mr. Mukesh Babu (Managing Director)	-	-	-	-	-
6.	Ms. Miloni Babu - Daughter of Mr. Mukesh Babu (Managing Director)	-	-	-	-	-
7.	Mr. Hemant Babu - Brother of Mr. Mukesh Babu (Managing Director)	-	-	-	-	-
D) Non-Executive/Independent Directors						
1.	Mrs. Meena Babu - Non-Executive Director	Sitting Fees	30	-	30	-
2.	Mr. Pankaj Majithia - Independent	Sitting Fees	50	-	30	-

	Director					
3.	Mr. Vijay Vora - Independent Director	Sitting Fees	50	-	40	-
4.	Mr. Manish Kumar Shah - Independent Director	Sitting Fees	30	-	10	-
5.	Mr. Bhavesh Doshi - Independent Director	Sitting Fees	60	-	30	-
(B)	Percentage to total Loans and Advances in the nature of loans:					
	Type of Borrower	31-03-2024	31-03-2023	31-03-2024	31-03-2023	
		Amount of Loan or Advance in the nature of Loan Outstanding Rupees in '000		Percentage to total loans and Advances in Nature of Loans		
	Promoter	-	-	-	-	-
	Directors	-	-	-	-	-
	KMPs	-	-	-	-	-
	Related Parties	1,44,356	64,439	47.98%	35.44%	

Note 35 **INCOME AND EXPENSES IN FOREIGN CURRENCY:**

31.03.2024	31.03.2023
NIL	NIL

Note 36 **CONTINGENT LIABILITIES AND COMMITMENTS (TO THE EXTENT NOT PROVIDED FOR)**

Particulars	31.03.2024	31.03.2023
	₹	₹
A. Contingent Liabilities		

(1) Claims against the company not acknowledged as debt	-	-
(2) Guarantees	-	-
(3) Other money for which the company is contingently liable	-	-
Sub Total (A)	-	-
B. Commitments		
(1) Estimated amount of contracts remaining to be executed on capital account and not provided for	-	-
(2) Uncalled liability on shares/other investments partly paid	-	-
(3) Other commitments (specify nature)	-	-
Sub Total (B)	-	-
Total (A+B)	-	-

Note 37 **SPECIFIC DISCLOSURES**

1	Disclosure related to proposed Dividend		
	Particulars	Total in '000	Total ₹ per Share
	Dividends proposed to be distributed to equity shareholders	8,365	1.20
2	Disclosure pursuant to Note no. (W) of General Instructions to Balance Sheet to the Schedule III of the Companies Act 2013		
	Where in respect of an issue of securities made for a specific purpose, the whole or part of the amount has not been used for the specific purpose at the balance sheet date, indicate below how such unutilized amounts have been used or invested.		
	Not Applicable		
3	Disclosure pursuant to General Instructions to Balance Sheet to the Schedule III to the Companies Act 2013		

If, in the opinion of the Board, any of the assets other than fixed assets and non-current investments do not have a value on realization in the ordinary course of business at least equal to the amount at which they are stated, the fact that the Board is of that opinion, shall be stated.			
Name of Assets	Realisable Value	Value in Balance Sheet	Opinion of Board
		None	

Note 38 **CORPORATE SOCIAL RESPONSIBILITY (CSR)**

Particulars	Rupees in '000	
	31.03.2024	31.03.2023
(a) amount required to be spent by the company during the year*,	210	-
(b) amount of expenditure incurred,	650	-
(c) shortfall at the end of the year,	-	-
(d) total of previous years shortfall,	-	-
(e) reason for shortfall,	-	Not Applicable
(f) nature of CSR activities,	School Education	Not Applicable
(g) details of related party transactions, e.g., contribution to a trust controlled by the company in relation to CSR expenditure as per relevant Accounting Standard,	C.L. Babu Foundation, Trust	Not Applicable
(h) where a provision is made with respect to a liability incurred by entering into a contractual obligation, the movements in the provision during the year should be shown separately.	Not Applicable	Not Applicable

* There has been no expenditure incurred on Corporate Social Responsibility (CSR) during the previous year as Section 135 of Companies Act, 2013 was not applicable to Company in the FY 2022-23.

Note 39 The Company has a process whereby periodically all long-term contracts are assessed for material foreseeable losses. At the year end, the Company has reviewed and ensured that adequate provision as required under any law / accounting standards for material foreseeable losses, including derivatives, on such long-term contracts has been made in the books of account.

Note 40 The Company has reviewed its pending litigations and proceedings and has adequately provided for where Provisions are required and disclosed the contingent liabilities where applicable, in its financial statements. The Company does not expect the outcome of these proceedings to have a materially adverse effect on its financial results.

- Note 41 The previous year's figures are regrouped / rearranged / reclassified wherever considered necessary to correspond with the figures of current year.
- Note 42 As required by paragraph 32 of 'Ind AS' - 101 net profit reconciliation between the figures reported under Previous GAAP and 'Ind-AS' is not applicable for previous year ending 31.03.2024.
- Note 43 Disclosures pursuant to RBI Notification - RBI/2020-21/16 DOR.No.BP.BC/3/21.04.048/2020-21 dated 6 August 2020

Type of borrower	Number of accounts where resolution plan has been implemented under this window	Exposure to accounts mentioned at (A) before implementation of the plan	Of (B), aggregate amount of debt that was converted into other securities	Additional funding sanctioned, if any, including between invocation of the plan and implementation	Increase in provisions on account of the implementation of the resolution plan
Personal Loans	0	0	0	0	0
Corporate persons*	0	0	0	0	0
Of which, MSMEs	0	0	0	0	0
Others	0	0	0	0	0
Total	0	0	0	0	0

- Note 44 Disclosure pursuant to Reserve Bank of India Notification RBI/DOR/2023-24/106 Master Direction - Reserve Bank of India (Non-Banking Financial Company – Scale Based Regulation) Directions, 2023 DOR.FIN.REC.NO.45/03.10.119/2023-24 updated as on 21 March 2024

1. Exposure

1.1. Exposure to real estate sector

Category	Rupees in '000	
	Current year	Previous Year
i) Direct exposure (Unsecured)	24,759	-
a) Residential Mortgages – Lending fully secured by mortgages on residential property that is or will be occupied by the borrower or that is rented. Exposure would also include non-fund	-	-

based (NFB) limits.		
b) Commercial Real Estate – Lending secured by mortgages on commercial real estate (office buildings, retail space, multipurpose commercial premises, multifamily residential buildings, multi tenanted commercial premises, industrial or warehouse space, hotels, land acquisition, development and construction, etc.). Exposure would also include non-fund based (NFB) limits.	-	-
c) Investments in Mortgage-Backed Securities (MBS) and other securitized exposures – i. Residential ii. Commercial Real Estate	-	-
ii) Indirect Exposure Fund based and non-fund-based exposures on National Housing Bank and Housing Finance Companies.	-	-
Total Exposure to Real Estate Sector (Unsecured)	24,759	-

1.2. Exposure to capital market

Particulars	Rupees in '000	
	Current Year	Previous Year
i) Direct investment in equity shares, convertible bonds, convertible debentures and units of equity oriented mutual funds the corpus of which is not exclusively invested in corporate debt	50,810	50,810
ii) Advances against shares/bonds/debentures or other securities or on clean basis to individuals for investment in shares (including IPOs/ ESOPs), convertible bonds, convertible debentures, and units of equity oriented mutual funds	-	-
iii) Advances for any other purposes where shares or convertible bonds or convertible debentures or units of equity oriented mutual funds are taken as primary security	-	-
iv) Advances for any other purposes to the extent secured by the collateral security of shares or convertible bonds or convertible debentures or units of equity oriented mutual funds i.e. where the primary security other than shares/ convertible bonds/convertible debentures/units of equity oriented mutual funds does not fully cover the advances	-	-
v) Secured and unsecured advances to stockbrokers and guarantees issued on behalf of stockbrokers and market	51,335	26,354

makers		
vi) Loans sanctioned to corporates against the security of shares / bonds / debentures or other securities or on clean basis for meeting promoter's contribution to the equity of new companies in anticipation of raising resources	-	-
vii) Bridge loans to companies against expected equity flows / issues	-	-
viii) Underwriting commitments taken up by the NBFCs in respect of primary issue of shares or convertible bonds or convertible debentures or units of equity oriented mutual funds	-	-
ix) Financing to stockbrokers for margin trading	-	-
x) All exposures to Alternative Investment Funds: (i) Category I (ii) Category II (iii) Category III	-	-
Total exposure to capital market	1,02,145	51,460

1.3. Sectoral exposure

Rupees in '000						
Sectors	Current Year			Previous Year		
	Total Exposure (includes on balance sheet and off-balance sheet exposure)	Gross NPAs	Percentage of Gross NPAs to total exposure in that sector	Total Exposure (includes on balance sheet and off-balance sheet exposure)	Gross NPAs	Percentage of Gross NPAs to total exposure in that sector
1. Agriculture and Allied Activities	-	-	-	-	-	-
2. Industry						
i Commercial Rea Estate	24,759	-	-	-	-	-
ii NBFC	33,002	-	-	2,527	-	-
Others	2,37,908	-	-	146,042	-	-

Total of Industry	2,95,669	-	-	148,569	-	-
3. Services						
i...						
ii...						
Others						
Total of Services	-	-	-	-	-	-
4. Personal Loans						
i...						
ii...						
Others						
Total of Personal Loans (i+ii+...+Others)	-	-	-	-	-	-
5. Others, if any (please specify)	-	-	-	-	-	-

1.4. Intra-group exposures

		Rupees in '000	
		Current Year	Previous Year
1.	Total amount of intra-group exposures	178347	90249
2.	Total amount of top 20 intra-group exposures	178347	90249
3.	Percentage of intra-group exposures to total exposure of the NBFC on borrowers/customers	60%	61%

1.5. Unhedged foreign currency exposure

Not Applicable

2. Related Party Disclosure

Rupees in '000														
Related Party	Parent (as per ownership or control)		Subsidiaries		Associates/ Joint ventures		Key Management		Relatives of Key Management Personnel		Others		Total	
	Current year	Previous year	Current year	Previous year	Current year	Previous year	Current year	Previous year	Current year	Previous year	Current year	Previous year	Current year	Previous year
Borrow	-	-	-	-	-	-	-	-	-	-	-	-	-	-

ings														
Deposits	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Placement of deposits	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Advances	-	-	140	26354	-	-	29314	100	123033	37985	-	-	152487	64439
Investments	-	-	25810	25810	-	-	-	-	-	-	-	-	25810	25810
Purchase of fixed/other assets	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Sale of fixed/other assets	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Interest paid	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Interest received	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Others	-	-	-	-	-	-	-	-	-	-	-	-	-	-

3. Disclosure of complaints

3.1. Summary information on complaints received by the NBFCs from customers and from the Offices of Ombudsman

Sr. No	Particulars	Current Year	Previous Year
	Complaints received by the NBFC from its customers		
1	Number of complaints pending at beginning of the year	0	0
2	Number of complaints received during the year	0	0
3	Number of complaints disposed during the year	0	0
3.1	Of which, number of complaints rejected by the NBFC	0	0

4		Number of complaints pending at the end of the year	0	0
Maintainable complaints received by the NBFC from Office of Ombudsman				
5*		Number of maintainable complaints received by the NBFC from Office of Ombudsman	0	0
	5.1	Of 5, number of complaints resolved in favour of the NBFC by Office of Ombudsman	N.A.	N.A.
	5.2	Of 5, number of complaints resolved through conciliation/mediation/advisories issued by Office of Ombudsman	N.A.	N.A.
	5.3	Of 5, number of complaints resolved after passing of Awards by Office of Ombudsman against the NBFC	N.A.	N.A.
6*		Number of Awards unimplemented within the stipulated time (other than those appealed)	N.A.	N.A.
* It shall only be applicable to NBFCs which are included under 'Reserve Bank - Integrated Ombudsman Scheme, 2021'.				

3.2. Top five grounds of complaints received by the NBFCs from customers –

Not applicable as no complaints are received from the customer during the year under review and Previous year.

Grounds of complaints, (i.e. complaints relating to)	Number of complaints pending at the beginning of the year	Number of complaints received during the year	% increase/decrease in the number of complaints received over the previous year	Number of complaints pending at the end of the year	Of 5, number of complaints pending beyond 30 days
1	2	3	4	5	6
Current Year					
Ground - 1					

Ground - 2					
Ground - 3					
Ground - 4					
Ground - 5					
Others					
Total					
Previous Year					
Ground - 1					
Ground - 2					
Ground - 3					
Ground - 4					
Ground - 5					
Others					
Total					

- Note 45 The Notes referred to in the Balance Sheet and Statement of Profit and Loss Account form an integral part of the Accounts.
- Note 46 Company do not have borrowings from Banks or financial institutions on the basis of security of current assets, hence disclosure to that effect is not required.
- Note 47 The Company does not have any benami property and no proceedings have been initiated or are pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.
- Note 48 There have been no events after the reporting date that require disclosure in these financial statements.
- Note 49 Company do not have any transactions with companies struck off under section 248 of Companies Act, 2013 or section 560 of Companies Act, 1956, hence disclosure to that effect is not required.
- Note 50 There are no charges or satisfaction yet to be registered with Register of Companies (ROC) beyond the statutory period.
- Note 51 Company is not declared willful defaulter by any bank, financial institution or other lender, hence disclosure to that effect is not required.
- Note 52 There is no such scheme of Arrangements has been approved by the Competent Authority in terms of Section 230 to 237 of the Companies Act. 2013.

Note 53 Undisclosed Income

Details of any transaction not recorded in the books of account that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961), unless there is immunity for disclosure under any scheme.	Not Applicable
Whether the previously unrecorded income and related assets have been properly recorded in the books of account during the year.;	Not Applicable

Note 54 Company has not traded or invested in Crypto Currency or Virtual Currency during the financial year, has disclosure is not required to that effect.

Note 55 Disclosure of details as required in terms of paragraph 13 of Non-Banking Financial (Non-Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2007):

Particulars		Amount in ₹000	
LIABILITIES SIDE:			
1	Loans and advances availed by the NBFCs inclusive of interest accrued thereon but not paid:	Amount Outstanding	Amount Overdue
a	Debentures		
	Secured	-	-
	Unsecured (Other than falling within the meaning of Public Deposits)	-	-
b	Deferred Credits	-	-
c	Term Loans	-	-
d	Inter-corporate Loans and Borrowings	2,53,292	-
e	Commercial Paper	-	-
f	Public Deposits	-	-
g	Other Loans (Specify nature)	-	-
2	Break-up of (1)(f) above (Outstanding public deposits inclusive of interest accrued thereon but not paid):	-	-
ASSETS SIDE:		Amount Outstanding	
3	Break-up of Loans and Advances including bills receivables [other than those included in (4) below] :		

	a	Secured	-
	b	Unsecured	3,00,842
4	Break up of Leased Assets and stock on hire and hypothecation loans counting towards EL/HP activities		-
5	Break-up of Investments:		
	<u>Current Investments:</u>		
	<u>Long Term Investments:</u>		
	1 Quoted: (At Fair Market Value)		
	(i) Shares:	(a) Equity	30,661
		(b) Preference	-
	(ii) Units of Mutual Funds		7,221
	(iii) Investments in Government or Trust securities		5384
	2 Unquoted :(At Cost)		
	(i) Shares :	(a) Equity	29,385
		(b) Preference	1,87,320
	(ii) Debentures and Bonds		2,79,000
6	Borrower group-wise classification of all leased assets, stock-on-hire and loans and advances:		-
7	Investor group-wise classification of all investments (current and long term) in shares and securities (both quoted and unquoted):		
	Category		Market Value / Break up of fair Value or NAV
			Book Value (Net of Provisions)
	1. Related Parties		
	a	Subsidiaries	25,810
	b	Other Related Parties	-
	2. Other than Related Parties		5,13,161
	Total		5,38,971
			5,23,770

8 OTHER INFORMATION			
Particulars			Amount in ₹000
(i)	Gross Non-Performing Assets		
	(a)	Related Parties	-
	(b)	Other than related parties	-
(ii)	Net Non-Performing Assets		
	(a)	Related Parties	-
	(b)	Other than related parties	-
(iii)	Assets acquired in satisfaction of Debt		-

The Company has complied with the number of layers prescribed under clause (87) of section 2 of the Act read with companies (Restriction on number of Layers) Rules, 2017

Note 56 Disclosure of Loans to Directors, Senior Officers and Relatives of Directors- pursuant to Reserve Bank of India Notification RBI/DOR/2023-24/106 Master Direction - Reserve Bank of India (Non-Banking Financial Company – Scale Based Regulation) Directions, 2023 DOR.FIN.REC.NO.45/03.10.119/2023-24 updated as on 21 March 2024

	Rupees in '000	
	Current Year	Previous Year
Directors and their relatives	-	-
Entities associated with directors and their relatives (entities where directors or their relatives have major shareholding)	1,52,487	64,439
Senior Officers and their relatives	-	-
	1,52,487	64,439

Note 57 Utilisation of Borrowed funds and share premium:

A. Where company has advanced or loaned or invested funds (either borrowed funds or share premium or any other sources or kind of funds) to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding (whether recorded in writing or otherwise) that the Intermediary shall

- i) 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
- ii) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries;

the company shall disclose the following: -

<ul style="list-style-type: none"> (I) date and amount of fund advanced or loaned or invested in Intermediaries with complete details of each Intermediary. (II) There is no such scheme of Arrangements has been approved by the Competent Authority in terms of Section 230 to 237 of the Companies Act. 2013. (III) date and amount of guarantee, security or the like provided to or on behalf of the Ultimate Beneficiaries (IV) declaration that relevant provisions of the Foreign Exchange Management Act, 1999 (42 of 1999) and Companies Act has been complied with for such transactions and the transactions are not violate of the Prevention of Money-Laundering act, 2002 (15 of 2003).; 	<p>Not Applicable</p>
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B. Where a company has received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the

- i) 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
- ii) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries

the company shall disclose the following: -

<ul style="list-style-type: none"> (I) date and amount of fund received from Funding parties with complete details of each Funding party. (II) date and amount of fund further advanced or loaned or invested other intermediaries or Ultimate Beneficiaries along with complete details of the other intermediaries' or ultimate beneficiaries. (III) date and amount of guarantee, security or the like provided to or on behalf of the Ultimate Beneficiaries (IV) declaration that relevant provisions of the Foreign Exchange Management Act, 1999 (42 of 1999) and Companies Act has been complied with for such transactions and the transactions are not violate of the Prevention of Money-Laundering act, 2002 (15 of 2003).] 	<p>Not Applicable</p>
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Note 58 **Ratio Disclosure**

Capital to Risk weighted Assets Ratio	1.10
Tier I CRAR	2747.31
Tier II CRAR	0
Liquidity Coverage Ratio	158.28

Note 59 Other information pursuant to General Instructions for preparation of Balance Sheet and Profit & Loss Account of Schedule III to the Companies Act 2013 is not applicable.

UDIN: 24035809BKCQTG4384

AS PER OUR REPORT OF EVEN DATE

FOR CHAITANYA C. DALAL & COMPANY
CHARTERED ACCOUNTANTS

FOR AND ON BEHALF OF THE BOARD OF
MUKESH BABU FINANCIAL SERVICES LIMITED

Chaitanya C. Dalal
Partner
Membership No.35809
FRN NO. 101632W

Mukesh Babu
Managing Director
DIN:00224300

Meena Babu
Director
DIN:00799732

Mahesh Thakar
Chief Financial Officer

Nupur Chaturvedi
Company Secretary
ACS: A30139

Place : Mumbai
Date : 23/05/2024

Place : Mumbai
Date : 23/05/2024



Independent Auditor's Report on Consolidated Financial Statements

INDEPENDENT AUDITORS' REPORT

**To The Members of
Mukesh Babu Financial Services Limited**

REPORT ON THE CONSOLIDATED INDIAN ACCOUNTING STANDARDS (Ind AS) FINANCIAL STATEMENTS

OPINION

We have audited the accompanying consolidated financial statements of **Mukesh Babu Financial Services Limited** (hereinafter referred to as "the company") having CIN: L65920MH1985PLC035504 and its subsidiary (the company and its subsidiary together referred to as "the Group"), which comprise the Consolidated Balance Sheet as at 31 March 2024, the Consolidated Statement of Profit and Loss (including other comprehensive income), the Consolidated Statement of Changes in Equity and the Cash Flow Statement for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated Ind AS financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the financial position of the Group as at 31st March 2024, and its financial performance including other comprehensive income, its cash flows and the changes in equity for the year ended on that date.

BASIS FOR OPINION

We conducted our audit 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 Consolidated Financial Statements section of our report. We are independent of the Group 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 consolidated financial statements under the provisions 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.

KEY AUDIT MATTERS

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



INFORMATION OTHER THAN THE CONSOLIDATED FINANCIAL STATEMENTS AND AUDITOR'S REPORT THEREON

The Company's Board of Directors and Management are responsible for the preparation of the other information. The other information comprises the information included in the Group's annual report but does not include the financial statements and our auditor's report thereon.

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

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements, or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated. When we read the Group's other information, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance and take necessary actions, as applicable under the relevant laws and regulations.

MANAGEMENT'S RESPONSIBILITY FOR THE CONSOLIDATED FINANCIAL STATEMENTS

The Company's Board of Directors and Management are responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these Consolidated Financial Statements that give a true and fair view of the financial position, financial performance and cash flow of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

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 implementation and maintenance of 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 consolidated financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the consolidated 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.

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



AUDITOR'S RESPONSIBILITY FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS

Our objectives are to obtain reasonable assurance about whether the consolidated 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 aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

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

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3) (i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls 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 consolidated 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 consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Based on our examination which included test checks and that performed by the respective auditors of the subsidiaries, associates and joint ventures/joint operations which are incorporated in India whose financial statements have been audited under the

Act, the company, subsidiaries, associates and joint ventures/joint operations have used an accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software. Further, during the course of our audit, we and respective auditors of the above referred subsidiaries, associates and joint ventures/joint operations did not come across any instance of audit trail feature being tampered with.

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.

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "**Annexure A**" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
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 relating to preparation of the aforesaid consolidated financial statements have been kept so far as appears from our examination of those books.
 - (c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss, and Consolidated Statement of Cash Flows dealt with by this Report are in agreement with the books of account.
 - (d) In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - (e) On the basis of written representations received from the directors as on 31 March, 2024, taken on record by the Board of Directors of the company and its subsidiary, none of the directors of the Group is disqualified as on 31 March, 2024, from being appointed as a director in terms of Section 164(2) of the Act.
 - (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "**Annexure B**"; 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,

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

- (h) Based on the audit procedures performed by us, nothing has come to our notice that has caused us to believe that the below representations given by the management contain any material mis-statement.

- a. no funds have been advanced or loaned or invested by the company to or in any other person(s) or entities, including foreign entities ("Intermediaries"), with the understanding that the intermediary shall whether directly or indirectly lend or invest in other persons or entities identified in any manner by or on behalf of the company (Ultimate Beneficiaries) or provide any guarantee, security or the like on behalf of ultimate beneficiaries.
- b. no funds have been received by the company from any person(s) or entities including foreign entities ("Funding Parties") with the understanding that such company shall whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the funding party (ultimate beneficiaries) or provide guarantee, security or the like on behalf of the ultimate beneficiaries.

- (i) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

- (i) The Group has disclosed the impact of pending litigations, if any, on its financial position as on 31 March 2024;
- (ii) The Group did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;
- (iii) M/s Mukesh Babu Financial Services Limited has transferred the required amount of Rs. 1,99,122/-, to the Investor Education and Protection Fund on 10/11/2023.
- (iv) The Group has complied with the provision of Section 123 of the Act with respect to dividend declared/paid during the year.

- (j) Based on our examination, which included test checks, the Company has used accounting software for maintaining its books of accounts for the financial year ended 31st March 2024 which has feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software. Further during the course of our audit we did not come across any instance of audit trail feature being tempered with.



As Proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 is applicable to the Company with effect from April 1, 2023, and accordingly, reporting under Rule 11(g) of Companies (Audit and Auditors) Rules, 2014 on preservation of audit trail as per the statutory requirements for record retention is not applicable for the financial year ended March 31, 2024.

UDIN: 24035809BKCQTF5485
For Chaitanya C Dalal & Co.
Chartered Accountants
Firm Registration No.: 101632W

Chaitanya C Dalal
Partner
Membership No.: 035809

Place: Mumbai
Date: 23rd May 2024

Annexure A to the Independent Auditors' Report

Re: Mukesh Babu Financial Services Limited

The Annexure referred to in our Independent Auditors' Report with reference to the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act") to the members of the Company and its subsidiary on the Consolidated Financial Statement for the year ended 31st March 2024.

We have audited the internal financial controls over financial reporting of **Mukesh Babu Financial Services Limited** (hereinafter referred to as "the Company") and its subsidiary company as of March 31, 2024 in conjunction with our audit of the consolidated financial statements of the Group for the year ended on that date:

Management's Responsibility for Internal Financial Controls

The management of the company and its subsidiary company are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Group considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls issued by the Institute of Chartered Accountants of India.

These responsibilities include 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 policies of the Group, 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 Group'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 The Institute of Chartered Accountants of India 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, the guidelines 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 depends on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.



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

Meaning of Internal Financial Controls Over Financial Reporting

Internal financial control over financial reporting of the Group is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of consolidated financial statements for external purposes in accordance with generally accepted accounting principles. Internal financial control over financial reporting of the Group includes those policies and procedures that

- (a) pertain to the maintenance of records that, in reasonable detail accurately and fairly reflect the transactions and dispositions of the assets of the company and its subsidiary company;
- (b) provide reasonable assurance that transactions are recorded as necessary to permit preparation of consolidated financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company and its subsidiary company;
- (c) Provide reasonable assurance regarding prevention or timely detection of

unauthorized acquisition, use, or disposition of the assets of the Group that could have a material effect on the consolidated 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 Group 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 on 31st March 2024, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls issued by the Institute of Chartered Accountants of India.

UDIN: 24035809BKCQTF5485

**For Chaitanya C Dalal & Co.
Chartered Accountants
Firm Registration No.: 101632W**

**Chaitanya C Dalal
Partner
Membership No.: 035809
Place: Mumbai
Date: 23rd May 2024**



Consolidated Financial Statements with Notes

MUKESH BABU FINANCIAL SERVICES LIMITED

CIN:L65920MH1985PLC035504

CONSOLIDATED BALANCE SHEET AS AT 31/03/2024

Rupees in '000

Particulars	Note No.	31-03-2024	31-03-2023
ASSETS			
I. Financial Assets			
1 Cash and cash equivalents	2	9,087	13,327
2 Bank Balance other than (1) above	3	89,226	89,393
3 Receivables			
(I) Trade Receivables	4	7,164	7,164
(II) Other Receivables	5	8	797
4 Loans	6	3,84,033	2,60,528
5 Investments	7	11,13,476	8,07,736
6 Other financial assets	8	1,36,190	98,456
Total Financial Assets		17,39,184	12,77,401
II. Non-financial assets			
1 Inventories	9	20,41,484	13,87,339
2 Current tax assets (Net)		-	-
3 Deferred tax assets (Net)		-	-
4 Property, Plant and Equipments	11	20,254	20,663
5 Other non-financial assets	12	1,23,922	1,66,701
Total Non-Financial Assets		21,85,660	15,74,703
Total Assets		39,24,844	28,52,104
LIABILITIES AND EQUITY			
I. LIABILITIES			
Financial Liabilities			
1 Payables			
(a) Trade Payables:			
(i) total outstanding dues of micro enterprises and small enterprises			
(ii) total outstanding dues of creditors other than micro enterprises and small enterprises	13	39,485	16,453
(b) Other Payables:			
2 Borrowings (Other than Debt Securities)	14	2,95,184	2,60,525
3 Other financial liabilities	15	1,298	1,550
Total Financial Liabilities		3,35,967	2,78,528
II. Non-Financial Liabilities			
1 Current tax liabilities (Net)	10	13,377	13,633
2 Provisions	16	18,588	6,341
3 Deferred tax liabilities (Net)	17	5,32,092	3,34,881
4 Other non-financial liabilities	18	543	845
Total Non-Financial Liabilities		5,64,600	3,55,700
III. EQUITY			
1 Equity Share capital	19	69,675	69,675
2 Other Equity	20	27,74,500	19,67,924
3 Non Controlling Interest		1,80,102	1,80,277
Total Equity		30,24,277	22,17,876
Total Liabilities and Equity		39,24,844	28,52,104

See accompanying notes to the financial statements

UDIN:24035809BKCQTF5485
AS PER OUR REPORT OF EVEN DATE
FOR CHAITANYA C. DALAL & COMPANY
CHARTERED ACCOUNTANTS

FOR AND ON BEHALF OF THE BOARD OF
MUKESH BABU FINANCIAL SERVICES LIMITED

Mukesh Babu
Managing Director
DIN:00224300

Meena Babu
Director
DIN:00799732

CHAITANYA C. DALAL
Partner
Membership No.35809
FRN NO. 101632W

Mahesh Thakar
Chief Financial Officer

Nupur Chaturvedi
Company Secretary
ACS: A30139

Place : Mumbai
Date : 23/05/2024

Place : Mumbai
Date : 23/05/2024



MUKESH BABU FINANCIAL SERVICES LIMITED

CIN:L65920MH1985PLC035504

CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31/03/2024

Rupees in '000

Particulars	Note	31-03-2024	31-03-2023
INCOME			
I Revenue from Operations			
Interest Income	21	22,646	20,219
Dividend Income		45,267	62,394
Profit on Shares and Securities		99,983	21,581
II Other Income			
Profit on sale of Investments		97	-
Dividend On Investment		2,730	2,734
Interest on Term Deposits		4,777	4,946
Interest on Income Tax Refund		34	95
Interest Income - Others		1,619	1,568
Rent Income		1,172	761
Miscellaneous Income		92	762
III Total Income (I + II)		1,78,417	1,15,060
EXPENSES			
Employee benefits expense	22	8,120	7,818
Finance costs	23	24,000	21,399
Depreciation	11	1,582	1,823
Other expenses	24	63,905	15,978
IV Total expenses		97,607	47,018
V Profit before exceptional items and tax (III-IV)		80,810	68,042
VI Exceptional items			
VII Profit before tax (V-VII)		80,810	68,042
VIII Tax expense:			
(1) Current tax		20,141	22,725
(2) Deferred tax charge / (credit)		1,928	(2,367)
IX Profit for the year from continuing operations (VII-VIII)		58,741	47,684
X Profit/(Loss) from discontinued operations		-	-
XI Net Profit after tax		58,741	47,684
XII Profit / (Loss) attributable to/(from) non-controlling interests		(176)	(1,031)
XIII Profit for the year		58,917	48,715
XIV Other Comprehensive Income			
Items that will not be reclassified to profit or loss		9,52,056	(74,156)
Income Tax to Items that will not be reclassified to profit or loss		(1,95,283)	16,134
Items that will be reclassified to profit or loss		-	-
Income Tax to Items that will be reclassified to profit or loss		-	-
Other Comprehensive Income for the year (net of tax)		7,56,773	(58,022)
XV Total Comprehensive Income for the year (XI+XIV)		8,15,514	(10,338)
XVI Earnings per equity share: (Face Value per Share Rs. 10)			
(1) Basic	27	8.43	6.84
(2) Diluted	27	8.43	6.84

See accompanying notes to the financial statements

UDIN:24035809BKCQTF5485
AS PER OUR REPORT OF EVEN DATE
FOR CHAITANYA C. DALAL & COMPANY
CHARTERED ACCOUNTANTS

FOR AND ON BEHALF OF THE BOARD OF
MUKESH BABU FINANCIAL SERVICES LIMITED

CHAITANYA C. DALAL
Partner
Membership No.35809
FRN NO. 101632W

Mukesh Babu
Managing Director
DIN:00224300

Meena Babu
Director
DIN:00799732

Place : Mumbai
Date : 23/05/2024

Mahesh Thakar
Chief Financial Officer
Place : Mumbai
Date : 23/05/2024

Nupur Chaturvedi
Company Secretary
ACS: A30139



MUKESH BABU FINANCIAL SERVICES LIMITED
CIN:L65920MH1985PLC035504
CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31/03/2024

	Rupees in '000	
	31.03.2024	31.03.2023
A. Cash flow from Operating Activities :		
Net Profit Before Tax and Extraordinary Item	80,810	68,042
Adjustments for :		
Depreciation & Misc. Exp. Written off	1,582	1,823
Loss (Profit) on sale of Investment	-	-
Dividend On Investment	(2,730)	(2,734)
Interest received	(6,430)	(6,609)
Rent received	(1,172)	(761)
Interest Paid	-	(8,281)
Operating Profit Before Working Capital Changes	72,060	59,761
Changes in Working Capital:		
Inventories	(2,988)	(36,552)
Trade Receivables	-	-
Other Receivables	790	(391)
Loans and Advances	(1,23,506)	48,689
Other Financial Assets	(37,734)	(5,015)
Other Non-Financial Assets	42,779	(758)
Other Current Assets	167	671
Trade Payables	23,032	3,048
Other Financial Liabilities	(252)	168
Other Non-Financial Liabilities	(302)	685
Other Liabilities	11,242	11,799
Cash Generated from Operations	(14,712)	82,105
Direct Taxes	20,141	22,725
Cash Flow Before Extraordinary Items	(34,853)	59,380
Extraordinary Items		
Net Cash From Operating Activities	(34,853)	59,380
B. Cash Flow from Investing Activities :		
Purchase of Fixed Assets	(1,173)	(25)
Sale of Fixed Assets	-	-
Dividend On Investment	2,730	2,734
Interest received	6,430	6,609
Rent received	1,172	761
Purchase of Investments	(7,831)	(94,769)
Sale of Investments	3,000	-
Net cash used in Investing Activities	4,328	(84,690)
C. Cash Flow from Financing Activities :		
Proceeds from Issue of Share Capital	-	-
Proceeds from Short Term Borrowings (net)	34,650	42,618
Repayment of Short Term Borrowings (net)	-	-
Repayment of Finance Lease Liabilities	-	-
Interest Paid	-	-
Dividends Paid	(8,365)	(8,365)
Increase in Misc. & Public Issue Expenses	-	-
Net cash used in Financing Activities	26,285	34,253
Net Increase / (Decrease) in Cash & Cash Equivalents	(4,240)	8,943
Cash & Cash Equivalents at the beginning of the year	13,327	4,384
Cash & Cash Equivalents at the end of the year	9,087	13,327

See accompanying notes to the financial statements

UDIN:24035809BKCQTF5485

**AS PER OUR REPORT OF EVEN DATE
FOR CHAITANYA C. DALAL & COMPANY
CHARTERED ACCOUNTANTS**

**FOR AND ON BEHALF OF THE BOARD OF
MUKESH BABU FINANCIAL SERVICES LIMITED**

**CHAITANYA C. DALAL
Partner
Membership No.35809
FRN NO. 101632W**

**Mukesh Babu
Managing Director
DIN:00224300**

**Meena Babu
Director
DIN:00799732**

**Place : Mumbai
Date : 23/05/2024**

**Mahesh Thakar
Chief Financial Officer**

**Nupur Chaturvedi
Company Secretary
ACS: A30139**

**Place : Mumbai
Date : 23/05/2024**



Consolidated Statement of changes in Equity as at March 31, 2024

A. EQUITY SHARE CAPITAL

Particulars	Rupees in '000	
	31-03-2024	31-03-2023
Balance at the beginning of the period	69,675	69,675
• Changes in Equity Share Capital due to prior period errors	-	-
• Restated balance at the beginning of the current reporting period	-	-
• Changes in Equity Share Capital during the year	-	-
Balance at the end of the reporting period	69,675	69,675

B. OTHER EQUITY

Particulars	Rupees in '000						
	Reserves and Surplus					Other Comprehensive Income (OCI)	Total
	Capital Reserve	Securities Premium Reserve	Statutory Reserve	General Reserve	Retained Earnings		
Balance as at 31st March 2022	7,081	73,560	1,20,869	21,083	5,43,217	12,19,707	19,85,517
Profit for the year	-	-	-	-	47,684	-	47,684
Transfer (to)/from non-controlling interests	-	-	-	-	1031	-	1,031
Dividend Payments	-	-	-	-	(8,365)	-	(8,365)
Transfer to Statutory Reserves u/s. 45-IC of RBI Act, 1934	-	-	9,962	-	(9,962)	-	-
Provisions for Standard Assets (RBI Regulations)	-	-	-	-	79	-	79
Other Comprehensive Income (net of Taxes)	-	-	-	-	-	(58,022)	(58,022)
Balance as at 31st March 2023	7,081	73,560	1,30,831	21,083	5,73,684	11,61,685	19,67,924



Profit for the year	-	-	-	-	58,741	-	58,741
Transfer (to)/from non-controlling interests	-	-	-	-	176	-	176
Dividend Payments	-	-	-	-	(8,365)	-	(8,365)
Transfer to Statutory Reserves u/s. 45-IC of RBI Act, 1934	-	-	11,821	-	(11,821)	-	-
Provisions for Standard Assets (RBI Regulations)	-	-	-	-	(749)	-	(749)
Other Comprehensive Income (net of Taxes)	-	-	-	-	-	7,56,773	7,56,773
Balance as at 31st March 2024	7,081	73,560	1,42,652	21,083	6,11,666	19,18,458	27,74,500

See accompanying notes to the financial statements



**NOTES TO ANNUAL ACCOUNTS-CONSOLIDATED FOR THE YEAR ENDED
MARCH 31, 2024**

NOTES ON ACCOUNTS

Note 1 SIGNIFICANT ACCOUNTING POLICIES

a. Statement of compliance and basis for preparation and presentation of financial statements

These consolidated or separate financial statements of the Company have been prepared in accordance with the Indian Accounting Standards as per the Companies (Indian Accounting Standards) Rules 2015 as amended and notified under Section 133 of the Companies Act, 2013 (“the Act”), in conformity with the accounting principles generally accepted in India and other relevant provisions of the Act. Any application guidance/ clarifications/ directions issued by RBI or other regulators are implemented as and when they are issued/ applicable.

The Company’s financial statements upto and for the year ended 31 March 2019 were prepared in accordance with the Generally Accepted Accounting Principles in India (IGAAP) under the historical cost convention as a going concern and on accrual basis, unless otherwise stated, and in accordance with the provisions of the Companies Act, 2013, the Accounting Standards specified under section 133 of the Companies Act, 2013 (“the Act”) read with rule 7 of the Companies (Accounts) Rules 2014 (as amended), prudential norms for income recognition, assets classification and provisioning for non-performing assets as well as contingency provision for standard assets as prescribed by The Reserve Bank of India (RBI) for NBFCs and the guidelines issued by Securities and Exchange Board of India (SEBI) to the extent applicable, collectively referred as “Previous GAAP”.

b. Basis and Measurement of fair values

The financial statements have been prepared on the historical cost basis except for certain financial instruments which are measured at fair values. A number of Company’s accounting policies and disclosures require the measurement of fair values, for both financial and non-financial assets and liabilities. The Company has established policies and procedures with respect to the measurement of fair values. Fair values are Quoted prices (unadjusted) in active markets for identical assets and liabilities.

c. Revenue Recognition:

Income from Shares and Securities includes income/loss form transactions trading in capital market and future & options, taken place during the year through stock exchanges. They are recognized and accounted when transaction take place and are recorded at existing fare value in market with all the relevant taxes and duties. Interest income and Expenses are accounted on accrual basis. Dividend Income on stock and Investment are accounted on Receipt basis.



d. Property, Plant and Equipment's (PPE)

PPE are stated at cost of acquisition (including incidental expenses), less accumulated depreciation and accumulated impairment loss, if any. Assets costing less than ₹5000/- are fully depreciated in the period of purchase. PPE is derecognized on disposal or when no future economic benefits are expected from its use. Depreciation on PPE is provided on Written Down Method at the rates specified in Schedule II to the Companies Act, 2013 on a pro-rata basis.

An asset is treated as impaired when the carrying cost of the Asset exceeds its recoverable value. An impairment loss is charged to the Profit & Loss account in the year in which an asset is identified as impaired. The Impairment loss recognized in prior accounting periods is increased / reversed where there has been change in the estimate of recoverable amount. The recoverable value is the higher of the net selling price and value in use.

e. Intangible assets

Intangible assets if any are stated at cost less accumulated amortization and accumulated impairment loss, if any.

f. Investments in subsidiaries and associates:

Investments in subsidiaries and associate are measured at cost less accumulated impairment, if any.

g. Investments

a. Long term investment is an investment other than a current investment intended to hold more than one year. All long term investments were stated at cost upto previous financial year. After adoption of adoption of the Indian Accounting Standards as per the Companies (Indian Accounting Standards) Rules 2015 as amended and notified under Section 133 of the Companies Act, 2013 (“the Act”), in Current Financial Year, quoted and long term investment were carried at fair realisable value and that of unquoted investments are stated at cost. Accordingly Quoted Investments to earlier years are valued at fair realisable value as on the date of respective year ending and corresponding effect is given in comprehensive income.

b. Investment in Immovable Properties are stated at cost.

h. Inventories

In view of adoption of the Indian Accounting Standards as per the Companies (Indian Accounting Standards) Rules 2015 as amended and notified under Section 133 of the Companies Act, 2013 (“the Act”), in Current Financial Year , Inventories of quoted shares were carried at fair realisable value and that of unquoted Shares at cost. Accordingly Inventories to earlier years are valued at fair realisable value as on the date of respective year ending and corresponding effect is given in comprehensive income.



i. Employee Benefits

The Company's contribution to ESIC/Provident Fund is accounted on accrual basis and charged to Profit and Loss Account. Gratuity is accounted as payable to Employees on Retirement or Resignation of Employees; whereas there is no defined policy enabling the employees to avail encashment of leave.

j. Finance costs

Finance costs include interest expense computed by applying the effective and agreed interest rate measured on the use of borrowed fund. Finance costs are charged to the Statement of profit and loss.

k. Provisions

Provisions are recognised when there is a present obligation as a result of a past event, and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and there is a reliable estimate of the amount of the obligation. Provisions are reviewed at each balance sheet date and adjusted to reflect the current best estimate.

l. Cash and cash equivalents

Cash and cash equivalents in the balance sheet comprise cash on hand, cheques and drafts on hand, balance with banks in current accounts and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of change in value.

m. Earning Per Share

Basic earnings per share are computed by dividing the net profit or loss for the period by the weighted average number of Equity Shares outstanding during the period. Diluted earnings per share is computed by dividing the net profit or loss for the period by the weighted average number of Equity Shares outstanding during the period as adjusted for the effects of all dilutive potential equity shares.

n. Provisions, Contingent Liabilities and Contingent Assets

Contingent liabilities as defined in Ind AS 37 "Provisions, Contingent Liabilities and Contingent Assets" are disclosed by way of notes to accounts. Provision is made if it becomes probable that an outflow of future economic benefits will be required for an item previously dealt with as a contingent liability.

o. Statement of Cash flow

Cash flows are reported using the indirect method, whereby the net profit before tax is adjusted for the effects of transactions of a non-cash nature and any deferrals or accruals of the past or future cash receipts or payments. The cash flows from regular revenue generating, investing & financing activities of the company are segregated.



p. Statutory Reserve and Provision of Standard Assets

A Statutory Reserve of 20% of the current profit after tax is made during the year in pursuance of section 45-IC of the Reserve Bank of India Act, 1934.

Provision is made @ 00.40 % of Standard assets, which includes secured and unsecured loans granted to companies and other entities.

q. Prudential Norms

For the purpose of identifying the assets as Non-performing assets in pursuance of Non-Banking Financial Companies Prudential Norms (Reserve Bank) Directions, 1998, the Company follows generally accepted accounting principles and industry practices.

r. Taxation

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

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



Note 2 **CASH AND CASH EQUIVALENTS**

Particulars	Rupees in '000	
	31.03.2024	31.03.2023
Cash on hand	3,572	2,767
Balances with banks (In Current Accounts with Scheduled Banks)	5,515	10,560
Total	9,087	13,327

Note 3 **BANK BALANCES (OTHER)**

Particulars	Rupees in '000	
	31.03.2024	31.03.2023
In Fixed Deposits with Scheduled Banks	86,459	86,895
In Unclaimed Dividends Account	1,298	1,550
Interest Accrued not due on Fixed Deposits	1,469	948
Total	89,226	89,393

Note 4 **TRADE RECEIVABLES**

Particulars	Rupees in '000	
	31.03.2024	31.03.2023
Unsecured Considered Good		
i. Related Party	-	-
ii. Others	7,164	7,164
Secured		
i. Related Party	-	-
	-	-
Total	7,164	7,164

Aging Disclosure of Trade Receivable	Current Year					
Rupees in '000						
Particulars	Less than 6 Month	6 Month to 1 Year	1 to 2 Years	2 to 3 Years	More than 3 Years	Total
Undisputed Trade Receivable						
Considered good	-	-	-	-	7,164	7,164
Receivable having Credit Risk	-	-	-	-	-	-
Receivable Credit Impaired	-	-	-	-	-	-
Disputed Trade Receivable						
Considered good	-	-	-	-	-	-
Receivable having Credit Risk	-	-	-	-	-	-
Receivable Credit Impaired	-	-	-	-	-	-
Total	-	-	-	-	7,164	7,164

Aging Disclosure of Trade Receivable	Previous Year					
Rupees in '000						
Particulars	Less than 6 Month	6 Month to 1 Year	1 to 2 Years	2 to 3 Years	More than 3 Years	Total
Undisputed Trade Receivable						
Considered good	-	-	-	7,164	-	7,164
Receivable having Credit Risk	-	-	-	-	-	-
Receivable Credit Impaired	-	-	-	-	-	-
Disputed Trade Receivable						
Considered good	-	-	-	-	-	-
Receivable having Credit Risk	-	-	-	-	-	-
Receivable Credit Impaired	-	-	-	-	-	-
Total	-	-	-	7,164	-	7,164

Note 5 **OTHER RECEIVABLES**

Particulars	Rupees in '000	
	31.03.2024	31.03.2023
Other Receivable	8	797
Total	8	797

Note 6 **LOANS**

Particulars	Rupees in '000	
	31.03.2024	31.03.2023
A. Term Loans, Considered Good		
ICD Loans Unsecured	226,145	1,77,076
Easy Finance Consumer loans	-	30,900
IPO funding Loans	-	-
Loans to Related Parties	152,585	49,958
B. Others, Considered Good		
Staff & Associates	5,303	2,594
Total	384,033	2,60,528
* Out of the above no loans are granted to Public Sector Company.		
* Out of the above no loans are granted to parties outside the India.		

Note 7 **INVESTMENTS**

Disclosure pursuant to Note no. K (i) of Part I of Schedule III to the Companies Act 2013

Sr. No.	Name of the Body Corporate	No. of Shares / Units		Amount Rupees in '000	
		31.03.2024	31.03.2023	31.03.2024	31.03.2023
1	2	3	4	5	6
a	Investment in Equity Instruments				
	Quoted Instrument At fair value through other comprehensive income:				
	Aftek Ltd.	1,162	1,162	2	2
	Bajaj Auto Ltd.	1,500	1,500	13,717	5,826
	BSE Ltd.	90,000	90,000	2,39,846	38,786
	BF Investment Ltd.	15,000	15,000	7,809	6,008

	BF Utilities Ltd.	15,000	15,000	11,561	4,455
	Bharat Forge Ltd.	75,000	75,000	84,709	57,758
	Diligent Media Corporation Ltd.	3,432	3,432	17	8
	DSQ Software	5,200	5,200	52	52
	Dr.Reddy's Laboratories Ltd.	500	500	3,078	2,311
	The Gaekwar Mills Ltd.	3,60,000	3,60,000	4,507	4,518
	HDFC Bank Ltd.	25,000	25,000	36,205	40,244
	Hindustan Oil Exploration Ltd.	50,000	50,000	8,873	6,005
	Indian Telephone Industries Ltd.	10,000	10,000	2,529	901
	Indusind Bank	900	900	1,400	961
	ITC Ltd.	2,500	2,500	1,071	959
	Kesoram Industries Ltd.	40	40	7	-
	Kirlosker Pneumatics Co. Ltd.	1,00,000	1,00,000	70,570	56,025
	Larsen & Toubro Ltd.	6,200	6,200	23,399	13,421
	MPL Plastic Ltd	85,000	85,000	1,306	1,191
	Nexus Software Ltd.	44	44		-
	Número Uno Projects Ltd.	2,030	2,030	2	2
	P.M. Telelinks Ltd.	100	100	1	1
	Pooja Intertainment & Films Ltd.	3500	500	495	80
	Reliance Communications Ltd.	1,500	1,500	3	2
	Steelcast Ltd.	40,000	40,000	26,154	18,218
	Sun Pharmaceutical Industries Ltd.	360	360	583	354
	Sun Infoways Ltd.	400	400	2	2
	Tata Consultancy Services Ltd.	1,000	1,000	3,884	3,206
	Tata Motors Ltd.	25,000	25,000	24,825	10,515
	Ultratech Cement Ltd.	1,000	1,000	9,745	7,620
	UPL Limited	8,000	8,000	9,074	6,051
	Siti Cable Network Ltd.	35,181	35,181	23	41
	Zee Entertainment Enterprises Ltd.	20,000	20,000	2,774	4,234
				5,88,223	2,89,757
	UnQuoted At Cost:				
	Bhakti Vedanta Infratech P. Ltd.	540,000	540,000	5,400	5,400
	Curl Capital Pvt. Ltd.	29,807	29,807	22,475	22,475
				27,875	27,875
b.	Investments in Preference Shares				
	At Cost :				
	Balance Equity Broking (India) P. Ltd.	15,00,000	15,00,000	15,000	15,000
	(15% Redeemable ,Optionally Convertible)				
	Istaa Finserv Private Limited (formerly known as Yogen Babu Securites P.Ltd.)	10,000	10,000	10,000	10,000
	Bridge Fintech Solutions Pvt. Ltd.				
	(0.00001% SERIES A4 PP PREF 27MY23)	30,786	30,786	78,566	78,566

	Bridge Fintech Solutions Pvt. Ltd. (0.0001% SERIES A3 PREF 27MY38)	3,703	3,703	9,450	9,450
	Bridge Fintech Solutions Pvt. Ltd. (Fully paid up CCPS R1)	64,000	64,000	49,536	49,536
	Bridge Fintech Solutions Pvt. Ltd. (Fully Paid up CCPS R2)	32,000	32,000	24,768	24,768
				1,87,320	1,87,320
c.	Investment in Immovable Properties				
	Flat NO. 1109 at Callista - Andheri	-	-	9,227	9,227
	Flat NO. 1110 at Callista - Andheri	-	-	9,227	9,227
				18,454	18,454
d.	Investments in Government or Trust securities (At realisable value)				
	GOI Loan 7.10% 2029	5,000	5,000	516	509
				516	509
e.	Investments in Mutual Funds (At realisable value)				
	HDFC Large Cap & Mid Cap Fund Regular (G)	25,100	25,100	7,221	4,821
				7,221	4,821
f.	Investments in Debentures/ Bonds (At Cost)				
	The Gaekwar Mills Ltd (9%)	3,000	3,000	229,000	229,000
	The Gaekwar Mills Ltd (0%)	500	500	50,000	50,000
				279,000	279,000
g.	Investments in Treasury Bill Quoted At fair value through other comprehensive income:				
	TB 32893 2023	10,000		4,868	-
				4,868	-
	Total			11,13,477	8,07,736

Note 8 OTHER FINANCIAL ASSETS

Particulars	Rupees in '000	
	31.03.2024	31.03.2023
Security Deposit	50,948	50,948
Interest Free Deposits with Exchanges & others	17,671	17,671
Margin Money with Brokers	67,571	29,837
Total	1,36,190	98,456

Note 9 INVENTORIES

Particulars	Rupees in '000	
	31.03.2024	31.03.2023
Stock of Shares (At fair realisable value)	20,41,484	13,87,339
Total	20,41,484	13,87,339

INCREASE / DECREASE IN INVENTORIES

Particulars	Rupees in '000	
	31.03.2024	31.03.2023
Inventories at the end of the year		
Stock of Shares (At fair Realisable Value)	20,41,484	13,87,339
Inventories at the beginning of the year		
Stock of Shares (At fair Realisable Value)	13,87,339	14,08,342
Net Increase / (Decrease) in Inventories	6,54,145	(21,003)

Note 10 CURRENT TAX LIABILITIES (Net)

Particulars	Rupees in '000	
	31.03.2024	31.03.2023
Provision for Taxations (Net of TDS)	13,377	13,633
Total	13,377	13,633



Note 11 **PROPERTY, PLANT AND EQUIPMENTS**

Rupees in '000										
Particulars	Gross Block				Accumulated Depreciation			Net Block		
		01-04-2023	Additions/ (Disposals)	31-03-2024	01-04-2023	Depreciation for the year	On disposals	31-03-2024	01-04-2023	31-03-2024
a	Tangible Assets									
Office Premises	26,313	-	26,313	13,691	615	-	14,306	12,622	12,007	
Guest House	7,220	-	7,220	1,715	96	-	1,811	5,505	5,409	
Furniture and Fixtures	7,181	140	7,321	6,747	117	-	6,864	434	457	
Electrical Fittings & Equipments	2,479	207	2,686	2,234	68	-	2,302	245	384	
Office equipments	3,786	310	4,096	3,756	35	-	3,791	30	305	
Computers	7,776	516	8,292	7,709	106	-	7,815	67	477	
Vehicles	8,802	-	8,802	7,042	545	-	7,587	1,760	1,215	
Total (Current Year)	63,557	1,173	64,730	42,894	1,582	-	44,476	20,663	20,254	
Total (Previous Year)	63,531	25.00	63,556	41,071	1,823	-	42,894	22,460	20,662	
b	Intangible Assets									
--	-	-	-	-	-	-	-	-	-	
Total (Current Year)	-	-	-	-	-	-	-	-	-	
Total (Previous Year)	-	-	-	-	-	-	-	-	-	
c	Capital Work in Progress									
--	-	-	-	-	-	-	-	-	-	
Total (Current Year)	-	-	-	-	-	-	-	-	-	
Total	-	-	-	-	-	-	-	-	-	

(Previous Year)	-	-	-	-	-	-	-	-	-
d Intangible assets under Development									
--	-	-	-	-	-	-	-	-	-
Total (Current Year)	-	-	-	-	-	-	-	-	-
Total (Previous Year)	-	-	-	-	-	-	-	-	-

Disclosure pursuant to Note no. I (iv) and J (iii) of Part I of Schedule III to the Companies Act, 2013

Where sums have been written off on a reduction of capital or revaluation of assets or where sums have been added on revaluation of assets,

Particulars	Year				
	2019-20	2020-21	2021-22	2022-23	2023-24
	₹	₹	₹	₹	₹
Asset details:					
Balance as at 1st April	0	0	0	0	0
Impairment/ Revaluation	0	0	0	0	0
Balance as at 31st March	0	0	0	0	0

Rupees in '000

Reconciliation		Opening Value	Additions	Disposals	Acquisitions through business combinations	Amount of change due to revaluation	Other adjustments and the related depreciation	Impairment losses / reversals	Net Block
Property, Plant and Equipment	Current Year	63,557	1,173	-	-	-	44,476	-	20,254
	Previous Year	63,531	25	-	-	-	42,894	-	20,662
Intangible Assets	Current Year	-	-	-	-	-	-	-	-
	Previous Year	-	-	-	-	-	-	-	-

Capital Work in Progress	Current Year	-	-	-	-	-	-	-	-
	Previous Year	-	-	-	-	-	-	-	-
Intangible assets under Development	Current Year	-	-	-	-	-	-	-	-
	Previous Year	-	-	-	-	-	-	-	-

Note 12 **OTHER NON-FINANCIAL ASSETS**

Particulars	Rupees in '000	
	31.03.2024	31.03.2023
Advances Against Projects	33,004	27,254
Prepaid Expenses	91	20
Advance for Assets & Expenses	90,827	1,39,427
Total	1,23,922	1,66,701

Note 13 **PAYABLES**

Particulars	Rupees in '000	
	31.03.2024	31.03.2023
Trade Payable		
Related Party	-	-
Others	39,485	16,331
Total Trade Payable	39,485	16,331
Other Payable:		
Related Party	-	-
Others	-	122
Total Other Payable	-	122
Total	39,485	16,453

(There is no amount Payable to Micro, Small and Medium Enterprises)



Aging Disclosure of Trade Payable		Current Year				
						Rupees in '000
Particulars	Less than 1 Year	1 to 2 Years	2 to 3 Years	More than 3 Years	Total	
Undisputed Trade Payable						
MSME Trade Payable	-	-	-	-	-	-
Other Trade Payable	39,485	-	-	-	-	39,485
Disputed Trade Payable						
MSME Trade Payable	-	-	-	-	-	-
Other Trade Payable	-	-	-	-	-	-
Total	39,485	-	-	-	-	39,485
Aging Disclosure of Trade Payable		Previous year				
						Rupees in '000
Particulars	Less than 1 Year	1 to 2 Years	2 to 3 Years	More than 3 Years	Total	
Undisputed Trade Payable						
MSME Trade Payable	-	-	-	-	-	-
Other Trade Payable	16,331	-	-	-	-	16,331
Disputed Trade Payable						
MSME Trade Payable	-	-	-	-	-	-
Other Trade Payable	-	-	-	-	-	-
Total	16,331	-	-	-	-	16,331

Note 14 **BORROWINGS (OTHER THAN DEBT SECURITIES)**

Particulars	Rupees in '000	
	31.03.2024	31.03.2023
TERM LOANS		
Secured		
From Banks	41,892	36,768
From other parties (Secured against Pledge of Stock of Shares)	2,53,292	2,23,757
Period of Maturity	1 Year	
Applicable rate of interest	9% to 12%	



Guaranteed By Directors	No		
Sub Total		2,95,184	2,60,525
LOANS PAYABLE ON DEMAND			
Unsecured			
From Banks		0	0
From other parties		0	0
From Related party		0	0
Sub Total		0	0
Total (A)		2,95,184	2,60,525
Borrowings in India		2,95,184	2,60,525
Borrowings outside India		0	0
Total (B)		2,95,184	2,60,525

Note 15 **OTHER FINANCIAL LIABILITIES**

Particulars	Rupees in '000	
	31.03.2024	31.03.2023
Unclaimed Dividends	1,298	1,550
Total	1,298	1,550

Note 16 **PROVISIONS**

Particulars	Rupees in '000	
	31.03.2024	31.03.2023
Provisions for F&O contracts	17,092	5,578
Provision For Standard Assets (RBI Regulations)	1,203	455
Provision for Expenses	293	308
Total	18,588	6,341

Note 17 **DEFERRED TAX LIABILITIES**

Particulars	Rupees in '000	
	31.03.2024	31.03.2023
Deferred tax liability		
Fixed Assets : Impact of Difference between tax depreciation and depreciation / amortisation charged for financial reporting	529	477
On Comprehensive Income		
Income Tax relating to items that will not be reclassified to Profit & Loss	5,36,809	3,41,526



Gross deferred tax liabilities	5,37,338	3,42,003
Deferred tax Assets		
Impact of expenditure charged to the statement of profit and loss in the current year but allowed for tax purposes on payment basis	5,246	7,122
Gross Deferred tax assets	5,246	7,122
Net deferred tax liabilities / (assets)	5,32,092	3,34,881

Note 18 **OTHER NON-FINANCIAL LIABILITIES**

Particulars	Rupees in '000	
	31.03.2024	31.03.2023
Other Payables	-	337
Rent Deposits	300	300
Statutory Dues	243	208
Total	543	845

Note 19 **EQUITY SHARE CAPITAL**

Particulars	Rupees in '000	
	31.03.2024	31.03.2023
Authorised		
1,00,00,000 (1,00,00,000) Equity Shares of ₹ 10 each	100,000	100,000
Issued		
69,70,900(69,70,900) Equity Shares of ₹10 each	69,709	69,709
Subscribed and fully Paid up		
69,60,600(69,60,600) Equity Shares of ₹ 10 each	69,606	69,606
Subscribed but not fully Paid up		
10,300(10,300) Equity Shares of ₹10 each	103	103
Less: Unpaid Calls	(34)	(34)
	69	69
Total	69,675	69,675
Reconciliation of the shares outstanding at the beginning and at the end of the year		



Particulars - Equity Shares	Rupees in '000			
	31.03.2024		31.03.2023	
	Number	Rupees in '000	Number	Rupees in '000
Shares at the beginning of the year	69,70,900	69,709	69,70,900	69,709
Shares Issued during the year	-	-	-	-
Shares bought back during the year	-	-	-	-
Shares at the end of the year	69,70,900	69,709	69,70,900	69,709

Details of shareholders holding more than 5% shares in the Holding Company

Name of Shareholder	31.03.2024		31.03.2023	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Mukesh Champaklal Babu	34,31,600	49.23%	34,31,600	49.23%
Meena Mukesh Babu	9,50,000	13.63%	9,50,000	13.63%
Sagar Systech Limited	5,30,000	7.60%	5,30,000	7.60%
Saurashtra Solid Industries Pvt. Ltd.	4,33,609	6.62%	3,87,670	5.56%

Details of promoter shareholding

Shareholding of Promoters	% of Holding	31.03.2024		31.03.2023	
		No. of Shares	% of Holding	No. of Shares	% of Holding
Mukesh Champaklal Babu	N.A	34,31,600	49.23%	34,31,600	49.23%
Meena Mukesh Babu	N.A	9,50,000	13.63%	9,50,000	13.63%
		43,81,600	62.86%	43,81,600	62.86%

Rights, preferences and restrictions attaching to each class of shares including restrictions on the distribution of dividends and the repayment of capital

Particulars	Description	31.03.2024	31.03.2023
		Number	Number
Equity Shares	Pari Pasu	6,970,900	6,970,900
Restrictions on the distribution of dividends	None		
Voting rights or with differential voting rights as to dividend	All shares have equal Voting Rights		

Disclosure of Unpaid Calls		
		Rupees in '000
Particulars	31.03.2024	31.03.2023
By Directors	-	-
By Officers	-	-
Others	34	34

Note 20 **OTHER EQUITY**

		Rupees in '000
Particulars	31.03.2024	31.03.2023
a. Capital Reserves		
Opening Balance	7,081	7,081
(+) Current Year Transfer	-	-
(-) Written Back in Current Year	-	-
Closing Balance	7,081	7,081
b. Securities Premium Account		
Opening Balance	73,628	73,628
(+) Securities premium credited on Share issue	-	-
(-) Premium Utilised for various reasons	-	-
(-) Unpaid Calls	(68)	(68)
Closing Balance	73,560	73,560
c. Statutory Reserve		
Opening Balance	1,30,831	1,20,869
(+) Current Year Transfer	11,821	9,962
Closing Balance	142,652	1,30,831
d. General Reserve		
Opening Balance	21,083	21,083
(+) Current Year Transfer	-	-
(-) Written Back in Current Year	-	-
Closing Balance	21,083	21,083
e. Other Comprehensive Income		
Opening Balance	11,61,685	12,19,706
+ / (-) Movement in OCI during the Year	7,56,773	(58,022)
Closing Balance	19,18,458	11,61,685



f. Surplus Profit and Loss A/c		
Opening balance	5,73,684	5,43,217
(+) Net Profit/(Net Loss) For the current year	58,741	47,684
(-) Transfer (to)/ (+) from Non-Controlling Interest	176	1,031
(-) Dividends Payment	(8,365)	(8,365)
(-) Transfer to Statutory Reserves (RBI Regulations)	(11,821)	(9,962)
+/(-) Provision for Standard Assets (RBI Regulations)	(749)	79
Closing Balance	6,11,666	5,73,684
Total Other Equity	27,74,500	19,67,924

Note 21 **INTEREST INCOME**

Particulars	Rupees in '000	
	31.03.2024	31.03.2023
On Financial Assets measured at fair value through profit or loss (FVTPL):		
Interest on Loans & ICDs	22,646	20,219
Interest on deposits with Banks	-	-
Interest income from Investment	-	-
Total	22,646	20,219

Note 22 **EMPLOYEE BENEFIT EXPENSES**

Particulars	Rupees in '000	
	31.03.2024	31.03.2023
Salaries	4,569	3,608
Bonus	293	230
Contribution to Provident Fund	151	172
Gratuity Expenses	-	1,152
Directors' Remuneration	2,675	2,400
Directors' Sitting Fees	220	140
Staff welfare expenses	86	116
Dearness Allowances	126	-
Total	8,120	7,818

Note 23 **FINANCE COST**

Particulars	Rupees in '000	
	31.03.2024	31.03.2023
Interest expense		
Interest on Loans	21,164	18,785
Interest on Bank Overdraft	2,836	2,613
Interest Expenses- Others	-	1
Other Financial Expenses		
Loan Processing Fees	-	0
Total	24,000	21,399

Note 24 **OTHER EXPENSES**

Particulars	Rupees in '000	
	31.03.2024	31.03.2023
Auditors' Remuneration	85	139
Business Promotion Expenses	550	553
Bad Debts	-	3,076
Conveyance & Car Expenses	545	511
Corporate Social Responsibility Expense	650	-
Diwali Expenses	290	-
Donations	-	951
Demat and Depository Expenses	32	98
Electricity Expenses	373	366
Professional & Legal Expenses	2,376	3,101
Listing Fees	325	300
Membership & Subscriptions	81	94
Office Expenses	265	294
Postage, Courier & Telephone Expenses	86	181
Printing and Stationery Expenses	231	210
Publishing Expenses	140	141
Rent, Rates & Taxes	1,771	1,173
Repairs and Maintenance Expenses	2,428	816
Registrar and Share Transfer Expenses	235	223
Travelling Expenses	2,365	3,082
Stock Exchange Expenses	307	357
Software Expenses	-	20
Sundry Expenses	770	292
Conciliation Award Compensation	50,000	-
Total	63,905	15,978



Note 25 In the opinion of the Directors balances in Loans and Advances & Current Assets Debtors and Creditors have a value on realization of current assets in the ordinary course of business would not be less than the amount at which they are stated in the Balance sheet according to the management provision for all the loans and liabilities adequate. Balances in Debtors, Creditors, Loans, and advances and current assets are subject to confirmation & reconciliation.

Note 26 Auditors' remuneration in accordance with paragraph 5A (j) of part II of Schedule III to the Companies Act 2013 is as under:

	Rupees in '000	
Particulars	31.03.2024	31.03.2023
As Auditors	85	112
Other Professional Services	0	27
Total	85	139

Note 27 Earnings per share is calculated as under:

Particulars	31.03.2024	31.03.2023
<i>Basic earning per share</i>		
Net profit after Taxation (Rupees in '000)	58,741	47,684
Number of shares issued (Nominal Value ₹10)	69,70,900	69,70,900
Basic earning per share (In Rupees)	8.43	6.84
<i>Diluted earning per share</i>		
Net profit after Taxation (Rupees in '000)	58,741	47,684
Number of shares issued (Nominal Value ₹10)	69,70,900	69,70,900
Diluted earning per share (In Rupees)	8.43	6.84

Note 28

	Rupees in '000	
Directors' Remuneration	31.03.2024	31.03.2023
Within the limits of Schedule V to the Companies Act 2013	2,675	2,400



Note 29 The Company is mainly engaged in the business of providing finance and dealing in shares and securities. All other activities of the Company revolve around the main business, and as such in the opinion of the management, there is no separate reportable segment as per Ind AS 108 on 'Operating Segments' in respect of the Company.

The Company operates in single segment only. There are no operations outside India and hence there is no external revenue or assets which require disclosure.

Note 30 Loans and advances given to the employees and associates and for projects do not carry any stipulation as to repayment of principal or payment of interest; and are being repaid periodically. Accordingly, these are considered as good and not considered as part of non-performing assets.

Note 31 The management has made full inquiries and is of the view that assets of the Company in form of fixed assets and Inventories are good in nature, and are stated at appropriate value of the respective assets; and there is no necessity as to impairment / write down provision in the accounts.

Note 32 **Disclosure of Provisions as required by IND-AS-37 is as under:**

Rupees in '000				
Particulars	Opening Balance	Additional provisions during the year	Amount Used or reversed during the year	Closing Balance
Income-tax	13,633	22,069	49,079	13,377

Note 33 The additional information on Quantitative Information of Shares and Securities Traded

Particulars	Opening Stock	Purchases	Sales	Closing Stock
Shares (Qty in Nos.)	40,97,131	1,76,857	2,84,535	39,89,453
(Purchases and sales include Bonus Shares and Splits and other adjustments, if any)				

Note 34 Disclosure of transactions with related parties as required by Ind AS 24

(A)	Transactions during the year with related parties:			
				Rupees in '000
Sr. No.	Name of related party and nature of relationship	Nature of Transaction	2023-24	2022-23

			Transacti on Value	Outstand ing amounts carried in Balance Sheet Dr./ (Cr.)	Transac tion value	Outstandin g amounts carried in Balance Sheet Dr./ (Cr.)
(A)	Entities in which KMP/Director & their relatives have Directorship/Shareholding / significant influence					
1	Istaa Fashions Pvt. Ltd.	Loans given	30,500	10,110	30,950	6,809
		Loans repaid	27,322	-	29,549	-
		Interest Income	122	-	314	-
2	Istaa Finserv Private Limited (Formerly Yogen Babu Securities Pvt. Ltd.)	Brokerage paid	1,433	-	1,486	-
		Loans given	82,500	51,196	-	-
		Loans repaid	32,633	-	-	-
		Interest Income	1,328	-	-	-
3	Rushil Industries Ltd.	Loans given	42,000	-	25,500	-
		Loans repaid	44,035	-	27,248	-
		Interest Income	2,035	-	1,748	-
4	Milon Enterprise Ltd (Formerly Rushil Enterprise Ltd.)	Loans given	3,500	45,687	-	37,985
		Loans repaid	467	-	3,455	-
		Interest Income	4,668	-	4,440	-
5	Sagar Systech Ltd.	Loans given	7,500	2,525	-	-
		Loans repaid	5,003	-	-	-
		Interest Income	28	-	-	-
6	Ashtavinayak Infra Tech Pvt. Ltd.	Loans given	23,500	16,623	2,511	2,524
		Loans repaid	10,094	-	3	-
		Interest Income	693	-	27	-

7	Istaa Infotech Pvt. Ltd.	Loans given	5,000	45	4,500	2,540
		Loans repaid	7,529		2,012	-
		Interest Income	50		44	-
8	Rushil Recycling Pvt Ltd	Loans given	17,000	17,931	-	-
		Loans repaid	103		-	-
		Interest Income	1,034		-	-
9	Mukesh Babu Stock Broking Pvt. Ltd.	Loans given	-	50	-	50
		Loans repaid	-		-	-
		Interest Income	-		-	-
10	Mukesh Babu Mgt Consultants Pvt. Ltd.	Loans given	25	75	-	50
		Loans repaid	-		-	-
		Interest Income	-		-	-
11	C. L. Babu Foundation	Donation given	650	-	-	-
12	Istaa Securities Pvt. Ltd.	-	-	-	-	-
13	Nomad Communications Pvt. Ltd. (Formerly Nomad Communications LLP)	-	-	-	-	-
14	Tamarind Tree Trust	-	-	-	-	-
15	Nomad Moodle Initiative P. Ltd. (Formerly Freenomad Opentech P. Ltd.)	-	-	-	-	-
(B)	Key management personnel (KMP) and their relatives					
1	Mr. Mukesh Babu - Chairman & Managing Director	Remuneration	1,475	-	1,200	-
2	Mrs. Meena Babu - Director	Remuneration	1,200	-	1,200	-
3	Ms. Nupur Chaturvedi - Company Secretary	Remuneration	1,138	0	975	0
4	Mr. Mahesh Thakar - Chief Financial Officer w.e.f. 01.12.2023	Remuneration	352	0	74	0

5	Ms. Sarika Pandya - Chief Financial Officer upto 15.09.2023	Remuneration	400	0	925	0
6	Ms. Miloni Babu - Daughter of Mukesh Babu (Managing Director)	-	-	-	-	-
7	Mr. Hemant Babu - Brother of Mukesh Babu (Managing Director)	-	-	-	-	-
(C) Non Executive/Independent Directors						
1	Mr. Pankaj Majithia - Independent Director	Sitting Fees	50	0	30	0
2	Mr. Vijay Vora - Independent Director	Sitting Fees	50	0	40	0
3	Mr. Manishkumar Shah - Independent Director	Sitting Fees	30	0	10	0
4	Mr. Bhavesh Doshi - Independent Director	Sitting Fees	60	0	30	0
5	Mrs. Meena Babu - Non Executive Director	Sitting Fees	30	0	30	0

B. Percentage to total Loans and Advances in the nature of loans

Rupees in '000				
Type of Borrower	31-03-2024	31-03-2023	31-03-2024	31-03-2023
	Amount of Loan or Advance in the nature of Loan Outstanding		Percentage to total loans and Advances in Nature of Loans	
Promoter	-	-	-	-
Directors	-	-	-	-
KMPs	-	-	-	-
Related Parties	1,44,241	37.56	49,958.32	19.18

Note 35 **INCOME AND EXPENSES IN FOREIGN CURRENCY:**

31.03.2024	31.03.2023
NIL	NIL

Note 36 **CONTINGENT LIABILITIES AND COMMITMENTS (TO THE EXTENT NOT PROVIDED FOR)**

Particulars	31.03.2024	31.03.2023
	₹	₹
A. Contingent Liabilities		
(1) Claims against the company not acknowledged as debt	-	-
(2) Guarantees	-	-
(3) Other money for which the company is contingently liable	-	-
Sub Total (A)	-	-
B. Commitments		
(1) Estimated amount of contracts remaining to be executed on capital account and not provided for	-	-
(2) Uncalled liability on shares/other investments partly paid	-	-
(3) Other commitments (specify nature)	-	-
Sub Total (B)	-	-
Total (A+B)	-	-

Note 37 **SPECIFIC DISCLOSURES**

1 Disclosure pursuant to General Instructions to Balance Sheet of Schedule III to the Companies Act 2013			
	Particulars	Total in '000	Total ₹ per Share
	Dividends proposed to be distributed to equity shareholders	8,365	1.20
2 Disclosure pursuant to General Instructions to Balance Sheet of Schedule III to the Companies Act 2013			

Where in respect of an issue of securities made for a specific purpose, the whole or part of the amount has not been used for the specific purpose at the balance sheet date, Indicate below how such unutilized amounts have been used or invested.			
Not Applicable			
3 Disclosure pursuant to General Instructions to Balance Sheet of Schedule III to the Companies Act 2013			
If, in the opinion of the Board, any of the assets other than fixed assets and non-current investments do not have a value on realization in the ordinary course of business at least equal to the amount at which they are stated, the fact that the Board is of that opinion, shall be stated.			
Name of Assets	Realisable Value	Value in Balance Sheet	Opinion of Board
-	-	None	-

Note 38 **CORPORATE SOCIAL RESPONSIBILITY (CSR)**

Particulars	Rupees in '000	
	31-03-2024	31-03-2023
(a) amount required to be spent by the company during the year*,	210	-
(b) amount of expenditure incurred,	650	-
(c) shortfall at the end of the year,	-	-
(d) total of previous years shortfall,	-	-
(e) reason for shortfall,	-	Not Applicable
(f) nature of CSR activities,	School Education	Not Applicable
(g) details of related party transactions, e.g., contribution to a trust controlled by the company in relation to CSR expenditure as per relevant Accounting Standard,	C.L.Babu Foundation, Trust	Not Applicable
(h) where a provision is made with respect to a liability incurred by entering into a contractual obligation, the movements in the provision during the year should be shown separately.	Not Applicable	Not Applicable

* There has been no expenditure incurred on Corporate Social Responsibility (CSR) during the previous year as Section 135 of Companies Act, 2013 was not applicable to Company in the FY 2022-23.



- Note 39 The Company has a process whereby periodically all long-term contracts are assessed for material foreseeable losses. At the year end, the Company has reviewed and ensured that adequate provision as required under any law / accounting standards for material foreseeable losses, including derivatives, on such long-term contracts has been made in the books of account.
- Note 40 The Company has reviewed its pending litigations and proceedings and has adequately provided for where Provisions are required and disclosed the contingent liabilities where applicable, in its financial statements. The Company does not expect the outcome of these proceedings to have a materially adverse effect on its financial results.
- Note 41 The previous year's figures are regrouped / rearranged / reclassified wherever considered necessary to correspond with the figures of current year.
- Note 42 As required by paragraph 32 of 'Ind AS' - 101 net profit reconciliation between the figures reported under Previous GAAP and 'Ind-AS' is not applicable for previous year ending 31.03.2024.
- Note 43 Disclosures pursuant to RBI Notification - RBI/2020-21/16 DOR.No.BP.BC/3/21.04.048/2020-21 dated 6 August 2020

Rupees in '000					
Type of borrower	Number of accounts where resolution plan has been implemented under this window	Exposure to accounts mentioned at (A) before implementation of the plan	Of (B), aggregate amount of debt that was converted into other securities	Additional funding sanctioned, if any, including between invocation of the plan and implementation	Increase in provisions on account of the implementation of the resolution plan
Personal Loans	0	0	0	0	0
Corporate persons*	0	0	0	0	0
Of which, MSMEs	0	0	0	0	0
Others	0	0	0	0	0
Total	0	0	0	0	0



- Note 44 The Notes referred to in the Balance Sheet and Statement of Profit and Loss Account form an integral part of the Accounts.
- Note 45 There have been no events after the reporting date that require disclosure in these financial statements.
- Note 46 The Company does not have any benami property and no proceedings have been initiated or are pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.
- Note 47 Company do not have borrowings from Banks or financial institutions on the basis of security of current assets, hence disclosure to that effect is not required.
- Note 48 Company do not have any transactions with companies struck off under section 248 of Companies Act, 2013 or section 560 of Companies Act,1956, hence disclosure to that effect is not required.
- Note 49 There is no charges or satisfaction yet to be registered with Register of Companies (ROC) beyond the statutory period.
- Note 50 Company is not declared willful defaulter by any bank, financial institution or other lender, hence disclosure to that effect is not required.
- Note 51 There is no such scheme of Arrangements has been approved by the Competent Authority in terms of Section 230 to 237 of the Companies Act. 2013.
- Note 52 **Undisclosed Income**

Details of any transaction not recorded in the books of account that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961), unless there is immunity for disclosure under any scheme.	Not Applicable
Whether the previously unrecorded income and related assets have been properly recorded in the books of account during the year.;	Not Applicable

- Note 53 Company has not traded or invested in Crypto Currency or Virtual Currency during the financial year, has disclosure is not required to that effect.
- Note 54 Disclosure of details as required in terms of paragraph 13 of Non-Banking Financial (Non-Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2007):

Particulars		Amount in ₹000	
LIABILITIES SIDE:			
1	Loans and advances availed by the NBFCs inclusive of interest accrued thereon but not paid:	Amount Outstanding	Amount Overdue
a	Debentures		
	Secured	-	-
	Unsecured (Other than falling within the meaning of Public Deposits)	-	-
b	Deferred Credits	-	-
c	Term Loans	-	-
d	Inter-corporate Loans and Borrowings	2,53,432	-
e	Commercial Paper	-	-
f	Public Deposits	-	-
g	Other Loans (Specify nature)	41,892	-
2	Break-up of (1)(f) above (Outstanding public deposits inclusive of interest accrued thereon but not paid):	-	-
ASSETS SIDE:		Amount Outstanding	
3	Break-up of Loans and Advances including bills receivables [other than those included in (4) below] :		
a	Secured	-	
b	Unsecured	3,84,033	
4	Break up of Leased Assets and stock on hire and hypothecation loans counting towards EL/HP activities	-	
5	Break-up of Investments:		
	<u>Current Investments:</u>		
	<u>Long Term Investments:</u>		
	1 Quoted: (At Fair Market Value)		
	(i) Shares: (a) Equity	5,88,223	
	(b) Preference	-	
	(ii) Units of Mutual Funds	7,221	
	(iii) Investments in Government or Trust securities	5384	

	2 Unquoted :(At Cost)		
	(i) Shares :	(a) Equity	27,875
		(b) Preference	1,87,320
	(ii) Debentures and Bonds		2,79,000
	(iii) Immovable properties		18,454
6	Borrower group-wise classification of all leased assets, stock-on-hire and loans and advances:		-
7	Investor group-wise classification of all investments (current and long term) in shares and securities (both quoted and unquoted):		
	Category		Market Value / Break up of fair Value or NAV
			Book Value (Net of Provisions)
	1. Related Parties		
	a	Subsidiaries	-
	b	Other Related Parties	5,400
	2. Other than Related Parties		11,08,077
	Total		11,13,477
8	OTHER INFORMATION		
	Particulars		Amount in ₹000
	(i)	Gross Non-Performing Assets	
		(a) Related Parties	-
		(b) Other than related parties	-
	(ii)	Net Non-Performing Assets	
		(a) Related Parties	-
		(b) Other than related parties	-
	(iii)	Assets acquired in satisfaction of Debt	-

The Company has complied with the number of layers prescribed under clause (87) of section 2 of the Act read with companies (Restriction on number of Layers) Rules, 2017.



Note 55	Ratio Disclosure of Holding Company	
	Capital to Risk weighted Assets Ratio	1.10
	Tier I CRAR	2747.31
	Tier II CRAR	0
	Liquidity Coverage Ratio	158.28

Ratio Disclosure of Subsidiary Company

Ratio	Numerator	Denominator	Current Year	Previous Year	% Variance	Reason for Variance
(a) Current Ratio	Current Assets	Current Liabilities	5.950	4.295	38.544	Reduction in debts.
(b) Debt-Equity Ratio	Borrowing + Interest Accrued	Total Equity	0.113	0.169	33.569	Reduction in debts.
(c) Debt Service Coverage Ratio	Earning for Debt Service = Net Profit after Taxes + Non-Cash Operating Expenses like depreciation and other amortisation + interest + other adjustments like loss on sale of fixed assets etc.,	Debt Service = Interest and Lease payment + Principal Repayments	0.391	0.394	(0.667)	No substantial change
(d) Return on Equity Ratio	Net Profit after Tax	Average Shareholder's Equity	(0.001)	(0.005)	82.095	Reduction in loss.

(e) Inventory Turnover Ratio	Cost of Goods Sales or Sales	Average Inventory = (Opening + Closing balance)/2)	-	-	-	N.A
(f) Trade Receivable Turnover Ratio	Net Credit sales	Average Trade Receivable	-	-	-	N.A
(g) Trade Payable Turnover Ratio	Net Credit Purchase	Average Trade Payable	-	-	-	N.A
(h) Net Capital Turnover Ratio	Net sales	Working Capital	-	-	-	N.A
(i) Net Profit Ratio	Net Profit	Net Sales	(0.028)	(0.222)	87.275	Reduction in loss
(j) Return on Capital Employed	Earning before interest and taxes	Capital Employed	0.006	0.001	497.253	Reduction in loss
(k) Return of Investments	Earning before Tax	Shareholders' Funds	(0.001)	(0.005)	86.212	Reduction in Loss
(l) Interest	Earnings Before	Interest Expenses	1.106	0.431	156.841	Reduction in Loss and Debts

Coverage ratio	Interest and Taxes					

Note 56 Utilisation of Borrowed funds and share premium:

- A. Where company has advanced or loaned or invested funds (either borrowed funds or share premium or any other sources or kind of funds) to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding (whether recorded in writing or otherwise) that the Intermediary shall
- i) 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
 - ii) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries;

the company shall disclose the following: -

(I) date and amount of fund advanced or loaned or invested in Intermediaries with complete details of each Intermediary.	Not Applicable
(II) There is no such scheme of Arrangements has been approved by the Competent Authority in terms of Section 230 to 237 of the Companies Act. 2013.	
(III) date and amount of guarantee, security or the like provided to or on behalf of the Ultimate Beneficiaries	
(IV) declaration that relevant provisions of the Foreign Exchange Management Act, 1999 (42 of 1999) and Companies Act has been complied with for such transactions and the transactions are not violate of the Prevention of Money-Laundering act, 2002 (15 of 2003).;	

- B. Where a company has received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the
- i) 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
 - ii) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries

the company shall disclose the following: -

(I) date and amount of fund received from Funding parties with complete details of each Funding party.	
(II) date and amount of fund further advanced or loaned or invested other intermediaries or Ultimate Beneficiaries along with	

complete details of the other intermediaries' or ultimate beneficiaries.	Not Applicable
(III) date and amount of guarantee, security or the like provided to or on behalf of the Ultimate Beneficiaries	
(IV) declaration that relevant provisions of the Foreign Exchange Management Act, 1999 (42 of 1999) and Companies Act has been complied with for such transactions and the transactions are not violate of the Prevention of Money-Laundering act, 2002 (15 of 2003).]	

Note 57 Additional Information as required by Paragraph 2 of the General Instructions for preparations of Consolidated Financial Statements to Schedule III of the Companies Act, 2013:

Name of the entity in the Group	Net Assets, i.e., total assets minus total liabilities		Share in profit or loss		Share in other comprehensive income		Share in total comprehensive income	
	As % of consolidated net assets	Amount	As % of consolidated profit or loss	Amount	As % of consolidated other comprehensive income	Amount	As % of total comprehensive income	Amount
Subsidiaries								
Indian								
Mukesh Babu Securities Limited	27.65%	8,36,300	(0.32)%	(187)	34.40%	2,60,324	31.88%	2,59,961
Foreign								
Non-controlling Interest in Subsidiaries	-	-	-	-	-	-	-	-
Total	27.65%	8,36,300	(0.32)%	(187)	34.40%	2,60,324	31.88%	2,59,961



Note 58 Other information pursuant to General Instructions for preparation of Balance Sheet and Profit & Loss Account of Schedule III to the Companies Act 2013 is not applicable.

UDIN: 24035809BKCQTF5485

AS PER OUR REPORT OF EVEN DATE

FOR CHAITANYA C. DALAL & COMPANY
CHARTERED ACCOUNTANTS

FOR AND ON BEHALF OF THE BOARD OF
MUKESH BABU FINANCIAL SERVICES LIMITED

Chaitanya C. Dalal
Partner
Membership No.35809
FRN NO. 101632W

Mukesh Babu
Managing Director
DIN:00224300

Meena Babu
Director
DIN:00799732

Mahesh Thakar
Chief Financial Officer

Nupur Chaturvedi
Company Secretary
ACS: A30139

Place : Mumbai
Date : 23/05/2024

Place : Mumbai
Date : 23/05/2024



Mukesh Babu Financial Services Limited

CIN: L65920MH1985PLC035504

111, Maker Chambers III

223, Nariman Point

Mumbai- 400021

